FORM D

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

FORM D

SEP 0 5 2006

RECEIVED

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

5 M112

OIVID APPROVA

OMB Number: 3235-007

Expires:

Estimated average burden hours per response.....16.00



(IFORM LIMITED OFFERING EXEMPTION Name of Offering s is an amendment and name has changed, and indicate change.) Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Filing Under (Check box(es) that apply): New Filing | Amendment Type of Filing: A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer (check if this is an amendment and name has changed, and indicate change.) Telephone Number (Including=Area Code) 801)253-Telephone Number (Including Area Code) Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Brief Description of Business REAL ESTATE CONSTRUCTION, DEVELOPMENT, ACQUISITION LOANS BACKED BY TRUST DEEDS AND ITHER COULTERSL Type of Business Organization other (please specify): LLC corporation limited partnership, already formed business trust limited partnership, to be formed Month Year Estimated 03 Actual Actual or Estimated Date of Incorporation or Organization: 00 Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction) 囚厅 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. 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 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. Issuer's 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 predictated on the filing of a federal notice.

Persons who 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.

1 of 9

	A. BASIC IDE	NTIFICATION DATA		
2. Enter the information requested for the fo				
Each promoter of the issuer, if the is	suer has been organized w	ithin the past five years;		
•	_	•	of, 10% or more of	f a class of equity securities of the issue
Each executive officer and director of the second sec	•	·		, ,
Each general and managing partner of	·	F		,
Check Box(es) that Apply: Promoter		Executive Officer	☐ Director	General and/or
THOMPSON, Full Name (Last name first, if individual)	JULIE			Managing Partner
Full Name (Last name first, if individual)	•	,		,
885 BAKTER	DRIVE, SU	SUTH JORD	AN, Ut.	44 84095
Full Name (Last name first, if individual) 885 BAKTER Business or Residence Address (Number and	Street, City, State, Zip Co	ide)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
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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)				
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Full Name (Last name first, if individual)				
Business or Residence Address (Number and	Street, City, State, Zip Co.	de)		

Has the issuer sold, or does the issuer imend to sell, to non-accredited investors in this offering? Yes No			AL WAS		В. І	NFORMAT	ION ABOU	T OFFERI	NG		A Was in		
2. What is the minimum investment that will be accepted from any individual? 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 is connection with also of Securities in the offering. If a person to be listed is an associated person or agent of shocker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. Thorse than five (Spersons to be listed are associated persons of such a truck as the content of the person to dealer, you may set furth the information for that broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. Thorse than five (Spersons to be listed are associated persons of such as the property of the state of	1. Has tl	ne issuer sol	d, or does t	he issuer i	ntend to se	ell, to non-a	ccredited i	investors ir	n this offer	ing?	••••		
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 given dealer, you may set from the information for that broker or dealer greated with the SEC and/or with a state or states. Its 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 from the information for that broker or dealer associated persons of such a broker or dealer. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) Al. AX. AZ AR CA CG CT DE DC FT GA HI ID IN IA (KS) SY LA NE MD MA MI NN MS MO MT NE NY NH NJ NM NY NC ND DH OK OR PA Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Z/p 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) Business or Residence Address (Number and Street, City, State, Z/p 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) Business or Residence Address (Number and Street, City, State, Z/p 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) Business or Residence Address (Number and Street, City, State, Z/p Code) Name of Associated Broker or Chealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual) Business or Residence Address (Number and Street, City, State, Z/p Code)		Answer also in Appendix, Column 2, if filing under ULOE.											
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 or a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. Fine that fine's higher states is listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer explored as 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 Eode) 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 AK AZ AR CA CO CT DE DC FF GA HI DD TILL NI A KS KY LA ME MD MA MI SNN SE MO MT SE NY SH NN NM SY NC ND DH OK DR 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) 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) 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) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed	2. What	What is the minimum investment that will be accepted from any individual?										\$ 40	,000
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 parchasers in connection with sales of securities in the offering. If a present 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. Its 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 from the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, Staty, Zh, Eode) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual) May Note that the set of the se	3. Does	Does the offering permit joint ownership of a single unit?										Yes	No
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RI SC SD TN TX UT VT VA WA WV WI WY PR				NH	NJ]	NM]	NY VT	NC VA	ND WA	OH WV	OK]	OR	PA

(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 alread sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, chec this box and indicate in the columns below the amounts of the securities offered for exchange an already asserted.	k	
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$30,000,000	s 0
	Equity	\$ 0	s <i>o</i>
	Common Preferred Ya	. Ф	\$
	Convertible Securities (including warrants)	. \$ 6	\$ <i>O</i>
	Partnership Interests		s 0
	Other (Specify)		\$ 2
	Total	€ 0:00'	\$ 0.00
	Answer also in Appendix, Column 3, if filing under ULOE.	30,000,000	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in thi offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicat 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."	e	Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors		s
	Non-accredited Investors	0	\$ <u> </u>
	Total (for filings under Rule 504 only)		\$ <u></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, 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.		old
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	1 , , ,	\$ 0
	Regulation A		\$ 0
	Rule 504		\$ 0
	Total		\$ 0.00
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 i not known, furnish an estimate and check the box to the left of the estimate.	e .	5
	Transfer Agent's Fees	P	s_#0
	Printing and Engraving Costs		\$ 5,000
	Legal Fees		\$ 20,000
	Accounting Fees		\$ 15,000
	Engineering Fees	 -	\$
	Sales Commissions (specify finders' fees separately)		\$ 0
	Other Expenses (identify)		s 0
	Total	_	\$ 0.00 40,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

ame	of Signer (Print or Type) JULIE THO MPS ON	Title of Signer (Pr	rint or Pype) V AGER			
	MADINO FUNDING, UC	Misis	Lomoso2		8-76,	,200 b
ssue	(Print or Type)	Signature		Date		
gna	ssuer has duly caused this notice to be signed by the ture constitutes an undertaking by the issuer to furn formation furnished by the issuer to any non-accr	nish to the U.S. Sec	urities and Exchange Comr	nission	, upon writte	
i de		D. FEDERAL S	IGNATURE			
1	Total Payments Listed (column totals added)				∀ \$ <u>θ</u> .	00 29,960,000
(Column Totals			🗹 \$ _.	0.00	78 0.00
-				I	200,000 0.00	gs 0 29,760,00 gs 0.00 00 29,960,000
(Other (specify):			_ V \$.		3 \$ 0
	Working capital				0	Us 29,550,00
	Repayment of indebtedness			/		✓S 0
i	Acquisition of other businesses (including the value offering that may be used in exchange for the assessuer pursuant to a merger)	ets or securities of a	nother			Y \$ 6
	Construction or leasing of plant buildings and fac			Z \$		S 50,000
8	and equipment					D\$ 10,000
	Purchase, rental or leasing and installation of mac			۳.		
	Purchase of real estate					P\$ 100,000
	Salaries and fees			E,	ayments to Officers, Directors, & Affiliates 200,000	Payments to Others
(Indicate below the amount of the adjusted gross proceach of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	y purpose is not kn fthe payments listed	own, furnish an estimate a must equal the adjusted gro	nd oss		
á	and total expenses furnished in response to Part C— proceeds to the issuer."	Question 4.a. This d	lifference is the "adjusted gro	oss		9,960,006 \$

---- 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 P					
	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 fit D (17 CFR 239.500) at such times as required by state law.	led a not	tice on Form					
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 ent limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claim of this exemption has the burden of establishing that these conditions have been satisfied.							
	er has read this notification and knows the contents to be true and has duly caused this notice to be signed on its beha horized person.	If by the	undersigned					
,	Print or Type) MAD (UD FUND ING, UC Signature 8'16-1	76						

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.

1 2 3 4 5 Disqualification Type of security under State ULOE and aggregate (if yes, attach Intend to sell Type of investor and offering price explanation of to non-accredited offered in state amount purchased in State waiver granted) investors in State (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Accredited Non-Accredited No Investors Investors Yes No State Yes Amount Amount ALΑK AZAR CACO CTDE DC FLGA HI ID IL IN IA KS KY LA ME MDMA MI MN MS

APPENDIX

3 4 5 1 2 Disqualification Type of security under State ULOE and aggregate (if yes, attach Intend to sell Type of investor and explanation of to non-accredited offering price amount purchased in State waiver granted) investors in State offered in state (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) Number of Number of Accredited Non-Accredited No Investors Amount Investors Amount Yes No State Yes МО MT NE NVNH NJ NM NY NC ND ОН OK OR PA RΙ SC SD TNΤX DEBT 30 MILLION UT 0 0 0 0 VT VA WA WV WI

APPENDIX

APPENDIX

]	Intend to non-a investor	2 d to sell accredited s in State 1-Item 1)	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)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY		}							
PR									