

1274857

SEC 1972 Potential persons who are to respond to the collection of information contained in this form (6-02) are not required to respond unless the form displays a currently valid OMB control number.

**ATTENTION**  
**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 state exemption unless such exemption is predicated on the filing of a federal notice.**

**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**  
**MAR 16 2005**  
**THOMSON FINANCIAL**

**FORM D**

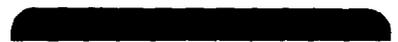
**NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION**

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering ([ ] check if this is an amendment and name has changed, and indicate change.)  
**Southport Boat Works, LLC Membership Interest and Debt Offering**

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



**05047230**

**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.)  
**SOUTHPORT BOAT WORKS, LLC**

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
**2080 ENTERPRISE DRIVE NE LELAND, NC 28451 (910) 383-0365**

*BJM*



**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.

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

---

Full Name (Last name first, if individual)  
**LONGINO, FRANK HENRY**

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Business or Residence Address (Number and Street, City, State, Zip Code)  
**2080 Enterprise Drive NE Leland, NC 28451**

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

---

Full Name (Last name first, if individual)  
**HERNDON, DEWEY ALTON**

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
**2080 Enterprise Drive NE Leland, NC 28451**

---

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

---

Full Name (Last name first, if individual)  
**PAUL, CHARLES A. III**

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1508 MILITARY CUTOFF ROAD, SUITE 204, WILMINGTON, NC 28403**

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

---

Full Name (Last name first, if individual)  
**CAMERON, WILLIAM H.**

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Business or Residence Address (Number and Street, City, State, Zip Code)  
**1201 GLEN MEADE ROAD, WILMINGTON, NC 28401**

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

---

Full Name (Last name first, if individual)  
**FULLERTON, J. ROBERT**

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1508 MILITARY CUTOFF ROAD, SUITE 201, WILMINGTON, NC 28403**

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

---

Full Name (Last name first, if individual)  
**KEHL, DANIEL J.**

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Business or Residence Address (Number and Street, City, State, Zip Code)  
**421 S. Lumina Avenue, Wrightsville Beach, NC 28480**

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

---

Full Name (Last name first, if individual)  
**SBW CAMERON, LLC, North Carolina limited liability company**

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Business or Residence Address (Number and Street, City, State, Zip Code)  
**1201 GLEN MEADE ROAD, WILMINGTON, NC 28401**

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

---

Full Name (Last name first, if individual)  
**KEHL INVESTMENTS OF NORTH CAROLINA, LLC, North Carolina limited liability company**

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Business or Residence Address (Number and Street, City, State, Zip Code)  
**421 S. Lumina Avenue, Wrightsville Beach, NC 28480**

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---

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

---

Full Name (Last name first, if individual)  
**PARK LAKE PROPERTIES, LLC, North Carolina limited liability company**

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Business or Residence Address (Number and Street, City, State, Zip Code)  
**1508 MILITARY CUTOFF ROAD, SUITE 302, WILMINGTON, NC 28403**

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**B. INFORMATION ABOUT OFFERING**

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 filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... **\$70,000.00**

3. Does the offering permit joint ownership of a single unit?..... Yes No  
[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 for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is 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 than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual) **NONE.**

Business or Residence Address (Number and Street, City, State, Zip Code) **NONE.**

Name of Associated Broker or Dealer **NONE.**

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) **NONE.**

Business or Residence Address (Number and Street, City, State, Zip Code) **NONE.**

Name of Associated Broker or Dealer **NONE.**

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.)

**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 .....	\$0	\$0
Equity .....	\$0	\$0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$0	\$0
Partnership Interests .....	\$0	\$0
Other:		
<b>Class A LLC Membership Interest</b>	\$ 70,370	\$ 70,370
<b>Promissory Note</b>	\$1,650,000	\$1,650,000
<b>Total .....</b>	<b>\$1,720,370</b>	<b>\$1,720,370</b>

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 .....	1	\$1,720,370
Non-accredited Investors .....	0	\$0
Total (for filings under Rule 504 only) .....	N/A	N/A

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.

N/A

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
Total .....	_____	\$ _____

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 .....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees .....	<input type="checkbox"/>	\$ _____
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) Finders' Fees/Consulting Fees .....	<input type="checkbox"/>	\$ _____
Total .....	<input type="checkbox"/>	\$ _____

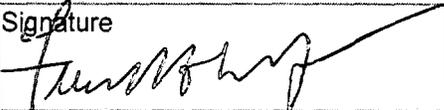
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4. a. This  \$1,720,370.00 difference is the "adjusted gross proceeds to the issuer." .....

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"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
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) .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$1,720,370.00
Other (specify): Consulting Fees .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$1,720,370.00
Total Payments Listed (column totals added) .....		<input checked="" type="checkbox"/> \$1,720,370.00

**D. FEDERAL SIGNATURE**

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) <b>SOUTHPORT BOAT WORKS, LLC</b>	Signature 	Date <b>2-28-05</b>
Name of Signer (Print or Type) <b>FRANK HENRY LONGINO</b>	Title of Signer (Print or Type) <b>MANAGER/ CHIEF EXECUTIVE OFFICER</b>	

**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 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No  
[ ] [x]

.....  
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)	Signature	Date
<b>SOUTHPORT BOAT WORKS, LLC</b>		2-28-05
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
<b>FRANK HENRY LONGINO</b>	<b>MANAGER/ CHIEF EXECUTIVE OFFICER</b>	

*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									
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		X	LLC Membership Interests (\$70,370)	1	\$ 70,370.00	0	\$0		X
NC		X	Promissory Note/Loan (\$1,650,000)	1	\$1,650,000.00	0	\$0		X
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

<http://www.sec.gov/divisions/corpfin/forms/formd.htm>  
Last update: 06/06/2002

# Form U-2 Uniform Consent to Service of Process

Know all men by these presents:

That the undersigned Southport Boat Works, LLC (~~a corporation~~), (~~a partnership~~), a (limited liability company) organized under the laws of North Carolina or (~~an individual~~), [strike out inapplicable nomenclature] for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Dewey Alton Herndon

(Name)

2080 ENTERPRISE DRIVE NE LELAND, NC 28451

(Address)

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of each State as its attorney in that State for receipt of service of process:

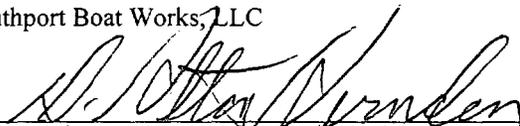
<input type="checkbox"/> AL	Secretary of State	<input type="checkbox"/> FL	Dept. of Banking and Finance
<input type="checkbox"/> AK	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<input type="checkbox"/> GA	Commissioner of Securities
<input type="checkbox"/> AZ	The Corporation Commission	<input type="checkbox"/> GUAM	Administrator, Department of Finance
<input type="checkbox"/> AR	The Securities Commissioner	<input type="checkbox"/> HI	Commissioner of Securities
<input type="checkbox"/> CA	Commissioner of Corporations	<input type="checkbox"/> ID	Director, Department of Finance
<input type="checkbox"/> CO	Securities Commissioner	<input type="checkbox"/> IL	Secretary of State
<input type="checkbox"/> CT	Banking Commissioner	<input type="checkbox"/> IN	Secretary of State
<input type="checkbox"/> DE	Securities Commissioner	<input type="checkbox"/> IA	Commissioner of Insurance
<input type="checkbox"/> DC	Dept. of Insurance & Securities Regulation	<input type="checkbox"/> KS	Secretary of State
<input type="checkbox"/> KY	Director, Division of Securities	<input type="checkbox"/> OH	Secretary of State
<input type="checkbox"/> LA	Commissioner of Securities	<input type="checkbox"/> OR	Director, Department of Insurance and Finance
<input type="checkbox"/> ME	Administrator, Securities Division	<input type="checkbox"/> OK	Securities Administrator
<input type="checkbox"/> MD	Commissioner of the Division of Securities	<input type="checkbox"/> PA	Pennsylvania does not require filing of a Consent to Service of Process
<input type="checkbox"/> MA	Secretary of State	<input type="checkbox"/> PR	Commissioner of Financial Institutions
<input type="checkbox"/> MI	Commissioner, Office of Financial & Insurance Services	<input type="checkbox"/> RI	Director of Business Regulation

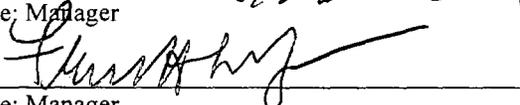
<u>  </u> MN	Commissioner of Commerce	<u>  </u> SC	Securities Commissioner
<u>  </u> MS	Secretary of State	<u>  </u> SD	Director of the Division of Securities
<u>  </u> MO	Securities Commissioner	<u>  </u> TN	Commissioner of Commerce and Insurance
<u>  </u> MT	State Auditor and Commissioner of Insurance	<u>  </u> TX	Securities Commissioner
<u>  </u> NE	Director of Banking and Finance	<u>  </u> UT	Director, Division of Securities
<u>  </u> NV	Secretary of State	<u>  </u> VT	Commissioner of Banking, Insurance, Securities & Health Administration
<u>  </u> NH	Secretary of State	<u>  </u> VA	Clerk, State Corporation Commission
<u>  </u> NJ	Chief, Securities Bureau	<u>  </u> WA	Director of the Department of Licensing
<u>  </u> NM	Director, Securities Division	<u>  </u> WV	Commissioner of Securities
<u>  </u> NY	Secretary of State	<u>  </u> WI	Commissioner of Securities
<u>  </u> X NC	Secretary of State	<u>  </u> WY	Secretary of State
<u>  </u> ND	Securities Commissioner		

Dated this 20<sup>th</sup> day of ~~March~~ <sup>February</sup>, 2005

(SEAL)

Southport Boat Works, LLC

By   
 Title: Manager

By   
 Title: Manager

CORPORATE ACKNOWLEDGMENT

State or Province of \_\_\_\_\_ )  
County of \_\_\_\_\_ ) ss.

On this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ before me \_\_\_\_\_ the undersigned officer, personally appeared \_\_\_\_\_ known personally to me to be the \_\_\_\_\_ (TITLE) of the above named corporation and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

\_\_\_\_\_  
Notary Public/Commissioner of Oath  
My Commission Expires \_\_\_\_\_

(SEAL)

INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

State or Province of North Carolina)

County of New Hanover) ss.

On this 28th day of Feb, 2005, before me, Claudia R Unsicker, the undersigned officer, personally appeared D. Alton Hemdon, a Manager of Southport Boat Works, LLC, to me personally known and known to me to be the same person(s) whose name(s) is (are) signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

In WITNESS WHEREOF I have hereunto set my hand and official seal.

Claudia R Unsicker  
Notary Public/Commissioner of Oaths  
My Commission Expires 12/15/07

(SEAL)

State or Province of North Carolina)

County of New Hanover) ss.

On this 26th day of Feb, 2005, before me, Claudia R. Unsicker, the undersigned officer, personally appeared Frank H. Longino, a Manager of Southport Boat Works, LLC, to me personally known and known to me to be the same person(s) whose name(s) is (are) signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

In WITNESS WHEREOF I have hereunto set my hand and official seal.

Claudia R Unsicker  
Notary Public/Commissioner of Oaths  
My Commission Expires 12/15/07

(SEAL)