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**A. BASIC IDENTIFICATION DATA**

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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.

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

---

Full Name *(Last name first, if individual)*

**TSG Real Estate, LLC**

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

**744 North Wells Street, Chicago, IL 60610**

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

---

Full Name *(Last name first, if individual)*

**Hannah, Wayne R. III—Chief Executive Officer and President of TSG Real Estate, LLC**

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

**744 North Wells Street, Chicago, Illinois 60610**

---

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

---

Full Name *(Last name first, if individual)*

**Plack, Jeffrey C.—Senior Vice President and Chief Financial Officer of TSG Real Estate, LLC**

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

**744 North Wells Street, Chicago, Illinois 60610**

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**B. INFORMATION ABOUT OFFERING**

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1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No  
[ ] [X]

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

2. What is the minimum investment that will be accepted from any individual? \$ 250,000
3. Does the offering permit joint ownership of a single unit? Yes No  
[X] [ ]

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.

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Full Name (Last name first, if individual)

**Omni Brokerage, Inc.**

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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

**Werry, Dan**

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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 [X] 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

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Full Name (Last name first, if individual)

**Direct Capital Securities, Inc.**

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

**1333 2<sup>nd</sup> Street, Suite 600, Santa Monica, CA 90401**

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Name of Associated Broker or Dealer

**Del Rio, Lisa**

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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 [X] 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

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Full Name (Last name first, if individual)

**Pacific West Securities, Inc.**

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

**555 S. Renton Village Place, Suite 700, Renton, WA 98055**

---

Name of Associated Broker or Dealer

**Cannon, Robert**

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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)

**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

**Price, Clifford**

---

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

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Full Name (Last name first, if individual)

**Berthel, Fisher & Company Financial Services, Inc**

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

**701 Tama Street, Building B, Marion, IA 52302**

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Name of Associated Broker or Dealer

**Westlake, Thomas**

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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

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Full Name (Last name first, if individual)

**Berthel, Fisher & Company Financial Services, Inc**

---

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

**701 Tama Street, Building B, Marion, IA 52302**

---

Name of Associated Broker or Dealer

**Setser, Robert**

---

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

(Check "All States" or check individual states)

All States

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 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

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Full Name (Last name first, if individual)

**Eplanning Securities, Inc.**

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

**1096 Coast Village Road, Montecito, CA 93108-0723**

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Name of Associated Broker or Dealer

**Filippini, Iaian**

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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

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Full Name (Last name first, if individual)

**SII Investments, Inc.**

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

**5555 Grande Market Drive, Appleton, WI 54913-8403**

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Name of Associated Broker or Dealer

**Myers, Michael**

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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

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Full Name (Last name first, if individual)

**Pacific West Securities, Inc.**

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

**555 S. Renton Village Place, Suite 700, Renton, WA 98055**

Name of Associated Broker or Dealer

**Kennard, Kari**

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  
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 RI  SC  SD  TN  TX  UT  VT  VA  WA  WV  WI  WY  PR

Full Name (Last name first, if individual)

**Pacific West Securities, Inc.**

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

**555 S. Renton Village Place, Suite 700, Renton, WA 98055**

Name of Associated Broker or Dealer

**Swayne, William, II**

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  
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 RI  SC  SD  TN  TX  UT  VT  VA  WA  WV  WI  WY  PR

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

**Ferguson, John**

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  
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 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)

**Investors Capital Corp.**

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

**18540 Plainview Road, Bend, OR 97701**

Name of Associated Broker or Dealer

**Terry Anderson**

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)

**Berthel, Fisher & Company Financial Services, Inc**

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

**3133 W. March Lane, Suite 2000, Stockton, CA 95219**

Name of Associated Broker or Dealer

**John Notman**

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
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- 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)

**Sterling Enterprises Group, Inc.**

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

**702 S. Rome Ave., Tampa, FL 33606**

Name of Associated Broker or Dealer

**Terry Anderson**

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
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- 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

**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 .....	\$ <u>0</u>	\$ <u>0</u>
Equity .....	\$ <u>0</u>	\$ <u>0</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests .....	\$ <u>0</u>	\$ <u>0</u>
Other (Tenants in Common Interest) .....	\$ <u>9,423,586</u>	\$ <u>9,423,586</u>
Total .....	\$ <u>9,423,586</u>	\$ <u>9,423,586</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 of Investors	
Accredited Investors .....	<u>27</u>	\$ <u>9,423,586</u>
Non-accredited Investors .....	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only) .....	<u>0</u>	\$ <u>0</u>

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.

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 type="checkbox"/>	\$ _____
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions ( <i>specify finders' fees separately</i> ) .....	<input checked="" type="checkbox"/>	\$ <u>659,651</u>
Other Expenses (Marketing and Due Diligence Fees).....	<input checked="" type="checkbox"/>	\$ <u>94,236</u>
Total .....	<input checked="" type="checkbox"/>	\$ <u>753,887</u>

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. \$ 8,669,699

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 ] \$ <u>892,718</u>	[ X ] \$ <u>298,300</u>
Purchase of real estate .....	[ ] \$ _____	[ ] \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	[ ] \$ _____	[ ] \$ _____
Construction or leasing of plant buildings and facilities ..	[ ] \$ _____	[ ] \$ _____
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) .....	[ ] \$ _____	[ ] \$ _____
Repayment of indebtedness .....	[ X ] \$ <u>2,353,681</u>	[ X ] \$ <u>5,125,000</u>
Working capital .....	[ ] \$ _____	[ ] \$ _____
Other (specify): _____	[ ] \$ _____	[ ] \$ _____
_____	[ ] \$ _____	[ ] \$ _____
_____	[ ] \$ _____	[ ] \$ _____
Column Totals .....	[ X ] \$ <u>3,246,399</u>	[ X ] \$ <u>5,423,300</u>
Total Payments Listed (column totals added) .....		[ X ] \$ <u>8,669,699</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) <b>211 W. Wisconsin Owner, LLC</b>	Signature By:	Date <u>7-26-06</u>
Name of Signer (Print or Type) <b>Wayne R. Hannah III</b>	Title of Signer (Print or Type) <b>Chief Executive Officer and President</b>	

<b>ATTENTION</b>
<b>Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)</b>

**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]

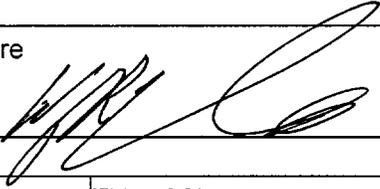
See Appendix, Column 5, for state response.

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 (Print or Type) <b>211 W. Wisconsin Owner, LLC</b>	Signature By: 	Date <b>7-26-06</b>
Name of Signer (Print or Type) <b>Wayne R. Hannah III</b>	Title of Signer (Print or Type) <b>Chief Executive Officer and President</b>	

*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.



