

FORM D

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

1431262
OMB APPROVAL
OMB Number:
Expires:
Estimated average burden
hours per response



08061508

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.)

Insight Real Estate, LLC - Series 2007-A Debentures Offering

SEC Mail Processing
Section

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing Amendment

NOV 26 2008

A. BASIC IDENTIFICATION DATA

Washington, DC
112

1. Enter the information requested about the issuer

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

Insight Real Estate, LLC

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

120 N. LaSalle Street, 35th Floor, Chicago, IL 60602

Telephone Number (Including Area Code)

(866) 243-6690

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

PROCESSED

DEC 10 2008

Type of Business Organization

corporation

limited partnership, already formed

other (please specify)

business trust

limited partnership, to be formed

THOMSON REUTERS

Month Year

10

07

Actual Estimated

Actual or Estimated Date of Incorporation or Organization:

Jurisdiction of Incorporation or Organization:

(Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

DE

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 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.

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)

HANNAH, III, Wayne R.

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

120 N. LaSalle Street, 35th Floor, Chicago, IL 60602

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

Full Name (Last name first, if individual).

SKIBO, Lawrance C.

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

120 N. LaSalle Street, 35th Floor, Chicago, IL 60602

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

Full Name (Last name first, if individual)

METZ, Gregory S.

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

120 N. LaSalle Street, 35th Floor, Chicago, IL 60602

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)

B. INFORMATION ABOUT OFFERING

Yes No

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?

Answer also in Appendix, Column 2, if filing under ULOE

2. What is the minimum investment that will be accepted from any individual?(smaller subscriptions may be accepted at Manager's discretion) **\$ 50,000**

Yes No

3. Does the offering permit joint ownership of a single unit?.....

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)

Lustig, Harold

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

70 Mitchell Blvd, Ste 104, San Rafael, CA 94903

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]	[AR]	<u>[CA]</u>	[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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Full Name (Last name first, if individual)

Carter, Scott

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

1088 Western Avenue, Hampden, ME 04444

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

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Full Name (Last name first, if individual)

Wood, Robert

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

6115 Berkshire Lane, Suite 210, Dallas, TX 75225

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

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(Use blank sheet, or copy and use additional copies of this sheet, if necessary.)

Full Name (Last name first, if individual)

Keating, Theresa

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

20 Avenue At The Common, Suite 201/202, Shrewsbury, NJ 07702

Name of Associated Broker or Dealer

1st Worldwide Financial Partners

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full Name (Last name first, if individual)

Reinhard, Clark

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

20 Avenue At The Common, Suite 201/202, Shrewsbury, NJ 07702

Name of Associated Broker or Dealer

1st Worldwide Financial Partners

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

Yadron, Bob

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

531 Vista Bella, Suite A, Oceanside, CA 92057

Name of Associated Broker or Dealer

Ashton Capital Management

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full Name (Last name first, if individual)

Carlin, Chris

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

150 JFK Parkway, Suite 100, Short Hills, NJ 07078

Name of Associated Broker or Dealer

1st Worldwide Financial Partners

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full Name (Last name first, if individual)

Kronsbein, David

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

3000 Gulf To Bay Blvd., Suite 101, Clearwater, FL 33759

Name of Associated Broker or Dealer

Investors Capital Corporation

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

Conrad, Gilbert

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

210 S. Ninth Street, Lewiston, NY 14092

Name of Associated Broker or Dealer

J.P. Turner & Co. LLC

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full Name (Last name first, if individual)

Fishkind, Gregory

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

274 Church Street, Unit 6F, Guilford, CT 06437

Name of Associated Broker or Dealer

Investors Capital Corporation

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full Name (Last name first, if individual)

Rojo, Hilary Jones

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

P.O. Box 3010, Show Low, AZ 85902

Name of Associated Broker or Dealer

Investors Capital Corporation

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

Cowan, Jason

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

1 Oglethorpe Professional Blvd., Suite 102, Savannah, GA 31406

Name of Associated Broker or Dealer

Investors Capital Corporation

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

Isaacs, Jeff

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

160 Woodbridge Ave., Highland Park, NJ 08904

Name of Associated Broker or Dealer

Investors Capital Corporation

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

Leonard, John

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

3003 Tamiami Trail, Suite 210, Naples, FL 34103

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

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Full Name (Last name first, if individual)

Saunders, Kenneth J.

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

5850 Coral Ridge Drive, Suite 314, Coral Springs, FL 33076

Name of Associated Broker or Dealer

Investors Capital Corporation

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

Barnes, Levinski

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

1211 N. Westshore, Suite 416, Tampa, FL 33607

Name of Associated Broker or Dealer

J.P. Turner & Co. LLC

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full Name (Last name first, if individual)

Warren, Marcus

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

9700 Park Plaza Avenue #108, Louisville, KY 40241

Name of Associated Broker or Dealer

Investors Capital Corporation

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

Murphy, Melisa

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

4225 Rachel Blvd., Spring Hill, FL 34604

Name of Associated Broker or Dealer

Investors Capital Corporation

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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Full Name (Last name first, if individual)

Barberian, Michael

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

63 Nesenkeag Drive, Litchfield, NH 03052

Name of Associated Broker or Dealer

Investors Capital Corporation

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Full Name (Last name first, if individual)

Vincent, Noel

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

13231 Champion Forest Drive, #200, Houston, TX 77069

Name of Associated Broker or Dealer

Investors Capital 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]	[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]	<input checked="" type="checkbox"/> [TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Murphy, Paul

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

1411 NE 22nd Avenue, Ocala, FL 34470

Name of Associated Broker or Dealer

Grant Bettingen, 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]	<input checked="" type="checkbox"/> [FL]	[GA]	[HI]	[ID]
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
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Full Name (Last name first, if individual)

Groux, Robert

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

13231 Champion Forest Drive, #200, Houston, TX 77069

Name of Associated Broker or Dealer

Investors Capital Corporation

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(Check "All States" or check individual States)..... All States

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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	<input checked="" type="checkbox"/> [TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Dealy, Stephen

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

5889 South Williamson Blvd., Suite 1320, Port Orange, FL 32128

Name of Associated Broker or Dealer

Investors Capital 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]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	<input checked="" type="checkbox"/> [FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	<input checked="" type="checkbox"/> [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)

Schlunz, Stephen

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

5991 S. Wright Court, Littleton, CO 80127

Name of Associated Broker or Dealer

Grant Bettingen, 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]
<input checked="" type="checkbox"/> [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)

Valovich, Tony

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

11380 Prosperity Farms Road, Suite 211, Palm Beach Gardens, FL 33410

Name of Associated Broker or Dealer

Investors Capital 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]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	<input checked="" type="checkbox"/> [FL]	[GA]	[HI]	[ID]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Baumner, William

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

1515 S. Federal, Suite 105, Boca Raton, FL 33432

Name of Associated Broker or Dealer

Investors Capital 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]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	<input checked="" type="checkbox"/> [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, if 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 0 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	\$ 20,000,000	\$ 4,536,080.19
Equity	\$ -0-	\$ -0-
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ -0-	\$ -0-
Partnership Interests.....	\$ -0-	\$ -0-
Other (Specify)	\$ -0-	\$ -0-
Total	\$ 20,000,000	\$ 4,536,080.19

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	44	\$ 4,536,080.19
Non-accredited Investors	-0-	\$ -0-
Total (for filings under Rule 504 only).....	N/A	\$ N/A

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	N/A	\$ N/A
Regulation A.....	N/A	\$ N/A
Rules 504.....	N/A	\$ N/A
Total	N/A	\$ N/A

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 checked="" type="checkbox"/> \$	-0-
Printing and Engraving Costs	<input checked="" type="checkbox"/> \$	10,000
Legal Fees.....	<input checked="" type="checkbox"/> \$	50,000
Accounting Fees	<input checked="" type="checkbox"/> \$	-0-
Engineering Fees	<input checked="" type="checkbox"/> \$	-0-
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/> \$	1,200,000
Other Expenses (identify) Marketing and due diligence expenses; Miscellaneous	<input checked="" type="checkbox"/> \$	590,000
Total	<input checked="" type="checkbox"/> \$	1,850,000

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."

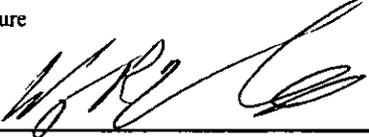
\$ 18,150,000

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 of 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.

	<input checked="" type="checkbox"/>	Payments to Officers, Directors, & Affiliates	<input checked="" type="checkbox"/>	Payments to Others
Salaries and fees	<input checked="" type="checkbox"/>	\$ -0-	<input checked="" type="checkbox"/>	\$ -0-
Purchase of real estate	<input checked="" type="checkbox"/>	\$ -0-	<input checked="" type="checkbox"/>	\$ -0-
Purchase, rental or leasing and installation of machinery and equipment.....	<input checked="" type="checkbox"/>	\$ -0-	<input checked="" type="checkbox"/>	\$ -0-
Construction or leasing of plant buildings and facilities	<input checked="" type="checkbox"/>	\$ -0-	<input checked="" type="checkbox"/>	\$ -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)	<input checked="" type="checkbox"/>	\$ -0-	<input checked="" type="checkbox"/>	\$ -0-
Repayment of indebtedness	<input checked="" type="checkbox"/>	\$ -0-	<input checked="" type="checkbox"/>	\$ -0-
Working capital	<input checked="" type="checkbox"/>	\$ -0-	<input checked="" type="checkbox"/>	\$ 18,150,000
Other (specify):	<input checked="" type="checkbox"/>	\$ -0-	<input checked="" type="checkbox"/>	\$ -0-
Column Totals	<input checked="" type="checkbox"/>	\$ -0-	<input checked="" type="checkbox"/>	\$ 18,150,000
Total Payments Listed (column totals added).....			<input checked="" type="checkbox"/>	\$ 18,150,000

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 of Type) Insight Real Estate, LLC	Signature 	Date November 24, 2008
Name of Signer (Print or Type) Wayne R. Hannah, III	Title of Signer (Print or Type) Principal	

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 230.252(c), (d), (e) or (f) 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) Insight Real Estate, LLC	Signature 	Date November <u>24</u> , 2008
Name (Print or Type) Wayne R. Hannah, III	Title (Print or Type) Principal	

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.

END