

FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

115-7887

OMB APPROVAL

OMB Number: 3235-0076

Expires: November 30, 2008

Estimated average burden hours per response: 4.00

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

Item 1. Issuer's Identity

Name of Issuer:

Jurisdiction of Incorporation/Organization:

Year of Incorporation/Organization (Select one): Over Five Years Ago Within Last Five Years (specify year)

Previous Name(s):

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:

Street Address 2:

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

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Item 3. Related Persons

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):

08064982

(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

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)) | Investment Company Act Section 3(c) | |
| <input type="checkbox"/> Rule 504(b)(1)(i) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504(b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 505 | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input checked="" type="checkbox"/> Rule 506 | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Securities Act Section 4(6) | <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| | <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)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 100,000.00

Item 12. Sales Compensation

Recipient: Bill Moran, Recipient CRD Number: 2632538, (Associated) Broker or Dealer: None, (Associated) Broker or Dealer CRD Number: 8408

Capital Financial Services, Inc., Street Address 1: 1 North Main Street, Street Address 2: [Blank], City: Minot, State/Province/Country: North Dakota, ZIP/Postal Code: 58703

Street Address 1: 1 North Main Street, Street Address 2: [Blank]

City: Minot, State/Province/Country: North Dakota, ZIP/Postal Code: 58703

- 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 [X] and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 5,000,000 OR Indefinite

(b) Total Amount Sold \$ 725,000

(c) Total Remaining to be Sold \$ 4,275,000 OR Indefinite

Clarification of Response (if Necessary)

[Blank box for clarification of response]

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:

0

Enter the total number of investors who already have invested in the offering:

1

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 \$ 300,000 [X] Estimate

Clarification of Response (if Necessary)

Finders' Fees \$ 0 [] Estimate

[Blank box for clarification of response]

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. \$ Estimate

Clarification of Response (if Necessary)

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).

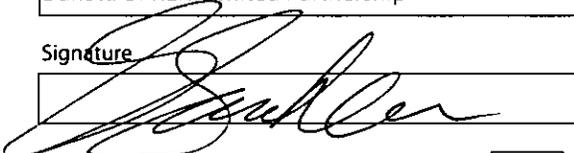
* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this 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)

Name of Signer

Signature



Title

Number of continuation pages attached:

Date

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.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
King Jr.	Gorman	
Street Address 1	Street Address 2	
1411 Old Toll Bridge Road		
City	State/Province/Country	ZIP/Postal Code
Lakeland	Minnesota	55043
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)	Chairman of Board	

Last Name	First Name	Middle Name
Henderson	Brion	
Street Address 1	Street Address 2	
2730 130th Avenue SE		
City	State/Province/Country	ZIP/Postal Code
Tower City	North Dakota	58071
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)	Vice Chairman of Board	

Last Name	First Name	Middle Name
Fay	Brad	
Street Address 1	Street Address 2	
2522 Henry St		
City	State/Province/Country	ZIP/Postal Code
Bismarck	North Dakota	58501
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)	Secretary	

Last Name	First Name	Middle Name
Liechty	Clarice	
Street Address 1	Street Address 2	
PO Box 467		
City	State/Province/Country	ZIP/Postal Code
Jamestown	North Dakota	58402
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

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

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Carlson, First Name: Jim, Middle Name: []
Street Address 1: 1649 Round Hill Drive, Street Address 2: []
City: Fargo, State/Province/Country: North Dakota, ZIP/Postal Code: 58104
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): []

Last Name: Christianson, First Name: Kevin, Middle Name: []
Street Address 1: Paces Lodging 4265 45th St South, Street Address 2: []
City: Fargo, State/Province/Country: North Dakota, ZIP/Postal Code: 58104
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): []

Last Name: Swenson, First Name: Roger, Middle Name: []
Street Address 1: 2422 Madison Square Drive, Street Address 2: []
City: Fargo, State/Province/Country: North Dakota, ZIP/Postal Code: 58104
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): []

Last Name: Braun, First Name: Ray, Middle Name: []
Street Address 1: 1123 Chautauqua Blvd, Street Address 2: []
City: Valley City, State/Province/Country: North Dakota, ZIP/Postal Code: 58072
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): []

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

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Johnson, First Name: Stan, Middle Name: []
Street Address 1: 1112 Nodak Dr, Suite 110, Street Address 2: []
City: Fargo, State/Province/Country: North Dakota, ZIP/Postal Code: 58103
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): []

Last Name: Sheppard, First Name: Roy, Middle Name: []
Street Address 1: PO Box 1007, Street Address 2: []
City: Jamestown, State/Province/Country: North Dakota, ZIP/Postal Code: 58402
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): []

Last Name: Dakota REIT, First Name: [], Middle Name: []
Street Address 1: 3003 32nd Avenue South, Suite 250, Street Address 2: []
City: Fargo, State/Province/Country: North Dakota, ZIP/Postal Code: 58103
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): []

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient

Larry Rau

(Associated) Broker or Dealer None

Okoboji Financial Services, Inc

Street Address 1

2101 West 41st Street Suite 112

City

Sioux Falls

State/Province/Country

South Dakota

ZIP/Postal Code

57105

Recipient CRD Number

1557549

No CRD Number

(Associated) Broker or Dealer CRD Number

33727

No CRD Number

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

(Associated) Broker or Dealer None

Street Address 1

City

Recipient CRD Number

No CRD Number

(Associated) Broker or Dealer CRD Number

No CRD Number

Street Address 2

ZIP/Postal Code

END

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