

ATTENTION

1317682

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

FORM D

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



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1

FORM D

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

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields.

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

Mammoth Equities Cypress II, LLC -TIC Interests

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

Type of Filing: 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.)

Mammoth Equities Cypress II, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code) 20532 El Toro Road, Suite 302, Mission Viejo, California 92692

Telephone Number (Including Area Code) 949-583-7158

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

(if different from Executive Offices) same as above

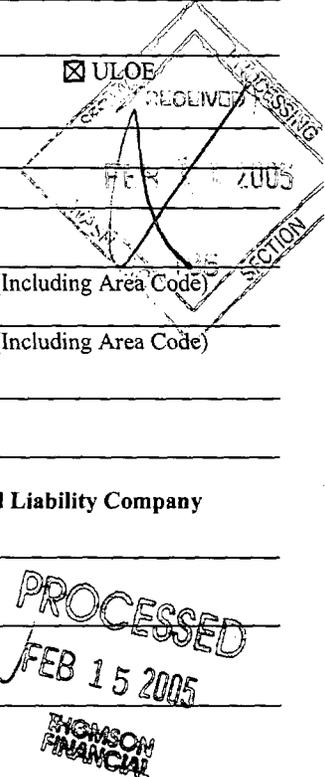
Brief Description of Business: Real Estate Development and Investment

Type of Business Organization

- checkboxes for corporation, limited partnership, business trust, other (please specify): Limited Liability Company

Actual or Estimated Date of Incorporation or Organization: Month 1, Year 0, Actual checkbox

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada: FN for other foreign jurisdiction) CA



GENERAL INSTRUCTIONS

Federal: Who Must File, When to File, Where to File, Copies Required, Information Required, Filing Fee, State.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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

Full Name (Last name first, if individual)

Mammoth Equities Cypress II, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

20532 El Toro Road, Suite 302, Mission Viejo, California 92692

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

Full Name (Last name first, if individual)

Wish, Robert L.

Business or Residence Address (Number and Street, City, State, Zip Code)

20532 El Toro Road, Suite 302, Mission Viejo, California 92692

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

Full Name (Last name first, if individual)

Lewis, C.W. Tucker

Business or Residence Address (Number and Street, City, State, Zip Code)

20532 El Toro Road, Suite 302, Mission Viejo, California 92692

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

Full Name (Last name first, if individual)

Colvin, William R.

Business or Residence Address (Number and Street, City, State, Zip Code)

20532 El Toro Road, Suite 302, Mission Viejo, California 92692

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

Full Name (Last name first, if individual)

Wish, Erin L.

Business or Residence Address (Number and Street, City, State, Zip Code)

20532 El Toro Road, Suite 302, Mission Viejo, California 92692

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

Full Name (Last name first, if individual)

Rotscheck, Lee A.

Business or Residence Address (Number and Street, City, State, Zip Code)

20532 El Toro Road, Suite 302, Mission Viejo, California 92692

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

Full Name (Last name first, if individual)

Howes, Briant D.

Business or Residence Address (Number and Street, City, State, Zip Code)

20532 El Toro Road, Suite 302, Mission Viejo, California 92692

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

Full Name (Last name first, if individual)

Lacy, Craig W.

Business or Residence Address (Number and Street, City, State, Zip Code)

20532 El Toro Road, Suite 302, Mission Viejo, California 92692

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

Full Name (Last name first, if individual)

O'Connor, Janet L.

Business or Residence Address (Number and Street, City, State, Zip Code)

20532 El Toro Road, Suite 302, Mission Viejo, California 92692

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

Full Name (Last name first, if individual)

Sitzer, Michael F.

Business or Residence Address (Number and Street, City, State, Zip Code)

20532 El Toro Road, Suite 302, Mission Viejo, California 92692

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

Full Name (Last name first, if individual)

Mammoth Equities Capital Group, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

20532 El Toro Road, Suite 302, Mission Viejo, California 92692

B. INFORMATION ABOUT OFF

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
[] [x]

Answer also in Appendix, Column 2, if filin

2. What is the minimum investment that will be accepted from any individual? \$1,206,000*

3. Does the offering permit joint ownership of a single unit? [x] []

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration f
an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more
information for that broker or dealer only.

Full Name (Last name first, if individual)

Empire Securities Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)

10 Universal City Plaza, 20th Floor, Universal City, CA 91608

Name of Associated Broker or Dealer

Empire Securities Corporation

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [x] All States

[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] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

See attached for Selling Group Information (next page)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

[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] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

[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] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

* Lesser amounts may be accepted in the Manager's sole discretion.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify <u>TIC Interests</u>)	\$14,650,000	\$0
Total.....	\$14,650,000	\$0

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero".

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	0	\$0
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)	_____	\$ _____

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, in 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.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
Total.....	_____	\$ _____

4a. 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.....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$2,000
Legal Fees.....	<input checked="" type="checkbox"/>	\$20,000
Accounting Fees	<input checked="" type="checkbox"/>	\$20,000
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$1,025,500
Other Expenses (identify) <u>Managing Dealer Fee and Marketing Expenses, Due Diligence Allowance</u>	<input checked="" type="checkbox"/>	\$763,750
Total.....	<input checked="" type="checkbox"/>	\$1,831,250

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

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." \$12,818,750

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	<input type="checkbox"/>	\$ _____	\$ _____
Purchase of real estate	<input checked="" type="checkbox"/>	\$ _____	<u>\$12,609,500</u>
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ _____	\$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$ _____	\$ _____
Acquisition of other business (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)	<input type="checkbox"/>	\$ _____	\$ _____
Repayment of indebtedness	<input type="checkbox"/>	\$ _____	\$ _____
Working capital	<input checked="" type="checkbox"/>	\$ _____	<u>\$209,250</u>
Other (specify)	<input type="checkbox"/>	\$ _____	\$ _____
.....	<input type="checkbox"/>	\$ _____	\$ _____
Column Totals	<input checked="" type="checkbox"/>	\$ _____	<u>\$12,818,750</u>
Total Payments Listed (column totals added)			<input checked="" type="checkbox"/> <u>\$12,818,750</u>

D. FEDERAL SIGNATURES

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Mammoth Equities Cypress II, LLC	Signature 	Date <u>11/19</u> , 2004
Name of Signer (Print or Type) William R. Colvin	Title of Signer (Print or Type) President	

ATTENTION

**Intentional misstatements or omissions of fact constitute federal criminal violations.
(See 18 U.S.C. 1001.)**

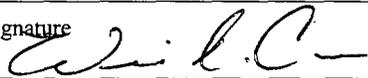
C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

- 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." \$12,818,750
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	<input type="checkbox"/>	\$ _____	\$ _____
Purchase of real estate	<input checked="" type="checkbox"/>	\$ _____	<u>\$12,609,500</u>
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ _____	\$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$ _____	\$ _____
Acquisition of other business (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)	<input type="checkbox"/>	\$ _____	\$ _____
Repayment of indebtedness	<input type="checkbox"/>	\$ _____	\$ _____
Working capital	<input checked="" type="checkbox"/>	\$ _____	<u>\$209,250</u>
Other (specify)	<input type="checkbox"/>	\$ _____	\$ _____
.....	<input type="checkbox"/>	\$ _____	\$ _____
Column Totals	<input checked="" type="checkbox"/>	\$ _____	<u>\$12,818,750</u>
Total Payments Listed (column totals added).....			<input checked="" type="checkbox"/> <u>\$12,818,750</u>

D. FEDERAL SIGNATURES

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Mammoth Equities Cypress II, LLC	Signature 	Date <u>11/19</u> , 2004
Name of Signer (Print or Type) William R. Colvin	Title of Signer (Print or Type) President	

ATTENTION

**Intentional misstatements or omissions of fact constitute federal criminal violations.
(See 18 U.S.C. 1001.)**

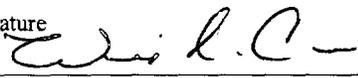
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Mammoth Equities Cypress II, LLC	Signature 	Date <u>11/19</u> , 2004
Name (Print or Type) William R. Colvin	Title (Print or Type) President	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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		X	TIC Interests / \$14,650,000	10	\$3,383,600	0	0		X
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									
MT									
NE									
NV									
NH									
NJ									

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
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									