

# SPC BLUESTONE LLC

## FORM D/A

(Amended Small Company Offering and Sale of Securities Without Registration)

Filed 07/10/26

Address 10316 TAPESTRY BEND  
LAKE ELMO, MN, 55042  
Telephone 952-200-2173  
CIK 0002114687  
Fiscal Year 12/31

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

OMB APPROVAL
OMB Number: 3235-0076
Estimated Average burden hours per response: 4.0

# FORM D

## Notice of Exempt Offering of Securities

### 1. Issuer's Identity

CIK (Filer ID Number)

0002114687

Previous Name(s)  None

Name of Issuer

SPC Bluestone LLC

Jurisdiction of  
Incorporation/Organization

ARIZONA

Entity Type

- Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other

Year of Incorporation/Organization

- Over Five Years Ago  
 Within Last Five Years (Specify Year) 2026  
 Yet to Be Formed

### 2. Principal Place of Business and Contact Information

Name of Issuer

SPC Bluestone LLC

Street Address 1

10316 TAPESTRY BEND

Street Address 2

City

LAKE ELMO

State/Province/Country

MINNESOTA

ZIP/Postal Code

55042

Phone No. of Issuer

952 200 2173

### 3. Related Persons

Last Name **Dyer** First Name **Jeremy** Middle Name

Street Address 1 **10316 Tapestry Bend** Street Address 2

City **Lake Elmo** State/Province/Country **MINNESOTA** ZIP/Postal Code **55042**

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
**Manager of JM Dyer Properties LLC, Manager of the Issuer.**

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Last Name **Smith** First Name **Jerry** Middle Name

Street Address 1 **19465 North 98th Place** Street Address 2

City **Scottsdale** State/Province/Country **ARIZONA** ZIP/Postal Code **85255**

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
**Manager of Jerry R Smith Consulting LLC, Manager of the Issuer.**

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Last Name **Zondervan** First Name **Maria** Middle Name

Street Address 1 **7901 4th Street North, Suite 4000** Street Address 2

City **St. Petersburg** State/Province/Country **FLORIDA** ZIP/Postal Code **33702**

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
**Managing Member of ZVR Investments LLC, Member of Blue Vikings Capital LLC, Manager of the Issuer.**

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Last Name **Guthrie** First Name **Samantha** Middle Name

Street Address 1 **12128 N. Division Street #243** Street Address 2

City **Spokane** State/Province/Country **WASHINGTON** ZIP/Postal Code **99218**

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
**Managing Member of Cypress Advantage Properties, LLC, Manager of Pacific Capital, LLC, Manager of the Issuer.**

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Last Name **Guthrie** First Name **Michael** Middle Name  
Street Address 1 **12128 N. Division Street #243** Street Address 2  
City **Spokane** State/Province/Country **WASHINGTON** ZIP/Postal Code **99218**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)  
**Managing Member of Cypress Advantage Properties, LLC, Manager of Pacific Capital, LLC, Manager of the Issuer.**

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Last Name **Stromwall** First Name **Nicholas** Middle Name  
Street Address 1 **202 North Cedar Avenue, Suite 1** Street Address 2  
City **Owatonna** State/Province/Country **MINNESOTA** ZIP/Postal Code **55060**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)  
**Sole Member of Oak and Vine Holdings, LLC, Manager of Oak and Vike Capital Group, LLC, Manager of the Issuer.**

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Last Name **Lowe** First Name **Calvin** Middle Name  
Street Address 1 **30 N Gould Street, Suite R** Street Address 2  
City **Sheridan** State/Province/Country **WYOMING** ZIP/Postal Code **82801**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)  
**Manager of PEACEquity LLC, Manager of the Issuer.**

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Last Name **Figliola** First Name **Anthony** Middle Name  
Street Address 1 **470 West Broad Street, Suite 701** Street Address 2  
City **Colombus** State/Province/Country **OHIO** ZIP/Postal Code **43215**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)  
**Manager of Cavalieri Nobili Acquisitions LLC, Manager of the Issuer.**

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Last Name **Mathews** First Name **Peter** Middle Name  
Street Address 1 **1403 Susan Lane** Street Address 2  
City **Point Pleasant Boro** State/Province/Country **NEW JERSEY** ZIP/Postal Code **08742**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)  
**Manager of CGM Alternatives LLC, Manager of the Issuer.**

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Last Name **Mathews** First Name **Hailey** Middle Name  
Street Address 1 **1403 Susan Lane** Street Address 2  
City **Point Pleasant Boro** State/Province/Country **NEW JERSEY** ZIP/Postal Code **08742**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)  
**Manager of CGM Alternatives LLC, Manager of the Issuer.**

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Last Name **Ford** First Name **Chris** Middle Name  
Street Address 1 **4802 Wingate Drive** Street Address 2  
City **Pleasanton** State/Province/Country **CALIFORNIA** ZIP/Postal Code **94566**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)  
**Sole Member of Wingate Capital LLC, Manager of the Issuer.**

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Last Name **Wagner** First Name **Nathan** Middle Name  
Street Address 1 **7424 Harmony Pond Road** Street Address 2  
City **Dane** State/Province/Country **WISCONSIN** ZIP/Postal Code **53529**  
Relationship:  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)  
**Manager of Life Impact Equity 1 LLC, Manager of the Issuer.**

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Last Name First Name Middle Name  
**DiSalvo Michael**

Street Address 1 Street Address 2  
**5933 S. Highway 94, Suite 200**

City State/Province/Country ZIP/Postal Code  
**St. Charles MISSOURI 63304**

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
**Managing Member for PPC RE LLC, Manager of the Issuer.**

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Last Name First Name Middle Name  
**Nordell Chris**

Street Address 1 Street Address 2  
**750 Kingsview Lane North**

City State/Province/Country ZIP/Postal Code  
**Plymouth MINNESOTA 55447**

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
**Manager of Tillit Holdings LLC, Manager of the Issuer.**

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Last Name First Name Middle Name  
**Jameson Aaron**

Street Address 1 Street Address 2  
**1149 31st Street**

City State/Province/Country ZIP/Postal Code  
**West Des Moines IOWA 50266**

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
**Sole Member of Jameson Capital, LLC, Manager of the Issuer.**

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Last Name First Name Middle Name  
**Garcia David**

Street Address 1 Street Address 2  
**5933 S. Highway 94, Suite 200**

City State/Province/Country ZIP/Postal Code  
**St. Charles MISSOURI 63304**

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
**Managing Member for PPC RE LLC, Manager of the Issuer.**

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## 4. Industry Group

- Agriculture
- Banking & Financial Services
  - Commercial Banking
  - Insurance
  - Investing
  - Investment Banking
  - Pooled Investment Fund
  - Other Banking & Financial Services
- Business Services
- Energy
  - Coal Mining
  - Electric Utilities
  - Energy Conservation
  - 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
  - Tourism & Travel Services
  - Other Travel
- Other

## 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)

- |  |   |
|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505                                       |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input checked="" type="checkbox"/> Rule 506(b)                         |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Rule 506(c)                                    |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Securities Act Section 4(a)(5)                 |
|  | <input checked="" type="checkbox"/> Investment Company Act Section 3(c) |
|  | <input checked="" type="checkbox"/> Section 3(c)(1)                     |
|  | <input type="checkbox"/> Section 3(c)(2)                                |
|  | <input type="checkbox"/> Section 3(c)(3)                                |
|  | <input type="checkbox"/> Section 3(c)(4)                                |
|  | <input checked="" type="checkbox"/> Section 3(c)(5)                     |
|  | <input type="checkbox"/> Section 3(c)(6)                                |
|  | <input type="checkbox"/> Section 3(c)(7)                                |
|  | <input type="checkbox"/> Section 3(c)(9)                                |
|  | <input type="checkbox"/> Section 3(c)(10)                               |
|  | <input type="checkbox"/> Section 3(c)(11)                               |
|  | <input type="checkbox"/> Section 3(c)(12)                               |
|  | <input type="checkbox"/> Section 3(c)(13)                               |
|  | <input type="checkbox"/> Section 3(c)(14)                               |

## 7. Type of Filing

- New Notice      Date of First Sale **2026-04-23**       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)

- |  |   |
|--|---|
| <input checked="" type="checkbox"/> Pooled Investment Fund Interests   | <input checked="" type="checkbox"/> Equity  |
| <input type="checkbox"/> Tenant-in-Common Securities   | <input type="checkbox"/> Debt   |
| <input type="checkbox"/> Mineral Property Securities   | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe)   |

## 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      \$ 0 USD

## 12. Sales Compensation

Recipient Recipient CRD Number  None

(Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number  None

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code

State(s) of Solicitation  All States



## 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, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

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
SPC Bluestone LLC	Jeremy Dyer	Jeremy Dyer	Manager of the Manager of SPC Bluestone LLC	2026-07-10