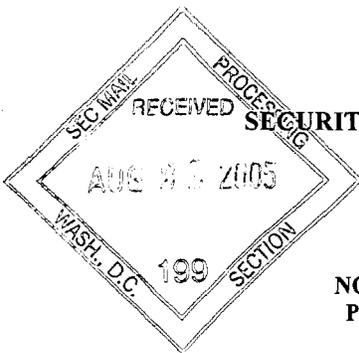


FORM D



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

1332844

OMB APPROVAL table with OMB Number: 3235-0076, Expires: April 30, 2008, Estimated average burden hours per response16

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields

Name or Offering (check if this is an amendment and name has changed, and indicate change.)

Tenant in common interests in RMBC

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOE

Type of Filing: New Filing, Amendment

A. BASIC IDENTIFICATION DATA



05064225

1. Enter the information requested about the issuer:

Name of Issuer: (check if this is an amendment and name has changed, and indicate change.)

ARI - RMBC, LLC

Address of Executive Offices (27432 Calle Arroyo, San Juan Capistrano, CA 92675) Telephone Number (949-481-6738) Address of Principal Business Operations

Brief Description of Business: Acquire and operate an interest in RMBC, (1) Red Mountain Corporate Center, a two-story, 126,042 square foot Class A suburban office building with a stand alone, one-story 6,196 square foot retail building located on approximately 9.9 acres in Phoenix, Arizona (the "Red Mountain Property"), and (2) Black Canyon Commerce Park, a three-building, 181,581 square foot Class A office park located on approximately 16.0 acres in Phoenix, Arizona, and offer and sell tenant in common interests in such property.

Type of Business Organization: corporation, limited partnership, already formed, other (please specify): limited liability company, already formed

Actual or Estimated Date of Incorporation or Organization: 04/05 Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: D E)

PROCESSED

AUG 29 2005

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. 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 the 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 the 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 to the notice constitutes a part of this notice and 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 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.

Handwritten signature

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)

Argus Realty Investors, LP

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

27432 Calle Arroyo, San Juan Capistrano, CA 92675

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

Full Name (Last name first, if individual)

Gee, Richard

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

27432 Calle Arroyo, San Juan Capistrano, CA 92675

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

Full Name (Last name first, if individual)

Snodgrass, Timothy E.

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

27432 Calle Arroyo, San Juan Capistrano, CA 92675

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)

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? **\$87,000**
 (Issuer reserves the right to sell fractional tenant in common interests.) Yes No

3. Does the offering permit joint ownership of a single unit?.....

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)

Bax, Kathryn (Kathy)

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

2020 South Jones Boulevard, Las Vegas, NV 89146

Name of Associated Broker or Dealer

Capital Growth Resources

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ] XX	[AR]	[CA] XX	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV] XX	[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)

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	\$ _____	\$ _____
Other (Specify <u>Tenant in Common Interests</u>)	\$ _____	\$ <u>17,400,000</u>
Total	\$ _____	\$ <u>17,400,000</u>

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	<u>30</u>	\$ <u>17,400,000</u>
Non-accredited Investors	<u>-0-</u>	\$ <u>-0-</u>
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		\$ _____

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"/>	\$ _____
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 checked="" type="checkbox"/>	\$ <u>1,305,000</u>
Other Expenses (identify) <u>Marketing Allowance, Due Diligence Allowance and other Offering Expenses</u>	<input checked="" type="checkbox"/>	\$ <u>722,000</u>
Total	<input checked="" type="checkbox"/>	\$ <u>2,027,000</u>

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." **\$15,373,000**
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	<input type="checkbox"/>	\$ _____		\$ _____
Purchase of real estate	<input checked="" type="checkbox"/>	\$ 1,020,000		\$ 12,500,000
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ _____		\$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$ _____		\$ _____
Acquisition of other business (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"/>	\$ _____		\$ _____
Repayment of indebtedness	<input type="checkbox"/>	\$ _____		\$ _____
Working capital (Reserves).....	<input checked="" type="checkbox"/>	\$ _____		\$ 428,000
Other (specify): (Promotional Fee)		\$ 565,000		\$ _____
Loan Fees and Lender Legal Fees	<input checked="" type="checkbox"/>	\$ _____		\$ 440,000
Carrying Costs and Closing Costs	<input checked="" type="checkbox"/>	\$ _____		\$ 420,000
Column Totals	<input checked="" type="checkbox"/>	\$ 1,585,000		\$ 13,788,000
Total Payments Listed (column totals added).....			<input checked="" type="checkbox"/>	\$ 15,373,000

D. FEDERAL SIGNATURES

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) ARI - RMBC, LLC	Signature 	Date 7-6-05
Name of Signer (Print or Type) Richard Gee	Title of Signer (Print or Type) Chief Executive Officer	

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 230.252(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) ARI - RMBC, LLC	Signature 	Date 7-6-05
Name (Print or Type) Richard Gee	Title (Print or Type) Chief Executive Officer	

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		3 Type of security and aggregate offering price offered in State	4 Type of Investor and amount purchased in State				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		X	Interests - \$17,400,000						X
AK		X	Interests - \$17,400,000						X
AZ		X	Interests - \$17,400,000						X
AR		X	Interests - \$17,400,000						X
CA		X	Interests - \$17,400,000						X
CO		X	Interests - \$17,400,000						X
CT		X	Interests - \$17,400,000						X
DE		X	Interests - \$17,400,000						X
DC		X	Interests - \$17,400,000						X
FL		X	Interests - \$17,400,000						X
GA		X	Interests - \$17,400,000						X
HI		X	Interests - \$17,400,000						X
ID		X	Interests - \$17,400,000						X
IL		X	Interests - \$17,400,000						X
IN		X	Interests - \$17,400,000						X
IA		X	Interests - \$17,400,000						X
KS		X	Interests - \$17,400,000						X
KY		X	Interests - \$17,400,000						X
LA		X	Interests - \$17,400,000						X
ME		X	Interests - \$17,400,000						X
MD		X	Interests - \$17,400,000						X
MA		X	Interests - \$17,400,000						X
MI		X	Interests - \$17,400,000						X
MN		X	Interests - \$17,400,000						X
MS		X	Interests - \$17,400,000						X
MO		X	Interests - \$17,400,000						X
MT		X	Interests - \$17,400,000						X
NE		X	Interests - \$17,400,000						X
NV		X	Interests - \$17,400,000	1	87,000				X
NH		X	Interests - \$17,400,000						X
NJ		X	Interests - \$17,400,000						X
NM		X	Interests - \$17,400,000						X

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State		3 Type of security and aggregate offering price offered in State	4 Type of Investor and amount purchased in State				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NY			\$17,400,000 in Tenant in Common Interests ("Interests")						
NC		X	Interests - \$17,400,000						X
ND		X	Interests - \$17,400,000						X
OH		X	Interests - \$17,400,000						X
OK		X	Interests - \$17,400,000						X
OR		X	Interests - \$17,400,000						X
PA		X	Interests - \$17,400,000						X
RI		X	Interests - \$17,400,000						X
SC		X	Interests - \$17,400,000						X
SD		X	Interests - \$17,400,000						X
TN		X	Interests - \$17,400,000						X
TX		X	Interests - \$17,400,000						X
UT		X	Interests - \$17,400,000						X
VT		X	Interests - \$17,400,000						X
VA		X	Interests - \$17,400,000						X
WA		X	Interests - \$17,400,000						X
WV		X	Interests - \$17,400,000						X
WI		X	Interests - \$17,400,000						X
WY		X	Interests - \$17,400,000						X
PR									

Form U-2 Uniform Consent to Service of Process

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned **ARI – RMBC, LLC**, a limited liability company organized under the laws of DELAWARE 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:

Richard Gee
Argus Realty Investors, LP
27432 Calle Arroyo
San Juan Capistrano, CA 92675

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:

<u> X </u> ALABAMA	Secretary of State	<u> X </u> DELAWARE	Securities Commissioner
<u> X </u> ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<u> X </u> DISTRICT OF COLUMBIA	Public Service Commission
*** ARIZONA	Arizona does not require filing a Consent to Service of Process	<u> X </u> FLORIDA	Department of Banking and Finance
<u> X </u> ARKANSAS	The Securities Commissioner	<u> X </u> GEORGIA	Commissioner of Securities
<u> X </u> CALIFORNIA	Commissioner of Corporations	<u> — </u> GUAM	Administrator, Department of Finance
*** COLORADO	Colorado does not require filing a Consent to Service of Process	<u> X </u> HAWAII	Commissioner of Securities
<u> X </u> CONNECTICUT	Banking Commissioner	<u> X </u> IDAHO	Director, Department of Finance
		*** ILLINOIS	Illinois does not require filing a Consent to Service of Process
		<u> X </u> INDIANA	Secretary of State

<u>X</u> IOWA	Commissioner of Insurance	<u>X</u> NORTH DAKOTA	Securities Commissioner
*** KANSAS	Kansas does not require filing a Consent to Service of Process	<u>X</u> OHIO	Secretary of State
<u>X</u> KENTUCKY	Director, Division of Securities	*** OREGON	Oregon does not require filing a Consent to Service of Process
<u>X</u> LOUISIANA	Commission of Securities	<u>X</u> OKLAHOMA	Securities Administrator
<u>X</u> MAINE	Administrator, Securities Division	*** PENNSYLVANIA	Pennsylvania does not require filing a Consent to Service of Process
<u>X</u> MARYLAND	Commissioner of the Division of Securities	___ PUERTO RICO	Commissioner of Financial Institutions
<u>X</u> MASSACHUSETTS	Secretary of State	<u>X</u> RHODE ISLAND	Director of Business Regulation
<u>X</u> MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce	<u>X</u> SOUTH CAROLINA	Office of Attorney General
<u>X</u> MINNESOTA	Commissioner of Commerce	<u>X</u> SOUTH DAKOTA	Director of the Division of Securities
<u>X</u> MISSISSIPPI	Secretary of State	<u>X</u> TENNESSEE	Commissioner of Commerce and Insurance
<u>X</u> MISSOURI	Commissioner of Securities	<u>X</u> TEXAS	Securities Commissioner
<u>X</u> MONTANA	State Auditor and Commissioner of Insurance	<u>X</u> UTAH	Director, Division of Securities
<u>X</u> NEBRASKA	Director of Banking and Finance	<u>X</u> VERMONT	Secretary of State
<u>X</u> NEVADA	Secretary of State	<u>X</u> VIRGINIA	Clerk, State Corporation Commission
<u>X</u> NEW HAMPSHIRE	Secretary of State	<u>X</u> WASHINGTON	Director Department of Financial Institutions
<u>X</u> NEW JERSEY	Chief, Securities Bureau	<u>X</u> WEST VIRGINIA	Commissioner of Securities
<u>X</u> NEW MEXICO	Director, Securities Division	*** WISCONSIN	Wisconsin does not require filing of a Consent to Service of Process
___ NEW YORK	Secretary of State	<u>X</u> WYOMING	Secretary of State
<u>X</u> NORTH CAROLINA	Secretary of State		

Dated this 16 day of August, 2005

By Richard Gee
Richard Gee, Chief Executive Officer

ACKNOWLEDGMENT

State of California)
) ss.
County of Orange)

On this 16th day of August, 2005, Richard Gee, personally known by me to be the person whose name is subscribed within this instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

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

(SEAL)

Linda Anderson
Notary Public/Commissioner of Oath

My Commission Expires 6-27-09

