

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 \$ 1,000

Item 12. Sales Compensation

Recipient: H & L Equities, LLC; Recipient CRD Number: 113794; (Associated) Broker or Dealer: None

Street Address 1: H & L Equities, LLC; Street Address 2: 100 Colony Square, Suite 2120

City: Atlanta; State/Province/Country: GA; ZIP/Postal Code: 30361-6206

States of Solicitation: All States (checked); List of states with checkboxes for AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY, PR

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

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 125,000 OR Indefinite; (b) Total Amount Sold \$ 125,000; (c) Total Remaining to be Sold \$ -0- OR Indefinite

Clarification of Response (if Necessary): The Offering is expected to close on January 30, 2009 and the Trust has reserved the right to terminate the Offering at any time prior to such closing.

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: 125

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 \$ 6,250 Estimate; Finders' Fees \$ -0- 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.

\$

Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

Name of Signer

Signature

Title

Number of continuation pages attached:

Date

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Hutchison First Name: Ronald Middle Name:

Street Address 1: 10 Glenlake Parkway, Suite 800, South Tower Street Address 2:

City: Atlanta State/Province/Country: GA ZIP/Postal Code: 30328

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name: Opdeweegh First Name: Jos Middle Name:

Street Address 1: 10 Glenlake Parkway, Suite 800, South Tower Street Address 2:

City: Atlanta State/Province/Country: GA ZIP/Postal Code: 30328

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary): Relationship is also as Trustee of the Trust.

Last Name: Schnug First Name: George Middle Name: A.

Street Address 1: 10 Glenlake Parkway, Suite 800, South Tower Street Address 2:

City: Atlanta State/Province/Country: GA ZIP/Postal Code: 30328

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary): Relationship is Trustee of the Trust.

Last Name: Sleigh First Name: Steve Middle Name:

Street Address 1: 10 Glenlake Parkway, Suite 800, South Tower Street Address 2:

City: Atlanta State/Province/Country: GA ZIP/Postal Code: 30328

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary): Relationship is Trustee of the Trust.

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

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Smernoff First Name: Marc Middle Name:

Street Address 1: 10 Glenlake Parkway, Suite 800, South Tower Street Address 2:

City: Atlanta State/Province/Country: GA ZIP/Postal Code: 30328

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary): Relationship is Trustee of the Trust.

Last Name: Tochner First Name: Ira Middle Name:

Street Address 1: 10 Glenlake Parkway, Suite 800, South Tower Street Address 2:

City: Atlanta State/Province/Country: GA ZIP/Postal Code: 30328

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary): Relationship is Trustee of the Trust.

Last Name: Brace First Name: Frederic Middle Name:

Street Address 1: 10 Glenlake Parkway, Suite 800, South Tower Street Address 2:

City: Atlanta State/Province/Country: GA ZIP/Postal Code: 30328

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary): Relationship is Trustee of the Trust.

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.)

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient

Recipient CRD Number

Charles Harrison

3071551

No CRD Number

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number

H & L Equities, LLC

113794

No CRD Number

Street Address 1

Street Address 2

1175 Peachtree St., N.E.

100 Colony Square, Suite 2120

City

State/Province/Country

ZIP/Postal Code

Atlanta

GA

30361-6206

States of Solicitation All States

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| <input type="checkbox"/> IL | <input type="checkbox"/> IN | <input type="checkbox"/> IA | <input type="checkbox"/> KS | <input type="checkbox"/> KY | <input type="checkbox"/> LA | <input type="checkbox"/> ME | <input checked="" type="checkbox"/> MD | <input type="checkbox"/> MA | <input type="checkbox"/> MI | <input type="checkbox"/> MN | <input type="checkbox"/> MS | <input type="checkbox"/> MO |
| <input type="checkbox"/> MT | <input type="checkbox"/> NE | <input type="checkbox"/> NV | <input type="checkbox"/> NH | <input type="checkbox"/> NJ | <input type="checkbox"/> NM | <input type="checkbox"/> NY | <input type="checkbox"/> NC | <input type="checkbox"/> ND | <input type="checkbox"/> OH | <input checked="" type="checkbox"/> OK | <input type="checkbox"/> OR | <input checked="" type="checkbox"/> PA |
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Recipient

Recipient CRD Number

Phyllis J. Beck

1020488

No CRD Number

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number

H & L Equities, LLC

113794

No CRD Number

Street Address 1

Street Address 2

1175 Peachtree St., N.E.

100 Colony Square, Suite 2120

City

State/Province/Country

ZIP/Postal Code

Atlanta

GA

30361-6206

States of Solicitation All States

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