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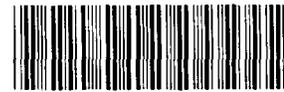
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

PROCESSED

AUG 12 2005

THOMSON
FINANCIAL

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



05063311

DATE RECEIVED

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 Rule 506 Section (6) ULOE
 Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of the Issuer (check if this is an amendment and name has changed, and indicate change.)
 Playa Partners, L.P.

Address of Executive offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
 c/o Crow, Takacs & Texier, L.L.C. (314) 918-0045
 2025 South Brentwood, Suite 204 St. Louis, MO 63144

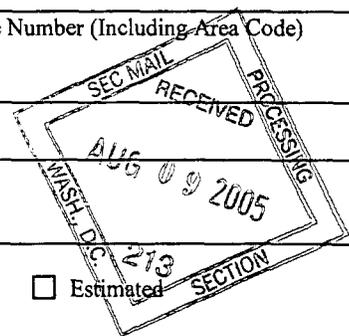
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if Telephone Number (Including Area Code)
 different from Executive Offices)

Brief Description of Business
 Purchase, sale and operation of real estate projects

Type of Business Organization
 corporation limited partnership, already formed other please specify:
 business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated
 0 5 0 5

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



GENERAL INSTRUCTION:

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 230.301 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 when 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 mail.

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 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 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 not adopted 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 prerequisite to an 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 to the notice must be completed.

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 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.

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) Playa, L.L.C.

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

2025 South Brentwood, Suite 204 St. Louis, MO 63144

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

Full Name (Last name first, if individual)

Crow, Terry E.

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

7025 Maryland St. Louis, MO 63130

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

Full Name (Last name first, if individual)

Cooper, Lynne M.

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

4385 Maryland Avenue St. Louis, MO 63108

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)

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?.....\$ 100,000

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 of 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)

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.)

FORM D

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.....	\$3,000,000	\$1,000,000
Other (Specify: _____).....	\$ _____	\$ _____
Total.....	\$ 3,000,000	\$ 1,000,000

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	9	\$ 1,000,000
Non-Accredited Investors		\$ _____
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 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 checked="" type="checkbox"/>	\$25,000
Accounting Fees.....	<input type="checkbox"/>	\$ _____
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total.....	<input checked="" type="checkbox"/>	\$ 25,000

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.” \$ 2,975,000

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	Payment to Others
Salaries and Fees	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>600,000</u>
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"/> \$ <u>2,375,000</u>
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$ <u>2,975,000</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)	Signature	Date
Playa Partners, L.P.		8/4/03
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Playa, L.L.C., General Partner by: Terry Crow, Member	Member, Playa, L.L.C., General Partner of Playa Partners, L.P.	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 16 U.S.C. 1001.)

FORM D

E. STATE SIGNATURE

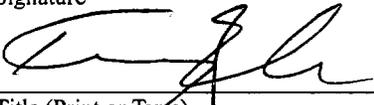
Yes No

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?

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 administrator, 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.

<p>Issuer (Print or Type)</p> <p>Playa Partners, L.P.</p>	<p>Signature</p> 	<p>Date</p> <p>8/4/05</p>
<p>Name (Print or Type)</p> <p>Playa, L.L.C., General Partner by: Terry Crow, Member</p>	<p>Title (Print or Type)</p> <p>Member, Playa, L.L.C., General Partner of Playa Partners, L.P.</p>	

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 printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B—Item)			Type of security and aggregate offering price offered in State (Part C—Item1)	Type of investor and amount purchased in State (Part C—Item2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E—Item1)
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		X	\$3,000,000	2	\$200,000				

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL BY THESE PRESENTS:

That the undersigned Playa Partners, L.P., a limited partnership organized under the laws of Missouri, 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 ensuing 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:

Playa Partners, L.P.
c/o Crow, Takacs, & Texier, L.L.C.
2025 South Brentwood
St. Louis, MO 63144
Attention: Terry Crow, Member
Telephone: (314) 918-0045

With a copy to:
Steven E. Pozaric
Armstrong Teasdale LLP
1 Metropolitan Square, Ste 2600
St. Louis, MO 63102-2740
Telephone: (314) 621-5070

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

<input type="checkbox"/> ALABAMA	Secretary of State	<input type="checkbox"/> DELAWARE	Securities Commissioner
<input type="checkbox"/> ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<input type="checkbox"/> DISTRICT OF COLUMBIA	Public Service Commission
		<input type="checkbox"/> FLORIDA	Department of Banking and Finance
<input type="checkbox"/> ARIZONA	The Corporation Commission	<input type="checkbox"/> GEORGIA	Commissioner of Securities
<input type="checkbox"/> ARKANSAS	The Securities Commissioner	<input type="checkbox"/> GUAM	Administrator, Department of Finance
<input type="checkbox"/> CALIFORNIA	Commissioner of Corporations	<input type="checkbox"/> HAWAII	Commissioner of Securities

		_ IDAHO	Director, Department of Finance
_ COLORADO	Securities Commissioner	_ ILLINOIS	Secretary of State
_ CONNECTICUT	Banking Commissioner	_ INDIANA	Secretary of State
_ IOWA	Commissioner of Insurance	_ NORTH DAKOTA	Securities Commissioner
_ KANSAS	Secretary of State	_ OHIO	Secretary of State
_ KENTUCKY	Director, Division of Securities	_ OREGON	Director, Department of Insurance and Finance
_ LOUISIANA	Commissioner of Securities	_ OKLAHOMA	Securities Administrator
_ MAINE	Administrator, Securities Division	_ PENNSYLVANIA	[Pennsylvania does not require filing of a Consent to Service of Process]
_ MARYLAND	Commissioner of the Division of Securities	_ PUERTO RICO	Commissioner of Financial Institutions
_ MASSACHUSETTS	Secretary of State	_ RHODE ISLAND	Director of Business Regulation
_ MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce	_ SOUTH CAROLINA	Secretary of State
_ MINNESOTA	Commissioner of Commerce	_ SOUTH DAKOTA	Director of the Division of Securities
_ MISSISSIPPI	Secretary of State	_ TENNESSEE	Commissioner of Commerce and Insurance
X MISSOURI	Securities Commissioner	_ TEXAS	Securities Commissioner
_ MONTANA	State Auditor and Commissioner of Insurance	_ UTAH	Director, Division of Securities
_ NEBRASKA	Director of Banking and Finance	_ VERMONT	Secretary of State
_ NEVADA	Secretary of State	_ VIRGINIA	Clerk, State Corporation Commission
_ NEW HAMPSHIRE	Secretary of State	_ WASHINGTON	Director of the Department of Licensing
_ NEW JERSEY	Chief, Securities Bureau		

_NEW MEXICO	Director, Securities Division	_WEST VIRGINIA	Commissioner of Securities
_NEW YORK	Secretary of State	_WISCONSIN	Commissioner of Securities
_NORTH CAROLINA	Secretary of State	_WYOMING	Secretary of State

Dated this 4 day of August, 2005.


By: Terry Crow, Member, Playa, L.L.C.
Title: General Partner, Playa Partners, L.P.

PLAYA PARTNERS, L.P. ACKNOWLEDGMENT

State of Missouri)
County (City) of St. Louis) SS.

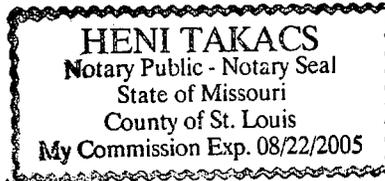
On this 4th day of August, 2005 before me Heni TAKACS
Terry Crow, the

undersigned Notary Public, personally appeared Terry Crow known personally to me to be a Member of Playa,
L.L.C., general partner to the above named limited partnership 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 limited partnership by himself as an officer.

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

Heni Takacs

HENI TAKACS
Notary Public - State of Missouri
County of St. Louis
My Commission Expires Aug. 22, 2005



(SEAL)