

ATTENTION



05050324

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, 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.

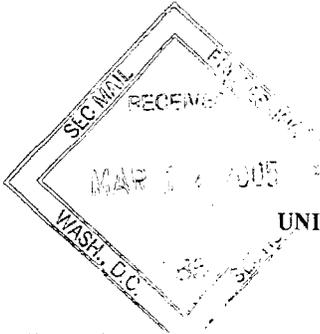
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FORM D

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

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 or Offering (checkbox) 5,000 to 10,000 Units (consisting of limited liability company membership interests) with Warrants to purchase additional units Filing Under (checkboxes) Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing (checkboxes) New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer: Name of Issuer (checkbox) FirstAgain LLC, a Delaware limited liability company, formerly Emerald First LLC, a Delaware limited liability company Address of Executive Offices Telephone Number Address of Principal Business Operations Telephone Number Brief Description of Business: The company is a startup operation that intends to engage in the consumer lending business. Type of Business Organization (checkboxes) corporation limited partnership, already formed other (please specify): Limited Liability Company business trust limited partnership, to be formed

PROCESSED

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated APR 11 2005 Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada: FN for other foreign jurisdiction) D E

THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et. seq. or 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington D.C. 20549. Copies Required: Five (5) Copies of this notice must be filed with the SEC, one of which must be manually signed. Information Required: A new filing must contain all information requested. Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

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	<input checked="" type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Miller, Gary J.

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

600 West Broadway, Suite 3100, San Diego, CA 92101

Check Box(es) that Apply	<input checked="" type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Zeller, David G.

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

600 West Broadway, Suite 3100, San Diego, CA 92101

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Cataldo, Mario L.

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

600 West Broadway, Suite 3100, San Diego, CA 92101

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Jakubowski, Kenneth J.

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

600 West Broadway, Suite 3100, San Diego, CA 92101

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

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

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

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

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

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

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

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$1,000.00

3. Does the offering permit joint ownership of a single unit? Yes No

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)

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)

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)

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.....	\$0.00	\$0.00
Equity.....	\$0.00	\$0.00
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$0.00	\$0.00
Partnership Interests.....	\$0.00	\$0.00
Other (Specify <u>Capital Units of LLC Membership Interests and Warrants</u>).....	\$5,000,000	\$5,000,000
Total.....	\$5,000,000	\$5,000,000

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.....	60	\$4,568,902.00
Non-accredited Investors.....	23	\$431,098.00
Total (for filings under Rule 504 only).....	0	\$0.00

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.....	_____	\$0.00

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"/>	\$0.00
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$3,000.00
Legal Fees.....	<input checked="" type="checkbox"/>	\$30,000.00
Accounting Fees.....	<input type="checkbox"/>	\$0.00
Engineering Fees.....	<input type="checkbox"/>	\$0.00
Sales commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$0.00
Other Expenses (identify) State filing fees, costs and other miscellaneous expenses	<input checked="" type="checkbox"/>	\$5,000.00
Total.....	<input type="checkbox"/>	\$38,000.00

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) FirstAgain LLC, a Delaware Limited Liability Company	Signature 	Date October 22, 2004
Name (Print or Type) Gary J. Miller	Title (Print or Type) Manager and CEO	

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 State	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)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		X							X
AK		X							X
AZ		X							X
AR		X							X
CA	X		LLC Units-\$10 Million	24	2630211	15	278098		X
CO		X							X
CT	X		LLC Units-\$10 Million	3	150000				X
DE		X							X
DC		X							X
FL	X		LLC Units-\$10 Million	4	105000				X
GA		X							X
HI		X							X
ID		X							X
IL	X		LLC Units-\$10 Million						X
IN		X							X
IA		X							X
KS		X							X
KY	X		LLC Units-\$10 Million	1	100000				X
LA		X							X
ME		X							X
MD	X		LLC Units-\$10 Million						X
MA	X		LLC Units-\$10 Million						X
MI	X		LLC Units-\$10 Million	9	465000	2	50000		X
MN		X							X
MS		X							X
MO	X		LLC Units-\$10 Million	2	48691	1	25000		X
MT	X		LLC Units-\$10 Million			1	5000		X
NE		X							X
NV		X							X
NH		X							X
NJ	X		LLC Units-\$10 Million						X
NM		X							X

APPENDIX

1 State	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)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NY	X		LLC Units-\$10 Million	11	625000	1	30000		X
NC	X		LLC Units-\$10 Million	1	50000				X
ND		X							X
OH	X		LLC Units-\$10 Million	1	20000				X
OK	X		LLC Units-\$10 Million	1	25000				X
OR		X							X
PA		X							X
RI		X							X
SC		X							X
SD		X							X
TN	X		LLC Units-\$10 Million	1	50000	1	5000		X
TX	X		LLC Units-\$10 Million	2	300000				X
UT		X							X
VT	X		LLC Units-\$10 Million						X
VA	X		LLC Units-\$10 Million						X
WA		X							X
WV		X							X
WI		X							X
WY		X							X
PR		X							X