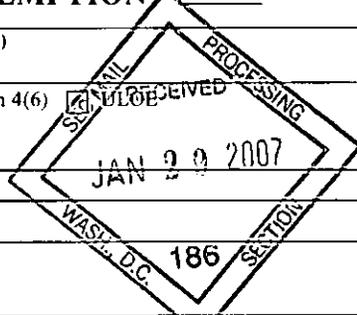


388890  
OMB APPROVAL  
OMB Number: 3235-0076  
Expires: April 30, 2008  
Estimated average burden  
hours per

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

SE  
Prefix



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

San Antonio 411, LLC - 506 Offering

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

Type of Filing:  New Filing  Amendment

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

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

San Antonio 411, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code)  
2421 W. Horizon Ridge Pkwy., Suite 110, Henderson, Nevada 89052

Telephone Number (Including Area Code)  
702-733-9310

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

Telephone Number (Including Area Code)

Brief Description of Business

San Antonio 411, LLC ("SA 411" or the "Company"), a Nevada Limited Liability Company, is a Real Estate Holding Company.

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 8 0 6

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

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 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.

PROCESSED  
FEB 06 2007  
THOMSON FINANCIAL

**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)

Joseph DeSimone

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

2421 W. Horizon Ridge Pkwy., Suite 110, Henderson, Nevada 89052

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)

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? ..... \$ 20,000.00
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)  
None

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.)

**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 .....	\$ <u>7,180,000.00</u>	\$ <u>7,038,350.00</u>
	<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____) .....	\$ _____	\$ _____
Total .....	\$ <u>7,180,000.00</u>	\$ <u>7,038,350.00</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>0</u>	\$ <u>0.00</u>
Non-accredited Investors .....	<u>0</u>	\$ <u>0.00</u>
Total (for filings under Rule 504 only) .....	<u>0</u>	\$ <u>0.00</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.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505 .....	<u>0</u>	\$ <u>0.00</u>
Regulation A .....	<u>0</u>	\$ <u>0.00</u>
Rule 504 .....	<u>0</u>	\$ <u>0.00</u>
Total .....		\$ <u>0.00</u>

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 checked="" type="checkbox"/>	\$ <u>0.00</u>
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	\$ <u>500.00</u>
Legal Fees .....	<input checked="" type="checkbox"/>	\$ <u>700.00</u>
Accounting Fees .....	<input checked="" type="checkbox"/>	\$ <u>1,000.00</u>
Engineering Fees .....	<input checked="" type="checkbox"/>	\$ <u>0.00</u>
Sales Commissions (specify finders' fees separately) .....	<input checked="" type="checkbox"/>	\$ <u>0.00</u>
Other Expenses (identify) <u>Memorandum Development</u> .....	<input checked="" type="checkbox"/>	\$ <u>11,100.00</u>
Total .....	<input checked="" type="checkbox"/>	\$ <u>13,300.00</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."

\$ 7,166,700.00

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.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	<input checked="" type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Purchase of real estate	<input checked="" type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 6830400
Purchase, rental or leasing and installation of machinery and equipment	<input checked="" type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 0.00
Construction or leasing of plant buildings and facilities	<input checked="" type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 0.00
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 checked="" type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 0.00
Repayment of indebtedness	<input checked="" type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 0.00
Working capital	<input checked="" type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 51,700.00
Other (specify): <u>Assignment fee in conjunction with the purchase of the real estate.</u>	<input checked="" type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 284,600.00
	<input checked="" type="checkbox"/> \$	<input checked="" type="checkbox"/> \$
Column Totals	<input checked="" type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 7,166,700.00
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ 7,166,700.00	

**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) San Antonio 411, LLC	Signature <i>Joseph DeSimoic</i>	Date 1-19-2007
Name of Signer (Print or Type) Joseph DeSimoic	Title of Signer (Print or Type) MANAGER	

**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) <b>San Antonio 411, LLC</b>	Signature	Date
Name (Print or Type)	Title (Print or Type)	

**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	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
AL	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
AK	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
AZ	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
AR	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
CA	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
CO	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
CT	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
DE	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
DC	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
FL	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
GA	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
HI	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
ID	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
IL	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
IN	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
IA	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
KS	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
KY	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
LA	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
ME	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
MD	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
MA	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
MI	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
MN	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
MS	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>

**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									
NE									
NV		X		60	\$7,060,000.				
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX		X		3	\$120,000.00				
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	<input type="text"/>	<input type="text"/>						<input type="text"/>	<input type="text"/>
PR	<input type="text"/>	<input type="text"/>						<input type="text"/>	<input type="text"/>

Document No. \_\_\_\_\_ Recipient: \_\_\_\_\_

## PRIVATE PLACEMENT MEMORANDUM

# San Antonio 411, LLC

## LIMITED LIABILITY COMPANY MEMBERSHIP UNITS

(Total Offering: \$7,180,000)



Maximum Membership Units Offered: 359  
Minimum Membership Units Offered: 140  
Price Per Unit: \$20,000  
Minimum Investment: \$20,000 (1 Unit)

**San Antonio 411, LLC** (“SA 411” or the “Company”), a Nevada Limited Liability Company, is a Real Estate Holding Company.

- A. The general purpose of the business of the Company shall be to invest in that certain property described below (the “Property to be Purchased”), including the agricultural and/or other businesses operating thereon, and to improve the Property, operate the businesses located on the Property in a manner as the Company believes is in the best interest of the Members, and/or market and ultimately sell part or all of the Property.
- B. The initial capital contributions of the Company shall be used for the following purposes associated with the purchase, improvement, and operation of the Property:
  - I. **Purchase of the Property:** The Company shall purchase a portion of the Property. The remainder of the Property shall be purchased by one (1) or more other entities or persons (“Partners”). The Company shall initially hold title to the Property as a tenant in common with the Partners. The Company anticipates that the Property will subsequently

---

**The Date of this Offering is December 11, 2006**

be joined with one or more adjoining properties to be collectively, improved, operated, marketed and sold together. When and if this occurs, the Company and the Partners may transfer title to the Property to a "master" LLC, which shall hold title to all of the collectively held properties, including the Property, in exchange for a proportional membership interest in the master LLC.

- ii. **Purchase Price And Other Property Cost:** The Purchase Price for the Property shall be approximately Seven Million One Hundred Fifteen Thousand Dollars (\$7,115,000); the exact price to equal the product of Sixteen Thousand Dollars (\$16,000.00) multiplied times the exact number of acres contained within the Property as certified in the survey, as set forth within the Contract of Sale Page 1 Paragraph 2. In addition to the Purchase Price, the Company and the Partners shall pay: (1) an assignment fee of Two Hundred Eighty Four Thousand Six Hundred Dollars (\$284,600) (4% of the Purchase Price) to Triple L, LLC for the assignment of the purchase and sale agreement for the Property to the Company and the Partners; (2) contributions to an Operating Reserve Account of approximately One Hundred Seventy-Seven Thousand Eight Hundred Seventy-Five Dollars (\$177,875) (approximately 2.5% of the Purchase Price), as further described in Section 1.7.2.3; and closing costs of approximately Twenty Thousand Dollars (\$20,000). The Purchase Price and these additional payments shall be approximately Seven Million One Hundred Eighty Thousand Dollars (\$7,180,000).
- iii. **Operating Reserve Account:** An Operating Reserve Account shall be established to fund all incidental costs associated with the operation, improvement, and marketing of the Property, including but not limited to real property taxes, various insurance policies, filing fees for all licensing requirements, entitlement work, closing costs and escrow fees for the future sale of the Property. This initial operating reserve account shall be approximately One Hundred Seventy-Seven Thousand Eight Hundred Seventy-Five Dollars (\$177,875) (approximately 2.5% of Purchase Price). Any amount not used for these intended purposes will be distributed to Members, at the discretion of Managers.
- iv. **Property To Be Purchased:** The Company has or shall acquire the Property as a Tenant in Common with the Partners. The Legal Description of the Property is attached hereto as Exhibit "A" and is commonly known as a approximately 416.5 acres or approximately 18,141,77 square feet more or less, tract of land being comprised of that 413.4771 acre tract described in the General Warranty Deed, recorded at Volume 11889, Pages 1312-1313 of the Official Public Records of Real Property of Bexar County, Texas, and that 5.2139 acre tract described in conveyance to Gurinsky Family Properties, Ltd. in the same the above-

---

The Date of this Offering is December 11, 2006

mentioned General Warranty Deed, out of Fernando Rodriguez, Survey No. 6 Abstract 15, County Block 4005 and the Santos Gusman Survey No. 1, Abstract 1111, County Block 4285 of Bexar County, Texas. Said 416.5 acre tract is more fully described as follows with bearings being based on the North American Datum of 1983 (CORS 1996), from the Texas Coordinate System established for the South Central Zone.

- C. SAN ANTONIO 411, LLC shall be Manager Managed. Managers (collectively referred to as “Manager”) shall receive a collective ten percent (10%) equity Unit of SAN ANTONIO 411, LLC for service contributions. This ten percent (10%) is in exchange for Managers' contribution in procuring the ability to purchase the Property, the actual escrow being opened and transferred to the Company, and other managerial services to the Company. Each Cash-Contributing Member shall hold a percentage of the Project in relation to their contribution less the ten percent (10%) equity grant to Managers of the LLC. Managers shall not receive any further compensation of any kind for their management services to the Company.

We are offering (the “Offering”) 359 Membership Units of our company (the “Units”) at a price of \$20,000 per Unit (the “Offering Price”). Our members, managers, officers, directors, employees and affiliates may participate in this offering. The proceeds from the sale of the Units in this Offering will be payable directly to the Company and deposited into a designated bank account, to be determined by the members and managers of SA 411. We will deliver membership certificates attributable to Units purchased directly to the Purchasers within ninety (90) days of the close of the Offering. (See “Plan of Distribution”).

**THESE SECURITIES INVOLVE A HIGH DEGREE OF RISK AND THEIR PURCHASE SHOULD BE CONSIDERED ONLY BY PERSONS WHO CAN AFFORD TO SUSTAIN A TOTAL LOSS OF THEIR INVESTMENT. SEE “INVESTMENT CONSIDERATIONS.” THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM DOES NOT CONSTITUTE AN OFFER OR SOLICITATION IN ANY STATE OR OTHER JURISDICTION WHERE NOT AUTHORIZED. THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “ACT”), THE SECURITIES LAWS OF THE STATE OF NEVADA AND/OR TEXAS, OR UNDER THE SECURITIES LAWS OF ANY OTHER STATE OR JURISDICTION IN RELIANCE UPON THE EXEMPTIONS FROM REGISTRATION PROVIDED BY THE ACT AND REGULATION D RULE 506 PROMULGATED THEREUNDER, AND THE COMPARABLE EXEMPTIONS FROM REGISTRATION PROVIDED BY OTHER APPLICABLE SECURITIES LAWS.**

---

The Date of this Offering is December 11, 2006

**Confidential Offering Circular • San Antonio 411, LLC**

	<b>Offering Price</b>	<b>Number Units</b>	<b>Proceeds to Company</b>
Per Unit	\$20,000	1	\$20,000
Total	\$7,180,000	359	\$7,180,000

1. The Offering Price has been arbitrarily determined by our Members and bears no relationship to any objective criterion of value. The price does not bear any relationship to the assets, book value, historical earnings, or net worth of the Company. In determining the Offering Price, we considered such factors as the prospects, if any, for similar companies, the expected real estate value, the previous experience of management, our anticipated results of operations, our present financial resources and the likelihood of acceptance of this Offering.

2. The Offering is being conducted on a "best efforts" basis. There is no minimum amount of Units required to be sold.

3. Before deducting expenses of the Offering, which are estimated to be approximately \$20,000 if all the Units offered are sold. These expenses include, but are not limited to, legal fees, filing fees, document preparation fees, consulting, printing, advertising, mailing, accounting, and other miscellaneous items. The expenses of the Offering shall not exceed a maximum of one percent (1%) of the aggregate Offering. (See "Use of Proceeds").

[Balance of this page intentionally left blank]

---

**The Date of this Offering is December 11, 2006**

## NOTICES TO INVESTORS

**THIS MEMORANDUM HAS BEEN PREPARED ON A CONFIDENTIAL BASIS SOLELY FOR THE BENEFIT OF SELECTED INVESTORS IN CONNECTION WITH THE PRIVATE PLACEMENT OF SECURITIES OF SAN ANTONIO 411, LLC (THE "COMPANY"). THIS MEMORANDUM MAY NOT BE REPRODUCED OR REDISTRIBUTED.**

**THESE SECURITIES OFFERED HEREBY ENTAIL A SUBSTANTIAL DEGREE OF RISK AND SHOULD BE CONSIDERED SPECULATIVE. (SEE "INVESTMENT CONSIDERATIONS").**

**INVESTMENT IN SMALL BUSINESSES INVOLVES A HIGH DEGREE OF RISK, AND INVESTORS SHOULD NOT INVEST ANY FUNDS IN THIS OFFERING UNLESS THEY CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT. SEE "INVESTMENT CONSIDERATIONS" FOR A LISTING OF THE FACTORS THAT MANAGEMENT BELIEVES PRESENT THE MOST SUBSTANTIAL RISKS TO AN INVESTOR IN THIS OFFERING.**

**IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED OR APPROVED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THESE AUTHORITIES HAVE NOT PASSED UPON THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

**THIS MEMORANDUM CONTAINS ALL OF THE REPRESENTATIONS BY THE COMPANY CONCERNING THIS OFFERING, AND NO PERSON SHALL MAKE DIFFERENT OR BROADER STATEMENTS THAN THOSE CONTAINED HEREIN. INVESTORS ARE CAUTIONED NOT TO RELY UPON ANY INFORMATION NOT EXPRESSLY SET FORTH IN THIS MEMORANDUM.**

**Continued...**

---

**The Date of this Offering is December 11, 2006**

**THESE SECURITIES HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION (THE "COMMISSION") BECAUSE THEY ARE BELIEVED TO BE EXEMPT FROM REGISTRATION UNDER THE SECURITIES ACT OF 1933 (THE "ACT") PURSUANT TO REGULATION D, RULE 506, PROMULGATED THEREUNDER BY THE COMMISSION AND UPON RULE CE 1001 AND THE COMPARBLE EXEMPTIONS FROM REGISTRATION PROVIDED BY OTHER APPLICABLE SECURITIES LAWS. HOWEVER, THE COMMISSION HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THE SECURITIES OFFERED HEREUNDER ARE EXEMPT FROM REGISTRATION. THE UNITS ARE ONLY BEING OFFERED TO THOSE PERSONS WHO MEET THE NET WORTH REQUIREMENTS DESCRIBED IN THE "INVESTOR SUITABILITY STANDARDS".**

**THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.**

**THESE SECURITIES SOLD HEREBY WILL BE "RESTRICTED SECURITIES" UNDER RULE 144 FOR PURPOSES OF FEDERAL AND STATE SECURITIES LAWS AND INVESTORS MUST EXECUTE AN AGREEMENT THAT THEY ARE PURCHASING THESE SECURITIES FOR THEIR OWN ACCOUNT AND FOR INVESTMENT AND NOT WITH A VIEW TO THE DISTRIBUTION OR RESALE THEREOF.**

[Balance of this page intentionally left blank]

---

**The Date of this Offering is December 11, 2006**

## **REGULATION "D" INFORMATIONAL NOTICES**

**INVESTMENT IN ANY SMALL BUSINESS INVOLVES A HIGH DEGREE OF RISK, AND INVESTORS SHOULD NOT INVEST ANY FUNDS IN THIS OFFERING UNLESS THEY CAN AFFORD TO LOSE THEIR INVESTMENT IN ITS ENTIRETY. SEE "INVESTMENT CONSIDERATIONS" FOR THE INVESTMENT CONSIDERATIONS MANAGEMENT BELIEVES PRESENT THE MOST SUBSTANTIAL RISKS TO AN INVESTOR IN THIS OFFERING.**

**IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERIT OR RISK INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

**IN CERTAIN JURISDICTIONS WHERE THESE SECURITIES MAY BE OFFERED, THE EXISTENCE OF THE EXEMPTION DEPENDS UPON CERTAIN FACTS INCLUDING, AMONG OTHER MATTERS: (i) THAT THE SECURITIES ARE NOT OFFERED THROUGH GENERAL ADVERTISING OR SOLICITATION INCLUDING, BUT NOT LIMITED TO, ADVERTISEMENTS OR COMMUNICATIONS IN NEWSPAPERS, MAGAZINES, OR OTHER MEDIA, RADIO OR TELEVISION BROADCASTS; (ii) THIS MEMORANDUM SHALL BE TREATED AS CONFIDENTIAL BY THE PERSON TO WHOM IT WAS DELIVERED; ANY DISTRIBUTION OF THIS MEMORANDUM, OR ANY PART HEREOF, OR DIVULGENCE OF ITS CONTENTS, IS UNAUTHORIZED; AND (iii) THAT POTENTIAL INVESTORS ARE PROVIDED WITH, OR GIVEN ACCESS TO, ADEQUATE INFORMATION ABOUT SA 411 AND THIS INVESTMENT.**

**Continued...**

---

**The Date of this Offering is December 11, 2006**

**NO OFFERING LITERATURE OR ADVERTISING IN ANY FORM MAY BE USED IN CONNECTION WITH THIS OFFERING EXCEPT AS SET FORTH IN THIS MEMORANDUM. NO PERSONS OTHER THAN SA 411 AND ITS AGENTS AND EMPLOYEES ARE AUTHORIZED TO MAKE REPRESENTATIONS OR TO GIVE ANY INFORMATION ABOUT THE OFFERING EXCEPT FOR THE INFORMATION CONTAINED IN THIS MEMORANDUM AND ATTACHED DOCUMENTS.**

**BY ACCEPTING DELIVERY OF ANY OFFERING MATERIAL, THE OFFEREE AGREES (i) TO KEEP CONFIDENTIAL THE CONTENTS THEREOF AND NOT TO DISCLOSE THE SAME TO ANY THIRD PARTY OR OTHERWISE USE THE SAME FOR ANY PURPOSE OTHER THAN EVALUATION BY SUCH OFFEREE OF A POTENTIAL PRIVATE INVESTMENT IN SA 411, AND (ii) TO RETURN THE SAME TO SA 411, IF (A) THE OFFEREE DOES NOT SUBSCRIBE TO PURCHASE ANY UNITS, (B) THE OFFEREE'S SUBSCRIPTION IS NOT ACCEPTED, OR (C) THE OFFERING IS TERMINATED OR WITHDRAWN.**

[Balance of this page intentionally left blank]

---

**The Date of this Offering is December 11, 2006**

## **JURISDICTIONAL LEGENDS**

### **NASAA LEGEND**

**IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

**THESE SECURITIES MAY BE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER FEDERAL AND STATE SECURITIES LAWS. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.**

### **NOTICE TO NEVADA RESIDENTS ONLY**

**THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED. THESE SECURITIES HAVE NOT BEEN REGISTERED WITH THE ADMINISTRATOR OF THE SECURITIES DIVISION OF THE NEVADA SECRETARY OF STATE BECAUSE SUCH SECURITIES ARE BELIEVED NOT TO BE SUBJECT TO THE REGISTRATION PROVISIONS OF NRS 90.490 BECAUSE THESE SECURITIES ARE BELIEVED TO BE EXEMPT FROM REGISTRATION UNDER SEC REGULATION D 506.**

**THESE SECURITIES CANNOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS THEY ARE SUBSEQUENTLY REGISTERED OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE.**

### **NOTICE TO TEXAS RESIDENTS ONLY**

**THIS OFFERING MEMORANDUM IS FOR THE INVESTOR'S CONFIDENTIAL USE AND MAY NOT BE REPRODUCED. ANY ACTION CONTRARY TO THESE RESTRICTIONS MAY PLACE SUCH INVESTOR AND THE ISSUER IN VIOLATION OF THE TEXAS SECURITIES ACT. ANYTHING TO THE CONTRARY**

---

**The Date of this Offering is December 11, 2006**

**NOTWITHSTANDING, AN INVESTMENT BY ANY INVESTOR SHALL NOT EXCEED TEN (10%) PERCENT OF THE INVESTOR'S NET WORTH.**

[Balance of this page intentionally left blank]

---

**The Date of this Offering is December 11, 2006**

## ADDITIONAL INVESTMENT NOTICES

THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO SELL NOR A SOLICITATION OF AN OFFER TO BUY, NOR SHALL THERE BE ANY SALE OF THE SECURITIES BY ANYONE IN ANY STATE IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL PRIOR TO REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF ANY SUCH STATE, OR IN WHICH THE PERSON MAKING SUCH AN OFFER OR SOLICITATION IS NOT QUALIFIED TO DO SO, OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION.

NO AGENT OR PERSON OTHER THAN A DIRECTOR OR OFFICER OF THE COMPANY HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION, OTHER THAN THOSE CONTAINED IN THIS OFFERING MEMORANDUM AND, IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY. AUTHORIZED REPRESENTATIVES OF THE COMPANY WILL, IF SUCH IS REASONABLY AVAILABLE, PROVIDE ADDITIONAL INFORMATION, WHICH AN OFFEREE OR HIS/HER PROFESSIONAL ADVISOR MAY REQUEST FOR THE PURPOSE OF EVALUATING THE MERITS AND RISKS OF THIS OFFERING, AND PROSPECTIVE PURCHASERS MAY ASK QUESTIONS OF, AND RECEIVE ANSWERS FROM, OFFICERS AND DIRECTORS OF THE COMPANY. QUESTIONS, INQUIRIES AND REQUESTS FOR INFORMATION MAY BE SENT TO THE COMPANY BY MAIL AT:

San Antonio 411, LLC,  
2421 W. Horizon Ridge Pkwy., Suite 110  
Henderson, NV 89052  
Phone: (702) 733-9310  
Fax: (702) 862-4576

[Djdesimone3@cs.com](mailto:Djdesimone3@cs.com)

Continued...

---

The Date of this Offering is December 11, 2006

**NO INVESTOR SHOULD INVEST IN THE SECURITIES OFFERED HEREIN WITHOUT CAREFULLY REVIEWING THIS CONFIDENTIAL PLACEMENT MEMORANDUM AND THE EXHIBITS THERETO, INCLUDING THE SUBSCRIPTION AGREEMENT. THIS MEMORANDUM SHOULD NOT BE CONSIDERED LEGAL OR TAX ADVICE AND EACH INVESTOR SHOULD CONSULT HIS OWN LEGAL COUNSEL AND TAX ADVISOR. THE INFORMATION WHICH MUST BE SUPPLIED BY INVESTORS IN THIS REGARD WILL BE RELIED UPON BY SA 411 TO BE ACCURATE.**

[Balance of this page intentionally left blank]

---

**The Date of this Offering is December 11, 2006**

## Subscription Procedure

Purchase of the Membership Units involves a high degree of risk and "is not" a suitable investment for all potential investors. See "Investment Considerations."

Offers and sales of the Common Units will only be made to persons who represent to the Company that they have such knowledge and experience in financial and business matters that they are capable of evaluating the merits and risks of investment in the Company and who can afford to bear the loss of their entire investment in the Common Units.

Each investor will be required to represent in writing that he has had (or his advisors on his behalf have had) an opportunity to ask any questions that he has with respect to an investment in the Common Units, that he has received all information requested by him in connection with the Company and any other matters set forth in this Memorandum and that he will be acquiring the Common Units for investment, for his own account, and not with a view to the distribution thereof. (See "Investor Suitability Standards").

If the Company is incorrect in its assumption as to the circumstances of a particular prospective investor, the delivery of this Memorandum to such prospective investor does not constitute an offer, and this Memorandum must be immediately returned to the Company.

The above-described suitability standards represent the minimum suitability requirements of prospective investors, and the satisfaction of such standards by a prospective investor does not necessarily mean that the Common Units are a suitable investment for the individual or that the Company will accept the subscription of that individual for the Common Units. The Company has the discretion to vary the minimum investment requirements and to refuse any subscription for the Common Units.

In order to subscribe for the Units, each prospective investor will be required to complete, execute and deliver the following documents:

1. One completed and executed copy of the Investor Questionnaire, and
2. One completed and executed copy of the Subscription Agreement, and
3. A personal, company or cashier's check, made payable to San Antonio 411, LLC in the amount of the purchase requested, at the rate of \$20,000 per Unit. Please reference **506 Offering** in the memo line of your check.

Deliver completed subscription agreements and checks to:

San Antonio 411, LLC,  
2421 W. Horizon Ridge Pkwy., Suite 110  
Henderson, NV 89052

---

**The Date of this Offering is December 11, 2006**

## Annual Reports

We intend to furnish our Members with annual reports containing financial statements audited by independent certified public accountants and such other reports as we deem appropriate or as may be required by local or federal laws.

[Balance of this page intentionally left blank]

---

**The Date of this Offering is December 11, 2006**

## TABLE OF CONTENTS

	<u>Page</u>
Prospectus Summary.....	16
Terms of the Offering.....	16
Investment Considerations.....	17
Business of the Company.....	24
Management.....	26
Executive Compensation.....	30
Principal Unit Holders.....	32
Capitalization.....	33
Dilution.....	34
Use of Proceeds.....	35
Description of Securities.....	36
Plan of Distribution.....	36
Limitations of the Offering.....	36
Dividend Policy.....	37
Investor Suitability.....	38
Tax Aspect.....	40
Accounting, Tax, Insurance, and Legal Issues.....	41
Available Information.....	43
Miscellaneous.....	43
Subsequent Events.....	43

### List of Exhibits

- Exhibit "A": Corporate Charter
- Exhibit "B": Un-Audited Financial Statement
- Exhibit "C": Dilution Compliance Spreadsheet
- Exhibit "D": Suitability and Subscription Agreement

---

**The Date of this Offering is December 11, 2006**

## PROSPECTUS SUMMARY

*The following Prospectus Summary does not purport to be complete and is qualified in our entirety by reference to the more detailed information contained in other parts of this Prospectus. Please pay special attention to the "Investment Considerations" before making any decision on the suitability of this investment.*

**San Antonio 411, LLC** ("SA 411" or the "Company"), a Nevada Limited Liability Company, is a Real Estate Holding Company offering up to 359 Membership Units at the price of \$20,000 per unit.

### **Terms of The Offering**

*Securities Authorized.* We are authorized to issue 359 Units of Membership with no par value.

*Securities Issued and Outstanding.* Before the commencement of the offering, there were TWO (2) Members. (See "Principal Unit Holders").

*Securities Offered.* We are offering 359 Units of our Nevada Limited Liability Company (the "Units") at a maximum price of \$20,000 per Unit (the "Offering Price"). Our members, managers, officers, directors, employees and affiliates may participate in this offering and their participation shall be counted towards the gross proceeds raised. If all Units offered are sold, after the Offering is completed, there will be approximately 359 Units outstanding.

*Distribution.* The proceeds from the sale of the Units will be payable to San Antonio 411, LLC, and we will deliver Membership Certificates attributable to Units purchased directly to the Purchasers within Ninety (90) days of the closing of this Offering.

*Termination.* The Offering will terminate on the earlier of (i) one hundred and eighty (180) days from the date of effectiveness if no Units have been sold; or (ii) one hundred and eighty (180) days from the date of effectiveness, unless extended by us, without further notice, for an additional ninety (90) days; (iii) as soon as the total proceeds offered have been raised.

*Risks.* The purchase of the Units of this offering hereby involves a high degree of risk and immediate substantial dilution. The Units offered in this Prospectus are for investment purposes only and currently no market for the Units exists. (See "Investment Considerations" and "Dilution").

*Use of Proceeds.* The net proceeds of this Offering will be used primarily for purchasing and holding real estate property in San Antonio, Texas. The current Members also expect to use a portion of the proceeds for continuing operations, which includes maintaining the current operations of San Antonio 411, LLC (See "Use of Proceeds").

---

**The Date of this Offering is December 11, 2006**

## INVESTMENT CONSIDERATIONS

Investment in the securities offered hereby involves certain risks and is suitable only for investors of substantial financial means who have no need for initial liquidity in their investment should consider the following Investment Considerations in addition to the other information contained in this prospectus, before making an investment decision concerning the common stock.

### The Benefits of LLC Membership

The limited liability company (LLC) is a relatively new form of doing business in the United States (in 1988 all 50 states enacted LLC laws). The best way to describe an LLC is to explain what it is not. An LLC is not a corporation, a partnership nor is it a sole proprietorship. The LLC is a new hybrid that combines the characteristics of a corporate structure and a partnership structure. It is a separate legal entity like a corporation but it has entitlement to be treated as a partnership for tax purposes and therefore carries with it certain tax benefits for the investors.

The owners and investors are called *members* and can be virtually any entity including individuals (domestic or foreign), corporations, other LLCs, trusts, pension plans etc. Unlike corporate stocks and shares, members purchase membership units. *Members* who hold the majority of the membership units maintain controlling management of the LLC as specified in the LLC operating agreement.

The primary advantage of an LLC is limiting the liability of its members. Unless personally guaranteed, members are not personally liable for the debts and obligations of the LLC. Additionally, "pass-through" or "flow-through" taxation is available, meaning that (generally speaking) the earnings of an LLC are not subject to double taxation unlike that of a "standard" corporation. However, they are treated like the earnings from partnerships, sole proprietorships and S corporations with an added benefit for all of its members. There is greater flexibility in structuring the LLC than is ordinarily the case with a corporation, including the ability to divide ownership and voting rights in unconventional ways while still enjoying the benefits of "pass-through" taxation. The limited liability company is becoming the entity of choice for business in every realm. Due to its flexibility and tax advantages for all of its members, it will continue to gain momentum as more and more people learn of its existence.

[Balance of this page intentionally left blank]

---

**The Date of this Offering is December 11, 2006**

## FORWARD-LOOKING STATEMENTS

This prospectus contains certain statements that are forward looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act which can be identified by the use of forward-looking terminology such as "believes," "expects," "may," "estimates," "will," "should," "plans" or "anticipates" or the negative thereof or other variations thereon or comparable terminology or by discussions of strategy. Such statements include, but are not limited to, the discussions of our operations, liquidity and capital resources. Forward-looking statements are included in the "Investment Considerations" and "Business" sections of this prospectus. Although we believe that the expectations reflected in forward-looking statements are reasonable, there can be no assurances that such expectations will prove to be accurate forward-looking statements.

Generally, forward-looking statements relate to business plans, strategies, anticipated strategies, levels of capital expenditures, liquidity and anticipated capital financing needed to affect the business plan. All phases of our operations are subject to a number of uncertainties, risks and other influences, many of which are outside of our control and cannot be predicted, with any degree of accuracy. In light of the significant uncertainties inherent in the forward-looking statements made in the prospectus, the inclusion of such statements should not be regarded as a representation by us or any other person that our objectives and our plans will be achieved. Investors are cautioned that such forward-looking statements involve risks and uncertainties, including, without limitation, the risks set forth in "Risk-Factors." The forward-looking statements contained herein speak only as of the date of this prospectus and we expressly disclaim any obligation or undertaking to release any updates or revisions to any such statement to reflect any change in our expectations or any change in events, conditions or circumstance on which any such statement is based.

## LIMITED OPERATING HISTORY

We filed our Articles of Organization on August 11, 2006, and our business prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies with finite operating histories, particularly companies in the fragmented market of Real Estate. To the extent that revenues do not grow at anticipated rates, that increases in operating expenses precede or are not subsequently followed by commensurate increases in revenues, or that we are unable to adjust operating expense levels accordingly, our business, results of operations, and financial condition may be materially and adversely affected.

For the quarter ended September 30, 2006, we generated \$0 in sales revenue and devoted our efforts primarily to planning, traveling to San Antonio and other areas of Texas, searching for real estate property, bidding on real estate property, finding personnel resources in San Antonio, implementing our business strategy and raising working capital through the sale of our common stock, in the form of this 506 offering. Our revenues are primarily dependent upon our ability to effectuate our plan and raise capital through this offering.

---

**The Date of this Offering is December 11, 2006**

## **WORKING CAPITAL REQUIREMENTS/POTENTIAL NEED FOR ADDITIONAL FINANCING**

To fund the fiscal 2007 operations, we believe we will need to raise a minimum of \$3,500,000. We will then need to raise an additional \$3,680,000. However, we may experience fluctuations in operating results in future periods due to a variety of factors, such as:

1. We have a limited operating history on which to base estimates of future performance;
2. We may need to obtain additional financing in the event that we are unable to realize the purchase of our target real estate, or if we require more capital than we currently have for a particular project;
3. Our market is highly competitive; and
4. We may experience difficulty in managing growth.

Therefore, we might need to raise additional capital to fund future operations and to satisfy future capital requirements. There can be no assurance that we will be able to raise needed capital on terms favorable to us, if at all. If we are unable to secure sufficient capital in the future, our ability to pursue our business strategy and our result from operations may be impaired.

There is no assurance that our estimate of our liquidity needs is accurate or that new business development or other unforeseen events will not occur, resulting in the need to raise additional funds. The failure to raise any needed additional funds will likely have a material adverse effect on us. In addition, it is possible that raising additional funds will result in substantial additional dilution.

## **POTENTIAL FLUCTUATIONS IN QUARTERLY OPERATING RESULTS**

Our result of operations may fluctuate significantly in the future as a result of a variety of factors, many of which are beyond our control. These factors include:

- (i) our ability to realize favorable gross margins in our real estate projects,
- (ii) our ability to locate, purchase and develop our target real estate projects,
- (iii) the level of user traffic to our projects,
- (iv) our licensee's and/or independent sales rep's ability to generate revenues,
- (v) the timing and number of new hires,
- (vi) demand for and changes in pricing models for the real estate and structures upon it,
- (vii) government regulation, and
- (viii) general economic conditions and economic conditions specific to the San Antonio region

---

**The Date of this Offering is December 11, 2006**

## **MANAGEMENT OF GROWTH**

We plan to experience rapid growth in our operations. This rapid growth will place a significant strain on our managerial, operational and financial resources. We had 2 full-time employees as of December 11, 2006. We expect that the number of our employees will continue to increase for the foreseeable future, including the hiring of new sales personnel, engineers, managers, corporate officers and other personnel.

Furthermore, we must continue to improve our financial and management controls, reporting systems and procedures, and expand, train and manage our work force. There can be no assurance that our systems, procedures or controls will be adequate to our expanding operations or that our management will be able to achieve the rapid execution necessary to successfully offer our solutions and implement our business plan. Although we expect to effectively implement our business plans, our failure to manage growth effectively would have a material adverse effect on our business, result of operations and financial condition.

## **DEPENDENCE ON KEY PERSONNEL**

Our future success depends, in significant part, upon the continued service of our key senior management personnel, particularly Joseph DeSimone and Steve Schneider, both of whom have entered into employment agreements with the Company.

The loss of the services of one or more of our key personnel could have a material adverse effect on our business, result of operations and financial condition. We intend to implement "key man" life insurance policies, however at the present time we do not have the policies in place. Competition for such personnel in the window industry is intense, and there can be no assurance that we will be able to retain our key personnel or that we can attract, assimilate or retain other highly qualified personnel in the future.

## **TIGHT LABOR MARKET**

Finding and retaining experienced talent is a critical component of success. The stability of our competitors and the jobs of their personnel and a talent shortage may make this a particularly acute problem over the next twelve months of operations.

## **HIGH BARRIERS TO ENTRY**

Competitors must have a substantive capital pool to enter the industry.

---

**The Date of this Offering is December 11, 2006**

## **PROPERTY AND OTHER TAXES**

We will be paying property taxes on all property purchased and held by our company in Texas or in any other state we choose to purchase and hold real estate.

We do not expect to collect or pay sales tax, excise tax or any similar taxes, in any state. However, if our company becomes involved in business requiring us to collect and pay these taxes, we will then become liable for those taxes.

Moreover, a successful assertion by one or more states or any foreign country that we should collect sales or other taxes could have a material adverse effect on our business, result of operations and financial condition.

Furthermore, there can be no assurance that taxes and/or levies may or may-not be raised or placed on us. If such taxes and/or levies were raised or placed on such products could have an adverse effect on our business, result of operations and financial condition.

## **GOVERNMENT REGULATION AND LEGAL UNCERTAINTIES**

Due to the expected regional nature of our business, it is possible that, although we are a Nevada LLC, the government of Texas may or may-not enact laws limiting and/or forbidding Nevada companies to hold real estate and/or do business in Texas.

## **NO PUBLIC MARKET FOR MEMBERSHIP UNITS**

There is no public market for San Antonio 411, LLC Membership Units. Our Units are currently not quoted on any exchanges and it is privately held. Therefore, the market for the Units is limited. We do not intend to develop a public offering of our Units, and there can be no assurance a market will ever develop or be sustained in the future. We make no representation about the value of our Units.

## **CONTROL BY PRINCIPAL STOCKHOLDERS, OFFICERS AND DIRECTORS**

Prior to the distribution, the Members and their affiliates beneficially own 100% of the outstanding Units. As a result, these Members could exercise control over all matters requiring Member approval, including the election of directors and approval of significant corporate transactions. This concentration of ownership may have the effect of delaying or preventing a change in control of the company. (See "Management" and "Principal Stockholders").

---

**The Date of this Offering is December 11, 2006**

## **LACK OF DISINTERESTED, INDEPENDENT MEMBERS / DIRECTORS**

All of our Members have a direct financial interest in the company. We believe that our current Members will be able to exercise their fiduciary duties as Managers and we do not intend to add independent, disinterested Members or Directors to serve on a committee in the near future.

## **DIVIDEND POLICY**

We have not paid any dividends on our Units and expect to retain any future earnings for use in our business. Future dividend policy will be determined by the Member Committee in light of our prevailing financial needs.

## **ARBITRARY OFFERING PRICE**

Since we have a limited operating history, the Offering Price of \$20,000 per Unit has been arbitrarily set by our Board of Directors, and is not based upon earnings or operating history, and bears no relation to our earnings, assets, book value, net worth or any other recognized criteria of value. No independent investment-banking firm has been retained to assist in determining the Offering Price for the Units. Accordingly, the Offering Price should not be regarded as an indication of any future market price of our capital stock.

## **DILUTION**

The present founders of the company and owners of our issued and outstanding securities acquired such securities at a cost substantially less than what the investors in this Offering will pay. Upon the sale of the Units offered hereby, the investors in this Offering will experience an immediate and substantial "dilution." Therefore, the investors in this Offering will bear a substantial portion of the risk of loss. Additionally, sales of our securities in the future could result in further "dilution."

"Dilution" represents the difference between the Offering Price and the net book value per Unit of securities immediately after completion of the Offering. "Net Book Value" is the amount that results from subtracting total liabilities from total assets. In this Offering, the level of dilution is relatively substantial as a result of the low book value of our issued and outstanding stock.

---

**The Date of this Offering is December 11, 2006**

## TERMS OF PLACEMENT

We are offering 359 Membership Units at \$20,000 per Unit. Before commencement of the offering, there were Two (2) Units issued and outstanding. Provided that all Units offered are sold, there will be 359 Units outstanding. The proceeds from the sale of Units will be payable directly to San Antonio 411, LLC. The minimum amount of Units required to be sold is 140 Units. If at least 140 Units are not sold all monies will be returned to investors and the offering will be closed.

This Private Offering is being conducted on a best efforts basis. No party has made any commitment to Purchase all or any portion of the Units. While we believe we have the ability to grow rapidly during the next few years, there can be no assurance such growth, or any growth, will occur. There can be no assurance our efforts to manage our company will be successful or we can satisfy requirements on a timely and/or cost effective basis. A failure to manage our growth would have an adverse effect on our company and our result of operations.

## LIMITED STATE EXEMPTIONS OF SECURITIES BEING OFFERED

The securities offered hereby are intended to be blue skied (State Securities Registration) for sale only in a limited number of states. Unit purchasers may move to jurisdictions in which the offered securities are not so registered and may not be able to sell their Units unless registration is provided or an appropriate exemption from registration is identified or unless a public market for the Units becomes available. This may hinder these Unit Holders from disposing of these securities in a timely manner. No assurances can be given that any exemption will be available permitting a purchaser to sell his or her securities, and, as a result, he or she may be required to hold such securities indefinitely.

*Note: In reviewing this Memorandum potential investors should keep in mind other possible risks that could be important.*

[Balance of this page intentionally left blank]

---

**The Date of this Offering is December 11, 2006**

## BUSINESS OF THE COMPANY

### Business Overview

**San Antonio 411, LLC** (“SA 411” or the “Company”), a Nevada Limited Liability Company, is a Real Estate Holding Company.

- D. The general purpose of the business of the Company shall be to invest in that certain property described below (the “Property to be Purchased”), including the agricultural and/or other businesses operating thereon, and to improve the Property, operate the businesses located on the Property in a manner as the Company believes is in the best interest of the Members, and/or market and ultimately sell part or all of the Property.
- E. The initial capital contributions of the Company shall be used for the following purposes associated with the purchase, improvement, and operation of the Property:

- V. **Purchase of the Property:** The Company shall purchase a portion of the Property. The remainder of the Property shall be purchased by one (1) or more other entities or persons (“Partners”). The Company shall initially hold title to the Property as a tenant in common with the Partners. The Company anticipates that the Property will subsequently be joined with one or more adjoining properties to be collectively, improved, operated, marketed and sold together. When and if this occurs, the Company and the Partners may transfer title to the Property to a “master” LLC, which shall hold title to all of the collectively held properties, including the Property, in exchange for a proportional membership interest in the master LLC.
- VI. **Purchase Price And Other Property Cost:** The Purchase Price for the Property shall be approximately Seven Million One Hundred Fifteen Thousand Dollars (\$7,115,000); the exact price to equal the product of Sixteen Thousand Dollars (\$16,000.00) multiplied times the exact number of acres contained within the Property as certified in the survey, as set forth within the Contract of Sale Page 1 Paragraph 2. In addition to the Purchase Price, the Company and the Partners shall pay: (1) an assignment fee of Two Hundred Eighty Four Thousand Six Hundred Dollars (\$284,600) (4% of the Purchase Price) to Triple L, LLC for the assignment of the purchase and sale agreement for the Property to the Company and the Partners; (2) contributions to an Operating Reserve Account of approximately One Hundred Seventy-Seven Thousand Eight Hundred Seventy-Five Dollars (\$177,875) (approximately 2.5% of the Purchase Price), as further described in Section 1.7.2.3; and closing

---

**The Date of this Offering is December 11, 2006**

costs of approximately Twenty Thousand Dollars (\$20,000). The Purchase Price and these additional payments shall be approximately Seven Million One Hundred Eighty Thousand Dollars (\$7,180,000).

- VII. **Operating Reserve Account:** An Operating Reserve Account shall be established to fund all incidental costs associated with the operation, improvement, and marketing of the Property, including but not limited to real property taxes, various insurance policies, filing fees for all licensing requirements, entitlement work, closing costs and escrow fees for the future sale of the Property. This initial operating reserve account shall be approximately One Hundred Seventy-Seven Thousand Eight Hundred Seventy-Five Dollars (\$177,875) (approximately 2.5% of Purchase Price). Any amount not used for these intended purposes will be distributed to Members, at the discretion of Managers.
- VIII. **Property To Be Purchased:** The Company has or shall acquire the Property as a Tenant in Common with the Partners. The Legal Description of the Property is attached hereto as Exhibit "A" and is commonly known as a approximately 416.5 acres or approximately 18,141,77 square feet more or less, tract of land being comprised of that 413.4771 acre tract described in the General Warranty Deed, recorded at Volume 11889, Pages 1312-1313 of the Official Public Records of Real Property of Bexar County, Texas, and that 5.2139 acre tract described in conveyance to Gurinsky Family Properties, Ltd. in the same the above-mentioned General Warranty Deed, out of Fernando Rodriguez, Survey No. 6 Abstract 15, County Block 4005 and the Santos Gusman Survey No. 1, Abstract 1111, County Block 4285 of Bexar County, Texas. Said 416.5 acre tract is more fully described as follows with bearings being based on the North American Datum of 1983 (CORS 1996), from the Texas Coordinate System established for the South Central Zone.
- A. **SAN ANTONIO 411, LLC shall be Manager Managed.** Managers (collectively referred to as "Manager") shall receive a collective ten percent (10%) equity Unit of SAN ANTONIO 411, LLC for service contributions. This ten percent (10%) is in exchange for Managers' contribution in procuring the ability to purchase the Property, the actual escrow being opened and transferred to the Company, and other managerial services to the Company. Each Cash-Contributing Member shall hold a percentage of the Project in relation to their contribution less the ten percent (10%) equity grant to Managers of the LLC. Managers shall not receive any further compensation of any kind for their management services to the Company.

---

**The Date of this Offering is December 11, 2006**

**Confidential Offering Circular • San Antonio 411, LLC**

We are offering (the "Offering") 359 Membership Units of our company (the "Units") at a price of \$20,000 per Unit (the "Offering Price"). Our members, managers, officers, directors, employees and affiliates may participate in this offering. The proceeds from the sale of the Units in this Offering will be payable directly to the Company and deposited into a designated bank account, to be determined by the members and managers of SA 411. We will deliver membership certificates attributable to Units purchased directly to the Purchasers within ninety (90) days of the close of the Offering. (See "Plan of Distribution").

For further details and information regarding the company, projections, management and other points of interest, please see "Business Plan."

In light of the risks involved investors are urged to review the companies Business Plan before investing.

## **MANAGEMENT**

The following sets forth certain information with respect to our executive officers, directors, key employees and advisors as of the date of this Prospectus:

<u>NAME</u>	<u>AGE</u>	<u>POSITION</u>
Joseph DeSimone	39	Member
Schneider Texas, LLC	N/A	Manager

### **Management Team**

#### **Joseph DeSimone – Member**

**EDUCATION:** *M.B.A. in Finance, Regis University, Henderson, Nevada, graduation December 2006, G.P.A. 4.0*

*B.A. Political Science, Economics minor, Hobart College, Geneva, New York, June 1989, Cum Laude, G.P.A. 3.65*

- Dean's List: 1988-1989  
1987-1988  
1986-1987  
1985-1986
- Durfee Scholarship 1988-1989
- Benjamin Hale Scholarship: 1987-1988

---

**The Date of this Offering is December 11, 2006**

- *Baccalaureate Essay*, “The Press and the Supreme Court: The Constitution and Watergate.”
- Varsity Baseball, Varsity Football.
- Kappa Sigma, Treasurer 1987-1988.

**PROFESSIONAL  
EXPERIENCE:**

***Chief Executive Officer, First Federal DeSimone, Henderson,  
Nevada 1996-present***

- Real Estate, Finance, Development, Investment, Brokerage
- Own and operate firm with 20+/- person staff
- Negotiate and conduct commercial transactions in Southern Nevada
- Write and publish monthly newsletter, *Real Estate Perspective*, with a distribution of 10,000
- Developed 60+/- professional office buildings in Southern Nevada
- Established business relationships on a national and local level
- Business and Financial Consulting
- State of Nevada, Department of Business and Industry, Certified Continuing Education Instructor, real estate finance and agency relationships.

***Significant Business Achievements and Community Contributions:***

“Fort Apache Point,” 2003-2006

Acquisition, entitlement, design, leasing, sale, land development, and building of a 166,000 square foot, 28 building, professional business park in Clark County, Nevada.

“Pecos Commons,” 1997-1999

Acquisition, entitlement, design, leasing, sale, land development, and building of a 60,000 square foot, 12 building, professional business park in Henderson, Nevada. Recognized by the City of Henderson in January 2000 for the Annual “Economic Development Award.”

---

**The Date of this Offering is December 11, 2006**

***Managing Member and Ownership in the following Partnerships and Companies:***

***San Antonio 411.*** Director and organizer of real estate syndication, investment, and ownership of 2600+/- acres in San Antonio, Texas, 2006-present.

***Castleguard Wealth Management.*** Co-Owner and Registered Investment Advisor, provide financial services and asset management, Henderson, Nevada, 2006-present.

***OTD Investment Holdings.*** Director and organizer of real estate syndication, investment, and ownership of 240 acres, Mojave County, Arizona, 2005-present.

***Point Willow.*** Land acquisition and holding, building development, leasing, sale, and real estate management partnership, medical and office buildings, Southern Nevada, 2002-present.

***Wiseton.*** Real estate land acquisition, design, development, leasing, and sale of retail shopping center, Clark County, Nevada 2004-2006.

***Real Dental.*** Land acquisition and holding, building development, leasing, and real estate management partnership, dental building, Henderson, 2002-present.

***Elite Discount Nutrition.*** Founded, Owner, general management and sale of five retail establishments, Salt Lake City, Utah, 2003-2005.

***Glen Willow.*** Real estate acquisition, holding, and management partnership, Henderson, Nevada, 2003-2004.

***Hacker.*** Land acquisition and holding, building development, leasing, and management partnership, medical building, Henderson, Nevada, 1998-2001.

***Quail Run Properties.*** Land acquisition and holding, building development, leasing, management, and sale partnership, radiology building, Henderson, Nevada, 1998-2001.

***Eagle Lane Properties.*** Financial and real estate investment, management, and holding partnership, Southern Nevada, 1995-present.

---

**The Date of this Offering is December 11, 2006**

***Richfield Properties.*** Financial investment and holding sole proprietorship, Henderson, Nevada, 1994-present.

***Marketing Executive, Americana Group, Henderson, Nevada, 1991-1996***

Commercial and residential real estate. Negotiated and conducted 400+/- real estate and business transactions.

***President, Hidden Oaks Associates, Spruce Associates, Smithtown, New York, 1989-1991***

Residential Development Firm. Chief Officer responsible for acquisition, entitlement, land improvement, sale, and development of 60+/- custom residences.

**COMMUNITY SERVICE:**

**Down Syndrome Organization of Southern Nevada**  
Chairman of the Board of Directors, 2005-2006. Board of Directors, 2004.

**Payback.** Clark County School District, 1995-2001.  
Monthly discussion with junior high school students as future community leaders—focus on education.

**Schneider Texas, LLC, Steve Schneider – Manager**

Steve Schneider was born March 18, 1943 and raised in McCook, Nebraska. He received his bachelors degree from the University of Nebraska in Lincoln in 1966. After graduating, he taught English in the Los Angeles City School System, and after returning to Nebraska for family reasons, at McCook College, before moving to Las Vegas, where he taught English and Journalism. During this period he also received his Masters Degree from Northern Arizona University.

After teaching in Las Vegas for six years, Steve changed careers and became a real estate agent, and after one year, a manager for Jack Mathews and Company, Realtors. During the six years Steve was associated with Mathews, the Company became the largest real estate brokerage company in Nevada, and Steve was the manager of the most productive branch in the Company.

In 1979 Steve started The Americana Group, a general real estate brokerage firm which became the largest real estate brokerage firm in Nevada in 1983. Besides real estate brokerage, both residential and commercial, The Americana Group was involved in real estate development and real estate investment consultation.

In 1999, with over 450 agents, Steve sold Nevada's largest real estate company, The Americana Group, Better Homes and Gardens, to Prudential Real Estate Services. He has remained

---

**The Date of this Offering is December 11, 2006**

with The Americana Group in an advisory capacity and as a broker-salesman to the present. Since selling The Americana Group, Steve has specialized in developing real estate investments. He has an extensive personal investment portfolio.

As a resident of Las Vegas for almost 40 years, Steve Schneider has made a positive name for himself in the community as real estate investment and marketing expert. He has formed or co-formed LLC's which have successfully invested in Nevada property. Steve understands the dynamics of real estate investment and the areas in which his clients wish to invest. Large corporations and small businesses have enlisted his help in finding homes and business locations for numerous customers, recruits and friends and call on Steve expertise to guide them through the investment process. Many of Las Vegas' leading firms, such as Mirage Resorts, MGM Grand, Mandalay Bay, Wynn Resorts, Bank West, Silver State Bank, Sky River and Ebay have called on Steve to help with their real estate.

Steve is married and the father of two children.

The management team combines industry specific knowledge with proven capabilities.

*Note: After reviewing the information concerning the background of the Company's Members, Officers, Directors and other key personnel, potential investors should consider whether or not these persons have adequate background and experience to develop and operate this Company and to make it successful. In this regard, the experience and ability of management are often considered the most significant factors in the success of a business.*

## Executive Compensation

The following table sets forth all cash compensation to be paid by us to our executive officers and directors when this Offering is complete.

<u>Name of Individual</u>	<u>Position with Company</u>	<u>Salary</u>
Joseph DeSimone	Member / Officer	(Note 1)
Schneider Texas, LLC	Manager	(Note 1)

### Notes to Executive Compensation :

(1) Until we can sell the asset(s) for a profit, we do not plan to pay our Members or Managers any compensation other than amounts owed to them for actual equity ownership.

(2) No Warrants or Options have been issued which convey the right to purchase Units.

---

**The Date of this Offering is December 11, 2006**

## Employment Agreements

We do not have pending employment agreements for members or managers. The Member Committee will set any bonuses or other types of compensation.

*Note: After reviewing the above, potential investors should consider whether or not the compensation to management and other key personnel directly or indirectly, is reasonable in view of the present stage of the Company's development.*

[Balance of this page intentionally left blank]

---

**The Date of this Offering is December 11, 2006**

## PRINCIPAL UNIT HOLDERS

The following table sets forth certain information as of the date of this Offering with respect to the beneficial ownership of our company by all persons known by us to be beneficial owners of more than 5% of any such outstanding classes, and by each director and executive officer, and by all officers and directors as a group. Unless otherwise specified, the named beneficial owner has, to our knowledge, sole voting and investment power. No beneficial owners, as defined by NASD Rule 2720(b)(2), has any direct or indirect affiliation or association with any NASD member. This table does not reflect any promissory units. Each manager has been promised 5% for a total of 10% as an equity position.

### Membership Units

Name of Beneficial Owner (1)	Number of Units	% of Class Pre Offering	% of Class Post Offering (1) & (2)
Joseph DeSimone	1	50%	5.00%
Schneider Texas, LLC	1	50%	5.00%
<b>TOTAL HELD BY CONROLLING UNITHOLDERS</b>	<b>2</b>	<b>100%</b>	<b>10.00%</b>

**Notes:** The address of each member, executive officer and/or director is c/o San Antonio 411, LLC, 2421 W. Horizon Ridge Pkwy., Suite 110, Henderson, Nevada 89052.

(1) Assumes the entire Offering of 359 Units.

(2) A detailed Schedule of Dilution and costs paid for Units in Exhibit "B".

[Balance of this page intentionally left blank]

---

**The Date of this Offering is December 11, 2006**

## CAPITALIZATION

The following table sets forth our capitalization as of December 11, 2006 and is adjusted to give effect to the sale of all of the Common Units being offered herein.

<b>Amount Outstanding</b>	<b>As adjusted</b>	
	<b>Actual</b>	<b>Offering</b>
Debt	\$0	\$0
Short Term Debt	\$0	\$0
Long Term Debt	\$0	\$0
TOTAL DEBT	\$0	\$0
Unit Holders Equity		
Preferred Units	\$0	\$0
Common Units	\$100	\$7,180,100
Additional Paid in Capital	\$0	\$0
Donated Capital	\$0	\$0
Retained Earnings (deficit)	\$0	\$0
TOTAL MEMBERS EQUITY	\$100	\$7,180,100
TOTAL CAPITALIZATION	\$100	\$7,180,100

[Balance of this page intentionally left blank]

---

**The Date of this Offering is December 11, 2006**

## DILUTION

"Dilution" represents the difference between the Offering Price and the net book value per Unit of Membership immediately after completion of the Offering. "Net Book Value" is the amount that results from subtracting total liabilities from total assets. In this Offering, the level of dilution is a result of the low book value of our issued and outstanding Units. Our net book value on December 11, 2006 was \$50.00 per Unit. Assuming all Units offered herein are sold, and given effect to the receipt of all the estimated proceeds of this Offering from Unit Holders, our net book value will be \$19,889.47 per Unit. Therefore, the purchasers of the Membership in this Offering will suffer an immediate dilution of approximately \$110.53 per Unit while the present stockholders of the Company will receive an immediate and substantial increase of \$19,839.47 per Unit in the net tangible book value of the Units they hold. This will result in a 0.0055% dilution for purchasers of Units in this Offering.

The following table illustrates the dilution to the purchasers of the Units in this Offering:

### Full Offering

Offering Price Per Unit	\$20,000
Net Tangible Book Value Per Unit (Before offering)	\$50.00
Increase Attributable to the Sale	\$19,839.47
Net Tangible Book Value Per Unit (After offering)	\$19,889.47
Per Unit Dilution to New Investors	\$110.53
Percentage Dilution per Unit to New Investors	0.0055%

*Note: After reviewing the above, potential investors should consider whether or not the offering price for the securities is appropriate at the present stage of the Company's development.*

[Balance of this page intentionally left blank]

---

**The Date of this Offering is December 11, 2006**

## USE OF PROCEEDS

The estimated net proceeds to us will be approximately \$7,180,000 for the Offering after deduction of commissions, legal, filing, accounting, printing, and other expenses of this Private Offering. The costs identified herein are estimated to be approximately \$13,300.

**NOTE:** We have specifically listed the use of funds for 99.99% of the gross proceeds of our offering in the table below. These specified uses may be changed materially or substantially without amending the Memorandum. Therefore, a portion of the gross proceeds (approximately 0.00185%) will be substantially within the discretion of management as to its ultimate business usage. Investors will be relying on management and their business judgment and discretion as to the proper use of funds in the furtherance of the company's business plan. No assurance can be given that our management's use of funds from this offering will result in our achieving our financial and strategic objectives.

	If Total Offering Sold	
	<u>Amount</u>	<u>%</u>
Offering Proceeds	\$7,180,000	100.00
Total Proceeds	\$7,180,000	100.00
Accounting	\$ 1,000	
Copying and Advertising	\$ 500	
Organizational	\$ 700	
Consulting / Prep	\$ 11,100	
Total Offering Expenses	\$ 13,300	.00185
<hr/>		
Net Proceeds from Offering	\$7,166,700	99.99
Use of Net Proceeds		
Real Estate / Building	\$6,830,400	
Assignment Fee	\$ 284,600	
General Working Capital	<u>\$ 51,700</u>	
Total Use of Net Proceeds	\$7,166,700	99.99
=====		
Total Use of Proceeds	\$7,180,000	100.00

*Note: After reviewing the portion of the offering allocated to the payment of offering expenses, a potential investor should consider whether the remaining portion of his investment, which would be that part available for future development of the Company's business and operations, would be adequate.*

**The Date of this Offering is December 11, 2006**

## DESCRIPTION OF SECURITIES

We are Nevada Limited Liability Company. We are authorized to issue 359 Units of Membership. We have currently issued and outstanding Two (2) Units of Membership to members. The holders of Units (i) have equal rights to dividends from funds legally available therefore, ratably when as and if declared by our Member Committee; (ii) are entitled to ownership ratably in all our assets available for distribution to holders of Units upon liquidation, dissolution, or winding up of our affairs; (iii) do not have preemptive, subscription or conversion rights and there are no redemption or sinking fund provisions applicable thereto; (iv) are entitled to one non cumulative vote per Unit of Membership, on all matters which Unit Holders may vote on at all meetings of Unit Holders; and (v) all of the Units of Membership, now outstanding are fully paid and non-assessable.

There is no cumulative voting for the election of officers. There are currently Two (2) Units of Membership outstanding held by Two (2) Unit Holders of record. (See "Principal Unit Holders" and "Exhibit A").

## PLAN OF DISTRIBUTION

Pursuant to this Prospectus, we are offering up to 359 Units of Membership at a price of \$20,000 per Unit on a best efforts basis. The Offering will terminate on the earlier of (i) one hundred and eighty (180) days from the date of effectiveness if no Units have been sold; or (ii) one hundred and eighty (180) days from the date of effectiveness, unless extended by us, without further notice, for an additional ninety (90) days; or (iii) as soon as the total proceeds offered have been raised. Officers, directors, employees, and our affiliates may participate in this offering. The proceeds from the sale of the Units will be payable directly to us, and we will deliver membership certificates attributable to Units purchased directly to the Purchasers within thirty (30) days of the closing of this Offering.

## LIMITATIONS OF THE OFFERING

Purchasers are limited to investors who can afford to bear the loss of their entire investment and who represent to the Company in writing that they have such knowledge and experience in financial and business matters that they are capable of evaluating the risks of an investment in the Common Units.

*Note: Equity investors should be aware that unless the Company is able to be sold for cash or merged with another company that their investment in the Company may be illiquid indefinitely.*

[Balance of this page intentionally left blank]

---

**The Date of this Offering is December 11, 2006**

## **DIVIDEND POLICY**

We have paid no cash dividends to date, however, our Member Committee may from time to time pay dividends based on earnings and profits available for such.

[Balance of this page intentionally left blank]

---

**The Date of this Offering is December 11, 2006**

## INVESTOR SUITABILITY STANDARDS

As a potential subscriber, you should consider that an investment in the Units of Membership being offered herein involves many risks, including the possible total loss of your investment. If you would like to invest, we will require that you represent that you know that the Units may not be readily sold because of restrictions imposed by federal law and various state securities commissions and because there is no public market therefore.

You should **not** invest in SA 411 unless you have available other personal, liquid assets to ensure that your investment in SA 411 will not cause you any undue financial difficulties or affect your ability to provide for your current needs and personal financial contingencies. In order to invest, you must be at least 21 years of age and otherwise qualified under the terms of this Offering.

The standards set forth herein represent minimum suitability requirements for prospective investors. However, even if you meet such standards, investing in SA 411 still may not be appropriate for you. Prior to the sale of any Units of our Membership, we require that you complete and return an investor suitability questionnaire, and execute and return an investor suitability questionnaire, in order to ensure that you meet all requirements relating to suitability.

**THIS OFFERING IS BEING MADE PURSUANT TO SECTIONS 4(2) AND 4(6) OF THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), AND SPECIFICALLY RULE 506 OF REGULATION D PROMULGATED THEREUNDER. WE WILL ACCEPT SUBSCRIPTIONS ONLY FROM PURCHASERS QUALIFIED AS "ACCREDITED INVESTORS" AS DEFINED IN RULE 501 OF REGULATION D OF THE ACT. ADDITIONAL REQUIREMENTS MAY APPLY TO INVESTORS.**

## UNDER VARIOUS STATE SECURITIES LAWS.

You should not purchase Units of our Membership unless you are personally convinced and/or advised by a qualified advisor of your own choosing that this investment is financially suitable for you, after considering the information discussed in this Memorandum and all other materials and documents made available to you in connection with this Offering. You are urged to request any additional information that you may consider necessary to make an informed investment decision.

## REGULATION D OFFERINGS

We intend to conduct the Offering in such a manner that the Units of our Membership will be sold only to Accredited Investors, as such term is defined in Rule 501 of Regulation D under the Act (as amended), who also satisfy any additional requirements of their state of residency. If you wish to purchase Units of our Common Stock, you must represent in the Subscription Agreement that you are acquiring the Units for investment and not with a view to resell or distribute the Units.

---

**The Date of this Offering is December 11, 2006**

## ACCREDITED INVESTORS

As defined by Regulation D, Accredited Investors are those who, at the time of sale of the Units fall within certain categories enumerated in Rule 501(a) of Regulation D, including any of the following:

(i) any individual who had an individual income in excess of \$200,000 (or joint income with his or her spouse of \$300,000) in the last two years and who reasonably expects an individual income in excess of \$200,000 (or such joint income in excess of \$300,000) in the current year. (For purposes of this offering, individual and joint income shall equal adjusted gross income, as reported in the investor's federal tax return (less, for individual income only, any income attributed to a spouse or to property owned by a spouse) and increased by the following amounts (but not, for individual income only, any amounts attributable to a spouse or to property owned by a spouse):

- (1) the amount of any tax exempt interest received,
- (2) the amount of losses claimed as a limited partner in a limited partnership,
- (3) any deduction claimed for depletion,
- (4) amounts contributed to an IRA or Keogh retirement plan,
- (5) alimony paid, and
- (6) any amount by which income for long-term capital gains has been reduced in arriving at adjusted gross income pursuant to the provisions of Section 1202 of the Internal Revenue Code);

(ii) any individual whose individual net worth, or joint net worth with that individual's spouse, exceeds \$2,000,000 (including the value of home, home furnishings and automobiles); and

(iii) any partnership, corporation, employee benefit plan or trust which was not formed for the purpose of acquiring Units and which has total assets of over \$5,000,000, and with regard to a trust, the person making the investment decision has such experience in financial and business matters that the trustee is capable of evaluating the risks and merits of the investment in the Units, a corporation or partnership where all the beneficial owners are accredited investors or if an employee benefit plan, it is administered by a bank, savings and loan association, insurance company or registered investment adviser, or if a self-directed plan, the investment decision is being made by only accredited investors.

### **Each investor must also make certain representations to the general effect that such investor:**

(i) does not have an overall commitment to investments which are not readily marketable that is disproportionate to his net worth, and that his investment in the Units will not cause such overall commitment to become excessive;

---

**The Date of this Offering is December 11, 2006**

(ii) has adequate net worth and means of providing for his current needs and personal contingencies to sustain a complete loss of his investment in the Company at the time of investment, and has no need for liquidity in his investment in the Units;

(iii) is acquiring Units for his own account, for investment only and not with a view toward resale or distribution; and

(iv) is aware that he will not be able to liquidate his investment in the event of emergency or for any other reason because the transferability of Units will be subject to restrictions in the Subscription Agreement and will be affected by restrictions on resale imposed by the Act and the securities laws of certain states. In addition, an investment in the Units must not exceed 10% of an investor's net worth.

**For purposes of suitability, an equity owner is**

- (i) a Unit Holder in the case of a corporation;
- (ii) a general or limited partner in the case of a partnership;
- (iii) a grantor in the case of a revocable trust; or
- (iv) a trustee and/or beneficiary in the case of an irrevocable trust.

Certain states impose additional or higher suitability standards for investors in private placement offerings. In such states, you will be required to comply with and demonstrate that you meet such further standards as may be imposed by state law.

The company reserves the right to accept subscriptions from subscribers who do not meet all of the above suitability standards but who are otherwise qualified to purchase Units.

## **TAX ASPECTS**

This Memorandum does not discuss the tax treatment that may be anticipated to result from the ownership or disposition of the Units of Membership. The tax consequences arising from the payment of dividends, if any, on the Units, may be material to your decision to purchase the Units offered hereby.

**YOU SHOULD CONSULT YOUR OWN TAX ADVISOR AS TO THE TAX TREATMENT THAT MAY BE ANTICIPATED TO RESULT FROM THE OWNERSHIP OR DISPOSITION OF THE UNITS PURCHASED IN THIS OFFERING, INCLUDING THE APPLICATION OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, AS WELL AS FOREIGN, STATE OR LOCAL TAX LAWS OR ESTATE AND GIFT TAX CONSIDERATIONS. SA 411 MAKES NO REPRESENTATION AS TO SUCH MATTERS.**

---

**The Date of this Offering is December 11, 2006**

## **ACCOUNTING, TAX, INSURANCE, AND LEGAL ISSUES**

### **Accounting Policies**

We intend to furnish our stockholders with annual reports containing financial statements audited by our independent certified public accountant, who will be engaged during or immediately following this Offering, and such other reports as we deem appropriate or as may be required by law. All accounting policies and audits will be conducted in accordance with the generally accepted accounting principles (“GAAP”) of the United States.

### **Tax Issues**

Under the current U.S. tax codes, our corporate tax rate will be about 36%. Under the United States Federal Tax Code amendments enacted in 1993 for small businesses, we will be able to deduct up to \$17,500 annually on certain capital expenditures for office equipment (i.e. personal computers, copiers, telephones systems, etc.) instead of amortizing such equipment over several years. Specifically, this deduction allowance is included in Section 179 of the I.R.S. Tax Code. There are no (zero) state corporate income taxes in the State of Nevada.

### **Insurance**

Upon completion of this Offering, we currently plan to commence basic commercial and business liability insurance coverage in the following categories: (i) fire liability (covers fire, lightning or explosion), (ii) products and completed operations, (iii) personal and injury, and (iv) medical liability expense. In addition, our commercial, property, casualty, and business insurance coverage will be adequately increased our operations and revenues grow in size.

### **Employee Benefit Plan and Medical and Health Insurance**

Upon commencement of full operations, or shortly thereafter, we expect to implement an Employee Benefit Plan and medical and health insurance competitive with industry standards for our employees.

---

**The Date of this Offering is December 11, 2006**

### **Key Man Insurance**

We do not hold “Key Man” life insurance on any of our officers and directors. However, we are currently considering key man life insurance on each of our officers upon the closing of the Private Placement offering described herein or shortly thereafter.

### **Legal Matters**

There is no current or pending litigation, claims or counter claims involving us as a Plaintiff or a Defendant.

[Balance of this page intentionally left blank]

---

**The Date of this Offering is December 11, 2006**

## AVAILABLE INFORMATION

We will make available to each prospective investor and his/her representative, prior to his/her investing in these Units, the opportunity to ask questions of and receive answers from our Officers and Directors concerning the terms and conditions of this Offering, the Company or any other relevant matters, and to obtain any additional information, to the extent we possess such information or can acquire it without unreasonable effort or expense, necessary to verify the accuracy of the information set forth in this Memorandum.

## MISCELLANEOUS

Our Articles of Organization requires the approval vote of 51% of the disinterested Unit Holders when any combination of persons or entities directly or indirectly owns over 25% of the voting power. The percentages required for approval change when certain prices are paid and/or the beneficial owners take certain actions. Our Articles of Organization also eliminate Member's liabilities for breaches of duties to the fullest extent permitted by Nevada law. Our charter documents provide for indemnification of the members, officers and/or directors.

## SUBSEQUENT EVENTS

As allowed by SEC Regulation D 230.506(b)(i) and (ii), we believe the securities sold in this initial Regulation D 506 offering are not available for resale by the investors because the initial offering is being made in accordance with state and federal securities laws.

We believe that the current transaction described in this Prospectus is exempt under the Securities Act of 1933 (the "Act") pursuant to Regulation D 230.506.

[Balance of this page intentionally left blank]

---

**The Date of this Offering is December 11, 2006**

Exhibit "A"  
CORPORATE CHARTER

---

**The Date of this Offering is December 11, 2006**

SECRETARY OF STATE



**LIMITED LIABILITY COMPANY CHARTER**

I, DEAN HELLER, the Nevada Secretary of State, do hereby certify that SAN ANTONIO 411, LLC did on August 11, 2006, file in this office the Articles of Organization for a Limited Liability Company, that said Articles of Organization are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain all the provisions required by the laws governing Limited Liability Companies in the State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on August 14, 2006.

Handwritten signature of Dean Heller in cursive.

DEAN HELLER  
Secretary of State

By

Handwritten signature of the Certification Clerk in cursive.

Certification Clerk



---

The Date of this Offering is December 11, 2006

Exhibit “B”

Un-Audited Financial Statement

---

**The Date of this Offering is December 11, 2006**

11:14 AM  
11/29/06  
Accrual Basis

**San Antonio 411, LLC**  
**Balance Sheet**  
**As of November 29, 2006**

	<u>Nov 29, 06</u>
<b>ASSETS</b>	
Current Assets	
Checking/Savings	
Bank of Nevada - Checking	100.00
Total Checking/Savings	<u>100.00</u>
Total Current Assets	<u>100.00</u>
<b>TOTAL ASSETS</b>	<u>100.00</u>
<b>LIABILITIES &amp; EQUITY</b>	<u>0.00</u>

---

**The Date of this Offering is December 11, 2006**

11:24 AM  
11/29/06  
Accrual Basis

**San Antonio 411, LLC**  
**Profit & Loss**  
**November 1 - 29, 2006**

	<u>Nov 1 - 29, 06</u>
Net Income	<u>0.00</u>

---

**The Date of this Offering is December 11, 2006**

11:28 AM  
11/29/06

San Antonio 411, LLC  
Cash Flow Forecast  
November 28 through December 23, 2006

	Accounts Receivable	Accounts Payable	Bank Accounts	Net Income	Proj Balance
Beginning Balance					0.00
Week of Nov 28, 06	0.00	0.00	100.00	100.00	100.00
Week of Dec 3, 06	0.00	0.00	0.00	0.00	100.00
Week of Dec 10, 06	0.00	0.00	0.00	0.00	100.00
Week of Dec 17, 06	0.00	0.00	0.00	0.00	100.00
Nov 28 - Dec 23, 06	0.00	0.00	100.00	100.00	
Ending Balance	0.00	0.00	100.00	100.00	100.00

The Date of this Offering is December 11, 2006

Exhibit “C”

DILUTION COMPLIANCE SPREADSHEET  
(NAC 90.485)

---

**The Date of this Offering is December 11, 2006**

# San Antonio 411, LLC

## 506 Offering – Dilution Spreadsheet

Maximum Offering				
<b>Assets</b>	<b>Liabilities</b>	<b>Book Value</b>	<b>BVPS</b>	<b>Units Before</b>
\$ 100	\$ 0	\$ 100	\$50.00	2
		<b># Units Offer</b>	<b>Unit Price</b>	<b>Amount Raised</b>
		359	\$20,000	\$7,180,000
	<b>New Book Value</b>	<b>New BVPS</b>	<b>New Units Out</b>	<b>Inv Dil Per Unit</b>
	\$7,180,000	\$19,889.47	359	\$110.53
		<b>DILUTION</b>		<b>Exist SH Increase</b>
		0.0055%		\$19,839.47

Minimum Offering				
<b>Assets</b>	<b>Liabilities</b>	<b>Book Value</b>	<b>BVPS</b>	<b>Units Before</b>
\$ 100	\$ 0	\$ 100	\$50.00	2
		<b># Units Offer</b>	<b>Unit Price</b>	<b>Amount Raised</b>
		140	20,000	\$2,800,000
	<b>New Book Value</b>	<b>New BVPS</b>	<b>New Units Out</b>	<b>Inv Dil Per Unit</b>
	\$ 2,800,100	\$19,719.01	142	280.99
		<b>DILUTION</b>		<b>Exist SH Increase</b>
		0.0140%		19,669.01

	Minimum	Maximum
Net Tangible Book Value Per Unit	50.00	50.00
Net Tangible Book Value After Offering	2,800,100	7,180,100
Net Tangible BVPS After Offering	19,719.01	\$19,889.47
Increase Per Unit Attributable to New Stock Holders	19,669.01	\$19,839.47
Dilution in Offering Price Based Upon New BVPS	280.99	\$110.53
Dilution as a Percentage of Purchase Price	0.0140%	0.0055%

The Date of this Offering is December 11, 2006

**Confidential Offering Circular • San Antonio 411, LLC**

Percent of Units Owned by Founder(s) with Maximum Offering	100%
Percent of Units Owned by Founder(s) with Minimum Offering	100%
Percent of Units Owned by UNIT HOLDERS with Maximum Offering	90%
Percent of Units Owned by UNIT HOLDERS with Minimum Offering	90%

---

**The Date of this Offering is December 11, 2006**

Exhibit “D”

SUITABILITY AND SUBSCRIPTION

---

**The Date of this Offering is December 11, 2006**

SUITABILITY AND REPRESENTATION LETTER

San Antonio 411, LLC,
2421 W. Horizon Ridge Pkwy., Suite 110
Henderson, NV 89052
Phone: (702) 733-9310
Fax: (702) 862-4576

Djdesimone3@cs.com

Gentlemen:

The undersigned is furnishing the following information to enable you to determine whether you may make offers and sales of Interest in the San Antonio 411, LLC Private Offering dated December 11, 2006 (the "Offering") without registration of the Units under the Securities Act of 1933, as amended (the "Securities Act").

The undersigned agrees that, in the event he or she purchases any Membership offered hereby, San Antonio 411, LLC may provide this Letter or any portions of it to persons the Company deems appropriate in order to assure that the offer and sale of Membership are in accordance with federal and state securities laws.

The undersigned represents that the information set forth in this letter is complete and accurate and that the undersigned will notify you immediately of any change in any of the information occurring prior to the closing of the sale of the Units. The undersigned specifically represents as follows:

PERSONAL INFORMATION

Name: \_\_\_\_\_

Residential Address: \_\_\_\_\_ Business Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Telephone: \_\_\_\_\_ Telephone: \_\_\_\_\_

Tax I.D. # or Social Security Number: \_\_\_\_\_ Age: \_\_\_\_\_

RESIDENCE

(a) My principal state of residence is \_\_\_\_\_

The Date of this Offering is December 11, 2006

(b) I have a home, apartment, or other dwelling place in another state or location.

Yes  No

If the answer is Yes, the circumstances and length of time I live in such other location are:

**EDUCATION**

	<u>NAME</u>	<u>YEAR</u>	<u>DEGREE</u>
High School:	_____		
College:	_____		
Graduate Education:	_____		

**MARITAL STATUS**

MARITAL STATUS: Married      Single      Divorced      Legally Separated  
(Circle One)

**DEPENDANTS**

	<u>NAMES</u>	<u>AGES</u>
Children:	_____	
Other Dependents:	_____	

**OCCUPATION INFORMATION**

Occupation: \_\_\_\_\_

Ownership interest in your business: \_\_\_\_\_

Prior occupations during past ten years: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**The Date of this Offering is December 11, 2006**

**PERSONAL FINANCIAL INFORMATION**

(All figures include property and interests owned jointly with my spouse.)

- (a) My personal net worth is estimated at: \$ \_\_\_\_\_
- (b) My personal net worth (exclusive of homes, home furnishings, and automobiles) is estimated at: \$ \_\_\_\_\_
- (c) The joint net worth of myself and my spouse is estimated at: \$ \_\_\_\_\_
- (d) My liquid assets (cash, marketable securities, certificates of deposit, savings accounts, treasury notes, etc.) are estimated at: \$ \_\_\_\_\_
- (e) My annual individual income is as follows: Two years ago: \$ \_\_\_\_\_  
Last year: \$ \_\_\_\_\_  
Estimated this year: \$ \_\_\_\_\_

**INVESTMENT EXPERIENCE**

(a) During the past ten years, I have made the following investments:

<u>YEAR</u>	<u>NATURE OF INVESTMENT</u>	<u>AMOUNT</u>
-------------	-----------------------------	---------------

(b) My current investments are:

<u>YEAR</u>	<u>NATURE OF INVESTMENT</u>	<u>AMOUNT</u>
-------------	-----------------------------	---------------

---

**The Date of this Offering is December 11, 2006**

(c) I own (have owned) securities that were purchased in private or other exempt offerings.

Yes  No

If the answer is Yes, please list:

<u>YEAR</u>	<u>NATURE OF INVESTMENT</u>	<u>AMOUNT</u>
-------------	-----------------------------	---------------

(d) The stockbrokers or firms with whom I have dealt in the past ten years are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TELEPHONE</u>
-------------	----------------	------------------

**PERSONAL INVESTMENT INFORMATION**

If I become a purchaser of San Antonio 411, LLC Units, I will be purchasing those securities solely on behalf of myself and for no other person, trust, or entity.

Yes  No

If the answer is No, the following identifies every other person, trust, or entity, on whose behalf I may be purchasing Units:

<u>NAME</u>	<u>RELATIONSHIP</u>
-------------	---------------------

---

**The Date of this Offering is December 11, 2006**

**SUITABILITY QUESTIONNAIRE**

1. The undersigned has received and reviewed a copy of the Private Placement Memorandum dated December 11, 2006, with all exhibits attached.

Yes  No

2. The undersigned knows that no federal or state agency has made any findings or determination as to the fairness for public or private investment in the Units nor any recommendation or endorsement of the Units as an investment.

Yes  No

3. The undersigned has a net worth of at least \$100,000 and expects to have during the current tax year "gross income," as defined in Section 61 of the Internal Revenue Code of 1986, as amended (the "Code"), of at least three times the amount of the proposed subscription price of the Units and the subscription to the Offering does not exceed 10% of his/her net worth.

Yes  No

4. The undersigned recognizes the speculative nature and risks of loss associated with a small or micro-capitalization company.

Yes  No

5. The undersigned's financial situation enables him/her to bear the risks of the investment and the Units constitute an investment suitable and consistent with the undersigned's investment program.

Yes  No

6. The undersigned recognizes that no assurance exists that the Congress, the Internal Revenue Service (the "IRS"), or the courts will not change, amend or interpret the Code and the regulations promulgated under the Code to reduce or defer certain tax benefits of a Unit Investment.

Yes  No

7. The undersigned is aware that the Membership of San Antonio 411, LLC being offered will not be freely transferable by the undersigned and can only be transferred or sold at some later date pursuant to federal and state exemptions.

Yes  No

8. The undersigned knows that no public market exists for the Units and that the undersigned may not have the ability to liquidate his/her investment readily.

---

**The Date of this Offering is December 11, 2006**

Yes                      No

9. The undersigned believes that he or she has sufficient knowledge and experience in financial and business matters so that he or she is capable of evaluating the merits and risks of purchasing San Antonio 411, LLC membership units.

Yes                       No

10. The undersigned relied upon the advice of another person in evaluating the merits and risks of purchasing San Antonio 411, LLC membership units.

Yes                       No

If the answer is Yes, the following identifies each such person:

<u>NAME</u>	<u>ADDRESS</u>	<u>OCCUPATION</u>
-------------	----------------	-------------------

11. The undersigned, in making the decision to purchase the Units, has relied upon an independent investigation made by the undersigned and/or the undersigned's purchaser representative and the undersigned (alone and/or together with the purchaser representative) has had the opportunity to examine all documents; to ask all questions and receive answers from the Company and any person acting on the Company's behalf; and to obtain any additional information, to the extent the Company possesses the information or could acquire it without unreasonable effort or expense, necessary to verify the accuracy of the information set forth in the Offering Circular.

Yes                       No

12. The undersigned has not received and has not relied upon any representations concerning the Offering, its business or prospects, or any other matters, except as set forth in the Offering Circular or given in response to questions raised by the undersigned or the undersigned's purchaser representative.

Yes                       No

13. The undersigned is acquiring the Units solely for the undersigned's own account for investment purposes only and not with a view towards their distribution within the meaning of the Securities Act. The undersigned has no agreement or other arrangement, formal or informal, with any person to sell, transfer or pledge any part of the Interests or which guarantees the undersigned any profit of or indemnities the undersigned for any loss with respect to the Units. The undersigned has no plans to enter into any agreement or arrangement of that nature. The undersigned understands that the undersigned must bear the economic risk of the investment for an indefinite period of time because the undersigned cannot sell or otherwise transfer the Units in the absence of the registration provisions of all applicable securities acts. In addition, the undersigned understands that the Company has no obligation to register the Units under any securities act.

---

**The Date of this Offering is December 11, 2006**

Yes  No

**PLEASE COMPLETE 14 (a) or 14 (b)**

14. (a) The undersigned has not designated a purchase representative. The undersigned has had sufficient opportunity to make inquiries of the Company and its officers in order to supplement information contained in the Offering Circular respecting the offering, the Company has made all information requested available to his/her satisfaction, and the undersigned has had the opportunity to verify the information. The undersigned has knowledge and experience in business and financial matters with respect to investments generally and, in particular, investments generally comparable to the offering enabling the undersigned to utilize the information to evaluate the risks and merits of the investment and to make an informed investment decision.

Yes  No

(b) The undersigned has designated \_\_\_\_\_ to act as purchaser representative for the undersigned in connection with the purchase of the Interests. The undersigned has discussed the investment fully and completely with the purchaser representative and has had all inquiries answered to his/her satisfaction.

Yes  No

(If the undersigned designates a purchaser representative, the purchaser representative must complete and deliver a disclosure and acknowledgment form attached hereto to the undersigned and to the Company.)

**ACCREDITED INVESTOR QUALIFICATIONS**

Rule 506 of Regulation D, promulgated by the Securities and Exchange Commission, allows an issuer offering securities pursuant to Rule 506 to exclude from the 35-sophisticated purchaser limit purchasers who qualify as accredited investors. The following material describes the qualifications of each type of accredited investor, as defined in Rule 501 of Regulation D. By initialing the line opposite each description, the undersigned represents and warrants to the Company that the undersigned meets the qualifications described. Please initial all applicable descriptions.

Description (Initial where applicable)

1. A bank, as defined in Section 3(a)(2) of the Securities Act of 1933, as amended, whether acting in its individual or fiduciary capacity;

Initial: \_\_\_\_\_

2. An insurance company, as defined in Section 2(13) of the Securities Act of 1933, as amended;

Initial: \_\_\_\_\_

3. An investment company registered under the Investment Company Act of 1940;

\_\_\_\_\_  
**The Date of this Offering is December 11, 2006**

Initial: \_\_\_\_\_

4. A business development company, as defined in Section 2(a)(48) of the Investment Company Act of 1940;

Initial: \_\_\_\_\_

5. A Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or Section 301(d) of the Small Business Investment Act of 1958;

Initial: \_\_\_\_\_

6. An employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974, if a plan fiduciary, as defined in Section 3(21) of that Act, makes the investment decision and the plan fiduciary is a bank, insurance company or registered investment adviser;

Initial: \_\_\_\_\_

7. An employee benefit plan within the meaning of Title I of the Employee Retirement Security Income Act of 1974, with total assets in excess of \$5,000,000;

Initial: \_\_\_\_\_

8. A private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940;

Initial: \_\_\_\_\_

9. An organization described in Section 501(c)(3) of the Internal Revenue Code, with total assets in excess of \$5,000,000;

Initial: \_\_\_\_\_

10. A director or executive officer of the Company;

Initial: \_\_\_\_\_

11. Any natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his/her purchase exceeds \$1,000,000;

Initial: \_\_\_\_\_

12. Any natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person's spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;

---

**The Date of this Offering is December 11, 2006**

Initial: \_\_\_\_\_

13. Any trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(2)(b)(ii); and

Initial: \_\_\_\_\_

14. An entity in which all of the equity owners qualify as an Accredited Investor under one or more of the foregoing descriptions.

Initial: \_\_\_\_\_

**THE FOREGOING STATEMENTS ARE TRUE AND ACCURATE TO THE BEST OF MY BELIEF. I WILL NOTIFY SAN ANTONIO 411, LLC OF ANY CHANGES IN THE ANSWERS SHOULD THEY OCCUR PRIOR TO MY INVESTMENT DECISION.**

\_\_\_\_\_  
(Print Name)

\_\_\_\_\_  
(Signature)

Date: \_\_\_\_\_

\_\_\_\_\_  
**The Date of this Offering is December 11, 2006**

