

FORM D

SEC
Mail Processing
Section

SEP 02 2008

Washington, DC
101

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

FORM D

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

1444479

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	
Estimated average burden hours per response	16.00
SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

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

SRS Towne Lake, LLC, Private Placement of 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.)

SRS Towne Lake, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code)
One Sarasota Tower, 2 N. Tamiami Trail, Suite 308, Sarasota, FL 34236

Telephone Nu
(941) 955-9090

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: Real Estate Investment

Type of Business Organization

corporation

limited partnership, already formed

other (please specify): limited liability company

business trust

limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

Month Year
0 7 6 8

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



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PROCESSED

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THOMSON REUTERS

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 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	<input checked="" type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input checked="" type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

SRS Investments, LLC

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

One Sarasota Tower, 2 N. Tamiami Trail, Suite 308, Sarasota, FL 34236

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Rhodes, Nicholas J.

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

3767 Prairie Dune Dr., Sarasota, FL, 34238

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Stanton, Edwin M.

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

888 Blvd. of the Arts, Unit 807, Sarasota, FL, 34238

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Carr, Daniel K.

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

1932 High Dr., Liberty, MO, 64068

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

Baier, Richard D.

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

4705 NE Shady Lane, Kansas City, MO, 64119

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

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

Check Box(es) that Apply	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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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?..... \$ **418,329.15**
 (Issuer reserves the right to sell fractional units) 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)
Erenstein, Ellen Joyce

Business or Residence Address (Number and Street, City, State, Zip Code)
12486 W. Atlantic Blvd. Coral Springs, FL, 33071

Name of Associated Broker or Dealer
Workman Securities Corp.

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]	[X - 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)
Bendix, Michael Allan

Business or Residence Address (Number and Street, City, State, Zip Code)
1999 Avenue of the Stars, Suite 2550, Los Angeles, CA, 90067

Name of Associated Broker or Dealer
T.R. Winston and Company, 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]	[X - 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)
Templeton, Forrest Daryl

Business or Residence Address (Number and Street, City, State, Zip Code)
200 West DeVargas St., Suite 1-A, Santa Fe, NM, 87501

Name of Associated Broker or Dealer
CapWest 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]	[X - 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)
Halvorson, John Olaf

Business or Residence Address (Number and Street, City, State, Zip Code)
9560 Waples St., San Diego, CA, 92121

Name of Associated Broker or Dealer
Girard 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]
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[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)

Nystrom, Erikson Stuart

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

143 Wood Road, Braintree, MA, 02184

Name of Associated Broker or Dealer

WES Investments, 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]
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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Del Rio, Lisa Yvonne

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

1250 Capital of Texas Highway, Building 1, Suite 410, Austin, TX, 78746

Name of Associated Broker or Dealer

Direct Capital 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]
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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Broadbent, Joseph Richard

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

2040 E. Murray-Holladay Road, Suite 201, Salt Lake City, UT, 84117

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] [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)

Swenson, Eric William

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

5775 Wayzata Blvd. #960, Minneapolis, MN, 55416

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] [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)

Condit, Todd

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

150 Borad Hollow Rd., Melville, NY, 11747

Name of Associated Broker or Dealer

Alternative Wealth Strategies, 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]	[<input checked="" type="checkbox"/> - 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)

Thomas, Troy

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

3 MacArthur Pl., Suite 855, Santa Ana, CA 92707

Name of Associated Broker or Dealer

Direct Capital 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]	[<input checked="" type="checkbox"/> - 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.....	\$ 7,000,000.00	\$ 6,930,000.00
Equity.....	\$ 5,550,000.00	\$ 5,494,500.00
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify).....	\$ _____	\$ _____
Total.....	\$12,550,000.00	\$12,424,500.00

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 Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....		\$ _____
Non-accredited Investors.....	0	\$ 0
Total (for filings under Rule 504 only).....	0	\$ 0

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 checked="" type="checkbox"/>	\$ 39,680.00
Accounting Fees.....	<input type="checkbox"/>	\$ _____
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/>	\$ 388,500.00
Other Expenses (identify) <u>Marketing and Placement Expenses, Organizational and Offering Expenses</u>	<input checked="" type="checkbox"/>	\$ 301,020.00
Total.....	<input checked="" type="checkbox"/>	\$ <u>729,200.00</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." \$ 11,820,800.00
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"/>	\$ <u>656,000</u>	\$ <u>320,000</u>
Purchase of real estate.....	<input checked="" type="checkbox"/>	\$ _____	\$ <u>10,410,000</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	<input type="checkbox"/>	\$ _____	\$ _____
Other (specify): Real Estate Acquisition Expenses including Insurance, Transfer Taxes, and Lending Reserves			
.....	<input checked="" type="checkbox"/>	\$ _____	\$ <u>434,800</u>
.....	<input type="checkbox"/>	\$ _____	\$ _____
Column Totals.....	<input checked="" type="checkbox"/>	\$ <u>656,000</u>	\$ <u>11,164,800</u>
Total Payments Listed (column totals added)			<input checked="" type="checkbox"/> \$ <u>11,820,800</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) SRS Towne Lake, LLC	Signature 	Date August 21, 2008
Name of Signer (Print or Type) Nicholas J. Rhodes	Title of Signer (Print or Type) Manager and Sole Member of NJR Holdings, LLC, Managing Member of SRS Investments, LLC, sole Member of the Issuer	

ATTENTION

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

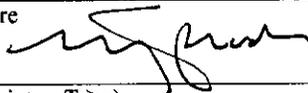
E. STATE SIGNATURE—(NOT APPLICABLE FOR RULE 506 OFFERINGS PER NSMIA)

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 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) SRS Towne Lake, LLC	Signature 	Date August 21, 2008
Name (Print or Type) Nicholas J. Rhodes	Title (Print or Type) Manager and Sole Member of NJR Holdings, LLC, Managing Member of SRS Investments, LLC, sole Member of the Issuer	

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		X	Tenant in Common Interests - \$12,550,000						
AK		X	Tenant in Common Interests - \$12,550,000						
AZ		X	Tenant in Common Interests - \$12,550,000						
AR		X	Tenant in Common Interests - \$12,550,000						
CA		X	Tenant in Common Interests - \$12,550,000	4	\$5,653,147.50				
CO		X	Tenant in Common Interests - \$12,550,000	1	\$1,130,629.50				
CT		X	Tenant in Common Interests - \$12,550,000						
DE		X	Tenant in Common Interests - \$12,550,000						
DC		X	Tenant in Common Interests - \$12,550,000						
FL		X	Tenant in Common Interests - \$12,550,000	1	\$686,183.80				
GA		X	Tenant in Common Interests - \$12,550,000	1	\$850,375.45				
HI		X	Tenant in Common Interests - \$12,550,000						
ID		X	Tenant in Common Interests - \$12,550,000						
IL		X	Tenant in Common Interests - \$12,550,000	2	\$836,658.30				
IN		X	Tenant in Common Interests - \$12,550,000	2	\$1,526,343.55				
IA		X	Tenant in Common Interests - \$12,550,000						
KS		X	Tenant in Common Interests - \$12,550,000						
KY		X	Tenant in Common Interests - \$12,550,000						
LA		X	Tenant in Common Interests - \$12,550,000						
ME		X	Tenant in Common Interests - \$12,550,000						
MD		X	Tenant in Common Interests - \$12,550,000	1	\$836,658.30				
MA		X	Tenant in Common Interests - \$12,550,000						
MI		X	Tenant in Common Interests - \$12,550,000						
MN		X	Tenant in Common Interests - \$12,550,000						
MS		X	Tenant in Common Interests - \$12,550,000						
MO		X	Tenant in Common Interests - \$12,550,000						
MT		X	Tenant in Common Interests - \$12,550,000						
NE		X	Tenant in Common Interests - \$12,550,000						
NV		X	Tenant in Common Interests - \$12,550,000						
NH		X	Tenant in Common Interests - \$12,550,000						
NJ		X	Tenant in Common Interests - \$12,550,000	2	\$904,503.60				

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
NM		X	Tenant in Common Interests - \$12,550,000						
NY		X	Tenant in Common Interests - \$12,550,000						
NC		X	Tenant in Common Interests - \$12,550,000						
ND		X	Tenant in Common Interests - \$12,550,000						
OH		X	Tenant in Common Interests - \$12,550,000						
OK		X	Tenant in Common Interests - \$12,550,000						
OR		X	Tenant in Common Interests - \$12,550,000						
PA		X	Tenant in Common Interests - \$12,550,000						
RI		X	Tenant in Common Interests - \$12,550,000						
SC		X	Tenant in Common Interests - \$12,550,000						
SD		X	Tenant in Common Interests - \$12,550,000						
TN		X	Tenant in Common Interests - \$12,550,000						
TX		X	Tenant in Common Interests - \$12,550,000						
UT		X	Tenant in Common Interests - \$12,550,000						
VT		X	Tenant in Common Interests - \$12,550,000						
VA		X	Tenant in Common Interests - \$12,550,000						
WA		X	Tenant in Common Interests - \$12,550,000						
WV		X	Ten Tenant in Common Interests - \$12,550,000						
WI		X	Tenant in Common Interests - \$12,550,000						
WY		X	Tenant in Common Interests - \$12,550,000						
PR		X	Tenant in Common Interests - \$12,550,000						

END