

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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Washington, D.C. 20549

## FORM D

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

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#### OMB APPROVAL

- **OMB Number:** 3235-0076
- **Expires:** [Current OMB Expiration Date]
- **Estimated average burden hours per response:** 4.00

**[!IMPORTANT] SEC FORM D ELECTRONIC FILING NOTICE:** Form D filings must be submitted electronically via the SEC's Electronic Data Gathering, Analysis, and Retrieval (EDGAR) system. This document serves as a comprehensive preparation template matching all required data fields for the online EDGAR Form D submission.

#### ITEM 1. ISSUER'S IDENTITY

Field	Information
CIK (SEC Identifier Number)	[Insert CIK after registration on EDGAR]
Name of Issuer	USDPROP Real Estate Fund, LLC (or LP)
Jurisdiction of Incorporation/Organization	Delaware (or other, e.g., Cayman Islands)
Entity Type	<input type="checkbox"/> Corporation <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Business Trust <input type="checkbox"/> Other (Specify): _____
Year of Incorporation/Organization	<input type="checkbox"/> Over Five Years Ago <input checked="" type="checkbox"/> Within Last Five Years (Specify Year): [e.g., 2025] <input type="checkbox"/> Yet to Be Formed

#### ITEM 2. PRINCIPAL PLACE OF BUSINESS AND CONTACT INFORMATION

- **Street Address 1:** [Fund Principal Office Street Address]
- **Street Address 2:** [Suite/Floor Number]

- **City:** [City]
  - **State/Province/Country:** [State / Country]
  - **ZIP/Postal Code:** [ZIP Code]
  - **Phone Number:** [Phone Number]
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### ITEM 3. RELATED PERSONS

#### Related Person 1:

- **Last Name:** [Last Name of Principal, e.g., Fund Manager CEO]
- **First Name:** [First Name]
- **Middle Name:** [Middle Name]
- **Street Address 1:** [Address]
- **City:** [City]
- **State/Province/Country:** [State / Country]
- **ZIP/Postal Code:** [ZIP Code]
- **Relationship:**  Executive Officer  Director  Promoter
- **Clarification of Relationship:** CEO of USDPROP Manager LLC (the Manager of the Issuer).

#### Related Person 2 (Manager Entity):

- **Entity Name:** USDPROP Manager, LLC
  - **Street Address 1:** [Manager Address]
  - **City:** [City]
  - **State/Province/Country:** [State / Country]
  - **ZIP/Postal Code:** [ZIP Code]
  - **Relationship:**  Executive Officer  Director  Promoter (or Manager)
  - **Clarification of Relationship:** Manager/General Partner of the Issuer.
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### ITEM 4. INDUSTRY GROUP

Select the industry group corresponding to the Issuer:

- Agriculture
- **Banking & Financial Services:**
  - Commercial Banking
  - Insurance
  - Investing
  - Investment Banking
  - Pooled Investment Fund (Specify below):
    - Hedge Fund
    - Private Equity Fund
    - Venture Capital Fund
    - Other Investment Fund (Real Estate Tokenized Security Fund)
- Energy
- Health Care
- Manufacturing

- **Real Estate:**

- Commercial
  - Residential
  - Construction
  - REITS & Finance
  - Other Real Estate (underlying portfolio assets)
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## ITEM 5. ISSUER SIZE

Select the revenue range or aggregate Net Asset Value (NAV) range to which the Issuer responds:

- **Revenue Range:**

- 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

- **Aggregate Net Asset Value Range:**

- No Aggregate Net Asset Value
  - \$1 – \$5,000,000
  - \$5,000,001 – \$25,000,000
  - \$25,000,001 – \$100,000,000 (*Target NAV capitalization*)
  - Over \$100,000,000
  - Decline to Disclose
  - Not Applicable
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## ITEM 6. FEDERAL EXEMPTIONS AND EXCLUSIONS CLAIMED

Select the rule or rules under which exemptions from registration are claimed for the offering:

- 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(b)
  - **Rule 506(c) (General Solicitation Allowed - Accredited Investors Only)**
  - Section 4(a)(5) (formerly Section 4(6))
  - **Investment Company Act Section 3(c):**
    - Section 3(c)(1) (*Limits total US holders to 100*)
    - Section 3(c)(7) (*Qualified purchasers only*)
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## ITEM 7. TYPE OF FILING

- **New Notice**
  - Amendment (Specify reason): \_\_\_\_\_
  - **Date of First Sale:**  Yet to Occur OR  Date: \_\_\_\_\_
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## ITEM 8. DURATION OF OFFERING

- Does the Issuer intend this offering to last more than one year?
    - **Yes**  No
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## ITEM 9. TYPE(S) OF SECURITIES OFFERED

Select all types of securities offered:

- 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 (USDPROP Security Tokens representing equity LLC/LP interests)**
  - Tenant-in-Common Securities
  - Mineral Property Securities
  - Other (Describe): \_\_\_\_\_
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## ITEM 10. BUSINESS COMBINATION TRANSACTION

- Is this offering to be made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?
    - Yes  **No**
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## ITEM 11. MINIMUM INVESTMENT

- **Minimum investment accepted from any outside investor: 5,000 USDC** (approx. \$5,000 USD)
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## ITEM 12. SALES COMPENSATION

*(Complete if utilizing a broker-dealer or placement agent)*

- **Recipient:**  [Insert Broker-Dealer or Placement Agent Name, or None]
- **Associated Broker or Dealer:**  [Name of Broker-Dealer]
- **Recipient CRD Number:**  [CRD Number]
- **Associated Broker/Dealer CRD Number:**  [Broker/Dealer CRD Number]
- **Street Address 1:**  [Address]
- **City:**  [City]
- **State/Province/Country:**  [State / Country]
- **ZIP/Postal Code:**  [ZIP Code]

- **States of Solicitation:**
  - All States OR  [Specify States, e.g., NY, CA, FL, TX]

## ITEM 13. OFFERING AND SALES AMOUNTS

Offering Metric	Value	Clarification / Stablecoin Notes
<b>Total Offering Amount</b>	<b>\$50,000,000 USD</b> <i>(Target)</i>	<input type="checkbox"/> Indefinite
<b>Total Amount Sold</b>	<b>\$0 USD</b>	To be updated upon initial on-chain minting
<b>Total Remaining to be Sold</b>	<b>\$50,000,000 USD</b>	Equal to the difference

## ITEM 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 non-accredited investors who have invested: 0** *(Strictly prohibited under Rule 506(c) and on-chain compliance)*
- **Total number of investors who have already invested in the offering: 0**

## ITEM 15. SALES COMMISSIONS AND FINDERS' FEES EXPENSES

- **Sales Commissions:** Estimate: **\$0 USD**  Estimate *(Unless Broker-Dealer agreements are active)*
- **Finders' Fees:** Estimate: **\$0 USD**  Estimate
- *Clarification:* USDPROP tokens are structured for direct subscription via DApp smart contracts. If placement agents are used, commissions will be paid from the Treasury vault and updated in this item.

## ITEM 16. USE OF PROCEEDS

- **Gross Proceeds to Related Persons: \$0 USD**  Estimate
- *Clarification:* All invested capital (USDC) is automatically routed to the custody treasury ([SafeMultisig](#) address [0xe1f7615962BcFEE1C9992A2c501702130835f92c](#)). No proceeds are paid directly to related persons, except for regular management fees (2% per annum) or property asset acquisitions as disclosed in the PPM.

## SIGNATURE AND SUBMISSION

### Terms of Submission:

- By submitting this notice, the Issuer certifies that it is not disqualified from relying on any Regulation D exemption under Rule 506(d) ("Bad Actor" disqualifications).
- The Issuer covenants to furnish to the SEC, upon written request, the information furnished by the Issuer to offerees.
- The Issuer irrevocably appoints the SEC and the state securities administrators of the states in which this notice is filed as its agents for service of process.

**The 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:**

- **Issuer:** USDPROP Real Estate Fund, LLC
- **Signature:** \_\_\_\_\_
- **Name of Signer:** [Name of Authorized Officer]
- **Title of Signer:** [Title, e.g., Managing Member / CEO of Manager Entity]
- **Date:** \_\_\_\_\_