

1302882

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

FORM D

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

OMB No.	04042653
Expires	
Estimated hours per response	
SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

SEC MAIL RECEIVER
SEP 10 2004
SEC. DIV. 125
SECTION

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

Community Equity Fund XI Limited Partnership Interest Offering

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

PROCESSED

1. Enter the information requested about the issuer

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

Community Equity Fund XI Limited Partnership

SEP 13 2004 E

Address of Executive Offices (Number and Street, City State, Zip Code)

7700 Falls of Neuse Road, Suite 200, Raleigh, NC 27615

Telephone Number (Including Area Code)

919.420.0063

THOMSON
FINANCIAL

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 limited partnership was created to invest in companies that acquire, construct, rehabilitate, operate and dispose of real estate.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated
0 4 0 4

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

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 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 in 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.

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 (6-02)

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**A. BASIC IDENTIFICATION DATA**

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2. Enter the information requested of 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.

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

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Full Name (Last name first, if individual)

Community Affordable Housing Equity Corporation

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

7700 Falls of Neuse Road, Suite 200, Raleigh, NC 27615

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

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Full Name (Last name first, if individual)

Roger L. Earnhardt

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

7700 Falls of Neuse Road, Suite 200, Raleigh, NC 27615

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

---

Full Name (Last name first, if individual)

G. Maurice Capps

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

7700 Falls of Neuse Road, Suite 200, Raleigh, NC 27615

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

---

Full Name (Last name first, if individual)

Rex Williams

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

7700 Falls of Neuse Road, Suite 200 Raleigh, NC 27615

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

---

Full Name (Last name first, if individual)

George K. Quick

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

7700 Falls of Neuse road, Suite 200, Raleigh, NC 27615

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

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Full Name (Last name first, if individual)

E. A. Westmoreland

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

7700 Falls of Neuse Road, Suite 200, Raleigh, NC 27615

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

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Full Name (Last name first, if individual)

Helen R. Moore

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

7700 Falls of Neuse Road, Suite 200, Raleigh, NC 27615

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

Full Name (Last name first, if individual)

Carol Jackson

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

7700 Falls of Neuse Road, Suite 200, Raleigh, NC 27615

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

Full Name (Last name first, if individual)

Kemper Baker

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

7700 Falls of Neuse Road, Suite 200, Raleigh, NC 27615

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

Full Name (Last name first, if individual)

Dana S. Boole

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

7700 Falls of Neuse Road, Suite 200, Raleigh, NC 27615

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

Full Name (Last name first, if individual)

United Community Banks, Inc.

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

63 Highway 515, Blairsville, Georgia 30512

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)

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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)

**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? ..... \$ 1,000,000
- 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 a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Compass Securities Corporation

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

One Gateway Center, Suite 309, Newton, MA 02458

Name of Associated Broker or Dealer

Compass Securities Corporation

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

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

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

Full Name (Last name first, if individual)

Foss and Company

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

1335 Columbus Avenue, San Francisco, CA 94133

Name of Associated Broker or Dealer

Financial West Investment Group, Inc., d/b/a Financial West Group

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

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

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

Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

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

**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 for exchange and already exchanged.

| Type of Security                                                   | Aggregate Offering Price | Amount Already Sold |
|--------------------------------------------------------------------|--------------------------|---------------------|
| Debt .....                                                         | \$ 0                     | \$ 0                |
| Equity .....                                                       | \$ 0                     | \$ 0                |
| <input type="checkbox"/> Common <input type="checkbox"/> Preferred |                          |                     |
| Convertible Securities (including warrants) .....                  | \$ 0                     | \$ 0                |
| Partnership Interests.....                                         | \$ 100,000,000           | \$ 2,000,000        |
| Other (Specify _____) .....                                        | \$ 0                     | \$ 0                |
| Total.....                                                         | \$ 100,000,000           | \$ 2,000,000        |

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 the answer is "none" or "zero."

|                                              | Number Investors | Aggregate Dollar Amount of Purchases |
|----------------------------------------------|------------------|--------------------------------------|
| Accredited Investors .....                   | 1                | \$ 2,000,000                         |
| 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.

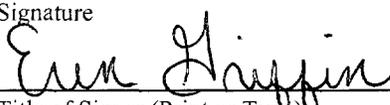
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C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



**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              |
| Community Equity Fund XI Limited Partnership |  | September 7, 2004 |
| Name of Signer (Print or Type)               | Title of Signer (Print or Type)                                                    |                   |
| Erin Griffin                                 | Vice President of Community Affordable Housing Equity Corporation, General Partner |                   |

**ATTENTION**

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