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OMB APPROVAL

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# FORM D

Notice of Exempt Offering of Securities

## U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

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

### Item 1. Issuer's Identity

Name of Issuer

Bancroft Investors 2009, LLC

Jurisdiction of Incorporation/Organization

State of Washington

Year of Incorporation/Organization

(Select one)

Over Five Years Ago

Within Last Five Years (specify year)

Yet to Be Formed

Previous Name(s)

None



08062154

Entity Type (Select one)

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

(If more than one issuer is filing this notice, check this box  and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

### Item 2. Principal Place of Business and Contact Information

Street Address 1

1215 Seneca Street #100

Street Address 2

City

Seattle

State/Province/Country

Washington

ZIP/Postal Code

98101

Phone No.

206-383-1212x106

### Item 3. Related Persons

PROCESSED

Last Name

Groberman

First Name

Morris

Middle Name

Street Address 1

1215 Seneca Street #100

Street Address 2

City

Seattle

State/Province/Country

Washington

ZIP/Postal Code

98101

Relationship(s):

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

(Identify additional related persons by checking this box  and attaching Item 3 Continuation Page(s).)

### Item 4. Industry Group (Select one)

Agriculture

**Banking and Financial Services**

Commercial Banking

Insurance

Investing

Investment Banking

Pooled Investment Fund

If selecting this industry group, also select one fund type below and answer the question below:

Hedge Fund

Private Equity Fund

Venture Capital Fund

Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?  Yes  No

Other Banking & Financial Services

Business Services

**Energy**

Electric Utilities

Energy Conservation

Coal Mining

Environmental Services

Oil & Gas

Other Energy

**Health Care**

Biotechnology

Health Insurance

Hospitals & Physicians

Pharmaceuticals

Other Health Care

Manufacturing

**Real Estate**

Commercial

Construction

REITS & Finance

Residential

Other Real Estate

Retailing

Restaurants

**Technology**

Computers

Telecommunications

Other Technology

**Travel**

Airlines & Airports

Lodging & Conventions

Tourism & Travel Services

Other Travel

Other

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OCT 20 2008

Washington, DC

Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9)  |
| <input type="checkbox"/> Rule 504(b)(1)(i)                       | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(ii)                      | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504(b)(1)(iii)                     | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 505                                | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input checked="" type="checkbox"/> Rule 506                     | <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(6)             | <input type="checkbox"/> Section 3(c)(7) |   |

Item 7. Type of Filing

- New Notice      OR       Amendment

Date of First Sale in this Offering:       OR       First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year?       Yes       No

Item 9. Type(s) of Securities Offered (Select all that apply)

- |  |   |
|--|---|
| <input checked="" type="checkbox"/> Equity   | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt  | <input type="checkbox"/> Tenant-in-Common Securities      |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security                                  | <input type="checkbox"/> Mineral Property Securities      |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (Describe)                 |
- 

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?       Yes       No

Clarification of Response (if Necessary)

We are acquiring the real estate

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 25,000

Item 12. Sales Compensation

Recipient (Associated) Broker or Dealer Recipient CRD Number (Associated) Broker or Dealer CRD Number Street Address 1 Street Address 2 City State/Province/Country ZIP/Postal Code

States of Solicitation 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

(Identify additional person(s) being paid compensation by checking this box and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 1,953,000 OR Indefinite (b) Total Amount Sold \$ 0 (c) Total Remaining to be Sold \$ 1,953,000 OR Indefinite

Clarification of Response (if Necessary) No funds have been raised as of October 13, 2008

Item 14. Investors

Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering: Enter the total number of investors who already have invested in the offering:

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 0 Estimate Finders' Fees \$ 0 Estimate

Clarification of Response (if Necessary)

Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0

Estimate

Clarification of Response (if Necessary)

[Empty box for clarification of response]

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.\*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box  and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

Bancroft Investors 2009, LLC

Name of Signer

Morris Groberman

Signature

Morris Groberman [Handwritten Signature]

Title

Managing Member

Number of continuation pages attached:

7

Date

10/13/2008

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

**Instructions for Submitting a Form D Notice****General Instructions**

**Who must file:** Each issuer of securities that sells its securities in reliance on an exemption provided in Regulation D or Section 4(6) of the Securities Act of 1933 must file this notice containing the information requested with the U.S. Securities and Exchange Commission (SEC) and with the state(s) requiring it. If more than one issuer has sold its securities in the same transaction, all issuers should be identified in one filing with the SEC, but some states may require a separate filing for each issuer or security sold.

**When to file:**

o An issuer must file a new notice with the SEC for each new offering of securities no later than 15 calendar days after the "date of first sale" of securities in the offering as explained in the Instruction to Item 7. For this purpose, the date of first sale is the date on which the first investor is irrevocably contractually committed to invest, which, depending on the terms and conditions of the contract, could be the date on which the issuer receives the investor's subscription agreement or check. An issuer may file the notice at any time before that if it has determined to make the offering. An issuer must file a new notice with each state that requires it at the time set by the state. For state filing information, go to [www.NASAA.org](http://www.NASAA.org). A mandatory capital commitment call does not constitute a new offering, but is made under the original offering, so no new Form D filing is required.

o An issuer may file an amendment to a previously filed notice at any time.

o An issuer must file an amendment to a previously filed notice for an offering:

- to correct a material mistake of fact or error in the previously filed notice, as soon as practicable after discovery of the mistake or error;
- to reflect a change in the information provided in the previously filed notice, except as provided below, as soon as practicable after the change; and
- annually, on or before the first anniversary of the most recent previously filed notice, if the offering is continuing at that time.

**When amendment is not required:** An issuer is not required to file an amendment to a previously filed notice to reflect a change that occurs after the offering terminates or a change that occurs solely in the following information:

- the address or relationship to the issuer of a related person identified in response to Item 3;
- an issuer's revenues or aggregate net asset value;
- the minimum investment amount, if the change is an increase, or if the change, together with all other changes in that amount since the previously filed notice, does not result in a decrease of more than 10%;
- any address or state(s) of solicitation shown in response to Item 12;
- the total offering amount, if the change is a decrease, or if the change, together with all other changes in that amount since the previously filed notice, does not result in an increase of more than 10%;
- the amount of securities sold in the offering or the amount remaining to be sold;
- the number of non-accredited investors who have invested in the offering, as long as the change does not increase the number to more than 35;
- the total number of investors who have invested in the offering; and
- the amount of sales commissions, finders' fees or use of proceeds for payments to executive officers, directors or promoters, if the change is a decrease, or if the change, together with all other changes in that amount since the previously filed notice, does not result in an increase of more than 10%.

**Saturdays, Sundays and holidays:** If the date on which a notice or an amendment to a previously filed notice is required to be filed falls on a Saturday, Sunday or holiday, the due date is the first business day following.

**Amendment content:** An issuer that files an amendment to a previously filed notice must provide current information in response to all items of this Form D, regardless of why the amendment is filed.

**How to file:** Issuers may file this notice with the SEC by delivering one manually signed and one other copy to the SEC headquarters office at 100 F Street, N.E., Washington, DC 20549. Only pages 1 to 4 and any continuation pages used need to be filed. A notice filed on paper is deemed filed with the SEC on the earlier of the date it is received by the SEC at that address or, if received by the SEC at that address after the date on which it was due, on the date it was mailed by United States registered or certified mail to that address. The notice also may be filed online through [www.sec.gov](http://www.sec.gov). For state filing information, go to [www.NASAA.org](http://www.NASAA.org).

**Filing fee:** There is no federal filing fee. For information on state filing fees, go to [www.NASAA.org](http://www.NASAA.org).

**Definitions of terms:** Terms used but not defined in this form that are defined in Rule 405 and Rule 501 under the Securities Act of 1933, 17 CFR 230.405 and 230.501, have the meanings given to them in those rules.

**Item-by-Item Instructions**

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**Item 1. Issuer's Identity.** Identify each legal entity issuing any securities being reported as being offered by entering its full name; any previous name used within the past five years; and its jurisdiction of incorporation or organization, type of legal entity, and year of incorporation or organization within the past five years or status as formed over five years ago or not yet formed. If more than one entity is issuing the securities, identify a primary issuer in the first fields shown on the first page of the form, checking the box provided, and identify additional issuers by attaching Items 1 and 2 continuation page(s).

**Item 2. Principal Place of Business and Contact Information.** Enter a full street address of the issuer's principal place of business. Post office box numbers and "In care of" addresses are not acceptable. Enter a contact telephone number for the issuer. If you identified more than one issuer in response to Item 1, enter the requested information for the primary issuer you identified in response to that item and, at your option, for any or all of the other issuers you identified on your Item 1 and 2 continuation page(s).

**Item 3. Related Persons.** Enter the full name and address of each person having the specified relationships with any issuer and identify each relationship:

- Each executive officer and director of the issuer and person performing similar functions (title alone is not determinative) for the issuer, such as the general and managing partners of partnerships and managing members of limited liability companies; and
- Each person who has functioned directly or indirectly as a promoter of the issuer within the past five years of the later of the first sale of securities or the date upon which the Form D filing was required to be made.

If necessary to prevent the information supplied from being misleading, also provide a clarification in the space provided.

Identify additional persons having the specified relationships by checking the box provided and attaching Item 3 continuation page(s).

**Item 4. Industry Group.** Select the issuer's industry group. If the issuer or issuers can be categorized in more than one industry group, select the industry group that most accurately reflects the use of the bulk of the proceeds of the offering. For purposes of this filing, use the ordinary dictionary and commonly understood meanings of the terms identifying the industry group.

**Item 5. Issuer Size.**

- **Revenue Range** (for issuers that do not specify "Hedge Fund" or "Other Investment Fund" in response to Item 4): Enter the revenue range of the issuer or of all the issuers together for the most recently completed fiscal year available, or, if not in existence for a fiscal year, revenue range to date. Domestic SEC reporting companies should state revenues in accordance with Regulation S-X under the Securities Exchange Act of 1934. Domestic non-reporting companies should state revenues in accordance with U.S. Generally Accepted Accounting Principles (GAAP). Foreign issuers should calculate revenues in U.S. dollars and state them in accordance with U.S. GAAP, home country GAAP or International Financial Reporting Standards. If the issuer(s) declines to disclose its revenue range, enter "Decline to Disclose." If the issuer's(s) business is intended to produce revenue but did not, enter "No Revenues." If the business is not intended to produce revenue (for example, the business seeks asset appreciation only), enter "Not Applicable."
- **Aggregate Net Asset Value** (for issuers that specify "Hedge Fund" or "Other Investment Fund" in response to Item 4): Enter the aggregate net asset value range of the issuer or of all the issuers together as of the most recent practicable date. If the issuer(s) declines to disclose its aggregate net asset value range, enter "Decline to Disclose."

**Item 6. Federal Exemption(s) and Exclusion(s) Claimed.** Select the provision(s) being claimed to exempt the offering and resulting sales from the federal registration requirements under the Securities Act of 1933 and, if applicable, to exclude the issuer from the definition of "investment company" under the Investment Company Act of 1940. Select "Rule 504(b)(1) (not (i), (ii) or (iii))" only if the issuer is relying on the exemption in the introductory sentence of Rule 504 for offers and sales that satisfy all the terms and conditions of Rules 501 and 502(a), (c) and (d).

**Item 7. Type of Filing.** Indicate whether the issuer is filing a new notice or an amendment to a notice that was filed previously. If this is a new notice, enter the date of the first sale of securities in the offering or indicate that the first sale has "Yet to Occur." For this purpose, the date of first sale is the date on which the first investor is irrevocably contractually committed to invest, which, depending on the terms and conditions of the contract, could be the date on which the issuer receives the investor's subscription agreement or check.

**Item 8. Duration of Offering.** Indicate whether the issuer intends the offering to last for more than one year.

# FORM D

## Item-by-Item Instructions (Continued)

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**Item 9. Type(s) of Securities Offered.** Select the appropriate type or types of securities offered as to which this notice is filed. If the securities are debt convertible into other securities, however, select "Debt" and any other appropriate types of securities except for "Equity." For purposes of this filing, use the ordinary dictionary and commonly understood meanings of these categories. For instance, equity securities would be securities that represent proportional ownership in an issuer, such as ordinary common and preferred stock of corporations and partnership and limited liability company interests; debt securities would be securities representing money loaned to an issuer that must be repaid to the investor at a later date; pooled investment fund interests would be securities that represent ownership interests in a pooled or collective investment vehicle; tenant-in-common securities would be securities that include an undivided fractional interest in real property other than a mineral property; and mineral property securities would be securities that include an undivided interest in an oil, gas or other mineral property.

**Item 10. Business Combination Transaction.** Indicate whether or not the offering is being made in connection with a business combination, such as an exchange (tender) offer or a merger, acquisition, or other transaction of the type described in paragraph (a)(1), (2) or (3) of Rule 145 under the Securities Act of 1933. Do not include an exchange (tender) offer for a class of the issuer's own securities. If necessary to prevent the information supplied from being misleading, also provide a clarification in the space provided.

**Item 11. Minimum Investment.** Enter the minimum dollar amount of investment that will be accepted from any outside investor. If the offering provides a minimum investment amount for outside investors that can be waived, provide the lowest amount below which a waiver will not be granted. If there is no minimum investment amount, enter "0." Investors will be considered outside investors if they are not employees, officers, directors, general partners, trustees (where the issuer is a business trust), consultants, advisors or vendors of the issuer, its parents, its majority owned subsidiaries, or majority owned subsidiaries of the issuer's parent.

**Item 12. Sales Compensation.** Enter the requested information for each person that has been or will be paid directly or indirectly any commission or other similar compensation in cash or other consideration in connection with sales of securities in the offering, including finders. Enter the CRD number for every person identified and any broker and dealer listed that has a CRD number. CRD numbers can be found at <http://brokercheck.finra.org>. A person that does not have a CRD number need not obtain one in order to be listed, and must be listed when required regardless of whether the person has a CRD number. In addition, check the State(s) in which the named person has solicited or intends to solicit investors. If more than five persons to be listed are associated persons of the same broker or dealer, enter only the name of the broker or dealer, its CRD number and street address, and the State(s) in which the named person has solicited or intends to solicit investors.

**Item 13. Offering and Sales Amounts.** Enter the dollar amount of securities being offered under a claim of federal exemption identified in Item 6 above. Also enter the dollar amount of securities sold in the offering as of the filing date. Select the "Indefinite" box if the amount being offered is undetermined or cannot be calculated at the present time, such as if the offering includes securities to be acquired upon the exercise or exchange of other securities or property and the exercise price or exchange value is not currently known or knowable. If an amount is definite but difficult to calculate without unreasonable effort or expense, provide a good faith estimate. The total offering and sold amounts should include all cash and other consideration to be received for the securities, including cash to be paid in the future under mandatory capital commitments. In offerings for consideration other than cash, the amounts entered should be based on the issuer's good faith valuation of the consideration. If necessary to prevent the information supplied from being misleading, also provide a clarification in the space provided.

**Item 14. Investors.** Indicate whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors as defined in Rule 501(a), 17 CFR 230.501(a), and provide the number of such investors who already have already invested in the offering. In addition, regardless whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, specify the total number of investors who already have invested.

**Item 15. Sales Commission and Finders' Fees Expenses.** The information on sales commissions and finders' fees expenses may be given as subject to future contingencies.

**Item 16. Use of Proceeds.** No additional instructions.

**Signature and Submission.** An individual who is a duly authorized representative of each issuer identified must sign, date and submit this notice for the issuer. The capacity in which the individual is signing should be set forth in the "Title" field underneath the individual's name.

The name of the issuer(s) on whose behalf the notice is being submitted should be set forth in the "Issuer" field beside the individual's name; if the individual is signing on behalf of all issuers submitting the notice, the word "All" may be set forth in the "Issuer" field. Attach signature continuation page(s) to have different individuals sign on behalf of different issuer(s). Enter the number of continuation pages attached and included in the filing. If no continuation pages are attached, enter "0".

Items 1 and 2 Continuation Page

Item 1 and 2. Issuer's Identity and Contact Information (Continued)

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization (Select one)  
 Over Five Years Ago  Within Last Five Years (specify year)   Yet to Be Formed

Previous Name(s)  None

Entity Type (Select one)  
 Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other (Specify)

At your option, supply separate contact information for this issuer:

Street Address 1  Street Address 2

City  State/Province/Country  ZIP/Postal Code  Phone No.

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization (Select one)  
 Over Five Years Ago  Within Last Five Years (specify year)   Yet to Be Formed

Previous Name(s)  None

Entity Type (Select one)  
 Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other (Specify)

At your option, supply separate contact information for this issuer:

Street Address 1  Street Address 2

City  State/Province/Country  ZIP/Postal Code  Phone No.

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization (Select one)  
 Over Five Years Ago  Within Last Five Years (specify year)   Yet to Be Formed

Previous Name(s)  None

Entity Type (Select one)  
 Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other (Specify)

At your option, supply separate contact information for this issuer:

Street Address 1  Street Address 2

City  State/Province/Country  ZIP/Postal Code  Phone No.

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Danz, First Name: Ron, Middle Name: [ ]  
Street Address 1: 1215 Seneca Street #100, Street Address 2: [ ]  
City: Seattle, State/Province/Country: Washington, ZIP/Postal Code: 98101  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: [ ], First Name: [ ], Middle Name: [ ]  
Street Address 1: [ ], Street Address 2: [ ]  
City: [ ], State/Province/Country: [ ], ZIP/Postal Code: [ ]  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: [ ], First Name: [ ], Middle Name: [ ]  
Street Address 1: [ ], Street Address 2: [ ]  
City: [ ], State/Province/Country: [ ], ZIP/Postal Code: [ ]  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: [ ], First Name: [ ], Middle Name: [ ]  
Street Address 1: [ ], Street Address 2: [ ]  
City: [ ], State/Province/Country: [ ], ZIP/Postal Code: [ ]  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

(Copy and use additional copies of this page as necessary.)

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient

[Text box for Recipient name]

(Associated) Broker or Dealer  None

[Text box for (Associated) Broker or Dealer]

Street Address 1

[Text box for Street Address 1]

City

[Text box for City]

State/Province/Country

[Text box for State/Province/Country]

ZIP/Postal Code

[Text box for ZIP/Postal Code]

Recipient CRD Number

[Text box for Recipient CRD Number]

No CRD Number

(Associated) Broker or Dealer CRD Number

[Text box for (Associated) Broker or Dealer CRD Number]

No CRD Number

Street Address 2

[Text box for Street Address 2]

States of Solicitation  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

Recipient

[Text box for Recipient name]

(Associated) Broker or Dealer  None

[Text box for (Associated) Broker or Dealer]

Street Address 1

[Text box for Street Address 1]

City

[Text box for City]

State/Province/Country

[Text box for State/Province/Country]

ZIP/Postal Code

[Text box for ZIP/Postal Code]

Recipient CRD Number

[Text box for Recipient CRD Number]

No CRD Number

(Associated) Broker or Dealer CRD Number

[Text box for (Associated) Broker or Dealer CRD Number]

No CRD Number

Street Address 2

[Text box for Street Address 2]

States of Solicitation  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

(Copy and use additional copies of this page as necessary.)

**Signature Continuation Page**

**Signature and Submission**

The undersigned is the duly authorized representative of the issuer(s), identified in the field beside the individual's name below.

Issuer

Bancroft Investors 2009, LLC

Name of Signer

Morris Groberman

Signature

Morris Groberman 

Title

Managing Member

Date

10/13/2008

Issuer

Name of Signer

Signature

Title

Date

Issuer

Name of Signer

Signature

Title

Date

Issuer

Name of Signer

Signature

Title

Date

*(Copy and use additional copies of this page as necessary.)*

## FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

**KNOW ALL MEN BY THESE PRESENTS:**

That the undersigned Bancroft Investors 2009, LLC,  a corporation,  
 partnership,  other LLC organized under the laws of Washington State, or  
 an individual for purposes of complying with the laws of the States indicated hereunder relating to either the registration  
or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors  
in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in  
any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the  
aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding  
against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated  
hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized  
or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process, or pleading served hereunder by mailed to:

John Coe of the Coe Law Group

NAME

600 Stewart Street #901, Seattle WA 98101

ADDRESS

Place a "✓" before the names of all the States for which the person executing this form is appointing the designated  
Officer of that State as its attorney in that State for receipt of service of process:

- |                                      |  |  |   |
|--------------------------------------|--|--|---|
| <input type="checkbox"/> ALABAMA     | Secretary of State   | <input type="checkbox"/> DELAWARE                | Securities Commissioner                 |
| <input type="checkbox"/> ALASKA      | Administrator of the Division<br>of Banking and<br>Corporations, Department of<br>Commerce and Economic<br>Development | <input type="checkbox"/> DISTRICT OF<br>COLUMBIA | Public Service<br>Commissioner          |
| <input type="checkbox"/> ARIZONA     | The Corporation<br>Commission  | <input type="checkbox"/> FLORIDA                 | Department of Banking and<br>Finance    |
| <input type="checkbox"/> ARKANSAS    | The Securities<br>Commissioner   | <input type="checkbox"/> GEORGIA                 | Commissioner of Securities              |
| <input type="checkbox"/> CALIFORNIA  | Commissioner of<br>Corporations  | <input type="checkbox"/> GUAM                    | Administrator, Department<br>of Finance |
| <input type="checkbox"/> COLORADO    | Securities Commissioner  | <input type="checkbox"/> HAWAII                  | Commissioner of Securities              |
| <input type="checkbox"/> CONNECTICUT | Banking Commissioner   | <input type="checkbox"/> IDAHO                   | Director, Department of<br>Finance      |
| <input type="checkbox"/> IOWA        | Commissioner of Insurance  | <input type="checkbox"/> ILLINOIS                | Secretary of State                      |
| <input type="checkbox"/> KANSAS      | Secretary of State   | <input type="checkbox"/> INDIANA                 | Secretary of State                      |
|                                      |  | <input type="checkbox"/> OHIO                    | Secretary of State                      |

- |   |  |  |  |
|---|--|--|--|
| <input type="checkbox"/> KENTUCKY       | Director, Division of Securities,  | <input type="checkbox"/> OREGON                | Director, Department of Insurance and Finance                            |
| <input type="checkbox"/> LOUISIANA      | Commissioner of Securities   | <input type="checkbox"/> OKLAHOMA              | Securities Administrator   |
| <input type="checkbox"/> MAINE          | Administrator, Securities Division                                       | *** PENNSYLVANIA                               | Pennsylvania does not require filing of a Consent to Service of Process. |
| <input type="checkbox"/> MARYLAND       | Commissioner of the Division of Securities                               | <input type="checkbox"/> PUERTO RICO           | Commissioner of Financial Institutions                                   |
| <input type="checkbox"/> MASSACHUSETTS  | Secretary of State   | <input type="checkbox"/> RHODE ISLAND          | Director of Business Regulation  |
| <input type="checkbox"/> MICHIGAN       | Administrator, Corporation and Securities Bureau, Department of Commerce | <input type="checkbox"/> SOUTH CAROLINA        | Securities Commissioner  |
| <input type="checkbox"/> MINNESOTA      | Commissioner of Commerce   | <input type="checkbox"/> SOUTH DAKOTA          | Secretary of State   |
| <input type="checkbox"/> MISSISSIPPI    | Secretary of State   | <input type="checkbox"/> TENNESSEE             | Commissioner of Commerce and Insurance                                   |
| <input type="checkbox"/> MISSOURI       | Securities Commissioner  | <input type="checkbox"/> TEXAS                 | Securities Commissioner  |
| <input type="checkbox"/> MONTANA        | State Auditor and Commissioner of Insurance                              | <input type="checkbox"/> UTAH                  | Director, Division of Securities   |
| <input type="checkbox"/> NEBRASKA       | Director of Banking and Finance  | <input type="checkbox"/> VERMONT               | Com. of Banking, Ins., Securities & HCA                                  |
| <input type="checkbox"/> NEVADA         | Secretary of State   | <input type="checkbox"/> VIRGINIA              | Clerk, State Corporation Commission                                      |
| <input type="checkbox"/> NEW HAMPSHIRE  | Secretary of State   | <input checked="" type="checkbox"/> WASHINGTON | Director of the Department of Financial Institutions                     |
| <input type="checkbox"/> NEW JERSEY     | Chief, Securities Bureau   | <input type="checkbox"/> WEST VIRGINIA         | Commissioner of Securities   |
| <input type="checkbox"/> NEW MEXICO     | Director, Securities Division  | <input type="checkbox"/> WISCONSIN             | Commissioner of Securities   |
| <input type="checkbox"/> NEW YORK       | Secretary of State   | <input type="checkbox"/> WYOMING               | Secretary of State   |
| <input type="checkbox"/> NORTH CAROLINA | Secretary of State   |  |  |
| <input type="checkbox"/> NORTH DAKOTA   | Securities Commissioner  |  |  |

Dated this 13 day of October, 2008.

Bancroft Investors 2009, LLC  
 By Morris Groberman   
 Managing Member  
 TITLE

(SEAL)

CORPORATE ACKNOWLEDGMENT

State or Province of Washington )  
County of King ) ss.

On this 13 day of October, 2008, before me Morris Groberman the undersigned officer, personally appeared Morris Groberman known personally to me to be the Managing Member of the above named corporation and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.



[Signature]  
NOTARY PUBLIC/COMMISSIONER OF OATHS

My commission expires: JAN 24, 2010

INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

State or Province of \_\_\_\_\_ )  
County of \_\_\_\_\_ ) ss.

On this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, before me \_\_\_\_\_, the undersigned officer, personally appeared \_\_\_\_\_ to me personally known and known to me to be the same person(s) whose name(s) is (are) signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

\_\_\_\_\_  
NOTARY PUBLIC/COMMISSIONER OF OATHS

My commission expires: \_\_\_\_\_

**INSTRUCTIONS TO FORM U-2  
UNIFORM CONSENT TO SERVICE OF PROCESS**

1. The name of the issuer is to be inserted in the blank space on line 1 of Uniform FORM U-2 ("Form").
2. The type of person executing the Form is to be described by striking out the inapplicable nomenclature in lines 2 - 4 and, if appropriate, by inserting a description of the person in the blank space provided on line 2 of the form.
3. The name of the jurisdiction under which the issuer was formed or is to be formed is to be inserted in the blank space on line 3 of the Form.
4. The person to whom a copy of any notice, process or pleading which is served pursuant to the Consent to Service of Process is to be inserted in the appropriate blank spaces at the end of page 1 of the Form.
5. A "✓" is to be placed in the space before the names of all States which the person executing this Form lawfully is appointing the officer of each State so designated on the Form as its attorney in that State for receipt of service of process.
6. A manually signed Form must be filed with each State requiring a Consent to Service of Process on FORM U-2 at the office so designated by the laws or regulations of that State and must be accompanied by the exact filing fee, if any.
7. The Form must be signed by the issuer. If the issuer is a corporation, it should be signed in the name of the corporation by an executive officer duly authorized; if a partnership, it should be signed in the name of the partnership by a general partner, and if an unincorporated association or other organization which is not a partnership, the Form should be signed in the name of such organization by a person responsible for the direction or management of its affairs.
8. If the Form is mailed, it is advisable to send it by registered or certified mail, postage prepaid, return receipt requested.

FORM U-2A UNIFORM CORPORATE RESOLUTION

UNIFORM FROM OF  
CORPORATE RESOLUTION  
OF

Bancroft Investors 2009, LLC

(Name of Corporation)

RESOLVED, that it is desirable and in the best interest of this Corporation that its securities be qualified or registered for sale in various states; that the President or any Vice President and the Secretary or an Assistant Secretary hereby are authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the securities of this Corporation as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of this Corporation any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from this Corporation and the approval and ratification by this Corporation of the papers and documents so executed and the action so taken.

CERTIFICATE

The undersigned hereby certifies that he is the \_\_\_\_\_ Secretary of Bancroft Investors 2009, LLC, a corporation organized and existing under the laws of the State of Washington; that the foregoing is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors of said corporation held on the 13 day of October, 2008, at which meeting a quorum was at all times present and acting; that the passage of said resolution was in all respects legal; and that said resolution is in full force and effect.

Dated this 13 day of October, 2008.

(CORPORATE SEAL)

Secretary

END