

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

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SECTION

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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.)

Schell Ventures III, LLC Membership Units

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

I. Enter the information requested about the issuer



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

Schell Ventures III, LLC (the "Company")

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
55 Cascade Lane, Suite A Rehoboth Beach, DE 17971 (302) 227-0468

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

PROCESSED

Brief Description of Business

The Company is engaged in real estate development transactions.

MF JUN 08 2007

Type of Business Organization

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

**THOMSON
FINANCIAL**

Actual or Estimated Date of Incorporation or Organization: Month Year [0][4] [0][7] 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]

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 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.

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.

SEC 1972 (6-02) 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 Company issuers; and
- Each general and managing partner of Company issuers.

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Apply:
Full Name (Last name first, if individual)
Preston A. Schell

Business or Residence Address (Number and Street, City, State, Zip Code)
55 Cascade Lane, Suite A, Rehoboth Beach, DE 17971

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Apply:
Full Name (Last name first, if individual)

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

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Apply:
Full Name (Last name first, if individual)

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

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Apply:
Full Name (Last name first, if individual)

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

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Apply:
Full Name (Last name first, if individual)

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

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

3. 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.

4. What is the minimum investment that will be accepted from any individual? \$N/A

5. Does the offering permit joint ownership of a single unit? Yes No

6. 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 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
[] Common [] Preferred		
Convertible Securities (including warrants).....	\$ 0	\$ 0
Company Interests.....	\$ 0	\$ 0
Other (Specify: Membership Units)	\$3,000,000	\$3,000,000
Total.....	<u>\$3,000,000</u>	<u>\$3,000,000</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>2</u>	<u>\$2,000,000</u>
Non-accredited Investors	<u>2</u>	<u>\$1,000,000</u>
Total (for filings under Rule 504 only)	<u> </u>	<u>\$ </u>

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

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, 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</u>
Regulation A	<u>0</u>	<u>\$ 0</u>
Rule 504	<u>0</u>	<u>\$ 0</u>
Total	<u>0</u>	<u>\$ 0</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 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	[] \$0
Printing and Engraving Costs	[] \$250
Legal Fees	[] \$13,750
Accounting Fees	[✓] \$1,000
Engineering Fees	[] \$0
Sales Commissions (specify finders' fees separately)	[] \$0
Other Expenses (identify)	[] \$0
Total	[✓] \$15,000

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

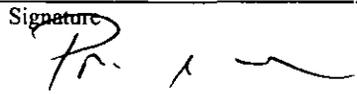
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$2,985,000

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	[] \$0	[] \$0
Purchase of real estate	[] \$0	[] \$0
Purchase, rental or leasing and installation of machinery and equipment	[] \$0	[] \$0
Construction or leasing of plant buildings and facilities	[] \$0	[] \$0
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)	[✓] \$2,985,000	[✓] \$2,985,000
Repayment of indebtedness	[] \$0	[] \$
Working capital	[] \$0	[] \$0
Other (specify): _____ _____	[] \$0	[] \$0
Column Totals	[] \$0	[] \$
Total Payments Listed (column totals added)	[✓] \$2,985,000	

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) Schell Ventures III, LLC	Signature 	Date 5/23/07
Name (Print or Type) Preston A. Schell	Title (Print or Type) Manager	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

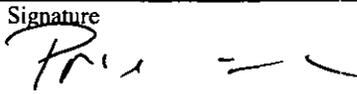
E. STATE SIGNATURE

6. 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.

7. 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.
8. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
9. 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) Schell Ventures III, LLC	Signature 	Date 5/23/07
Name (Print or Type) Preston A. Schell	Title (Print or Type) Manager	

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									
AK									
AZ									
AR									
CA									
CO									
CT									
DE		✓	Membership Units \$3,000,000	2	\$2,000,000	2	\$1,000,000		✓
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MT									
NE									
NV									
NH									

1	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
State									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									

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
WV									
WI									
PR									

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

SEC MAIL RFCF
MAY 1 2007
WASH. DC 200

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned Schell Ventures III, LLC, a limited liability company organized under the laws of the State of Delaware, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be serviced any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of the State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Preston A. Schell, Manager
(Name)

55 Cascade Lane, Suite A Rehoboth Beach, DE 17971
(Address)

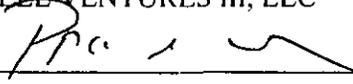
Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer or that State as its attorney in that State for receipt of service of process:

- | | | | |
|--|--|-----------------------------------|--------------------------------------|
| <input type="checkbox"/> ALABAMA | Secretary of State | <input type="checkbox"/> FLORIDA | Department of Banking and Finance |
| <input type="checkbox"/> ALASKA | Administrator of the Division of Banking and Corporations. Department of Commerce and Economic Development | <input type="checkbox"/> GEORGIA | Commissioner of Securities |
| <input type="checkbox"/> ARIZONA | The Corporation Commission | <input type="checkbox"/> GUAM | Administrator, Department of Finance |
| <input type="checkbox"/> ARKANSAS | The Securities Commissioner | <input type="checkbox"/> HAWAII | Commissioner of Securities |
| <input type="checkbox"/> CALIFORNIA | Commissioner of Corporations | <input type="checkbox"/> IDAHO | Director, Department of Finance |
| <input type="checkbox"/> COLORADO | Securities Commissioner | <input type="checkbox"/> ILLINOIS | Secretary of State |
| <input type="checkbox"/> CONNECTICUT | Banking Commissioner | <input type="checkbox"/> INDIANA | Secretary of State |
| <input checked="" type="checkbox"/> DELAWARE | Securities Commissioner | <input type="checkbox"/> IOWA | Commissioner of Insurance |
| | | <input type="checkbox"/> KANSAS | Secretary of State |
| | | <input type="checkbox"/> KENTUCKY | Director, Division of Securities |

<u> </u> DISTRICT OF COLUMBIA	Public Service Commission	<u> </u> LOUISIANA	Commissioner of Securities
<u> </u> MAINE	Administrator, Securities	<u> </u> OREGON	Director, Department of Insurance and Finance
<u> </u> MARYLAND	Commissioner of the Division of Securities	<u> </u> OKLAHOMA	Securities Administrator
<u> </u> MASSACHUSETTS	Secretary of State	<u> </u> PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process
<u> </u> MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce	<u> </u> PUERTO RICO	Commissioner of Financial Institutions
<u> </u> MINNESOTA	Commissioner of Commerce	<u> </u> RHODE ISLAND	Director of Business Regulation
<u> </u> MISSISSIPPI	Secretary of State	<u> </u> SOUTH CAROLINA	Secretary of State
<u> </u> MISSOURI	Securities Commissioner	<u> </u> SOUTH DAKOTA	Director of the Division of Securities
<u> </u> MONTANA	State Auditor and Commissioner of Insurance	<u> </u> TENNESSEE	Commissioner of Commerce and Insurance
<u> </u> NEBRASKA	Director of Banking and	<u> </u> TEXAS	Securities Commissioner
<u> </u> NEVADA	Secretary of State	<u> </u> UTAH	Director, Division of Securities
<u> </u> NEW HAMPSHIRE	Secretary of State	<u> </u> VERMONT	Secretary of State
<u> </u> NEW JERSEY	Chief, Securities Bureau	<u> </u> VIRGINIA	Clerk, State Corporation Commission
<u> </u> NEW MEXICO	Director, Securities Division	<u> </u> WASHINGTON	Director of the Department of Licensing
<u> </u> NEW YORK	Secretary of State	<u> </u> WEST VIRGINIA	Commissioner of Securities
<u> </u> NORTH CAROLINA	Secretary of State	<u> </u> WISCONSIN	Commissioner of Securities
<u> </u> NORTH DAKOTA	Securities Commissioner	<u> </u> WYOMING	Secretary of State
<u> </u> OHIO	Secretary of State		

Dated this 23rd day of May, 2007

SCHELL VENTURES III, LLC

By: 

Name: Preston A. Schell

Title: Manager

(Seal)

ACKNOWLEDGMENT OF LIMITED LIABILITY COMPANY

STATE OR PROVINCE OF DELAWARE)
COUNTY OF SUSSEX) ss

On this ___ day of May, 2007, before me personally appeared Preston A. Schell known personally to me to be the Manager of the above named limited liability company and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as the Manager.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

JILL L BURTON
Notary

(Notarial Seal)

My Commission Expires:
JILL L. BURTON
Notary Public, State of Delaware
My Commission Expires June 16, 2009

INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

STATE OR PROVINCE OF _____)
COUNTY OF _____) ss

On this ___ day of _____, before me personally appeared _____ known p personally known and known to me to be the same person whose name is signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

Notary

(Notarial Seal)

My Commission Expires:

END