

SEC 1972 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.

ATTENTION

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

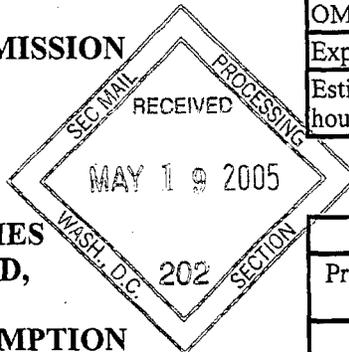


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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

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



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

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

328021

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: Jockey Fund I, LLC

Address of Executive Offices: 1315 Strawberry Court, Danville, Ca 94526
Telephone Number: (925) 736-9920

Address of Principal Business Operations: Same as above.
Telephone Number:

Brief Description of Business: Investment in real property and related notes and mortgages.

Type of Business Organization

- [] corporation [] limited partnership, already formed [X] other (LLC)
- [] business trust [] limited partnership, to be formed

PROCESSED
MAY 23 2005
THOMSON FINANCIAL

Month Year

Actual or Estimated Date of Incorporation or Organization: [9/28/04] [X] Actual [] Estimated

Jurisdiction of Incorporation or Organization: [CA]

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. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

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. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

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. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

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 [X] Beneficial Owner [] Executive Officer [] Director [X] General and/or Managing Partner

Full Name (Last name first, if individual) LDC Asset Management, LLC (Manager)

Business or Residence Address: 1315 Strawberry Court, Danville, Ca 94526

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

Full Name: GEE, Les (in capacity as CEO of Manager of issuer, LDC Asset Management, LLC)

Business or Residence Address: 1315 Strawberry Court, Danville, Ca 94526

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

Full Name: STOKES, Craig

Business or Residence Address: 12 Storrie St., San Francisco, CA 94114

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

Full Name: FOLLAIN, Dennis

Business or Residence Address: 4892 Windermere Dr., Newark, CA 94560

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?..... \$40,000

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.

PLEASE SEE ATTACHED LIST

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.

Aggregate Amount Already

Type of Security	Offering Price	Sold
Debt	\$ _____	\$ _____
Equity	\$ _____	\$ _____
[] Common [] Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (LLC Membership Interests)	\$2,000,000	\$1,520,000
Total	\$2,000,000	\$1,520,000

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	14	\$1,030,000
Non-accredited Investors	8	\$490,000
Total (for filings under Rule 504 only)	22	\$1,520,000

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	_____	\$ _____
<u>Regulation A</u>	_____	\$ _____
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	[] \$ _____
Printing and Engraving Costs	[x] \$2,000
Legal Fees	[x] \$15,000
Accounting Fees	[x] \$15,000
Engineering Fees	[] \$ _____
Sales Commissions (specify finders' fees separately)	[] \$ _____
Other Expenses (identify) (finders fees: commissions for finders will not be deducted from the investor / members' contributions to the issuer, but rather will be deducted from the Manager's compensation, as more fully provided in the PPM.)	[] \$ _____
Total	[x] \$32,000

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."

\$1,968,000

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	[x] \$40,000	[x] \$40,000
Purchase of real estate	[] \$0	[x] \$700,000
Purchase, rental or leasing and installation of machinery and equipment	[] \$N/A	[] \$N/A
Construction or leasing of plant buildings and facilities.....	[] \$N/A	[] \$N/A
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)	[] \$N/A	[] \$N/A
Repayment of indebtedness	[] \$15,000	[] \$0
Working capital	[x] \$100,000	[x] \$73,000
Other (specify): Purchase of mortgage notes:	[] \$0	[] \$0
Purchase of membership interests in DragonFund III:	[] \$0	[x] \$1,000,000
Column Totals	[x] \$155,000	[x] \$1,813,000
Total Payments Listed (column totals added)	[x] \$1,968,000	

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)

Issuer: Jockey Fund I, LLC	Signature  CEO	Date 5/1/05
Name of Signer: Les Gee	Title of Signer: CEO of LDC Asset Management, LLC, in its capacity as Manager of the issuer	

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]?

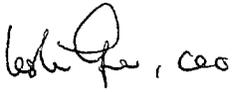
See Appendix, Column 5, for state response.

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: Jockey Fund I, LLC	Signature 	Date 5/1/05
Name of Signer: Les Gee	Title of Signer: CEO of LDC Asset Management, LLC, in its capacity as Manager of the issuer	

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.

PA									
RI									
SC									
SD									
TN									
TX									
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WA									
WV									
WI									
WY									
PR									

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

Name	Address	Name of Associated Broker or Dealer	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
Dennis Follain	4892 Windermere Dr., Newark CA 94560	None	CA
Craig Stokes	12 Storrie Dr., San Francisco, CA 94119	None	CA
Brian Ajari	3585 Del Mar Dr., Concord CA 94521	None	CA
Melanie Hecht	795 Alderbrook Ln., Cupertino, CA 95014	None	CA
John Chen	7908 Pineville Circle, Castro Valley, CA 94552	None	CA
Anna Stanislawski	20 Woodland Dr., Alamo CA 94507	None	CA
Larry Van Valkenburgh	795 Alderbrook Ln., Cupertino, CA 95014	None	CA
Phillip Diep & Jenny Trac	16100 Marcella St., San Leandro, CA 94578	None	CA
Claudia Zeman	1975 Arroyo Ave., San Carlos, CA 94070	None	CA
Edwin Yeh	1008 Ivy Glen Dr., San Jose, CA 95133	None	CA