

CAPTERRA FINANCIAL GROUP, INC.  
Form SC 13D  
August 21, 2008

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. )\***

CAPTERRA FINANCIAL GROUP, INC.  
(Name of Issuer)

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

14073X100

(CUSIP Number)

G. Brent Backman

1440 Blake Street, Suite 310, Denver, Colorado 80202  
(720) 932-9395

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

June 30, 2008

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP No. 14073X100

NAMES OF REPORTING PERSONS

1

GDBA Investments, LLLP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Colorado

SOLE VOTING POWER

7

NUMBER OF 10,916,929

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

--

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 10,916,929

WITH SHARED DISPOSITIVE POWER

10

--

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,916,929

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

46.3%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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**Item 1. Security and Issuer:**

This Schedule 13D (this Schedule ) relates to the shares of common stock, \$0.001 par value (the Common Stock ), of Captterra Financial Group, Inc., a Colorado corporation (the Company ), formerly known as Across America Real Estate Corp. The principal executive offices of the Company are located at 700 Seventeenth Street, Suite 1200, Denver Colorado 80202.

**Item 2. Identity and Background**

(a) This statement is being filed on behalf of GDBA Investments, LLLP (the Reporting Person ). The Reporting Person is taking the action discussed herein.

(b) The business address of the Reporting Person is 1440 Blake Street, Suite 310, Denver, Colorado 80202.

(c) The Reporting Person is a limited liability partnership organized under the laws of the State of Colorado.

(d) The Reporting Person has not, in the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) The Reporting Person has not, in the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction which resulted in its being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation by it with respect to such laws.

(f) The Reporting Person is a United States entity.

**Item 3. Source and Amount of Funds or Other Consideration**

On June 30, 2008, pursuant to a Securities Exchange Agreement with the Company, the Reporting Person converted all 250,000 shares of Series A Convertible Preferred Stock held by it into shares of Common Stock of the Company. The Reporting Person received 5,172,414 shares of Common Stock upon conversion and its shares of Series A Convertible Preferred Stock were retired. As of July 21, 2008, the Company effected a two-for-one reverse stock split of the Common Stock resulting in the Reporting Person s ownership of 2,586,207 shares of Common Stock related to this transaction.

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Under the terms of the Securities Exchange Agreement, Reporting Person also exchanged \$3,000,000 of Subordinated Revolving Notes for shares of Common Stock. Reporting Person received 5,172,414 shares of Common Stock upon exchange of the Notes and the Notes were cancelled. Following the reverse stock split described above, Reporting Person's ownership, as of July 21, 2008, is 2,586,207 shares of Common Stock related to this transaction.

In connection with the conversion and exchange described above, the Company paid accrued dividends and interest payable to Reporting Person in an aggregate amount of \$482,589 by issuing 358,915 shares of Common Stock, after giving effect to the reverse split described above. Following the reverse stock split described above, Reporting Person's ownership, as of July 21, 2008, is 10,916,929 shares of Common Stock related to this transaction.

**Item 4. Purpose of Transaction**

The Reporting Persons intends to hold the shares of Common Stock for long-term investment. The Reporting Person has no current plan to dispose of the shares of Common Stock.

In connection with the conversion and exchange described in Item 3, the Reporting Person and BOCO Investments, LLC, a Colorado limited liability company ( BOCO ), another shareholder of the Company, amended their existing Shareholders' Agreement dated September 28, 2006. Under the amended Agreement, the Reporting Person and BOCO will each have the right to nominate one person to the Company's Board of Directors and each have agreed to vote their shares in favor of such nominees. Joseph Zimlich, who is currently a director, has been nominated by BOCO and G. Brent Backman, who also is currently a director, has been nominated by the Reporting Person. Further, the Reporting Person and BOCO have agreed to nominate the Company's current Chief Executive Officer to the Board and each have agreed to vote their shares in favor of such nominee. Finally, the Reporting Person and BOCO have agreed to nominate up to four additional outside directors as may mutually be agreed to by them. The authorized number of directors on the board of directors shall not be increased to more than seven directors without the unanimous approval of the board. None of the four additional outside directors have been named yet. The amended Shareholder Agreement is for a period of five years, and terminates on June 30, 2013.

Except as set forth in this Item 4, the Reporting Person has no present plans or proposals that relate to or that would result in any of the actions specified in clauses (a) through (j) of Item 4 of Exchange Act Schedule 13D.

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**Item 5. Interest in Securities of the Issuer**

Based upon information provided by the Company, there were 16,036,625 shares of Common Stock outstanding prior to the transactions described above. In connection with the conversion and exchange described in Item 3, the Company issued 19,472,758 shares to BOCO, 11,062,657 to Reporting Person and 633,187 to Joseph Zimlich, resulting in total outstanding shares of 47,205,227 following the conversions and exchanges. As of July 21, 2008, following the two-for-one reverse stock split, there were 26,602,614 shares of Common Stock outstanding. Of this amount, the Reporting Person is the beneficial owner of Common Stock constituting approximately 46.3% of the shares of Common Stock issued and outstanding.

In addition, Reporting Person owns a Revolving Note of the Company in the principal amount of \$7,000,000. The Revolving Note matures on September 28, 2009 and bears interest per annum at the highest of:

- (i) the ninety day average for U.S. Treasury Notes with a 10-year maturity as determined on the last Business Day of each calendar quarter, using the constant maturity calculation, plus 150 basis points;
  - (ii) six percent (6%); or
  - (iii) the highest effective interest rate accruing on certain of the Company's outstanding indebtedness at any time during the applicable calendar quarter.
- (b) The Reporting Person has sole power to vote and direct the disposition of the shares for which it is deemed to be the beneficial owner.
- (c) Other than as disclosed above in Item 3, the Reporting Person has not engaged in any transactions with respect to the Common Stock during the past 60 days.
- (d) Not applicable.
- (e) Not applicable.

**Item 6. Contracts, Arrangement, Understandings or Relationships With Respect to Securities of the Issuer**

As described above in Item 4, the Reporting Person has entered into an amended Shareholders' Agreement with BOCO pursuant to which the Reporting Person has agreed to vote its shares of Common Stock in connection with the election of certain persons to the board of directors of the Company.

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**Item 7. Material to Be Files as Exhibits**

Exhibit 1      Securities Exchange Agreement dated June 30, 2008 by and among the Company and GDBA Investments, LLLP

Exhibit 2      Amended and Restated Shareholders Agreement dated June 30, 2008 by and among the Company, BOCO Investments, LLC and GDBA Investments, LLLP



**Signature**

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

GDBA Investments, LLLP

7/25/08

/s/ G. Brent Backman

Date

G. Brent Backman  
General Partner

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**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 1	Securities Exchange Agreement dated June 30, 2008 by and among the Company and GDBA Investments, LLLP
Exhibit 2	Amended and Restated Shareholders Agreement dated June 30, 2008 by and among the Company, BOCO Investments, LLC and GDBA Investments, LLLP