

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

OMB APPROVAL	
OMB Number:	3235-0067
Expires:	April 30, 2009
Estimated average burden hours per response.	1977

FORM S-11

FOR REGISTRATION UNDER THE SECURITIES ACT OF 1933
OF SECURITIES OF CERTAIN REAL ESTATE COMPANIES

(Exact name of registrant as specified in governing instruments)

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to the public _____

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee

Note: Specific details relating to the fee calculation shall be furnished in notes to the table, including references to provisions of Rule 457 (§230.457 of this chapter) relied upon, if the basis of the calculation is not otherwise evident from the information presented in the table.

*Inclusion of this paragraph is optional. See Rule 473.

If the filing fee is calculated pursuant to Rule 457(o) under the Securities Act, only the title of the class of securities to be registered, the proposed maximum aggregate offering price for that class of securities and the amount of registration fee need to appear in the Calculation of Registration Fee table. Any difference between the dollar amount of securities registered for such offerings and the dollar amount of securities sold may be carried forward on a future registration statement pursuant to Rule 429 under the Securities Act.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.*

PART I. INFORMATION REQUIRED IN PROSPECTUS

Item 1. Forepart of Registration Statement and Outside Front Cover Page of Prospectus.

- (a) Set forth on the outside front cover page of the prospectus the information required by Item 501 of Regulation S-K (§229.501 of this chapter).
- (b) If there are any limitations on the transferability of the securities being registered, so state on the outside front cover page of the prospectus and refer to a statement elsewhere in the prospectus as to the nature of such limitations. If there is no market for securities of the same class as those being registered, so state on the outside front cover page of the prospectus; otherwise, state elsewhere in the prospectus the nature of the market for such securities and the market price thereof as of the latest practicable date prior to the filing of the registration statement or amendment thereto.

Item 2. Inside Front and Outside Back Cover Pages of Prospectus.

Set forth on the inside front cover page of the prospectus or, where permitted, on the outside back cover page, the information required by Item 502 of Regulation S-K (§229.502 of this chapter).

Item 3. Summary Information, Risk Factors and Ratio of Earnings to Fixed Charges.

- (a) Furnish the information required by Item 503 of Regulation S-K (§229.503 of this chapter).
- (b) Where appropriate to a clear understanding by investors, an introductory statement shall be made in the forepart of the prospectus, in a series of short, concise paragraphs, summarizing the principal factors which make the offering speculative. Where appropriate, statements with respect to the following shall also be set forth:
 - (1) A comparison in percentages of the securities being offered to the public and those issued or to be issued to affiliated persons;
 - (2) The extent to which security holders may be liable for the acts or obligations of the registrant;
 - (3) Allocation of cash distributions between the public security holders and security holders who are affiliated persons;
 - (4) The compensation and other forms of compensation and benefits to be received, directly or indirectly, by affiliated persons, including in the case of underwriters a comparison of the aggregate compensation to be received by them with the aggregate net proceeds from the sale of the securities being registered.

Item 4. Determination of Offering Price.

Furnish the information required by Item 505 of Regulation S-K (§229.505 of this chapter).

Item 5. Dilution.

Furnish the information required by Item 506 of Regulation S-K (§229.506 of this chapter).

Item 6. Selling Security Holders.

Furnish the information required by Item 507 of Regulation S-K (§229.507 of this chapter).

Item 7. Plan of Distribution.

Furnish the information required by Item 508 of Regulation S-K (§229.508 of this chapter).

Item 8. Use of Proceeds.

Furnish the information required by Item 504 of Regulation S-K (§229.504 of this chapter).

Item 9. Selected Financial Data.

Furnish the information required by Item 301 of Regulation S-K (§229.301 of this chapter).

Instruction. If, pursuant to this Item, a statement showing the pro forma taxable operating results of the registrant is included in the registration statement, the Commission or its staff may request as supplemental information, which the registrant should be prepared to furnish promptly upon request, a schedule reconciling such pro forma results with the historical operating results (see Rule 3-14 of Regulation S-X).

Item 10. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Furnish the information required by Item 303 of Regulation S-K (§229.303 of this chapter).

Item 11. General Information as to Registrant.

- (a) State the name and form of organization of the registrant and the name of the State or other jurisdiction the laws of which govern with respect to the organization of the registrant.
- (b) State the date on which the governing instruments became operative and the date on which they will expire. If the duration of the registrant may be sooner terminated or may be extended, outline briefly the pertinent provisions.
- (c) If the registrant is not a corporation state briefly the provisions of the governing instruments with respect to the holding of annual or other meetings of security holders. If the governing instruments do not provide for such meetings state the policy or proposed policy of the registrant with respect to holding annual or other meetings of security holders.
- (d) If the registrant was organized within the last five years, give the full names of all promoters and indicate all positions and offices with the registrant now held or intended to be held by each such promoter.

Instruction. If any person named as a promoter is no longer connected with the registrant in any capacity, so state.

Item 12. Policy with Respect to Certain Activities

Describe the policy of the registrant with respect to each of the following types of activities, indicating whether such policy may be changed by the officers and directors without a vote of security holders. Indicate the extent to which the registrant proposes to engage in such activities and the extent to which it has engaged in such activities during the past three years.

- (a) To issue senior securities.
- (b) To borrow money.
- (c) To make loans to other persons.
- (d) To invest in the securities of other issuers for the purpose of exercising control.
- (e) To underwrite securities of other issuers.
- (f) To engage in the purchase and sale (or turnover) of investments.
- (g) To offer securities in exchange for property.
- (h) To repurchase or otherwise reacquire its shares or other securities.
- (i) To make annual or other reports to security holders, indicating the nature and scope of such reports and whether they will contain financial statements certified by independent public accountants.

Instructions.

1. The policy or proposed policy of the registrant with respect to each activity shall be described separately. If the registrant does not propose to engage in a particular activity, a specific statement to that effect shall be made. The information shall be given in such manner and detail as will be meaningful to investors.
2. For the purpose of (c), the purchasing of a portion of publicly distributed bonds, debentures or other securities, whether or not the purchase was made upon the original issuance of the securities, is not to be considered the making of a loan by the registrant.

Item 13. Investment Policies of Registrant.

Describe the policy of the registrant with respect to investing in each of the following types of investments, indicating whether such policy may be changed by the directors without a vote of security holders, the percentage of assets which the registrant may invest in any one type of investment and, in the case of securities, the percentage of securities of any one issuer which the registrant may acquire and the principles and procedures the registrant will employ in connection with the acquisition of assets.

- (a) *Investments in real estate or interests in real estate.*

Instructions.

1. Indicate the geographic area or areas in which the registrant proposes to acquire real estate or interests in real estate.
2. The types of real estate and interests in real estate in which the registrant may invest shall be indicated; for example, office buildings, apartment buildings, shopping centers, industrial and commercial properties, special purpose buildings and undeveloped acreage.
3. The method or proposed method of operating and financing the registrant's real estate shall be briefly described. Indicate any limitations on the number or amount of mortgages which may be placed on any one piece of property.
4. The answer to this item shall be such as will be appropriate in view of the nature of the registrant's business, its history and its experience and the proposed nature of its business and activities.
5. Include a specific statement as to whether or not it is the registrant's policy to acquire assets primarily for

and amount of all material mortgages, or other liens or encumbrances against such properties. Set forth briefly the current principal amount of each such material encumbrance, its interest and amortization provisions, its pre-payment provisions and its maturity date and balance to be due at maturity assuming no payment has been made on principal in advance of its due date.

- (c) Outline briefly the principal terms of any lease of any of such properties or any option or contract to purchase or sell any of such properties.
- (d) Outline briefly any proposed program for the renovation, improvement or development of such properties, including the estimated cost thereof and the method of financing to be used. If there are no present plans for the improvement or development of any unimproved or undeveloped property, so state and indicate the purpose for which the property is to be held or acquired.
- (e) Describe the general competitive conditions to which the properties described above are or may be subject.

Instructions.

1. What is required is information essential to an investor's understanding of the securities being registered. Detailed descriptions of the physical characteristics of individual properties or legal descriptions by metes and bounds are not required and should not be given. If the registrant has a number of properties, the information may be given in tabular form to the extent that it is practicable to do so.
2. The information shall be furnished separately as to each property the book value of which amounts to ten percent or more of the total assets of the registrant and its consolidated subsidiaries or the gross revenue from which for the last fiscal year amounted to ten percent or more of the aggregate gross revenues of the registrant and its consolidated subsidiaries for the registrant's last fiscal year. With respect to other properties the information shall be given by such classes or groups and in such detail as will reasonably convey the information required.
3. Include a statement as to whether, in the opinion of the management of the registrant the properties are adequately covered by insurance.

Item 15. Operating Data.

Furnish the following information with respect to each improved property which is separately described in answer to Item 14.

- (a) Occupancy rate expressed as a percentage for each of the last five years.
- (b) Number of tenants occupying ten percent or more of the rentable square footage and principal nature of business of such tenant.
- (c) Principal business, occupations and professions carried on in, or from the building.
- (d) The principal provisions of the leases between the tenants referred to in (b) above including, but not limited to: rental per annum, expiration date, and renewal options.
- (e) The average effective annual rental per square foot or unit for each of the last five years prior to the date of filing.
- (f) Schedule of the lease expirations for each of the ten years starting with the year in which the registration statement is filed, stating (i) the number of tenants whose leases will expire, (ii) the total area in square feet covered by such leases, (iii) the annual rental represented by such leases, and (iv) the percentage of gross annual rental represented by such leases.
- (g) Each of the properties and components thereof upon which depreciation is taken, setting forth the (i) Federal tax

(b) Furnish the exhibits required by Item 601 of Regulation S-K (§229.601 of this chapter).

Item 37. Undertakings.

Furnish the information required by Item 512 of Regulation S-K (§229.512 of this chapter).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form 5-11 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of _____, State of _____, on _____.

(Date)

(Issuer)

By

(Signature and Title)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

(Signature)

(Title)

(Date)

Instructions.

1. The registration statement shall be signed by the registrant, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer, and by at least a majority of the board of directors or persons performing similar functions. If the registrant is a foreign person, the registration statement shall also be signed by its authorized representative in the United States. Where the registrant is a limited partnership, the registration statement shall be signed by a majority of the board of directors of any corporate general partner signing the registration statement.
2. The name of each person who signs the registration statement shall be typed or printed beneath his signature. Any person who occupies more than one of the specified positions shall indicate each capacity in which he signs the registration statement. Attention is directed to Rule 402 concerning manual signatures and Item 601 of Regulation S-K concerning signatures pursuant to powers of attorney.