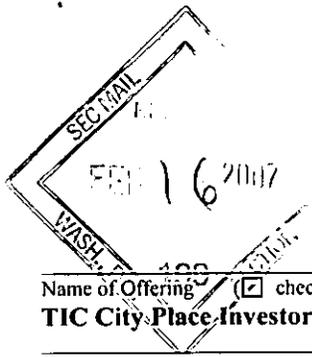


FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION



1390928

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

TIC City Place Investors, LLC - \$9,200,000 Offering

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

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

TIC City Place Investors, LLC

Address of Executive Offices (Number of Street, City, State, Zip Code) Telephone number (including area code)
101 North Main Street, Suite 1203, Greenville, South Carolina, 29601 (800) 577-4842

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

Brief Description of Business

Investment in a limited liability company that will own an interest in a medical office building located in Creve Coeur, Missouri

Type of Business Organization

corporation limited partnership, already formed other (please specify): Delaware Limited Liability Company
 business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year
1 1 0 6 Actual Estimated

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

CN for Canada; FN for other foreign jurisdiction) D E

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FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501, et seq., or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by 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 state will not result in 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 upon the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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

Full Name (Last name first, if individual)

TIC Properties, LLC

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

101 North Main Street, Suite 1203, Greenville, South Carolina, 29601

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

Full Name (Last name first, if individual)

Boyd, John W.

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

101 North Main Street, Suite 1203, Greenville, South Carolina, 29601

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

Full Name (Last name first, if individual)

Workman, Josh A.

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

101 North Main Street, Suite 1203, Greenville, South Carolina, 29601

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

Full Name (Last name first, if individual)

Aiesi, Paul M.

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

101 North Main Street, Suite 1203, Greenville, South Carolina, 29601

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

Full Name (Last name first, if individual)

Watson, Brandy D.

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

101 North Main Street, Suite 1203, Greenville, South Carolina, 29601

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

Full Name (Last name first, if individual)

Gordon, Trevor

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

101 North Main Street, Suite 1203, Greenville, South Carolina, 29601

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

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)

Harrison, Carole J.

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

101 North Main Street, Suite 1203, Greenville, South Carolina, 29601

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

Full Name (Last name first, if individual)

Bicknell, Jay

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

101 North Main Street, Suite 1203, Greenville, South Carolina, 29601

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?..... **\$ 18,400**
**The Company reserves the right to accept less than the minimum purchase requirement and to issue fractional interests.*
Yes No
3. Does the offering permit joint ownership of a single unit?.....
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such broker or dealer, you may set forth the information for that broker or dealer only. *Listed below are the broker-dealers the issuer expects to use in connection with the sale of securities in this offering.

Full Name (Last name first, if individual)
Heshelow, Kathy

Business or Residence Address (Number and Street, City, State, Zip Code)
1821 56th Avenue, Greenly, CO 80631

Name of Associated Broker or Dealer
CapWest Securities, Inc.

States in Which Person Listed has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States)..... All States

[AL]	[AK] XX	[AZ]	[AR]	[CA] XX	[CO] XX	[CT] XX	[DE]	[DC]	[FL] XX	[GA] XX	[HI] XX	[ID]
[IL] XX	[IN] XX	[IA]	[KS]	[KY]	[LA]	[ME]	[MD] XX	[MA] XX	[MI] XX	[MN] XX	[MS]	[MO]
[MT]	[NE]	[NV] XX	[NH]	[NJ] XX	[NM]	[NY]	[NC] XX	[ND]	[OH] XX	[OK] XX	[OR] XX	[PA] XX
[RI]	[SC] XX	[SD]	[TN]	[TX] XX	[UT]	[VT] XX	[VA] XX	[WA] XX	[WV]	[WI] XX	[WY]	[PR]

Full Name (Last name first, if individual)
Kennard, Kari

Business or Residence Address (Number and Street, City, State, Zip Code)
2350 Mountain View Avenue W., University Place, WA 98466

Name of Associated Broker or Dealer
Pacific West Securities, Inc.

States in Which Person Listed has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States)..... All States

[AL]	[AK] XX	[AZ] XX	[AR]	[CA] XX	[CO]	[CT]	[DE]	[DC]	[FL] XX	[GA]	[HI]	[ID] XX
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] XX	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR] XX	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA] XX	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)
Shafe, Charles

Business or Residence Address (Number and Street, City, State, Zip Code)
531 Versailles Drive #201, Maitland, FL 32751

Name of Associated Broker or Dealer
TransAm Securities, Inc.

States in Which Person Listed has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States)..... All States

[AL] XX	[AK]	[AZ]	[AR]	[CA] XX	[CO] XX	[CT] XX	[DE]	[DC]	[FL] XX	[GA] XX	[HI]	[ID]
[IL]	[IN] XX	[IA]	[KS]	[KY]	[LA]	[ME]	[MD] XX	[MA] XX	[MI] XX	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ] XX	[NM]	[NY]	[NC] XX	[ND]	[OH] XX	[OK]	[OR]	[PA]
[RI]	[SC] XX	[SD]	[TN] XX	[TX] XX	[UT]	[VT]	[VA] XX	[WA]	[WV]	[WI]	[WY]	[PR]

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?..... **\$ 18,400**
**The Company reserves the right to accept less than the minimum purchase requirement and to issue fractional interests.*
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 broker or dealer, you may set forth the information for that broker or dealer only. *Listed below are the broker-dealers the issuer expects to use in connection with the sale of securities in this offering.

Full Name (Last name first, if individual)
Bixler, Jack

Business or Residence Address (Number and Street, City, State, Zip Code)
101 N. Main Street, Suite 1203, Greenville, SC 29601

Name of Associated Broker or Dealer
Sandlapper Securities, LLC

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] XX	[CO]	[CT]	[DE]	[DC]	[FL]	[GA] XX	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN] XX	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH] XX	[OK]	[OR]	[PA]
[RI]	[SC] XX	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)
Turner, Tracy

Business or Residence Address (Number and Street, City, State, Zip Code)
659 Abrego Street, Suite 6, Monterey, CA 93940

Name of Associated Broker or Dealer
Lighthouse Capital Corporation

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

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.....	\$ 0	\$ 0
Equity.....	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ 0	\$ 0
LLC Interests.....	\$ 9,200,000	\$ 303,600
Other (Tenant In Common Interests).....	\$ 0	\$ 0
Total.....	\$ 9,200,000	\$ 303,600

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 the answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	\$ 6	\$ 303,600
Non-accredited Investors.....	\$ 0	\$ 0
Total (for filings under Rule 504 only).....	\$ 0	\$ 0

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
Total.....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditures is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ 5,000
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 40,000
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ 30,000
Engineering Fees.....	<input type="checkbox"/>	\$
Sales Commission (specify finders' fees separately).....	<input checked="" type="checkbox"/>	\$ 644,000
Other Expenses (due diligence fees, marketing expenses and miscellaneous offering expenses)....	<input checked="" type="checkbox"/>	\$ 228,600
Total.....	<input checked="" type="checkbox"/>	\$ 947,600

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) \$9,200,000 in Investor Units ("Units")	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
MT		X	Units - \$9,200,000						X
NE		X	Units - \$9,200,000						X
NV		X	Units - \$9,200,000						X
NH		X	Units - \$9,200,000						X
NJ		X	Units - \$9,200,000						X
NM		X	Units - \$9,200,000						X
NY									
NC		X	Units - \$9,200,000						X
ND		X	Units - \$9,200,000						X
OH		X	Units - \$9,200,000	2	128,800				X
OK		X	Units - \$9,200,000						X
OR		X	Units - \$9,200,000						X
PA		X	Units - \$9,200,000						X
RI		X	Units - \$9,200,000						X
SC		X	Units - \$9,200,000						X
SD		X	Units - \$9,200,000						X
TN		X	Units - \$9,200,000						X
TX		X	Units - \$9,200,000						X
UT		X	Units - \$9,200,000						X
VT		X	Units - \$9,200,000						X
VA		X	Units - \$9,200,000						X
WA		X	Units - \$9,200,000	1	27,600				X
WV		X	Units - \$9,200,000						X
WI		X	Units - \$9,200,000						X
WY		X	Units - \$9,200,000						X
PR									

END