

FORM D

1396825

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

OMB APPROVAL  
OMB Number: 3235-0076  
Expires: December 31, 1996  
Estimated average burden  
hours per response: 16.00

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



Name of Offering ([ ] check if this is an amendment and name has changed, and indicate change.)  
PROFILERS DIVERSIFIED CAPITAL GROUP, LLC.

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

PROCESSED

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.)  
PROFILERS DIVERSIFIED CAPITAL GROUP, LLC THOMSON FINANCIAL

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
638 WHITE OAK LANE TYLER TEXAS 75703 (903) 581-8785

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
32 E. 100 St. #204 ST. GEORGE, UT. 84770 (435) 628-1199

(if different from Executive Offices)

Brief Description of Business

LOCATION AND MANAGEMENT OF LEVERAGED INVESTMENTS

Type of Business Organization  
[ ] corporation [ ] limited partnership, already formed  other (please specify): LIMITED LIABILITY COMPANY  
[ ] business trust [ ] limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: [0][5] [0][1]  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) TX

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, 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 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 in the notice constitutes a part of this notice and must be completed.

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.

Handwritten signature

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

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

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

Full Name (Last name first, if individual)

ELLISON, SHAD E. DR.

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

638 WHITE OAK LANE TYLER, TX. 75703

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

Full Name (Last name first, if individual)

ELLISON, ROBIN DR.

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

638 WHITE OAK LANE TYLER, TX 75703

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?..... 50,000,000.00 ..... \$
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)

THERE IS NO PLAN FOR PAYMENT OF COMMISSIONS

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

State 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)

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Name of Associated Broker or Dealer

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

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

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

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

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

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	PLEASE SEE THE ATTACHED	\$ _____ \$
Equity .....	MEMORANDUM SUMMARY	\$ _____ \$
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants).....		\$ _____ \$
Partnership Interests.....		\$ _____ \$
Other (Specify _____) .....	20,000,000,000.	\$ - 0 - \$
Total.....	20,000,000,000.	\$ _____ \$

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 .....		\$ _____ \$
Non-accredited Investors .....		\$ _____ \$
Total (for filings under Rule 504 only).....		\$ 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, 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.....		\$ 0 \$

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

Transfer Agent's Fees .....	<input type="checkbox"/>	\$
Printing and Engraving Costs .....	<input type="checkbox"/>	\$
Legal Fees .....	<input type="checkbox"/>	\$
Accounting Fees.....	<input type="checkbox"/>	\$
Engineering Fees.....	<input type="checkbox"/>	\$
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$
Other Expenses (identify) .....		12,000,000,000 X \$
Total .....	PLEASE SEE ATTACHED	<input type="checkbox"/> \$

USE OF PROCEEDS STATEMENT

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

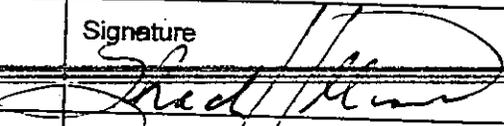
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... 1,000,000,000.00 .....

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

		Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<u>2,000,000.</u>	<input checked="" type="checkbox"/> \$	<input type="checkbox"/> [ ]
Purchase of real estate .....		<input type="checkbox"/> \$	<input type="checkbox"/> [ ]
Purchase, rental or leasing and installation of machinery and equipment .....		<input type="checkbox"/> \$	<input type="checkbox"/> [ ]
Construction or leasing of plant buildings and facilities .....		<input type="checkbox"/> \$	<input type="checkbox"/> [ ]
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) .....	<u>500,000,000.</u>	<input checked="" type="checkbox"/> \$	<input type="checkbox"/> [ ]
Repayment of indebtedness .....	<u>10,000,000.</u>	<input checked="" type="checkbox"/> \$	<input type="checkbox"/> [ ]
Working capital .....	<u>488,000,000.</u>	<input checked="" type="checkbox"/> \$	<input type="checkbox"/> [ ]
Other (specify) .....		<input type="checkbox"/> \$	<input type="checkbox"/> [ ]
Column Totals .....		<input type="checkbox"/> \$	<input type="checkbox"/> [ ]
Total Payments Listed (column totals added) .....	<u>1,000,000,000</u>	<input checked="" type="checkbox"/> \$	<input type="checkbox"/> [ ]

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <b>PROFLERS DIVERSIFIED CAPITAL GROUP, LLC</b>	Signature 	Date <b>4.12.07</b>
Name of Signer (Print or Type) <b>DR. SHAD ELLISON</b>	Title of Signer (Print or Type) <b>MANAGING MEMBER</b>	

Intentional misstatements or omissions of fact constitute federal criminal offenses. SEC 10(b)(7) (1934)

**E- STATE SIGNATURE**

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions Yes  
No of such rule?.....

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>PROFILERS DIVERSIFIED CAPITAL</b>	Signature 	Date <b>4.12.07</b>
Name of Signer (Print or Type) <b>DR. SHAD ELLISON</b>	Title of Signer (Print or Type) <b>MANAGING MEMBER</b>	

**Instruction:**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.





## USE OF PROCEEDS

The net proceeds to be raised in this offering will be used to fund the general business activities of the *Company*, which may include part or all of the following business activities. Assuming that the offering is successfully completed, the gross proceeds are estimated by the *Company* to be at a negotiated price less than face value,

less policy cost and insurance wrap costs and associated acquisition, legal fees and other miscellaneous expenses that are necessary for the acquisition and packaging in relation to the Note offering. The *Company* intends to use the proceeds for the following purposes:

- Insurance and Wrap Expenses
- Policy Acquisition
- General Operating Expenses – including necessary deposits
- Consulting Services
- Commission due on sale
- Investment Capital
- Legal Fees
- Operating Capital
- Miscellaneous Expenses

These categories indicate merely the proposed use of proceeds. The actual categories and/or amounts of expenditures may vary substantially from these estimates depending upon world, regional, and local economic conditions, among other factors. The *Company* may seek additional funds through other financing arrangements. There can be no assurance that such financing arrangements can be successfully completed at any time in the future.

## MEMORANDUM SUMMARY

Profler is offering a series of Promissory Notes, referred to as "Life Settlement Securitized Notes ©". These notes are fully securitized, due and payable at the face value of the notes on the date of maturity which is six (6) years from the date of issue. Payment will be based upon proper presentment to the Company for redemption and payment at or after the date of maturity as set forth in this Memorandum.

(1) This Memorandum pertains to the offering of \$20,000,000,000.00 fully secured promissory notes referred to as "Life Settlement Securitized. Notes ©" offered in increments of \$50,000,000.00.

(2) The Promissory Notes are specifically backed and securitized by Senior Life Settlement (*Life Insurance*) Policies which are underwritten and issued only by U.S. Insurers which bear the rating of A or better by A.M. Best and Company. These Senior Life Settlement Policies must also have a certified Life Expectancy (the "LE") either equal to or less than the maturity date of the Promissory Note, which Note or series of Notes is then fully reinsured by an insurance carrier to insure the Holder of the Note of payment after the Maturity Date, if necessary. This reinsurance is done to provide for time limitations in the event that any of the underlying life policies do not mature at or prior to the Maturity Date of the Promissory Note.

END