

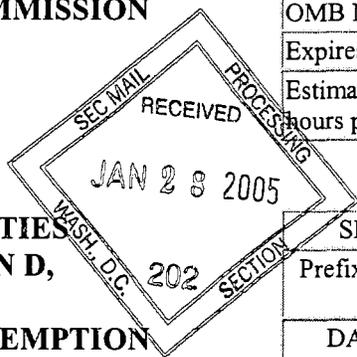
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

PROCESSED  
FEB 01 2005  
THOMSON FINANCIAL

FORM D



NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering ([ ] check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [X] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [X] New Filing [ ] Amendment



A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([ ] check if this is an amendment and name has changed, and indicate change.)  
**Costa Reit Mid-South LLC**

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
**12 East Eager Street, Baltimore, Maryland 21202, (410) 727-6444**

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

Brief Description of Business  
**Land acquisition, real estate speculation, commercial and residential development and financing in Central America.**

Type of Business Organization  
[ ] corporation [ ] limited partnership, already formed [X] other (please specify): **limited liability company**  
[ ] business trust [ ] limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: [08] [2004] [X] Actual [ ] Estimated  
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [ M ] [ D ]



Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner (Managing Member)

Full Name (Last name first, if individual)  
**M. Barry Strudwick**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**12 East Eager Street, Baltimore, Maryland 21202**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**William Ramirez**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**P.O. Box 831-1007, Centro Colon, San Jose, Costa Rica**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**Daniel Thompson Somerville**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**12 East Eager Street, Baltimore, Maryland 21202**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**Dr. Alfred E. McNair, Jr.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**3617 Perryman Road, Ocean Springs, Mississippi 39564**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**Mr. Michael Torino**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**520 East Avenue, Madison, Georgia 30650**



Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	N/A	N/A
<u>Regulation A</u> .....	N/A	N/A
Rule 504 .....	N/A	N/A
Total .....	N/A	N/A

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	[ ]	\$ _____
Printing and Engraving Costs .....	[X]	\$ 1,000.00
Legal Fees .....	[X]	\$ 10,000.00
Accounting Fees .....	[ ]	\$ _____
Engineering Fees .....	[ ]	\$ _____
Sales Commissions (specify finders' fees separately) .....	[ ]	\$ _____
Other Expenses (identify) .....	[ ]	\$ _____
Total .....	[X]	\$ 11,000.00

**Note: No "Finders Fees" or "Sales Commissions" have been or will be paid.**

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." .....

\$ 39,000.00

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	[ ]\$ 0	[ ]\$ 0
Purchase of real estate .....	[ ]\$ 0	[ ]\$ 0
Purchase, rental or leasing and installation of machinery and equipment .....	[ ]\$ 0	[ ]\$ 0
Construction or leasing of plant buildings and facilities.....	[ ]\$ 0	[ ]\$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	[ ]\$ 0	[ ]\$ 0
Repayment of indebtedness .....	[ ]\$ 0	[ ]\$ 0
Working capital .....	[ ]\$ 0	[ ]\$ 0
Other (specify): Investment in Property Owning Companies in Central America	[ ]\$	[X]\$ 39,000.00
Column Totals .....	[ ]\$ 0	[ ]\$ 0
Total Payments Listed (column totals added) .....		<b>\$ 39,000.00</b>

**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS		<b>X</b>	<b>Limited liability company interests</b>	<b>1</b>	<b>\$50,000.00</b>	<b>0</b>	<b>0</b>		<b>X</b>
MO									
MT									
NE									
NV									

1	2 Intend to sell to non-accredited investors in State (Part B-Item 1)	3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
NH							
NJ							
NM							
NY							
NC							
ND							
OH							
OK							
OR							
PA							
RI							
SC							
SD							
TN							
TX							
UT							
VT							
VA							
WA							
WV							
WI							
WY							
PR							