

1459462

FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

OMB APPROVAL	
OMB Number: 3235-0076	
Expires: March 31, 2009	
Estimated average burden hours per response: 4.00	

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)

PROCESSED
MAR 27 2009
THOMSON REUTERS

(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:
SEE Mail Processing Section

Street Address 1:

Street Address 2:
MAR 7 1 2009

City: State/Province/Country: ZIP/Postal Code:
Washington, DC 103

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

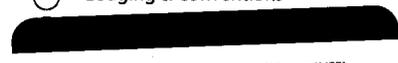
Construction
 REITS & Finance
 Residential
 Other Real Estate

Retailing

Restaurants

Technology
 Computers
 Telecommunications
 Other Technology

Travel
 Airlines & Airports
 Lodging & Conventions



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 [X] First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year? [] Yes [X] 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 [X] No

Clarification of Response (if Necessary)

[]

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 20,000.00

Item 12. Sales Compensation

Recipient

More than five persons

(Associated) Broker or Dealer None

Allegheny Investments, Ltd.

Street Address 1

811 Camp Horne Road

City

Pittsburgh

State/Province/Country

Pennsylvania

ZIP/Postal Code

15237

Recipient CRD Number

No CRD Number

(Associated) Broker or Dealer CRD Number

7597

No CRD Number

Street Address 2

Suite 100

States of Solicitation All States

- Grid of state checkboxes with AZ, MD, MA, NC, TN, VA, PA, HI, MO, and PA checked.

(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 \$ up to 2,800,000 OR Indefinite

(b) Total Amount Sold \$ 0

(c) Total Remaining to be Sold \$ up to 2,800,000 OR Indefinite

Clarification of Response (if Necessary)

[Empty box for clarification]

Item 14. Investors

Check this box [X] 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:

0

Enter the total number of investors who already have invested in the offering:

0

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 \$ up to 196,000 [X] Estimate

Finders' Fees \$ 0 [] Estimate

Clarification of Response (if Necessary)

Includes 4% sales commission; 1% offering expense allowance; and 1% managing dealer fee and 1% financial consulting fee to Chauner Securities, Inc.; totals for all of the above will not exceed \$196,000.

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.

\$ 150,000

Estimate

Clarification of Response (If Necessary)

Tri-Land Properties, Inc., Issuer's Manager, will receive \$150,000 toward its \$350,000 TIF procurement fee from offering proceeds. The Manager may use additional offering proceeds toward the balance or to pay other fees to the Manager, as described in the offering memorandum, but this is not currently anticipated.

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)
Tri-Land Cherokee Investors LLC

Name of Signer
Tri-Land Properties, Inc., Manager

Signature
[Handwritten Signature]

Title
Richard Dube, President of Tri-Land Properties, Inc.

Number of continuation pages attached: 5

Date
3/6/2009

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
Andrews	John	W.
Street Address 1	Street Address 2	
One Westbrook Corporate Center	Suite 520	
City	State/Province/Country	ZIP/Postal Code
Westchester	Illinois	60154
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) Assistant Secretary/Chief Financial Officer of Tri-Land Properties, Inc., Manager of Issuer		

Last Name	First Name	Middle Name
Dube	Richard	F.
Street Address 1	Street Address 2	
One Westbrook Corporate Center	Suite 520	
City	State/Province/Country	ZIP/Postal Code
Westchester	Illinois	60154
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) President, Treasurer and Director of Tri-Land Properties, Inc., Manager of the Issuer		

Last Name	First Name	Middle Name
Robinson	Hugh	D.
Street Address 1	Street Address 2	
One Westbrook Corporate Center	Suite 520	
City	State/Province/Country	ZIP/Postal Code
Westchester	Illinois	60154
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) Executive Vice President, Secretary, Director of Tri-Land Properties, Inc., Manager of Issuer		

SEC
Mail Processing
Section

MAR 11 2009

Washington, DC

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Last Name	First Name	Middle Name
Warren	Jeffrey	D.
Street Address 1	Street Address 2	
330 North Wabash Avenue	22nd Floor	
City	State/Province/Country	ZIP/Postal Code
Chicago	Illinois	60611
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) Assistant Secretary of Tri-Land Properties, Inc., Manager of the Issuer		

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

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient

More than five persons

(Associated) Broker or Dealer None

American Investors Company

Street Address 1

P. O. Box 1307

City
San Ramon

State/Province/Country
California

ZIP/Postal Code
94583

Recipient CRD Number

No CRD Number

(Associated) Broker or Dealer CRD Number

38 No CRD Number

Street Address 2

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

Recipient

More than five persons

(Associated) Broker or Dealer None

Chauner Securities, Inc.

Street Address 1

500 Skokie Boulevard

City
Northbrook

State/Province/Country
Illinois

ZIP/Postal Code
60062

Recipient CRD Number

No CRD Number

(Associated) Broker or Dealer CRD Number

10075 No CRD Number

Street Address 2

Suite 525

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

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient

Roy Fuller

(Associated) Broker or Dealer None

Commonwealth Financial Network

Street Address 1

29 Sawyer Road

City

Waltham

State/Province/Country

Massachusetts

ZIP/Postal Code

02453

Recipient CRD Number

720140

No CRD Number

(Associated) Broker or Dealer CRD Number

8032

No CRD Number

Street Address 2

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

Recipient

More than five persons

(Associated) Broker or Dealer None

David Sherman & Co.

Street Address 1

500 Skokie Boulevard

City

Northbrook

State/Province/Country

Illinois

ZIP/Postal Code

60062

Recipient CRD Number

No CRD Number

(Associated) Broker or Dealer CRD Number

3390

No CRD Number

Street Address 2

Suite 525

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

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient: More than five persons (Associated) Broker or Dealer None
 Equity Services, Inc.
 Street Address 1: One National Life Drive
 City: Montpelier State/Province/Country: Vermont ZIP/Postal Code: 05604
 Recipient CRD Number: (Associated) Broker or Dealer CRD Number: 265 No CRD Number

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

Recipient: More than five persons (Associated) Broker or Dealer None
 Financial Goal Securities, Inc.
 Street Address 1: 35900 Bob Hope Drive
 City: Rancho Mirage State/Province/Country: California ZIP/Postal Code: 92270
 Recipient CRD Number: (Associated) Broker or Dealer CRD Number: 19066 No CRD Number

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

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient

Recipient CRD Number

More than five persons

No CRD Number

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number

Gardner Financial Services, Inc.

21000

No CRD Number

Street Address 1

Street Address 2

8412 Wayzata Boulevard

Suite 350

City

State/Province/Country

ZIP/Postal Code

Minneapolis

Minnesota

55426

States of Solicitation All States

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| <input checked="" 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 type="checkbox"/> MD | <input type="checkbox"/> MA | <input type="checkbox"/> MI | <input checked="" 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 type="checkbox"/> OK | <input type="checkbox"/> OR | <input type="checkbox"/> PA |
| <input type="checkbox"/> RI | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input checked="" type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> PR |

Recipient

Recipient CRD Number

More than five persons

No CRD Number

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number

Thomas M. Nixon & Associates, Inc.

17047

No CRD Number

Street Address 1

Street Address 2

4775 Wallingford Street

City

State/Province/Country

ZIP/Postal Code

Pittsburgh

Pennsylvania

15213-1711

States of Solicitation All States

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| <input type="checkbox"/> AL | <input type="checkbox"/> AK | <input type="checkbox"/> AZ | <input type="checkbox"/> AR | <input type="checkbox"/> CA | <input type="checkbox"/> CO | <input type="checkbox"/> CT | <input type="checkbox"/> DE | <input type="checkbox"/> DC | <input type="checkbox"/> FL | <input type="checkbox"/> GA | <input type="checkbox"/> HI | <input type="checkbox"/> ID |
| <input checked="" 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 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 checked="" type="checkbox"/> NJ | <input type="checkbox"/> NM | <input type="checkbox"/> NY | <input type="checkbox"/> NC | <input type="checkbox"/> ND | <input type="checkbox"/> OH | <input type="checkbox"/> OK | <input type="checkbox"/> OR | <input checked="" type="checkbox"/> PA |
| <input type="checkbox"/> RI | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> PR |

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