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FORM D

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

OMB APPROVAL	
OMB Number:	3235-0076
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SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	



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

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Offer and Issuance of Units of The Mills Limited Partnership: Kan Am/Sawgrass Transaction

21-40366

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

The Mills Limited Partnership

REC'D S.E.C.
FEB 25 2002

Address of Executive Offices (Number and Street, City, State, Zip Code)
1300 Wilson Boulevard, Suite 400, Arlington, VA 22209

Telephone Number (Including Area Code)
(703) 726-5155 080

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

Engaged in the ownership, development, redevelopment, leasing, acquisition, expansion and management of super-regional, retail and entertainment-oriented centers.

Type of Business Organization

corporation limited partnership, already formed
 business trust limited partnership, to be formed other (please specify):

PROCESSED

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated
1 1 9 3

FEB 27 2002

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State; CN for Canada; FN for other foreign jurisdiction) D E

THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Attention

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Handwritten initials

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

The Mills Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o The Mills Corporation, 1300 Wilson Boulevard, Suite 400, Arlington, VA 22209

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Managing Partner

Full Name (Last name first, if individual)

Siegel, Laurence C.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o The Mills Corporation, 1300 Wilson Boulevard, Suite 400, Arlington, VA 22209

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Dausch, James F.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o The Mills Corporation, 1300 Wilson Boulevard, Suite 400, Arlington, VA 22209

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Parent, Kenneth R.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o The Mills Corporation, 1300 Wilson Boulevard, Suite 400, Arlington, VA 22209

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

von Boetticher, Dietrich

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o The Mills Corporation, 1300 Wilson Boulevard, Suite 400, Arlington, VA 22209

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Ingram, John M.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o The Mills Corporation, 1300 Wilson Boulevard, Suite 400, Arlington, VA 22209

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Black, Jr., Charles R.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o The Mills Corporation, 1300 Wilson Boulevard, Suite 400, Arlington, VA 22209

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Braithwaite, James C.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o The Mills Corporation, 1300 Wilson Boulevard, Suite 400, Arlington, VA 22209

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Gildenhorn, The Hon. Joseph B.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o The Mills Corporation, 1300 Wilson Boulevard, Suite 400, Arlington, VA 22209

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

von Perfall, Franz

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o The Mills Corporation, 1300 Wilson Boulevard, Suite 400, Arlington, VA 22209

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Pincus, Robert P.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o The Mills Corporation, 1300 Wilson Boulevard, Suite 400, Arlington, VA 22209

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Rose, Cristina L.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o The Mills Corporation, 1300 Wilson Boulevard, Suite 400, Arlington, VA 22209

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Digby, Kent S.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o The Mills Corporation, 1300 Wilson Boulevard, Suite 400, Arlington, VA 22209

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Berson, Judith S.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o The Mills Corporation, 1300 Wilson Boulevard, Suite 400, Arlington, VA 22209

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Nick, Harry H.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o The Mills Corporation, 1300 Wilson Boulevard, Suite 400, Arlington, VA 22209

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Rivers, Mark J.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o The Mills Corporation, 1300 Wilson Boulevard, Suite 400, Arlington, VA 22209

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Kan Am (?)

Business or Residence Address (Number and Street, City, State, Zip Code)

3495 Piedmont Road, Ten Piedmont Center, Suite 520, Atlanta, Georgia 30305

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Units for Offered for Exchange (Rounded to next whole number of Units)	Amount of Units Already Exchanged
Debt.....	\$ 0	\$ 0
Equity.....	\$ 0	\$ 0
<input checked="" type="checkbox"/> At option of Issuer, Units are redeemable for common stock, par value \$.01 per share ("Conversion Stock") of The Mills Corporation, the general partner of Issuer. /		
<input type="checkbox"/> Preferred Stock		
Convertible Securities:	\$ 0	\$ 0
Partnership Interests: 1,245,000 units of limited partnership interest ("Units") in Issuer ² /	1,245,000 Units	1,245,000 Units
Other:	\$ 0	\$ 0
Total	1,245,000 Units	1,245,000 Units

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number of Investors	Aggregate Amount of Units Exchanged
Accredited investors	1	1,245,000 Units
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only).....	N/A	\$ N/A

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	N/A	\$ N/A
Regulation A.....	N/A	\$ N/A
Rule 504	N/A	\$ N/A
Total	N/A	\$ N/A

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ 0
Printing and Engraving Costs	<input type="checkbox"/>	\$ 0
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 22,000
Accounting Fees	<input type="checkbox"/>	\$ 0
Engineering Fees	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately):	<input type="checkbox"/>	\$ 0

¹ / "Conversion Stock" is listed on the New York Stock Exchange and therefore, are considered "covered securities" under Section 18(b)(1) under NSMIA.

² / In connection with the acquisition by Issuer from Kan Am USA XIII Limited Partnership ("Kan Am") of certain partnership interests in Sawgrass Mills Phase 3 Mezzanine Limited Partnership ("Sawgrass") owned by Kan Am, Kan Am received Units in the Issuer. The applicable number of Units distributed is equal to the agreed upon value of 50.251256% of total partnership interests contributed by Kan Am in Sawgrass.

Other Expenses (identify): \$ 0
 Total \$ 22,000

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ N/A

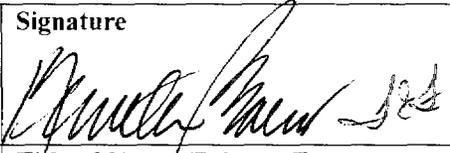
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors & Affiliates	Payments To Others
Salaries and fees	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase of real estate:	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Acquisition of other businesses: In connection with the acquisition by Issuer of certain partnership interests in Sawgrass, Issuer issued Units to Kan Am in exchange for Kan Am's partnership interests in Sawgrass.....	<input type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> 1,245,000 Units exchanged for 50.251256% partnership interests
Repayment of indebtedness	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Working capital	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Other (specify):	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Column Totals	<input type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> 1,245,000 Units exchanged for 50.251256% partnership interests
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> 1,245,000 Units exchanged for 50.251256% partnership interests

Units of Issuer were exchanged for the partnership interests in another partnership. Accordingly, there are no "adjusted gross proceeds to the issuer" in this Part C - Question 4.b.

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) THE MILLS LIMITED PARTNERSHIP By: The Mills Corporation, as General Partner	Signature 	Date February 14, 2002
Name of Signer (Print or Type) Kenneth R. Parent	Title of Signer (Print or Type) Executive Vice President & Chief Financial Officer	

ATTENTION

Intentional Misstatements or Omissions of Fact Constitute Federal Criminal Violations. (See 18. U.S.C. 1001.)