

FORM D

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SEC  
Mail Processing  
Section  
MAR 13 2009  
Washington, DC  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

TEMPORARY  
FORM D

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

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	March 31, 2009
Estimated average burden hours per response	16.00

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

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

**ArciTerra Note Fund III, LLC / 9.25% Secured Notes**

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

Type of Filing:  New Filing  Amendment

**A. BASIC IDENTIFICATION DATA**

**1. Enter the information requested about the issuer**

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

**ArciTerra Note Fund III, LLC**

Address of Executive Offices <b>2720 E. Camelback Road, Suite 220, Phoenix, AZ 85016</b>	(Number and Street, City, State, Zip Code)	Telephone Number (Ir <b>(602) 840-6800</b>
Address of Principal Business Operations (if different from Executive Offices) <b>Same</b>	(Number and Street, City, State, Zip Code)	Telephone Number (Ir <b>Same</b>

Brief Description of Business

**Real Estate Investments ("Properties")**

Type of Business Organization

- corporation
- limited partnership, already formed
- Other (please specify)  
**Limited Liability Company**
- business trust
- limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month **02** Year **08**  Actual  Estimated

Jurisdiction of Incorporation or Organization (Enter two-letter U.S. Postal Service abbreviation for State: **AZ**  
CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS Note: This is a special Temporary Form D (17 CFR 239.500T) that is available to be filed instead of Form D (17 CFR 239.500) only to issuers that file with the Commission a notice on Temporary Form D (17 CFR 239.500T) or an amendment to such a notice in paper format on or after September 15, 2008 but before March 16, 2009. During that period, an issuer also may file in paper format an initial notice using Form D (17 CFR 239.500) but, if it does, the issuer must file amendments using Form D (17 CFR 239.500) and otherwise comply with all the requirements of § 230.503T.

**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:* Two (2) copies of this notice must be filed with the SEC, one of which must be manually signed. The copy not manually signed must be a photocopy 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 federal 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.**

SEC 1972 (6-02)

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 control number.



**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..... Yes  No   
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$ 25,000(3)  
 Yes  No
3. Does the offering permit joint ownership of a single unit? ..... Yes  No
4. Enter the information required 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)

**VSR Financial Services, Inc.**

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

**8620 W. 110<sup>th</sup> Street, Suite 200, Overland Park, KS 66210**

Name of Associated Broker or Dealer

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)

**DeWaay, Don**

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

**13001 University Avenue, Clive, IA 50325**

Name of Associated Broker or Dealer

**DeWaay Financial Network**

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [check states in which broker-dealer is registered]

- (Check "All States" or check individual States) .....  All States
- |  |                             |  |  |  |  |                             |                             |  |  |  |                             |  |
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Full Name (Last name first, if individual)

**Hrycyk, Stephanie**

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

**3949 Old Post Road, Charlestown, RI 02813**

Name of Associated Broker or Dealer

**Gramercy 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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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

(3) The Manager of the Issuer may, in its sole and absolute discretion, waive or lower the minimum purchase requirement for certain investors.

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..... Yes  No   
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... **\$ 25,000(3)**  
 Yes  No
3. Does the offering permit joint ownership of a single unit? ..... Yes  No
4. Enter the information required 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)

**Collins, Brenton**

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

**13001 University Avenue, Clive, IA 50325**

Name of Associated Broker or Dealer

**DeWaay Financial Network**

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)

**Cross, Joshua**

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

**13001 University Avenue, Clive, IA 50325**

Name of Associated Broker or Dealer

**DeWaay Financial Network**

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [check states in which broker-dealer is registered]

- (Check "All States" or check individual States) .....  All States
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Full Name (Last name first, if individual)

**QA3 Financial Corp.**

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

**One Valmont Plaza, 4<sup>th</sup> Floor, Omaha, NE 68154-5203**

Name of Associated Broker or Dealer

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, as necessary.)

**(3) The Manager of the Issuer may, in its sole and absolute discretion, waive or lower the minimum purchase requirement for certain investors.**

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..... Yes  No   
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$ 25,000(3)
3. Does the offering permit joint ownership of a single unit? ..... Yes  No
4. Enter the information required 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)

**Steiger, James**

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

**14497 N. Dale Mabry Hwy., Suite 215, Tampa, FL 33618**

Name of Associated Broker or Dealer

**Calton & Associates, 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)

**Lopez, Wade**

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

**13001 University Avenue, Clive, IA 50325**

Name of Associated Broker or Dealer

**DeWaay Financial Network**

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)

**Health, John**

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

**3949 Old Post Oak Road, Charlestown, RI 02813**

Name of Associated Broker or Dealer

**Gramercy 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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(3) The Manager of the Issuer may, in its sole and absolute discretion, waive or lower the minimum purchase requirement for certain investors.

**B. INFORMATION ABOUT OFFERING**

- |  |  |   |
|--|--|---|
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? .....   | Yes<br><input type="checkbox"/>            | No<br><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? .....   | <b>\$ 25,000(3)</b>                        |   |
| 3. Does the offering permit joint ownership of a single unit? .....  | Yes<br><input checked="" type="checkbox"/> | No<br><input type="checkbox"/>            |
| 4. Enter the information required 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)

**Holmes, Ronald**

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

**14497 N. Dale Mabry Hwy., Suite 215, Tampa, FL 33618**

Name of Associated Broker or Dealer

**Calton & Associates, 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)

**Sweas, Paul**

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

**220 North Main St., Suite 400, Davenport, IA 52801-1921**

Name of Associated Broker or Dealer

**Ausdal Financial Partners, 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)

**Balcer, Gerald**

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

**1415 W. Randol Mill, Arlington, TX 76012**

Name of Associated Broker or Dealer

**GRB Financial 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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**B. INFORMATION ABOUT OFFERING**

- |  |                                     |                                     |
|--|-------------------------------------|-------------------------------------|
|  | <b>Yes</b>                          | <b>No</b>                           |
| 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? .....   | <b>\$ 25,000(3)</b>                 |                                     |
|  | <b>Yes</b>                          | <b>No</b>                           |
| 3. Does the offering permit joint ownership of a single unit? .....  | <input checked="" type="checkbox"/> | <input type="checkbox"/>            |
| 4. Enter the information required 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)

**Morrow, Michael**

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

**13001 University Avenue, Clive, IA 50325**

Name of Associated Broker or Dealer

**DeWaay Financial Network**

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

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

Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

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

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

Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

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

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

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

(3) The Manager of the Issuer may, in its sole and absolute discretion, waive or lower the minimum purchase requirement for certain investors.

**B. INFORMATION ABOUT OFFERING**

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  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 .....	\$ <u>25,000,000(4)</u>	\$ <u>22,080,315</u>
Equity .....	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including Warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____) .....	\$ _____	\$ _____
Total .....	\$ <u>25,000,000(4)</u>	\$ <u>22,080,315</u>

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 .....	<u>488</u>	\$ <u>22,080,315</u>
Non-accredited Investors .....	<u>-0-</u>	\$ <u>-0-</u>
Total (for filings under Rule 504 only) .....	<u>N/A</u>	\$ <u>N/A</u>

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 .....	<u>N/A</u>	\$ <u>N/A</u>
Regulation A .....	<u>N/A</u>	\$ <u>N/A</u>
Rule 504 .....	<u>N/A</u>	\$ <u>N/A</u>
Total .....	<u>N/A</u>	\$ <u>N/A</u>

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 type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees .....	<input checked="" type="checkbox"/>	\$ <u>250,000(5)</u>
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input checked="" type="checkbox"/>	\$ <u>1,500,000</u>
Other Expenses (identify) <u>Marketing Allowance and Accountable Due Diligence Expenses</u> .....	<input checked="" type="checkbox"/>	\$ <u>375,000</u>
Total .....	<input checked="" type="checkbox"/>	\$ <u>2,125,000</u>

- (4) Includes an additional \$10,000,000 of 9.25% Secured Notes that the Issuer reserves the right to issue pursuant to its Private Offering Memorandum in its sole and absolute discretion.

- (5) Includes legal, printing, filing fees, and other expenses including reimbursement to affiliates of direct and indirect expenses.

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

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." .....

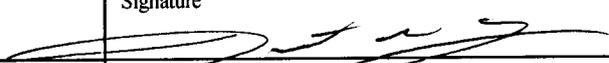
\$ 22,875,000

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 for 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 type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase of real estate ( <b>Acquisition of Properties</b> ) .....	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>22,875,000(6)</u>
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Construction or lease of plant buildings and facilities .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
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 type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Other (specify) _____				
_____				
_____				
Column Totals .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Total Payments Listed (column totals added) .....	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>22,875,000</u>
			<input checked="" type="checkbox"/>	\$ <u>22,875,000</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 or Type) <b>ArciTerra Note Fund III, LLC</b>	Signature 	Date <b>3-12-09</b>
Name of Signer (Print or Type) <b>Jonathan M. Larmore</b>	Title of Signer (Print or Type) <b>Chief Executive Officer and Manager of ArciTerra Group, LLC, Manager of the Issuer</b>	

(6) Acquisition of Properties may include, in addition to acquisition costs, real estate or other commissions or fees. Real estate commissions may be paid by the sellers of Properties to an affiliate of the Issuer.

**ATTENTION**

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

**E. STATE SIGNATURE**

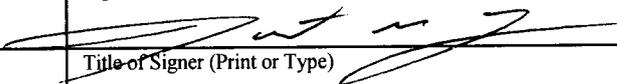
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? .....  Yes  No  (7)

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 ready 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.

**THE FOREGOING UNDERTAKINGS AND REPRESENTATIONS ARE PROVIDED AND SHALL BE ENFORCEABLE AGAINST THE ISSUER ONLY TO THE EXTENT THAT SUCH UNDERTAKINGS AND REPRESENTATIONS ARE REQUIRED TO BE MADE AFTER APPLICATION OF THE NATIONAL SECURITIES MARKETS IMPROVEMENT ACT OF 1996.**

Issuer (Print or Type) <b>ArciTerra Note Fund III, LLC</b>	Signature 	Date <b>3-12-09</b>
Name of Signer (Print or Type) <b>Jonathan M. Larmore</b>	Title of Signer (Print or Type) <b>Chief Executive Officer and Manager of ArciTerra Group, LLC, Manager of the Issuer</b>	

(7) Not applicable for Rule 506 offerings.

**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 bear typed or printed signatures.

**APPENDIX**

1 State	2 Intended 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)(7)	
	Yes	No		Secured Notes	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
AL									
AK									
AZ		X	\$25,000,000	5	\$137,750	-0-	-0-		(7)
AR		X	\$25,000,000	5	\$265,000	-0-	-0-		(7)
CA		X	\$25,000,000	18	\$668,000	-0-	-0-		(7)
CO		X	\$25,000,000	9	\$275,000	-0-	-0-		(7)
CT									
DE									
DC									
FL		X	\$25,000,000	17	\$861,000	-0-	-0-		(7)
GA		X	\$25,000,000	5	\$255,000	-0-	-0-		(7)
HI									
ID		X	\$25,000,000	3	\$52,000	-0-	-0-		(7)
IL		X	\$25,000,000	18	\$1,193,000	-0-	-0-		(7)
IN									
IA		X	\$25,000,000	171	\$5,092,690	-0-	-0-		(7)
KS		X	\$25,000,000	2	\$30,000	-0-	-0-		(7)
KY		X	\$25,000,000	8	\$615,000	-0-	-0-		(7)
LA		X	\$25,000,000	64	\$4,586,375	-0-	-0-		(7)
ME									
MD		X	\$25,000,000	2	\$40,000	-0-	-0-		(7)
MA									
MI		X	\$25,000,000	2	\$75,000	-0-	-0-		(7)
MN		X	\$25,000,000	23	\$1,267,000	-0-	-0-		(7)
MS		X	\$25,000,000	2	\$107,500	-0-	-0-		(7)
MO		X	\$25,000,000	6	\$208,000	-0-	-0-		(7)

(7) Not applicable for Rule 506 offerings.

**APPENDIX**

1 State	2 Intended 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)(7)	
	Yes	No		Secured Notes	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
MT		X	\$25,000,000	1	\$30,000	-0-	-0-		(7)
NE		X	\$25,000,000	3	\$70,000	-0-	-0-		(7)
NV		X	\$25,000,000	2	\$125,000	-0-	-0-		(7)
NH									
NJ		X	\$25,000,000	3	\$89,000	-0-	-0-		(7)
NM		X	\$25,000,000	1	\$25,000	-0-	-0-		(7)
NY		X	\$25,000,000	8	\$267,000	-0-	-0-		(7)
NC									
ND									
OH		X	\$25,000,000	3	\$115,000	-0-	-0-		(7)
OK		X	\$25,000,000	7	\$266,000	-0-	-0-		(7)
OR		X	\$25,000,000	2	\$80,000	-0-	-0-		(7)
PA									
RI									
SC									
SD									
TN		X	\$25,000,000	2	\$175,000	-0-	-0-		(7)
TX		X	\$25,000,000	74	\$4,230,000	-0-	-0-		(7)
UT		X	\$25,000,000	1	\$120,000	-0-	-0-		(7)
VT									
VA		X	\$25,000,000	18	\$675,000	-0-	-0-		(7)
WA		X	\$25,000,000	2	\$60,000	-0-	-0-		(7)
WV		X	\$25,000,000	1	\$25,000	-0-	-0-		(7)
WI									
WY									
PR									

(7) Not applicable for Rule 506 offerings.