
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)*

TSG Capital Fund I Manager, LLC

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

120 North 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)*

Hannah, Wayne R. III—CEO & President of TSG Capital Fund I Manager, LLC

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

120 North LaSalle Street, 35th Floor, Chicago, Illinois 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)*

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
[] [X]

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

2. What is the minimum investment that will be accepted from any individual? \$ 100,000

3. Does the offering permit joint ownership of a single unit? Yes No
[X] []

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)

Arnott, Aaron

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

One Ferry Building; San Francisco, CA 94111

Name of Associated Broker or Dealer

Stone and Youngberg, 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)

Cannon, Bob

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

371 NE Gilman Blvd.; Suite 310; Issaquah, WA 98027

Name of Associated Broker or Dealer

Pacific West 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 [X] CA [] CO [] CT [] DE [] DC [] FL [] GA [] HI [] ID
[X] IL [] IN [] IA [] KS [] KY [] LA [] ME [] MD [] MA [] MI [] MN [] MS [] MO
[] MT [] NE [] NV [] NH [] NJ [] NM [] NY [] NC [] ND [] OH [] OK [X] CA [] PA
[] RI [] SC [] SD [] TN [] TX [X] UT [] VT [] VA [X] WA [] WV [] WI [] WY [] PR

Full Name (Last name first, if individual)

Loschenko, Brian

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

5186 Carroll Canyon Road, Suite 102; San Diego, CA 92121

Name of Associated Broker or Dealer

WFP Securities

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)

Johnson, Buford

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

7636 Design Road; Baxter, MN 56425

Name of Associated Broker or Dealer

Pacific West 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
 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)

Bravo, Carlos M.

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

495 Biltmore Way # 301; Coral Gables, FL 33134

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 TX UT VT VA WA WV WI WY PR

Full Name (Last name first, if individual)

Sathre, Chris

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

23272 Mill Creek Drive Ste. 200; Laguna Hills, CA 92653

Name of Associated Broker or Dealer

WFP Securities

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)

Sathre, Curtis

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

23272 Mill Creek Drive Ste. 200; Laguna Hills, CA 92653

Name of Associated Broker or Dealer

WFP Securities

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

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 RI SC SD TN TX UT VT VA WA WV WI WY PR

Full Name (Last name first, if individual)

LaFramboise, Dan

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

5186 Carroll Canyon Road; San Diego, CA 92121

Name of Associated Broker or Dealer

WFP Securities

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

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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)

Kellogg, Dana

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

5700 Stoneridge Mall Road, Ste. 140; Pleasanton, CA 94588

Name of Associated Broker or Dealer

ePlanning 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
 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)

Rook-Johnson, Diane

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

7636 Design Road, Suite 100; Baxter, MN 56435

Name of Associated Broker or Dealer

Pacific West 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
 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)

McElmury, Elaine

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

749 Gough Ave.; Templeton, CA 93465

Name of Associated Broker or Dealer

WFP Securities

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)

Adler, Eric

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

21 College Street, Suite 1; South Hadley, MA 01075

Name of Associated Broker or Dealer

Pacific West Securities, Inc.

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

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All States

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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)

Merhoff, George

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

626 S 7th Street; Klamath Falls, OR 97601

Name of Associated Broker or Dealer

Pacific West Securities, Inc.

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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 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)

Spagnoli, Joseph

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

5717 Sunrise Blvd; Citrus Heights, CA 95610

Name of Associated Broker or Dealer

Pacific West 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
 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)

Woodhouse, Judi

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

4101 Birch Street, Suite 150; Newport Beach, CA 92260

Name of Associated Broker or Dealer

ePlanning 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
 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)

Corlett, Ken

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

5186 Carroll Canyon Road; San Diego, CA 92121

Name of Associated Broker or Dealer

WFP Securities

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

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All States

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 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)

Field, Kris

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

5186 Carroll Canyon Road Suite 102; San Diego, CA 92121

Name of Associated Broker or Dealer

WFP Securities

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

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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)

Miller, Lawrence

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

1601 2nd Street, Suite 102; San Rafael, CA 94901

Name of Associated Broker or Dealer

Investment Security 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 TX UT VT VA WA WV WI WY PR

Full Name (Last name first, if individual)

Del Rio, Lisa

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

13 August Lane; Bella Vista, AR 72714

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
 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)

Feig, Marsha A.

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

28418 Quadrille Lane; Fair Oaks Ranch, TX 78015

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 TX UT VT VA WA WV WI WY PR

Full Name (Last name first, if individual)

Deline, Matt

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

6020 Cornerstone Court West, Suite 240; San Diego, CA 92121

Name of Associated Broker or Dealer

WFP Securities

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)

Andrews, Melissa

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

371 NE Gilman Blvd., Suite 310; Issaquah, WA 98027

Name of Associated Broker or Dealer

Pacific West Securities, Inc.

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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 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)

Dorn, Peter

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

12345 University Avenue Ste. 304; Clive, IA 50325

Name of Associated Broker or Dealer

Berthel Fisher & Company

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)

Long, Robert

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

110 Havehill Road, Suite 506; Haverhill, MA 01913

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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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)

Setser, Robert

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

111 Anza Boulevard, Suite 330; Burlingame, CA 94010

Name of Associated Broker or Dealer

Berthel Fisher & Company

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)

Lee, Robyn

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

1777 Borel Place, Suite #415; San Mateo, CA 94402

Name of Associated Broker or Dealer

Berthel Fisher & Company

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)

Birnbaum, Ron

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

One Gateway Center, Suite 350; Newton, MA 02458

Name of Associated Broker or Dealer

Advisory Group Equity Services

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)

Link, Steven

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

702 Avenue F; Fort Madison, IA 52627-2913

Name of Associated Broker or Dealer

Berthel Fisher & Company

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)

Anderson, Terry

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

19341 Soda Springs Dr; Bend, OR 97702

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 TX UT VT VA WA WV WI WY PR

Full Name (Last name first, if individual)

Barkume, Thomas

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

PO Box 7; Cedar City, UT 84721

Name of Associated Broker or Dealer

Geneos Wealth Management

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)

English, Tom

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

5186 Carroll Canyon Road Suite 102; San Diego, CA 92121

Name of Associated Broker or Dealer

WFP Securities

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)

Woon, Warren

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

1314 South King Street, Suite 605; Honolulu, HI 96814

Name of Associated Broker or Dealer

Brookstreet 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 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)

Swayne, William M. II

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

420 Boylston Avenue E; Seattle, WA 98102-4904

Name of Associated Broker or Dealer

Pacific West Securities, Inc.

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

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All States

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 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	\$ <u>0</u>	\$ <u>0</u>
Equity	\$ <u>0</u>	\$ <u>0</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests	\$ <u>15,000,000</u>	\$ <u>13,415,000</u>
Other (Tenants in Common Interest)	\$ <u>0</u>	\$ <u>0</u>
Total	\$ <u>15,000,000</u>	\$ <u>13,415,000</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number of Investors	
Accredited Investors	<u>95</u>	\$ <u>13,415,000</u>
Non-accredited Investors	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only)	<u>N/A</u>	\$ <u>N/A</u>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	<u>N/A</u>	\$ <u>N/A</u>
Regulation A	<u>N/A</u>	\$ <u>N/A</u>
Rule 504	<u>N/A</u>	\$ <u>N/A</u>
Total	<u>N/A</u>	\$ <u>N/A</u>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ <u> </u>
Printing and Engraving Costs	<input type="checkbox"/>	\$ <u>64,987</u>
Legal Fees	<input type="checkbox"/>	\$ <u>164,834</u>
Accounting Fees	<input type="checkbox"/>	\$ <u> </u>
Engineering Fees	<input type="checkbox"/>	\$ <u> </u>
Sales Commissions (<i>specify finders' fees separately</i>)	<input checked="" type="checkbox"/>	\$ <u>803,900</u>
Other Expenses (Marketing and Due Diligence Fees).....	<input checked="" type="checkbox"/>	\$ <u>20,179</u>
Total	<input checked="" type="checkbox"/>	\$ <u>12,361,100</u>

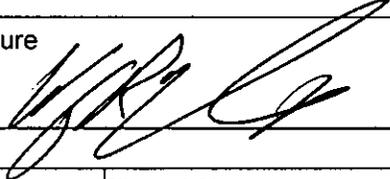
b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer. \$ 12,361,100

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 type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities ..	<input type="checkbox"/> \$ _____	<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"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): <u>Debt financing for acquisition</u>	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ <u>12,361,100</u>
<u>of property for resale.</u>	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added)		<input type="checkbox"/> \$ <u>12,361,100</u>

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 or Type) TSG Capital Fund I Manager, LLC	Signature By: 	Date <u>11-26-08</u>
Name of Signer (Print or Type) Wayne R. Hannah III	Title of Signer (Print or Type) President	

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 230.262 presently subject to any of the disqualification provisions of such rule? Yes No
 [] [X]

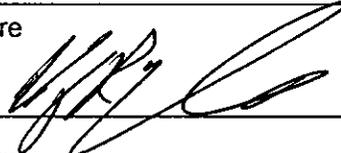
See Appendix, Column 5, for state response.

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) TSG Capital Fund I Manager, LLC	Signature By: 	Date 11-26-08
Name of Signer (Print or Type) Wayne R. Hannah III	Title of Signer (Print or Type) President	

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.

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
STATE	YES	NO		NUMBER OF ACCREDITED INVESTORS	AMOUNT	NUMBER OF NON-ACCREDITED INVESTORS	AMOUNT	YES	NO
MO		X	Capital Fund I, LLC (\$15,000,000)	2	\$425,000.00	0			X
MT									
NE									
NV		X	Capital Fund I, LLC (\$15,000,000)	1	\$200,000.00	0			X
NH									
NJ		X	Capital Fund I, LLC (\$15,000,000)	1	\$100,000.00	0			X
NM									
NY									
NC									
ND									
OH									
OK									
OR		X	Capital Fund I, LLC (\$15,000,000)	8	\$1,525,000.00	0			X
PA									
RI									
SC									
SD									
TN									
TX		X	Capital Fund I, LLC (\$15,000,000)	1	\$150,000.00	0			X
UT		X	Capital Fund I, LLC (\$15,000,000)	1	\$100,000.00	0			X
VT									
VA									
WA		X	Capital Fund I, LLC (\$15,000,000)	23	\$2,725,000.00	0			X
WV									
WI									
WY		X	Capital Fund I, LLC (\$15,000,000)	1	\$250,000.00	0			X
PR									

END