

FORM D

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

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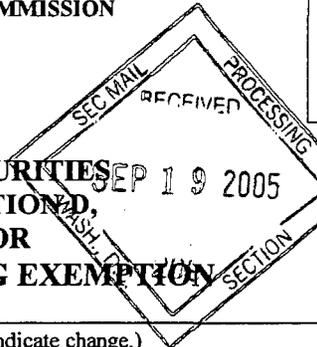
OMB APPROVAL table with OMB Number, Expires, and Estimated average burden.



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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 of Offering, Filing Under, and Type of Filing fields.

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer. Name of Issuer, Address of Executive Offices, Address of Principal Business Operations, Brief Description of Business.

Type of Business Organization, Actual or Estimated Date of Incorporation or Organization, Jurisdiction of Incorporation or Organization.

PROCESSED SEP 22 2005 THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal: Who Must File, When To File, Where To File, Copies Required, Information Required, 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.

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

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)
CORE Realty Holdings, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
1600 Dove Street, Suite 210, Newport Beach, CA 92660

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

Full Name (Last name first, if individual)
Saunders, John

Business or Residence Address (Number and Street, City, State, Zip Code)
1600 Dove Street, Suite 210, Newport Beach, CA 92660

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)
1600 Dove Street, Suite 210, Newport Beach, CA 92660

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

Full Name (Last name first, if individual)
Morehead, Douglas

Business or Residence Address (Number and Street, City, State, Zip Code)
1600 Dove Street, Suite 210, Newport Beach, CA 92660

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

Full Name (Last name first, if individual)
McGregor, Sterling

Business or Residence Address (Number and Street, City, State, Zip Code)
1600 Dove Street, Suite 210, Newport Beach, CA 92660

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

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?..... \$708,000*

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.

Full Name (Last name first, if individual)
OMNI Brokerage, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
10542 S. Jordan Gateway, Suite 330, Salt Lake City, UT 84095

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.)

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

** All states for which they are Registered/Licensed.

B. INFORMATION ABOUT THE OFFERING

Broker-Dealer	States has or will solicit this offering
Geneos Wealth Management, Inc. 508 North Humphreys Flagstaff, AZ 86001	AZ
AFA Financial Group, LLC 300 New Stine Road Bakersfield, CA 93309	CA
United Securities Alliance, Inc. 1821 56 th Avenue, Suite B Greeley, CO 80634	CO
Direct Capital Securities, Inc. 3070 Bristol Street, Suite 500 Costa Mesa, CA 92626	CA
United Securities Alliance, Inc. 500 Seabright Avenue, Suite 201 Santa Cruz, CA 95060	CA
ePlanning Securities, Inc. 5320 Carpinteria Avenue, Suite A Carpinteria, CA 93013	CA
Independent Financial Group, LLC 1001 B Avenue, Suite 200 Coronado, CA 92118	CA
Empire Securities Corporation 23240 Hawthorne Boulevard, Suite 205 Torrance, CA 90505	CA
United Securities Alliance, Inc. 505 West Olive Avenue, Suite 100 Sunnyvale, CA 94086	AZ
Regent Capital Group 815 Moraga Drive Los Angeles, CA 90049	CA
Omni Brokerage, Inc. One Market Street San Francisco, CA 94105	CA
Empire Securities 23679 Calabasas Road, Suite 631 Calabasas, CA 91302	CA
Liberty Group, LLC 24361 El Toro Road, Suite 135 Laguna Woods, CA 92653	CA
AFA Financial Group, LLC 26637 West Agoura Road Calabasas, CA 91302	CA
Sentra Securities Corporation 11545 West Bernardo Court, Suite 203 San Diego, CA 92127	CA
Empire Securities 1106 Second Street, Suite 663 Encinitas, CA 92024	CA
Direct Capital Securities, Inc. 3070 Bristol Street, Suite 500 Costa Mesa, CA 92626	CA
Lighthouse Capital Corporation 5173 Steinbeck Court Carlsbad, CA 92008	CA
United Securities Alliance, Inc. 288 Clayton Street, Suite 204 Denver, CO 80206	MT/US Virgin Islands

Regent Capital Group 28025 Dorothy Drive, Suite 102 Agoura Hills, CA 91301	CA
OMNI Brokerage, Inc. 2950 Buskirk Avenue, Suite 300 Walnut Creek, CA 94597	CA
K-One Investment Company, Inc. 160 Sansome Street, Suite 1200 San Francisco, CA 94104	CA
Brookstreet Securities Corporation 55 Hitchcock Way, Suite 212 Santa Barbara, CA 93105	CA
First Financial Equity Corporation 7373 North Scottsdale Road, Suite D-120 Scottsdale, AZ 85253	AZ

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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 the 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>Tenant in Common Interest</u>)	\$23,600,000	\$0
Total	\$23,600,000	\$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	_____	\$ _____

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 insurer. 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) <u>All expenses to be paid by issuer</u>	<input type="checkbox"/>	\$ _____
Total	<input type="checkbox"/>	\$0

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.".....

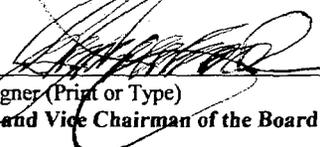
\$23,600,000

5. Indicate below the amount of the adjusted gross proceed 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.

	<input type="checkbox"/>	Payments to Officers, Directors, & Affiliates	<input type="checkbox"/>	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 type="checkbox"/>	\$ _____
Other (specify):.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Real Estate Investment				
.....	<input checked="" type="checkbox"/>	<u>\$23,600,000</u>	<input type="checkbox"/>	\$ _____
Column Totals.....	<input checked="" type="checkbox"/>	<u>\$23,600,000</u>	<input type="checkbox"/>	\$ _____
Total Payments Listed (column totals added).....			<input checked="" type="checkbox"/>	<u>\$23,600,000</u>

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) CORE West Michigan Industrial S, LLC	Signature 	Date 9/15/05
Name of Signer (Print or Type) Douglas Morehead	Title of Signer (Print or Type) Manager and Vice Chairman of the Board of Managers of sole member of issuer	

ATTENTION

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

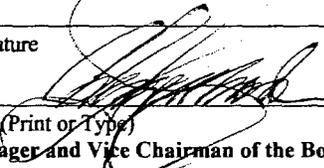
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?..... Yes No

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) CORE West Michigan Industrial S, LLC	Signature 	Date 9/15/05
Name (Print or Type) Douglas Morehead	Title (Print or Type) Manager and Vice Chairman of the Board of Managers of sole member of 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.

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									
AK									
AZ		XX	TIC Interests \$23,600,000	3	\$2,478,000	0	0		
AR									
CA		XX	TIC Interests \$23,600,000	22	\$16,208,436	0	0		
CO		XX	TIC Interests \$23,600,000	1	\$265,500	0	0		
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									

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
MO									
MT		XX	TIC Interests \$23,600,000	1	\$501,500	0	0		
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									

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
WY									
PR									

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