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

SEC Mail  
Mail Processing  
Section  
MAY 05 2008  
Washington, DC  
7106

**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.)  
**Offering of Founder Interests<sup>(1)</sup>**

Filing Under (Check box(es) that apply):  
 Rule 504     Rule 505     Rule 506     Rule 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.)  
**Ragged Mountain Inc.<sup>(1)</sup>**

Address of Executive Offices (Number and Street, City, State, Zip Code) <b>c/o RMR Pacific, LLC, 2150 South 1300 East, Ste.110, Salt Lake City, Utah 84106</b>	Telephone Number <b>(801) 886-2000</b>
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) <b>Same</b>	Telephone Number <b>Same</b>



Brief Description of Business  
**RMR Pacific, LLC, Ragged Mountain Inc.'s affiliate, currently owns and is developing a master planned resort community located in Danbury, New Hampshire (the "Project"), which includes the establishment of a recreational club. Ragged Mountain Inc. will acquire certain parcels of the Project that it intends to develop and sell as lots and residences.**

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization:     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)    **N V**

**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.

**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 to 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 predicted on the filing of a federal notice.**

**(1) The Founder Interests are being offered by Ragged Mountain Inc. (the "Company"). The Company's affiliate, RMR Pacific, LLC is the developer of a master planned resort community in Danbury, New Hampshire the ("Project"), which includes the establishment of a recreational club (the "Club"). The holder of a Founder Interest receives a membership in the Club and five years of prepaid Club dues. In addition, a portion of the payment for the Founder Interest is in the form of an unsecured promissory note issued by the Company. The promissory note may either be repaid by the Company, with interest, or the holder of the promissory note may elect to apply the amount due towards the purchase price for a cabin in the master planned resort community, and to receive an additional credit towards the purchase price of a lot in the master planned resort community.**

**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/Shareholder  Executive Officer  Director  
 Manager

Full Name (Last name first, if individual)

**J.P. Slager LLC**

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

**c/o RMR Pacific, LLC, 2150 South 1300 East, Ste.110, Salt Lake City, Utah 84106**

Check Box(es) that Apply:  Promoter  Beneficial Owner/Shareholder  Executive Officer  Director  
 Manager

Full Name (Last name first, if individual)

**Anderson, Douglas**

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

**c/o RMR Pacific, LLC, 2150 South 1300 East, Ste.110, Salt Lake City, Utah 84106**

Check Box(es) that Apply:  Promoter  Beneficial Owner/Shareholder  Executive Officer  Director  
 Manager

Full Name (Last name first, if individual)

**Jackson, Gerald**

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

**c/o RMR Pacific, LLC, 2150 South 1300 East, Ste.110, Salt Lake City, Utah 84106**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  Manager

Full Name (Last name first, if individual)

**Matthews, Richard**

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

**c/o RMR Pacific, LLC, 2150 South 1300 East, Ste.110, Salt Lake City, Utah 84106**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  Managing Member

Full Name (Last name first, if individual)

**Slager, Jonathan**

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

**c/o RMR Pacific, LLC, 2150 South 1300 East, Ste.110, Salt Lake City, Utah 84106**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  Managing Member

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:..... **\$475,000**
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)

N/A

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]		[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]	[WI]	[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]	[WI]	[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>\$15,225,000<sup>(2)</sup></u>	<u>\$950,000</u>
Equity.....	<u>\$ 0</u>	<u>\$ 0</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		<u>\$ 0</u>
Convertible Securities (including warrants) .....	<u>\$ 0</u>	<u>\$ 0</u>
Partnership Interests.....	<u>\$ 0</u>	<u>\$ 0</u>
Other (Specify).....(3)	<u>\$1,400,000</u>	<u>\$ 0</u>
Total.....	<u>\$16,625,000<sup>(2,3)</sup></u>	<u>\$950,000</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."

Aggregate

	Number Investors	Dollar Amount of Purchases
Accredited Investors .....	<u>2</u>	<u>\$950,000</u>
Non-accredited Investors .....	<u>0</u>	<u>0</u>
Total (for filings under Rule 504 only).....	<u>N/A</u>	<u>\$ N/A</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, 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.....	<u>N/A</u>	<u>\$ N/A</u>
Regulation A.....	<u>N/A</u>	<u>\$ N/A</u>
Rule 504.....	<u>N/A</u>	<u>\$ N/A</u>
Total.....	<u>N/A</u>	<u>\$ N/A</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 Fee .....	<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) (includes legal, marketing and printing fees).....	<input checked="" type="checkbox"/>	<u>\$300,000</u>
Total.....	<input checked="" type="checkbox"/>	<u>\$300,000</u>

(2) The Company is offering up to a maximum of 35 Founder Interests, at the purchase price of \$475,000 per Founder Interest. \$435,000 of the \$475,000 will be a loan to the Company, evidenced in the form of an unsecured promissory note

bearing interest at five percent (5%) per annum, and a maturity date of five years, to be issued to the purchaser of such Founder Interest by the Company. In lieu of receiving repayment of the loan, the purchaser of such Founder Interest may elect to allocate the amount due and payable towards the purchase of a cabin in the master planned resort community.

(3) The remainder of the proceeds (\$40,000 per Founder Interest) will be paid to the Club as the membership deposit and prepaid Club dues.



**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)  Founder Interests	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		X	\$16,625,000						(6)
AR									
CA		X	\$16,625,000						(6)
CO		X	\$16,625,000						(6)
CT		X	\$16,625,000						(6)
DE									
DC									
FL		X	\$16,625,000						(6)
GA		X	\$16,625,000						(6)
HI									
ID									
IL		X	\$16,625,000						(6)
IN									
IA									
KS									
KY									
LA									
ME		X	\$16,625,000						(6)
MD									
MA		X	\$16,625,000						(6)
MI		X	\$16,625,000						(6)
MN									
MS									
MO									

(6) Not applicable for Rule 506 offerings.

**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		Founder Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
MT									
NE									
NV		X	\$16,625,000						(6)
NH		X	\$16,625,000						(6)
NJ									
NM									
NY									
NC									
ND									
OH		X	\$16,625,000						(6)
OK									
OR		X	\$16,625,000						(6)
PA									
RI		X	\$16,625,000						(6)
SC									
SD									
TN		X	\$16,625,000						(6)
TX		X	\$16,625,000						(6)
UT		X	\$16,625,000	2	\$950,000	0	0		(6)
VT		X	\$16,625,000						(6)
VA									
WA		X	\$16,625,000						(6)
WV									
WI									
WY									

**END**

(6) Not applicable for Rule 506 offerings.