

SECURITIES AND EXCHANGE COMMISSION

FORM D/A

Official notice of an offering of securities that is made without registration under the Securities Act in reliance on an exemption provided by Regulation D and Section 4(6) under the Act.
[amend]

Filing Date: **2013-01-09**
SEC Accession No. [0001550183-13-000001](#)

([HTML Version](#) on [secdatabase.com](#))

FILER

PNS Grocery DST

CIK: [1550183](#) | IRS No.: **326219967** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **D/A** | Act: **33** | File No.: [021-178856](#) | Film No.: **13520858**

Mailing Address

2901 BUTTERFIELD ROAD
OAK BROOK IL 60523

Business Address

2901 BUTTERFIELD ROAD
OAK BROOK IL 60523
630-218-4916

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	June 30, 2012
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) [0001550183](#) Previous Name(s) None Entity Type
 Corporation
Name of Issuer [PNS Grocery DST](#) Limited Partnership
 Limited Liability Company
Jurisdiction of Incorporation/Organization [DELAWARE](#) General Partnership
 Business Trust
Year of Incorporation/Organization Other
[Delaware Statutory Trust](#)
 Over Five Years Ago
 Within Last Five Years (Specify Year) 2012
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [PNS Grocery DST](#)
Street Address 1 [2901 BUTTERFIELD ROAD](#) Street Address 2
City [OAK BROOK](#) State/Province/Country [ILLINOIS](#) ZIP/Postal Code [60523](#) Phone No. of Issuer [630-218-4916](#)

3. Related Persons

Last Name	First Name	Middle Name
Inland Private	Capital Corporation	
Street Address 1 2901 Butterfield Road	Street Address 2	
City Oak Brook	State/Province/Country ILLINOIS	ZIP/Postal Code 60523

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
PNS	Grocery, L.L.C.	
Street Address 1 2901 Butterfield Road	Street Address 2	
City	State/Province/Country	ZIP/Postal Code

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
PNS Grocery	Exchange, L.L.C.	
Street Address 1 2901 Butterfield Road	Street Address 2	
City Oak Brook	State/Province/Country ILLINOIS	ZIP/Postal Code 60523

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

4. Industry Group

- | | | |
|---|---|--|
| <input type="checkbox"/> Agriculture | <input type="checkbox"/> Health Care | <input type="checkbox"/> Retailing |
| <input type="checkbox"/> Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | <input type="checkbox"/> Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | <input type="checkbox"/> Travel |
| <input type="checkbox"/> Other Banking & Financial Services | <input type="checkbox"/> Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Business Services | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Energy | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Coal Mining | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| <input type="checkbox"/> Electric Utilities | <input type="checkbox"/> Residential | <input type="checkbox"/> Other |
| <input type="checkbox"/> Energy Conservation | <input checked="" type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

- | Revenue Range | Aggregate Net Asset Value Range |
|---|---|
| <input type="checkbox"/> No Revenues | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | <input type="checkbox"/> Over \$100,000,000 |
| <input checked="" type="checkbox"/> Decline to Disclose | <input type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii)) Rule 505
 Rule 504 (b)(1)(i) Rule 506
 Rule 504 (b)(1)(ii) Securities Act Section 4(6)
 Rule 504 (b)(1)(iii) Investment Company Act Section 3(c)
 Section 3(c)(1) Section 3(c)(9)
 Section 3(c)(2) Section 3(c)(10)
 Section 3(c)(3) Section 3(c)(11)
 Section 3(c)(4) Section 3(c)(12)
 Section 3(c)(5) Section 3(c)(13)
 Section 3(c)(6) Section 3(c)(14)
 Section 3(c)(7)

7. Type of Filing

- New Notice Date of First Sale [2012-05-18](#) First Sale Yet to Occur
 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- Pooled Investment Fund Interests Equity
 Tenant-in-Common Securities Debt
 Mineral Property Securities Option, Warrant or Other Right to Acquire Another Security
 Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security Other (describe)
[Beneficial interests in Delaware Statutory Trust reflecting beneficial interests in real estate.](#)

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)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ [25,000](#) USD

12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None
Inland Securities Corporation	15807
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None
Inland Securities Corporation	15807

Street Address 1
2901 Butterfield Road
City
Oak Brook
State(s) of Solicitation All States

Street Address 2
State/Province/Country
ILLINOIS
 Foreign/Non-US

ZIP/Postal Code
60523

ILLINOIS

Recipient
Robert S. Smith
(Associated) Broker or Dealer None
Concorde Investment Services, LLC

Recipient CRD Number None
1412333
(Associated) Broker or Dealer CRD Number None
151604

Street Address 1
8705 SW Nimbus Avenue, Suite 260
City
Beaverton
State(s) of Solicitation All States

Street Address 2
State/Province/Country
OREGON
 Foreign/Non-US

ZIP/Postal Code
97008

CALIFORNIA
OREGON

Recipient
Brent S. Pine
(Associated) Broker or Dealer None
Geneos Wealth Management, Inc.

Recipient CRD Number None
1618007
(Associated) Broker or Dealer CRD Number None
120894

Street Address 1
4800 North Scottsdale Road, Suite 1600
City
Scottsdale
State(s) of Solicitation All States

Street Address 2
State/Province/Country
ARIZONA
 Foreign/Non-US

ZIP/Postal Code
85251

ARIZONA

Recipient
Rocco A. Cortese
(Associated) Broker or Dealer None
Concorde Investment Services, LLC

Recipient CRD Number None
4681807
(Associated) Broker or Dealer CRD Number None
151604

Street Address 1
300 Montgomery Street, Suite 1104
City
San Francisco
State(s) of Solicitation All States

Street Address 2
State/Province/Country
CALIFORNIA
 Foreign/Non-US

ZIP/Postal Code
94101

CALIFORNIA

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Tomas J. Velken	1600404	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Sigma Financial Corporation	14303	
Street Address 1	Street Address 2	
1078 Carol Lane, #203		
City	State/Province/Country	ZIP/Postal Code
Lafayette	CALIFORNIA	94549
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

DISTRICT OF COLUMBIA
FLORIDA

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Patrick R. Conway	1337831	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Investacorp, Inc.	7684	
Street Address 1	Street Address 2	
2901 Butterfield Road		
City	State/Province/Country	ZIP/Postal Code
Oak Brook	ILLINOIS	60523
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

ILLINOIS

Recipient	Recipient CRD Number <input type="checkbox"/> None	
William S. Sheehan	2328614	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Investors Capital Corp.	30613	
Street Address 1	Street Address 2	
2 Orr Hatch Drive		
City	State/Province/Country	ZIP/Postal Code
Cornwall	NEW YORK	12518
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

MASSACHUSETTS

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Thomas R. Romain	4307110	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Sigma Financial Corporation	14303	
Street Address 1	Street Address 2	

3245 North Adrian Highway, Suite F

City Adrian	State/Province/Country MICHIGAN	ZIP/Postal Code 49221
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

CALIFORNIA

Recipient Gary G. Benson	Recipient CRD Number <input type="checkbox"/> None 1182211	
(Associated) Broker or Dealer <input type="checkbox"/> None NPB Financial Group, LLC	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None 137743	
Street Address 1 5435 Balboa Boulevard, Suite 106	Street Address 2	
City Encino	State/Province/Country CALIFORNIA	ZIP/Postal Code 91316
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

CALIFORNIA

Recipient Jeffery W. Graumlich	Recipient CRD Number <input type="checkbox"/> None 4816380	
(Associated) Broker or Dealer <input type="checkbox"/> None Sigma Financial Corporation	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None 14303	
Street Address 1 1078 Carol Lane, Suite 203	Street Address 2	
City Lafayette	State/Province/Country CALIFORNIA	ZIP/Postal Code 94549
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

CALIFORNIA

Recipient Donald L. Hartmann	Recipient CRD Number <input type="checkbox"/> None 1003231	
(Associated) Broker or Dealer <input type="checkbox"/> None JRL Capital Corporation	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None 10225	
Street Address 1 7200 South Alton, Suite A-100	Street Address 2 Corporate 25	
City Centennial	State/Province/Country COLORADO	ZIP/Postal Code 80112-2227
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

COLORADO

Recipient	Recipient CRD Number <input type="checkbox"/> None
-----------	--

Manuel Ramos

1956224

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

Centaurus Financial, Inc.

30833

Street Address 1

Street Address 2

8141 East 2nd Street, Suite 608-A

City

State/Province/Country

ZIP/Postal Code

Downey

CALIFORNIA

90241

State(s) of Solicitation All States

Foreign/Non-US

CALIFORNIA

Recipient

Recipient CRD Number None

Jeffrey B. Baker

2102752

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

Vanderbilt Securities, LLC

5953

Street Address 1

Street Address 2

12 East Water Street

City

State/Province/Country

ZIP/Postal Code

Newburgh

INDIANA

47629

State(s) of Solicitation All States

Foreign/Non-US

INDIANA

Recipient

Recipient CRD Number None

Mark G. Kosanke

2317906

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

Concorde Investment Services, LLC

151604

Street Address 1

Street Address 2

1120 East Long Lake Road, Suite 250-A

City

State/Province/Country

ZIP/Postal Code

Troy

MICHIGAN

48085

State(s) of Solicitation All States

Foreign/Non-US

MICHIGAN

Recipient

Recipient CRD Number None

Gregory A. Merritt

1489718

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

Concorde Investment Services, LLC

151604

Street Address 1

Street Address 2

1120 East Long Lake Road, Suite 250-A

City

State/Province/Country

ZIP/Postal Code

Troy

MICHIGAN

48085

State(s) of Solicitation All States

Foreign/Non-US

MICHIGAN

Recipient

Robert R. Tweed

(Associated) Broker or Dealer None

Concorde Investment Services, LLC

Street Address 1

2060 Huntington Drive, Suite 1

City

San Marino

State(s) of Solicitation All States

Recipient CRD Number None

2339324

(Associated) Broker or Dealer CRD Number None

151604

Street Address 2

State/Province/Country

CALIFORNIA

Foreign/Non-US

ZIP/Postal Code

91108

CALIFORNIA

Recipient

Jonathan D. Keller

(Associated) Broker or Dealer None

Sigma Financial Corporation

Street Address 1

3340 A Bee Ridge Road

City

Sarasota

State(s) of Solicitation All States

Recipient CRD Number None

4344114

(Associated) Broker or Dealer CRD Number None

14303

Street Address 2

State/Province/Country

FLORIDA

Foreign/Non-US

ZIP/Postal Code

34239

FLORIDA

MASSACHUSETTS

Recipient

John H. Scully

(Associated) Broker or Dealer None

Centaurus Financial, Inc.

Street Address 1

2300 East Katella Avenue, Suite 200

City

Anaheim

State(s) of Solicitation All States

Recipient CRD Number None

803539

(Associated) Broker or Dealer CRD Number None

30833

Street Address 2

State/Province/Country

CALIFORNIA

Foreign/Non-US

ZIP/Postal Code

92806

ILLINOIS

Recipient

John G. Chess

Recipient CRD Number None

4812430

(Associated) Broker or Dealer None

Investacorp, Inc.

Street Address 1

4263 Gavin Lane

City

Columbus

State(s) of Solicitation All States

(Associated) Broker or Dealer CRD Number None

7684

Street Address 2

State/Province/Country

OHIO

Foreign/Non-US

ZIP/Postal Code

43220

OHIO

Recipient

Eric S. Scaff

(Associated) Broker or Dealer None

Concorde Investment Services, LLC

Street Address 1

300 Montgomery Street, Suite 1104

City

San Francisco

State(s) of Solicitation All States

Recipient CRD Number None

5281210

(Associated) Broker or Dealer CRD Number None

151604

Street Address 2

State/Province/Country

CALIFORNIA

Foreign/Non-US

ZIP/Postal Code

94101

CALIFORNIA

Recipient

Michael W. Newton

(Associated) Broker or Dealer None

Investment Planners, Inc.

Street Address 1

191 West Professional Park Court

City

Bowling Green

State(s) of Solicitation All States

Recipient CRD Number None

2185103

(Associated) Broker or Dealer CRD Number None

18557

Street Address 2

Suite 2-B

State/Province/Country

KENTUCKY

Foreign/Non-US

ZIP/Postal Code

42104

KENTUCKY

Recipient

Phillip H. Lafler

(Associated) Broker or Dealer None

Sanlapper Securities, LLC

Street Address 1

101 North Main Street, Suite 207

City

Greenville

State(s) of Solicitation All States

Recipient CRD Number None

2844926

(Associated) Broker or Dealer CRD Number None

137906

Street Address 2

State/Province/Country

SOUTH CAROLINA

Foreign/Non-US

ZIP/Postal Code

29601

CALIFORNIA

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Robert A. Cannon	2765289	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Centaurus Financial, Inc.	30833	
Street Address 1	Street Address 2	
371 NE Gilman Boulevard, Suite 210		
City	State/Province/Country	ZIP/Postal Code
Issaquah	WASHINGTON	98027
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

WASHINGTON

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Roger T. Tadsen	105310	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Northland Securities, Inc.	40258	
Street Address 1	Street Address 2	
45 South 7th Street, 20th Floor		
City	State/Province/Country	ZIP/Postal Code
Minneapolis	MINNESOTA	55402
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

CALIFORNIA

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Noel W. Bragg, Sr.	1175231	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Newport Coast Securities, Inc.	16944	
Street Address 1	Street Address 2	
6033 Haleola Street		
City	State/Province/Country	ZIP/Postal Code
Honolulu	HAWAII	96821
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

HAWAII

13. Offering and Sales Amounts

Total Offering Amount	\$ 7,452,225 USD or <input type="checkbox"/> Indefinite
Total Amount Sold	\$ 6,617,643 USD

Total Remaining to be Sold \$ 834,582 USD or Indefinite

Clarification of Response (if Necessary)

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 521,656 USD Estimate

Finders' Fees \$ 0 USD Estimate

Clarification of Response (if Necessary)

This response is based on the assumption that the full amount of the potential sales commissions will be earned and paid.

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.

\$ 751,031 USD 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 clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above 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, 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 it 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 the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above 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.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
PNS Grocery DST	/s/ Keith Lampi	Keith Lampi	COO of the Member of the Signatory Trustee	2013-01-08

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.

* 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.