

FORM D

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

1447734
OMB APPROVAL
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hours per response

SEC
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Section
DEG 16 2009
Washington, DC
105

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

Table with 2 columns: Prefix, Serial. Row 1: DATE RECEIVED

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

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

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

Type of Filing: New Filing Amendment



08070301

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

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

TSG 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)
(312) 867-9700

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

PROCESSED

Brief Description of Business

Real estate investment

JAN 07 2009

Type of Business Organization

- corporation limited partnership, already formed other (please specify): limited liability company
business trust limited partnership, to be formed

THOMSON REUTERS

Month Year

06 03 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: DE
CN for Canada; FN for other foreign jurisdiction)

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).

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)

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? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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?..... | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 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)

Soutas, Robert

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

236 South Main Street; Salt Lake City, UT 84101

Name of Associated Broker or Dealer

Wilson-Davis & Co., Inc.

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

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

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Sathre, Chris J.

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

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Full Name (Last name first, if individual)

Kolson, Clifford

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

2 Venture Plaza, Suite 240; Irvine, CA 92618

Name of Associated Broker or Dealer

The Private Consulting Group

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)

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

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Full Name (Last name first, if individual)

Sathre, Curtis J.

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

23272 Mill Creek Dr. Suite 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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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

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

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Full Name (Last name first, if individual)

Kellogg, Dana E.

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

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Full Name (Last name first, if individual)

Templeton, Daryl

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

200 W. DeVargas St., Suite 1A, Santa Fe, NM 87501

Name of Associated Broker or Dealer

CapWest Securities, Inc.

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

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

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Full Name (Last name first, if individual)

Neilon, David

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

21350 W. North Avenue, Brookfield, WI 53045

Name of Associated Broker or Dealer

Pavek Investments

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)

Holt, Elizabeth

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

9110 E. Nichols Ave. Suite 100, Englewood, CO 80112

Name of Associated Broker or Dealer

The Private Consulting Group

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)

Radke, Hugh

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

9110 E. Nichols Ave. Suite 100, Englewood, CO 80112

Name of Associated Broker or Dealer

The Private Consulting Group

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Full Name (Last name first, if individual)

Mouradick, James

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

23272 Mill Creek Dr. Suite 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

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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

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

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Full Name (Last name first, if individual)

Fenimore, Jerry

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

82 Brookhaven Dr., Littleton, CO 80128-4581

Name of Associated Broker or Dealer

CapWest Securities, Inc.

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

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

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Full Name (Last name first, if individual)

Warren, Jim

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

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

Full Name (Last name first, if individual)

Cordova, John

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

889 Embarcadero Drive, Suite 104, El Dorado Hills, CA 95762

Name of Associated Broker or Dealer

ePlanning 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]	<input checked="" type="checkbox"/> [CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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Full Name (Last name first, if individual)

Crockett, John

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

20102 Cedar Valley Road, #102, Lynnwood, WA 98036

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

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Full Name (Last name first, if individual)

Good, John Edward

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

5100 Sanderlin #1800, Memphis, TN

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)

Harrison, John

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

275 Grove Street Suite 2-400, Auburndale, MA 02466

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

Küttlaus, Karl

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

14580 Sterling Oaks Drive, Naples, FL 34110

Name of Associated Broker or Dealer

Alliance Affiliated Equities 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]
<input checked="" type="checkbox"/> [IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	<input checked="" type="checkbox"/> [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

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

[AL]	[AK]	[AZ]	[AR]	<input checked="" type="checkbox"/> [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)

Saunders, Kenneth J.

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

5850 Coral Ridge Dr., 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

(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]

Full Name (Last name first, if individual)

Smith, Larry

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

800 Summer St Suite 415, Stamford, CT 06901

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

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

Full Name (Last name first, if individual)

Anderton, Les V.

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

4866 Viewmont Street, Holladay, UT 84117

Name of Associated Broker or Dealer

Wilson-Davis & Co., 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]	<input checked="" type="checkbox"/> [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]	<input checked="" type="checkbox"/> [UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Solomon, Lou

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

5606 Valkeith, Houston, TX 77096

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]
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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)

Miller, Myles

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]	<input checked="" type="checkbox"/> [CA]	[CO]	[CT]	[DE]	[DC]	[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)

Vincent, Noel

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

13231 Champion Forest Dr. #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]
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[RI]	[SC]	[SD]	[TN]	<input checked="" type="checkbox"/> [TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Wielde, Richard

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

10104 E Cinder Cone Trail, Scottsdale, AZ 85262

Name of Associated Broker or Dealer

Canyon Creek Financial, LLC

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

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

[AL]	[AK]	<input checked="" type="checkbox"/> [AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Groux, Robert E.

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

13231 Champion Forest Dr. #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]
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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)

Yadron, Robert

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

[AL]	[AK]	[AZ]	[AR]	<input checked="" type="checkbox"/> [CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Zajicek, Roger

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

5944 S 72nd St, Lincoln, NE 68516

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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[MT]	<input checked="" type="checkbox"/> [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)

Yen, Royce

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

533 Airport Blvd., Suite 219, Burlingame, CA 94010

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]	<input checked="" type="checkbox"/> [CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

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]	[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)

Durbin, Steve

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

306 N. Cleveland Massillon Road, Akron, OH 44333-4511

Name of Associated Broker or Dealer

Cullum and Burks 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]	<input checked="" type="checkbox"/> [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]	<input checked="" type="checkbox"/> [OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Hille, Thomas

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

250 W. 1st St., Ste. 316, Claremont, CA 91711

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]	<input checked="" type="checkbox"/> [CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
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[RI]	[SC]	[SD]	[TN]	<input checked="" type="checkbox"/> [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]	<input checked="" type="checkbox"/> [CA]	[CO]	[CT]	[DE]	[DC]	[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)

Wendt, Warren

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

1111 E Warrenville Road, Naperville, IL 60563

Name of Associated Broker or Dealer

Pavek Investments

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

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

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	<input checked="" type="checkbox"/> [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 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.....	\$ 10,000,000	\$ 10,000,000
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.....	\$ 10,000,000	\$ 10,000,000

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.....	122	\$ 10,000,000
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"/> \$ 28,015
Legal Fees.....	<input checked="" type="checkbox"/> \$ 65,000
Accounting Fees.....	<input checked="" type="checkbox"/> \$ -0-
Engineering Fees.....	<input checked="" type="checkbox"/> \$ -0-
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/> \$ 810,000
Other Expenses (identify) <u>Marketing and due diligence expenses; Miscellaneous</u>	<input checked="" type="checkbox"/> \$ 6,600
Total.....	<input checked="" type="checkbox"/> \$ 909,615

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."

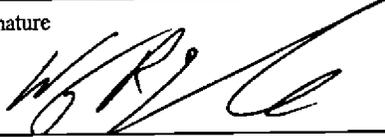
\$ 9,090,385

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.

	Payments to Officers, Directors, & Affiliates	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"/> \$ <u>9,090,385</u>
Other (specify):	<input checked="" type="checkbox"/> \$ -0-	<input checked="" type="checkbox"/> \$ -0-
Column Totals	<input checked="" type="checkbox"/> \$ -0-	<input checked="" type="checkbox"/> \$ <u>9,090,385</u>
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ <u>9,090,385</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 of Type) TSG Real Estate, LLC	Signature 	Date December 10, 2008
Name of Signer (Print or Type) Wayne R. Hannah, III	Title of Signer (Print or Type) President & CEO	

ATTENTION

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

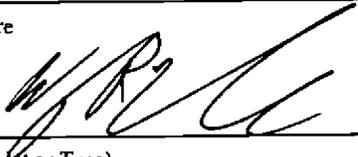
E. STATE SIGNATURE

- | | | | |
|----|--|---------------------------------|---|
| 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
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
|----|--|---------------------------------|---|

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 Real Estate, LLC	Signature 	Date December <u>1st</u> , 2008
Name (Print or Type) Wayne R. Hannah, III	Title (Print or Type) President & CEO	

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 hear typed or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
AL									
AK									
AZ		√	Series 2007-A Debentures (\$10,000,000)	2	\$150,000	-0-	-0-		√
AR									
CA		√	Series 2007-A Debentures (\$10,000,000)	44	\$3,516,000	-0-	-0-		√
CO		√	Series 2007-A Debentures (\$10,000,000)	2	\$100,000	-0-	-0-		√
CT		√	Series 2007-A Debentures (\$10,000,000)	6	\$550,000	-0-	-0-		√
DE									
DC									
FL		√	Series 2007-A Debentures (\$10,000,000)	13	\$758,000	-0-	-0-		√
GA									
HI									
ID									
IL		√	Series 2007-A Debentures (\$10,000,000)	1	\$100,000	-0-	-0-		√
IN		√	Series 2007-A Debentures (\$10,000,000)	1	\$200,000	-0-	-0-		√
IA									
KS									
KY									
LA									
ME									
MD									
MA		√	Series 2007-A Debentures (\$10,000,000)	2	\$100,000	-0-	-0-		√
MI									
MN		√	Series 2007-A Debentures (\$10,000,000)	2	\$100,000	-0-	-0-		√
MS									
MO		√	Series 2007-A Debentures (\$10,000,000)	1	\$50,000	-0-	-0-		√
MT									

APPENDIX

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	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NE		√	Series 2007-A Debentures (\$10,000,000)	1	\$50,000	-0-	-0-		√
NV		√	Series 2007-A Debentures (\$10,000,000)	3	\$260,000	-0-	-0-		√
NH									
NJ		√	Series 2007-A Debentures (\$10,000,000)	7	\$517,620	-0-	-0-		√
NM		√	Series 2007-A Debentures (\$10,000,000)	2	\$100,000	-0-	-0-		√
NY									
NC		√	Series 2007-A Debentures (\$10,000,000)	2	\$100,000	-0-	-0-		√
ND									
OH		√	Series 2007-A Debentures (\$10,000,000)	1	\$50,000	-0-	-0-		√
OK									
OR		√	Series 2007-A Debentures (\$10,000,000)	1	\$100,000	-0-	-0-		√
PA									
RI									
SC									
SD									
TN		√	Series 2007-A Debentures (\$10,000,000)	1	\$80,000	-0-	-0-		√
TX		√	Series 2007-A Debentures (\$10,000,000)	7	\$500,000	-0-	-0-		√
UT		√	Series 2007-A Debentures (\$10,000,000)	20	\$2,343,380	-0-	-0-		√
VT									
VA									
WA		√	Series 2007-A Debentures (\$10,000,000)	1	\$50,000	-0-	-0-		√
WV									
WI		√	Series 2007-A Debentures (\$10,000,000)	2	\$225,000	-0-	-0-		√
WY									
PR									

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