

Items 1 and 2 Continuation Page

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

2-3

Name of Issuer  
AL Markets, LLC

Jurisdiction of Incorporation/Organization  
Indiana

Previous Name(s)  None

08070521

Entity Type (Select one)

- Corporation
- Limited Partnership
- Limited Liability Company
- General Partnership
- Business Trust

Year of Incorporation/Organization (Select one)

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

REC 24 2008  
Washington, DC 20549

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

Street Address 1: 1030 East Washington Street

Street Address 2: Washington, DC 20549

City: Indianapolis State/Province/Country: Indiana ZIP/Postal Code: 46202 Phone No.: 317-252-8585

Name of Issuer  
AL Campus Kids, LLC

Jurisdiction of Incorporation/Organization  
Indiana

Year of Incorporation/Organization (Select one)

Over Five Years Ago  Within Last Five Years (specify year) 2007  Yet to Be Formed

Previous Name(s)  None

PROCESSED  
FEB 04 2009  
THOMSON REUTERS

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: 1030 East Washington Street

Street Address 2:

City: Indianapolis State/Province/Country: Indiana ZIP/Postal Code: 46202 Phone No.: 317-252-8585

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.:

FORM D

Notice of Exempt Offering of Securities

SFC Mail Processing

DEC 24 2000

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

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

Item 1. Issuer's Identity

Name of Issuer:

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)

(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.:

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):

(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)**

- 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

[Empty box]

Recipient CRD Number

[Empty box]

No CRD Number

(Associated) Broker or Dealer  None

(Associated) Broker or Dealer CRD Number

William Blair & Company, L.L.C.

1252

No CRD Number

Street Address 1

222 West Adams Street

Street Address 2

[Empty box]

City

Chicago

State/Province/Country

Illinois

ZIP/Postal Code

60606

States of Solicitation  All States

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

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

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 23,000,000 OR  Indefinite

(b) Total Amount Sold \$ 23,000,000

(c) Total Remaining to be Sold \$ 0 OR  Indefinite  
(Subtract (a) from (b))

Clarification of Response (if Necessary)

[Empty box]

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:

[Empty box]

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 \$ [Empty box]  Estimate

Clarification of Response (if Necessary)

[Empty box]

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

[Handwritten signature]

Title

President

Number of continuation pages attached:

5

Date

12/15/08

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
Harvey	Tim	
Street Address 1	Street Address 2	
1030 East Washington Street		
City	State/Province/Country	ZIP/Postal Code
Indianapolis	Indiana	46202
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Brenton	Scott	A.
Street Address 1	Street Address 2	
1030 East Washington Street		
City	State/Province/Country	ZIP/Postal Code
Indianapolis	Indiana	46202
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Holt	Michael	M.
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
Biddinger	John	W.
Street Address 1	Street Address 2	
7491 Albert Tillinghast Drive		
City	State/Province/Country	ZIP/Postal Code
Sarasota	Florida	34240
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: Ackerman, First Name: John, 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: Chuang, First Name: John, Middle Name: H.  
Street Address 1: 711 Boylston Avenue, Street Address 2: [ ]  
City: Boston, State/Province/Country: Massachusetts, ZIP/Postal Code: 02116  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: Schilling, First Name: Matthias, Middle Name: [ ]  
Street Address 1: 600 Montgomery Street, Street Address 2: [ ]  
City: San Francisco, State/Province/Country: California, ZIP/Postal Code: 94111  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: Kapner, First Name: Steven, Middle Name: M.  
Street Address 1: 711 Boylston Avenue, Street Address 2: [ ]  
City: Boston, State/Province/Country: Massachusetts, ZIP/Postal Code: 02116  
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
Lee	Roger	
Street Address 1	Street Address 2	
2884 Sand Hill Road, Suite 101		
City	State/Province/Country	ZIP/Postal Code
Menlo Park	California	94205
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
William Blair & Company, L.L.C.		
Street Address 1	Street Address 2	
222 West Adams Street		
City	State/Province/Country	ZIP/Postal Code
Chicago	Illinois	60606
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> 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): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> 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): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> 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

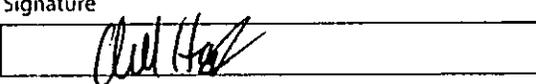
Signature  


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**