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1396863

FORM D

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



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FORM D

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

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
REI Delaware Holding, LLC, Limited Liability Company Membership Units
Remmele Engineering, Inc., Balloon Promissory Notes and Revolving Notes

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

2

1396864

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.)
REI Delaware Holding, LLC ("Ultimate Parent")
Remmele Engineering, Inc. ("Borrower")

Address of Executive Offices (Number and Street, City, State, Zip Code)
Ultimate Parent: 3700 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402
Borrower: 10 Old Highway 8 S.W., New Brighton, MN 55112

Telephone Number (Including Area Code)
Ultimate Parent: (612) 338-5912
Borrower: (651) 635-4100

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

Telephone Number (Including Area Code)

PROCESS

Brief Description of Business
Ultimate Parent is a holding company that owns a 100% interest in Borrower's 100% Intermediate Parent, REI Delaware Holding, Inc., a Delaware corporation. Borrower manufactures custom equipment.

APR 20 2007

Type of Business Organization
 corporation (Borrower) limited partnership, already formed other (please specify): **Limited Liability Company (Ultimate Parent)**
 business trust limited partnership, to be formed

THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization:

	Month	Year	
Ultimate Parent:	[0]3	[0]7	<input checked="" type="checkbox"/> Actual <input type="checkbox"/> Estimated
Borrower:	[0]9	[5]0	<input checked="" type="checkbox"/> Actual <input type="checkbox"/> 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 (Ultimate Parent); [M]N (Borrower)**

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.

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.

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

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)

Marathon Fund Limited Partnership V, c/o Goldner Hawn Johnson & Morrison Incorporated (Beneficial Owner of Ultimate Parent and Borrower)

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

3700 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402-4128

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

Full Name (Last name first, if individual)

Pogue, Richard A. (President and Chief Executive Officer of both Ultimate Parent and Borrower, and Director of Borrower)

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

10 Old Highway 8 S.W., New Brighton, MN 55112

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

Full Name (Last name first, if individual)

Bowden, John L. (Vice President and General Manager of Borrower)

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

10 Old Highway 8 S.W., New Brighton, MN 55112

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

Full Name (Last name first, if individual)

James T. Frazer (Vice President and General Manager of Borrower)

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

10 Old Highway 8 S.W., New Brighton, MN 55112

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

Full Name (Last name first, if individual)

Terry L. Johnson (Vice President and General Manager of Borrower)

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

10 Old Highway 8 S.W., New Brighton, MN 55112

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

Full Name (Last name first, if individual)

REI Delaware Holding, Inc., a Delaware corporation (Beneficial Owner of Borrower)

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

3700 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402-4128

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

Full Name (Last name first, if individual)

REI Delaware Holding, LLC, a Delaware limited liability company (Beneficial Owner of Borrower)

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

3700 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402-4128

(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)

Obermiller, Gary J. (Chairman and Director of Ultimate Parent and Borrower)

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

3700 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402-4128

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

Full Name (Last name first, if individual)

Israel, Michael S. (Secretary and Director of Borrower; Secretary, Treasurer and Director of Ultimate Parent)

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

3700 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402-4128

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

Full Name (Last name first, if individual)

Heinen, Joseph M. (Director of Borrower and Ultimate Parent)

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

3700 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402-4128

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

Full Name (Last name first, if individual)

Short, Theresa L. (Vice President of Finance, Treasurer and CFO of Borrower)

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

10 Old Highway 8 S.W., New Brighton, MN 55112

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

Full Name (Last name first, if individual)

Hamm, Vinette F. (Vice President of Human Resources of Borrower)

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

10 Old Highway 8 S.W., New Brighton, MN 55112

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

Full Name (Last name first, if individual)

Pickert, Gregory R. (Vice President of Marketing and Sales of Borrower)

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

10 Old Highway 8 S.W., New Brighton, MN 55112

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? N/A

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. **Not Applicable**

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]

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

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".

\$ 52,207,276

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	[]	\$ _____	[]	\$ _____	
Purchase of real estate	[]	\$ _____	[X]	\$ <u>24,191,000</u>	
Purchase, rental or leasing and installation of machinery and equipment	[]	\$ _____	[]	\$ _____	
Construction or leasing of plant buildings and facilities	[]	\$ _____	[]	\$ _____	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]	\$ _____	[X]	\$ <u>26,818,742</u>	
Repayment of indebtedness	[]	\$ _____	[]	\$ _____	
Working capital	[]	\$ _____	[X]	\$ <u>1,197,534</u>	
Other (specify): _____ _____		\$ _____	[]	\$ _____	
Column Totals	[]	\$ _____	[X]	\$ <u>52,207,276</u>	
Total Payments Listed (column totals added)		[X] \$ <u>52,207,276</u>			

D. FEDERAL SIGNATURE

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

Issuer (Print or Type) REI Delaware Holding, LLC and Remmele Engineering, Inc.	Signature 	Date April 13, 2007
Name of Signer (Print or Type) Gary J. Obermiller	Title of Signer (Print or Type) Chairman	

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
[] [X]

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) REI Delaware Holding, LLC and Remmele Engineering, Inc.	Signature 	Date April 13, 2007
Name of Signer (Print or Type) Gary J. Obermiller	Title (Print or Type) Chairman	

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 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
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL		X	Revolving Notes of Borrower	1	\$20,000,000	0	\$0.00		X
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN		X	Membership Units of Ultimate Parent	5	\$10,300,000	0	\$0.00		X
MS									
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									

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
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA		X	Balloon Promissory Notes of Borrower	1	\$24,191,000	0	\$0.00		X
WV									
WI									
WY									
PR									

END