

FORM D

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

1428912

OMB APPROVAL
OMB Number: 3235-0076
Expires: April 30, 2008
Estimated average burden
hours per response ..... 16.00

SEC
Mail Processing
Section

FEB 29 2008

Washington, DC
103

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.)

BNI Notes, LLC - A \$10,000,000 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

I. Enter the information requested about the issuer:

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

BNI Notes, LLC



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

1059 East Iron Eagle Drive, Suite 155, Eagle, Idaho 83616

Telephone Number (Including Area Code)

(208) 639-7993

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

(if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business:

To offer up to \$10,000,000 of 10% Notes due October 31, 2010

Type of Business Organization

corporation limited partnership, already formed
business trust limited partnership, to be formed

other (please specify): Limited Liability Company

PROCESSED

Actual or Estimated Date of Incorporation or Organization: 0 8 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) I D

MAR 06 2008

THOMSON
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.
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.
Information Required: A new filing must contain all information requested.
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.

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.

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)

**BNI Equities, LLC**

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

**1059 East Iron Eagle Drive, Suite 155, Eagle, Idaho 83616**

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

Full Name (Last name first, if individual)

**ANGELOS, Kerry**

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

**1059 East Iron Eagle Drive, Suite 155, Eagle, Idaho 83616**

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

Full Name (Last name first, if individual)

**MCCOURT, Patrick L.**

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

**1059 East Iron Eagle Drive, Suite 155, Eagle, Idaho 83616**

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  
 (Issuer reserves the right to sell fractional units or interests.) Yes No

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)

Business or Residence Address (Number and Street, City, State, Zip Code)  
**26637 W. Agoura Road, Calabasas, California 91302**

Name of Associated Broker or Dealer  
**AFA Financial Group, 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 ]	[ 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)  
**ANDERTON, Leslie V.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**236 South Main, Salt Lake City, Utah 84101**

Name of Associated Broker or Dealer  
**Wilson-Davis & Co., 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 ]XX	[ AR ]	[ CA ]XX	[ CO ]XX	[ CT ]	[ DE ]	[ DC ]	[ FL ]XX	[ GA ]	[ HI ]	[ ID ]XX
[ IL ]	[ IN ]	[ IA ]	[ KS ]XX	[ KY ]XX	[ LA ]	[ ME ]	[ MD ]XX	[ MA ]XX	[ MI ]	[ MN ]	[ MS ]	[ MO ]
[ MT ]	[ NE ]	[ NV ]	[ NH ]	[ NJ ]	[ NM ]	[ NY ]XX	[ NC ]	[ ND ]	[ OH ]	[ OK ]	[ OR ]XX	[ PA ]
[ RI ]	[ SC ]	[ SD ]	[ TN ]XX	[ TX ]XX	[ UT ]XX	[ VT ]	[ VA ]	[ WA ]XX	[ WV ]	[ WI ]	[ WY ]XX	[ PR ]

Full Name (Last name first, if individual)  
**ARNOLD, Steven A.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**12921 Parkline Drive, Fort Meyers, Florida 33913**

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

(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  
 (Issuer reserves the right to sell fractional units or interests.) Yes No
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)  
**COZZI, Ernest A.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1415 W. 22<sup>nd</sup> Street, Tower Floor, Oak Brook, Illinois 60523**

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

Full Name (Last name first, if individual)  
**HANNAN, John P.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**3070 Bristol Street, Suite 500, Costa Mesa, California 92626**

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

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

Business or Residence Address (Number and Street, City, State, Zip Code)  
**20241 SW Birch Street, #100, Newport Beach, California 92606**

Name of Associated Broker or Dealer  
**Private Asset Group, 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 ]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 ]XX	[ NH ]	[ NJ ]XX	[ NM ]	[ NY ]XX	[ 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)

**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  
 (Issuer reserves the right to sell fractional units or interests.) Yes No
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)  
**SOLTANI, Behrooz (Bruce)**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**12526 High Bluff Drive, Suite 350, San Diego, California 92130**

Name of Associated Broker or Dealer  
**Midpoint Financial Services, 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 ]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 ]XX	[ WA ]	[ WV ]	[ WI ]	[ WY ]	[ PR ]

Full Name (Last name first, if individual)  
**SUZUKI, Edwin T.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**20241 SW Birch Street, #100, Newport Beach, California 92606**

Name of Associated Broker or Dealer  
**Private Asset Group, 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 ]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)  
**TRUAX, Nathan R.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**12526 High Bluff Drive, Suite 350, San Diego, California 92130**

Name of Associated Broker or Dealer  
**Midpoint Financial Services, 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 ]XX	[ CO ]XX	[ CT ]	[ DE ]	[ DC ]	[ FL ]	[ GA ]	[ HI ]XX	[ 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 ]XX
[ 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)

**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  
 (Issuer reserves the right to sell fractional units or interests.) Yes  No

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)  
**VIETOR, Dana B.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**119 - 3<sup>rd</sup> Avenue, NE, Independence, Iowa 50644**

Name of Associated Broker or Dealer  
**Workman Securities 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 ]XX	[ AR ]	[ CA ]	[ CO ]	[ CT ]	[ DE ]	[ DC ]	[ FL ]XX	[ GA ]XX	[ HI ]	[ ID ]
[ IL ]XX	[ IN ]	[ IA ]XX	[ KS ]	[ KY ]	[ LA ]	[ ME ]	[ MD ]	[ MA ]	[ MI ]XX	[ MN ]XX	[ MS ]	[ MO ]XX
[ MT ]	[ NE ]XX	[ NV ]	[ NH ]	[ NJ ]	[ NM ]	[ NY ]XX	[ NC ]	[ ND ]XX	[ OH ]	[ OK ]	[ OR ]	[ PA ]XX
[ RI ]	[ SC ]	[ SD ]	[ TN ]	[ TX ]XX	[ UT ]XX	[ VT ]	[ VA ]XX	[ WA ]	[ WV ]	[ WI ]XX	[ 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.....	\$ <u>10,000,000</u>	\$ <u>2,142,000</u>
Equity.....	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify).....	\$ _____	\$ _____
Total.....	\$ <u>10,000,000</u>	\$ <u>2,142,000</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>27</u>	\$ <u>2,142,000</u>
Non-accredited Investors.....	<u>0</u>	\$ <u>0</u>
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, 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.....	_____	\$ _____

4a. 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"/>	\$ <u>950,000</u>
Other Expenses (identify).....	<input checked="" type="checkbox"/>	\$ <u>57,500</u>
Total.....	<input checked="" type="checkbox"/>	\$ <u>1,007,500</u>

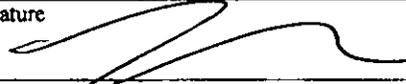
**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

- 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." \$ 8,992,500
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 type="checkbox"/>	\$ _____	\$ _____
Purchase of real estate.....	<input checked="" type="checkbox"/>	\$ _____	\$ <u>8,992,500</u>
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ _____	\$ _____
Construction or leasing of plant buildings and facilities.....	<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"/>	\$ _____	\$ _____
Repayment of indebtedness.....	<input type="checkbox"/>	\$ _____	\$ _____
Working capital (Reserves).....	<input type="checkbox"/>	\$ _____	\$ _____
Other (specify):			
Closing, Due Diligence and Transfer Costs.....	<input type="checkbox"/>	\$ _____	\$ _____
.....	<input type="checkbox"/>	\$ _____	\$ _____
Column Totals.....	<input checked="" type="checkbox"/>	\$ _____	\$ <u>8,992,500</u>
Total Payments Listed (column totals added).....			<input checked="" type="checkbox"/> \$ <u>8,992,500</u>

**D. FEDERAL SIGNATURES**

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>BNI Notes, LLC</b>	Signature 	Date <u>2-26-08</u>
Name of Signer (Print or Type) <b>Kerry Angelos</b>	Title of Signer (Print or Type) <b>President of BNI Equities, LLC, Manager of BNI Notes, LLC</b>	

**ATTENTION**

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

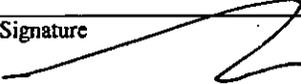
**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes  No

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 offerors.
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) BNI Notes, LLC	Signature 	Date 2.26.08
Name (Print or Type) Kerry Angelos	Title (Print or Type) President of BNI Equities, LLC, Manager of BNI Notes, LLC	

**END**

*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.