

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Expires: November 30, 2008

Estimated average burden hours per response: 4.00

DEC 24 2008

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

Brownstone Publishing, LLC

Previous Name(s)

None

Entity Type (Select one)

- Corporation
Limited Partnership
Limited Liability Company
General Partnership
Business Trust
Other (Specify)

Jurisdiction of Incorporation/Organization

Indiana

Year of Incorporation/Organization (Select one)

- Over Five Years Ago
Within Last Five Years (specify year)
Yet to Be Formed

[Empty box]

Yet to Be Formed

[Empty box]

(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

1030 East Washington Street

Street Address 2

[Empty box]

City

Indianapolis

State/Province/Country

Indiana

ZIP/Postal Code

46202

Phone No.

317-252-8585

Item 3. Related Persons

Last Name

Oesterle

First Name

William

Middle Name

S.

Street Address 1

1030 East Washington Street

Street Address 2

[Redacted]

City

Indianapolis

State/Province/Country

Indiana

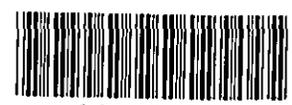
ZIP/Postal Code

46202

Relationship(s): Executive Officer, Director, Promoter

Clarification of Response (if Necessary)

[Empty box]



08070482

(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
Business Services
Energy
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)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504(b)(1)(i)
- Rule 504(b)(1)(ii)
- Rule 504(b)(1)(iii)
- Rule 505
- Rule 506
- Securities Act Section 4(6)

Investment Company Act Section 3(c)

- Section 3(c)(1)
- Section 3(c)(2)
- Section 3(c)(3)
- Section 3(c)(4)
- Section 3(c)(5)
- Section 3(c)(6)
- Section 3(c)(7)

- Section 3(c)(9)
- Section 3(c)(10)
- Section 3(c)(11)
- Section 3(c)(12)
- Section 3(c)(13)
- Section 3(c)(14)

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)

- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- 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 \$ 0

Item 12. Sales Compensation

Recipient: William Blair & Company, L.L.C. Recipient CRD Number: 1252. Includes state solicitation checkboxes for CA, IL, etc.

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 23,000,000 OR Indefinite
(b) Total Amount Sold \$ 23,000,000
(c) Total Remaining to be Sold \$ 0 OR Indefinite

Clarification of Response (if Necessary)

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: 2

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 \$ 402,000.00 Estimate

Finders' Fees \$ 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.

\$ 402,000.00

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)
Brownstone Publishing, LLC

Name of Signer
William S. Oesterle

Signature


Title
President

Number of continuation pages attached: 5

Date
12/15/08

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: Harvey, First Name: Tim, Middle Name: []
Street Address 1: 1030 East Washington Street, Street Address 2: []
City: Indianapolis, State/Province/Country: Indiana, ZIP/Postal Code: 46202
Relationship(s): Executive Officer, Director, Promoter
Clarification of Response (if Necessary): []

Last Name: Brenton, First Name: Scott, Middle Name: A.
Street Address 1: 1030 East Washington Street, Street Address 2: []
City: Indianapolis, State/Province/Country: Indiana, ZIP/Postal Code: 46202
Relationship(s): Executive Officer, Director, Promoter
Clarification of Response (if Necessary): []

Last Name: Holt, First Name: Michael, Middle Name: M.
Street Address 1: 1030 East Washington Street, Street Address 2: []
City: Indianapolis, State/Province/Country: Indiana, ZIP/Postal Code: 46202
Relationship(s): Executive Officer, Director, Promoter
Clarification of Response (if Necessary): []

Last Name: Biddinger, First Name: John, Middle Name: W.
Street Address 1: 7491 Albert Tillinghast Drive, Street Address 2: []
City: Sarasota, State/Province/Country: Florida, ZIP/Postal Code: 34240
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	First Name	Middle Name
Ackerman	John	
Street Address 1	Street Address 2	
1030 East Washington Street		
City	State/Province/Country	ZIP/Postal Code
Indianapolis	Indiana	46202
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Chuang	John	H.
Street Address 1	Street Address 2	
711 Boylston Avenue		
City	State/Province/Country	ZIP/Postal Code
Boston	Massachusetts	02116
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Schilling	Matthias	
Street Address 1	Street Address 2	
600 Montgomery Street		
City	State/Province/Country	ZIP/Postal Code
San Francisco	California	94111
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Kapner	Steven	M.
Street Address 1	Street Address 2	
711 Boylston Avenue		
City	State/Province/Country	ZIP/Postal Code
Boston	Massachusetts	02116
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: Lee
 First Name: Roger
 Middle Name:
 Street Address 1: 2884 Sand Hill Road, Suite 101
 Street Address 2:
 City: Menlo Park
 State/Province/Country: California
 ZIP/Postal Code: 94205
 Relationship(s): Executive Officer Director Promoter
 Clarification of Response (if Necessary):

Last Name: William Blair & Company, L.L.C.
 First Name:
 Middle Name:
 Street Address 1: 222 West Adams Street
 Street Address 2:
 City: Chicago
 State/Province/Country: Illinois
 ZIP/Postal Code: 60606
 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.)

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

AL Markets, LLC

Name of Signer

William S. Oesterle

Signature



Title

President

Date

12/15/08

Issuer

AL Campus Kids, LLC

Name of Signer

Chuck Hundt

Signature



Title

President

Date

12/15/08

Issuer

Name of Signer

Signature

Title

Date

Issuer

Name of Signer

Signature

Title

Date

END