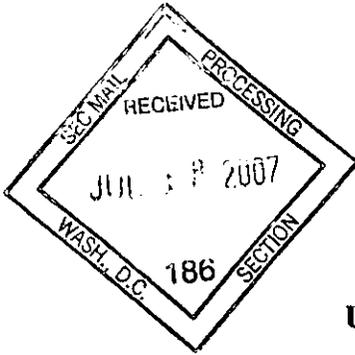


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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



07071763



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.)

Direct Invest – 500 East Main, LLC-Tenant in Common Interests

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.)

Direct Invest – 500 East Main, LLC

Address of Executive Offices
(Number and Street, City, State, Zip Code)

1302 Concourse Drive, Suite 301, Linthicum, Maryland 21090

Telephone Number
(Incl. Area Code)

(866) 678-1031

Address of Principal Business Operations
(Number and Street, City, State, Zip Code)

(If different from Executive Offices)

Telephone Number
(Incl. Area Code)

Brief Description of Business

Real Estate Investment & Management

Type of Business Organization

corporation limited partnership, already formed other (please specify):

business trust limited partnership, to be formed **Limited Liability Company**

Month Year

Actual or Estimated Date of Incorporation or Organization: **[01][07]** Actual Estimated

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

PROCESSED

JUL 20 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)*

Previdi, Richard

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

1302 Concourse Drive, Suite 301, Linthicum, Maryland 21090

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

Full Name *(Last name first, if individual)*

Rand, Bill

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

1302 Concourse Drive, Suite 301, Linthicum, Maryland 21090

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

Full Name *(Last name first, if individual)*

Graham, John

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

1302 Concourse Drive, Suite 301, Linthicum, Maryland 21090

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

Full Name *(Last name first, if individual)*

Weitz, Wayne

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

1302 Concourse Drive, Suite 301, Linthicum, Maryland 21090

Full Name (Last name first, if individual)

Pappas, Leslie

Business or Residence Address (Number and Street, City, State, Zip Code)
235 Montgomery St, Suite 942, San Francisco, CA 94111

Name of Associated Broker or Dealer

Regent Capital

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)

Delameter, Joseph

Business or Residence Address (Number and Street, City, State, Zip Code)
10134—F Colvin Run Road, Great Falls, VA 22066

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 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)

Baeranz, Frederick

Business or Residence Address (Number and Street, City, State, Zip Code)
10134 – F Colvin Run Road, Great Falls, VA 22066

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 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 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	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify: Tenancy in Common Interests)	\$16,895,000	\$ 6,703,936.00
Total	\$16,895,000	\$ 6,703,936.00

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 of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	12	\$ 6,703,936.00
Non-accredited Investors	_____	_____
Total (for filings under Rule 504 only)	_____	\$ _____

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	_____	\$ _____

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 checked="" type="checkbox"/>	\$1,182,650
	<input checked="" type="checkbox"/>	\$ 337,900
Total	<input checked="" type="checkbox"/>	\$ 1,520,550

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." \$15,374,450

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	<input checked="" type="checkbox"/> \$ 2,024,630	<input checked="" type="checkbox"/> \$ 614,153
Purchase of real estate	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 11,544,489
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)	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): <u>Closing Costs</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 855,883
<u>Reserves</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 335,295
.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input checked="" type="checkbox"/> \$ 2,024,630	<input checked="" type="checkbox"/> \$ 13,349,820
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$ 15,374,450

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) Direct Invest – 500 East Main, LLC	Signature 	Date 7/12/07
Name of Signer (Print or Type) Wayne Weitz	Title of Signer (Print or Type) Authorized Signatory	

ATTENTION

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

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		X	Tenants-In-Common Interest/\$16,895,000	8	\$4,869,139.00	0	0		X
CO									
CT									
DE									
DC									
FL		X	Tenants-In-Common Interest/\$16,895,000	1	\$381,827.00	0	0		X
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									
MT									

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
NE									
NV		X	Tenants-In-Common Interest/\$16,895,000	1	\$425,754.00	0	0		X
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR		X	Tenants-In-Common Interest/\$16,895,000	1	\$533,882.00	0	0		X
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA		X	Tenants-In-Common Interest/\$16,895,000	1	\$493,334.00	0	0		X
WV									
WI									
WY									
PR									