

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM D

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



03004452

1214380

OMB APPROVAL

OMB Number: 3235-0076
Expires: August 31, 1998
Estimated average burden
hours per response...16.00

SEC Use Only

Prefix | Serial

DATE RECEIVED

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

River Crossing REIT, Inc.

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.)

River Crossing REIT, Inc.

Address of Executive Offices

7355 S. W. 9th Street

(Number of Street, City, State, Zip Code)

Vero Beach, Florida 32968

Telephone number (including area code)

(561) 770-0042

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 The issuer is a Virginia corporation that intends to acquire a limited partnership interest in River Crossing Partners, L.P., a Virginia limited partnership, and to operate and qualify as a "real estate investment trust" as defined in Section 856(a) of the Internal Revenue Code of 1986, as amended.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization:

Month

Year

12

02

☒ Actual☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

☒ V ☒ A

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.

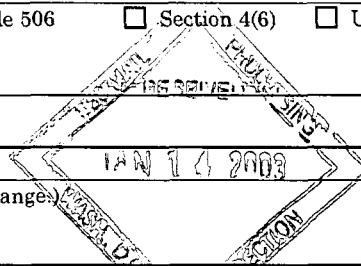
ATTENTION

Failure to file notice in the appropriate state will not result in 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 upon the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form

are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972(2-97)



PROCESSED

JAN 16 2003

THOMSON
FINANCIAL

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)

Gordon, William J.

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

7355 S. W. 9th Street, Vero Beach, Florida 32968

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)

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

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

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes ☒ No ☐
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... **\$100,000**
***The Company reserves the right to accept less than the minimum investment and to issue fractional shares/units.**
3. Does the offering permit joint ownership of a single unit?..... Yes ☒ No ☐
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such broker or dealer, you may set forth the information for that broker or dealer only. *Listed below are the broker-deal the issuer expects to use in connection with the sale of securities in this offering.
- Full Name (Last name first, if individual)

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

11140 Rockville Pike, Rockville, Maryland 20852

Name of Associated Broker or Dealer

H. Beck, Inc.

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☒ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

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

9645 Clayton Road, St. Louis, MO 63124

Name of Associated Broker or Dealer

R. T. Jones Capital Equities, Inc.

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]X	[CO]	[CT]	[DE]	[DC]	[FL]X	[GA]	[HI]	[ID]
[IL]X	[IN]	[IA]	[KS]X	[KY]	[LA]	[ME]	[MD]	[MA]X	[MI]X	[MN]	[MS]	[MO]X
[MT]	[NE]	[NV]	[NH]	[NJ]X	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]X	[TX]X	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

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

2361 Campus Drive, Suite 210 Irvine, CA 92715

Name of Associated Broker or Dealer

Brookstreet Securities

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☒ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

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

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes ☒ No ☐
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... **\$100,000**
***The Company reserves the right to accept less than the minimum investment and to issue fractional shares/units.**
3. Does the offering permit joint ownership of a single unit?..... Yes ☒ No ☐
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such broker or dealer, you may set forth the information for that broker or dealer only. *Listed below are the broker-dealer the issuer expects to use in connection with the sale of securities in this offering.

Full Name (Last name first, if individual)

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

925 Euclid Avenue, Cleveland, OH 44115

Name of Associated Broker or Dealer

Financial America Securities

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]X	[CO]	[CT]X	[DE]	[DC]	[FL]X	[GA]X	[HI]	[ID]
[IL]X	[IN]X	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]X	[MI]X	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]X	[NM]	[NY]	[NC]	[ND]	[OH]X	[OK]	[OR]	[PA]X
[RI]	[SC]	[SD]	[TN]X	[TX]	[UT]	[VT]	[VA]X	[WA]X	[WV]X	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

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

One Renton Place, 555 S. Renton Village Place, Suite 700, Renton, WA 98055

Name of Associated Broker or Dealer

Pacific West Securities, Inc.

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☐ All States

[AL] X	[AK] X	[AZ] X	[AR]	[CA] X	[CO] X	[CT] X	[DE]	[DC] X	[FL] X	[GA] X	[HI] X	[ID] X
[IL] X	[IN] X	[IA] X	[KS] X	[KY]	[LA] X	[ME] X	[MD] X	[MA] X	[MI] X	[MN] X	[MS] X	[MO] X
[MT] X	[NE]	[NV] X	[NH] X	[NJ] X	[NM] X	[NY]	[NC] X	[ND]	[OH] X	[OK] X	[OR] X	[PA] X
[RI]	[SC]	[SD] X	[TN] X	[TX] X	[UT] X	[VT]	[VA] X	[WA] X	[WV] X	[WI] X	[WY]X	[PR]

Full Name (Last name first, if individual)

Dyer, David

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

P.O. Box 4025, Kokomo, IN 46904

Name of Associated Broker or Dealer

Alliance Affiliated Equities Corporation

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☐ All States

[AL] X	[AK]	[AZ] X	[AR]	[CA] X	[CO] X	[CT] X	[DE] X	[DC]	[FL] X	[GA] X	[HI] X	[ID] X
[IL] X	[IN] X	[IA] X	[KS] X	[KY] X	[LA]	[ME]	[MD] X	[MA] X	[MI] X	[MN] X	[MS]	[MO] X
[MT] X	[NE] X	[NV] X	[NH]	[NJ] X	[NM]	[NY]	[NC] X	[ND]	[OH] X	[OK] X	[OR] X	[PA] X
[RI] X	[SC] X	[SD]	[TN] X	[TX] X	[UT] X	[VT] X	[VA] X	[WA] X	[WV] X	[WI] X	[WY] X	[PR]

(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

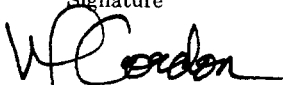
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ 6,920,000

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 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 (acquisition fee and real estate brokerage fee).....	☒ \$ <u>400,000</u>	☒ \$ <u>76,750</u>
Purchase of real estate.....	☒ \$ <u>0</u>	☐ \$ <u>0</u>
Purchase, rental, or leasing and installation of machinery and equipment.....	☐ \$ <u>0</u>	☐ \$ <u>0</u>
Construction or leasing of plant buildings and facilities.....	☐ \$ <u>0</u>	☐ \$ <u>0</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	☐ \$ <u>0</u>	☐ \$ <u>0</u>
Repayment of indebtedness (loan costs, closing costs).....	☒ \$ <u>4,878,250</u>	☐ \$ <u>0</u>
Working capital.....	☐ \$ <u>0</u>	☒ \$ <u>1,050,000</u>
Other (specify): <u>reserves and escrows</u>	☒ \$ <u>100,000</u>	☒ \$ <u>415,000</u>
Column Totals.....	☒ \$ <u>5,378,250</u>	☒ \$ <u>1,541,750</u>
Total Payments Listed (column totals added).....	☒ \$ <u>6,920,000</u>	

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 to 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)	Signature	Date
River Crossing REIT, Inc.		January 9, 2003
Name of Signer (print or type)	Title of Signer (print or type)	
William J. Gordon	President	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e), or (f) presently subject to any of the disqualification provisions of such rule?..... Yes ☐ No ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrators of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such time as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this information and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized persons.

Issuer (print or type) River Crossing REIT, Inc.	Signature 	Date January 9, 2003
Name of Signer (print or type) William J. Gordon	Title of Signer (print or type) President	

Instruction:

Print the name and title of the signing representative under this signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C- Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1)	
State	Yes	No	Common Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL	X		\$8,000,000						X
AK	X		\$8,000,000						X
AZ	X		\$8,000,000						X
AR	X		\$8,000,000						X
CA	X		\$8,000,000	2	\$160,000	1	\$50,000		X
CO	X		\$8,000,000						X
CT	X		\$8,000,000	1	\$50,000				X
DE	X		\$8,000,000						X
DC	X		\$8,000,000						X
FL	X		\$8,000,000	2	\$250,000				X
GA	X		\$8,000,000						X
HI	X		\$8,000,000						X
ID	X		\$8,000,000						X
IL	X		\$8,000,000	1	\$50,000	1	\$50,000		X
IN	X		\$8,000,000						X
IA	X		\$8,000,000						X
KS	X		\$8,000,000						X
KY	X		\$8,000,000	1	\$45,000				X
LA	X		\$8,000,000						X
ME	X		\$8,000,000	1	\$25,000				X
MD	X		\$8,000,000						X
MA	X		\$8,000,000						X
MI	X		\$8,000,000						X
MN	X		\$8,000,000						X
MS	X		\$8,000,000						X
MO	X		\$8,000,000						X