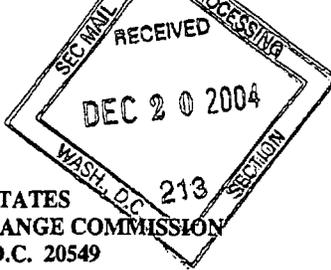


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FORM D

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 APPROVAL OMB NUMBER: 3235-0076 Expires: November 30, 2001 Estimated average burden hours per response16.00

SEC USE ONLY Prefix Serial DATE RECEIVED

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

Limited Partnership Interests

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



04052543

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.)

Club Deal 94 Limited Partnership

Address of Executive Offices Telephone Number Address of Principal Business Operations Telephone Number

Brief Description of Business:

To acquire an interest in Taurus Business Center Limited, a Florida limited partnership formed to acquire property in Augusta, Maine

Type of Business Organization

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

PROCESSED

Actual or Estimated Date of Incorporation or Organization 11 04 Actual Estimated Jurisdiction of Incorporation or Organization: DE

DEC 22 2004

THOMSON FINANCIAL

B

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 USC 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. Information Required: A new filing must contain all information requested. Filing Fee: There is no federal filing fee.

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)

Taurus Augusta Corp.

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

118 Milk Street, Boston, MA 02109

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

Full Name (Last name first, if individual)

Reibling, Lorenz

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

c/o Taurus Augusta Corp., 118 Milk Street, Boston, MA 02109

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

Full Name (Last name first, if individual)

Merrigan, Peter

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

c/o Taurus Augusta Corp., LLC, 118 Milk Street, Boston, MA 02109

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

Full Name (Last name first, if individual)

Reibling, Gunter

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

c/o Taurus Augusta Corp., 118 Milk Street, Boston, MA 02109

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

Full Name (Last name first, if individual)

Kassof, Linda

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

c/o Taurus Augusta Corp., 118 Milk Street, Boston, MA 02109

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

Full Name (Last name first, if individual)

Taurus - New England XXII Limited Partnership

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

118 Milk Street, Boston, MA 02109

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Owner of General Partner

Full Name (Last name first, if individual)

Taurus Investment Holdings, LLC

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

118 Milk Street, Boston, MA 02109

(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
 Yes No
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)
 None

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]

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]
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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]
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(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.

	Aggregate Offering Price	Amount Already Sold
Type of Security.....		
Debt.....	\$ _____	\$ _____
Equity.....	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ <u>2,210,000</u>	\$ <u>660,000*</u>
Other (Specify _____).....	\$ _____	\$ _____
Total.....	\$ <u>2,210,000</u>	\$ <u>660,000*</u>

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 Dollar Amount of Purchases
Accredited Investors.....	<u>2</u>	<u>660,000*</u>
Non-accredited Investors.....	_____	\$ _____
Total (for filings under Rule 504 only).....	_____	\$ _____

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 Security	Dollar Amount Sold
Type of offering		
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
Total.....	_____	\$ _____

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"/>	\$ _____
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ _____
Legal Fees.....	<input type="checkbox"/>	\$ _____
Accounting Fees.....	<input type="checkbox"/>	\$ _____
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total.....	<input checked="" type="checkbox"/>	\$ <u>0</u>

* Of the total offering, only \$660,000 will be offered and sold in the United States.

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

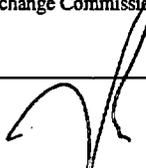
b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ 2,210,000

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 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"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase of real estate.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Acquisition of other business (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).....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Other (specify): <u>investment in real estate venture.</u>	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>2,210,000</u>
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals.....	<input checked="" type="checkbox"/>	\$ <u>0</u>	<input checked="" type="checkbox"/>	\$ <u>2,210,000</u>
Total Payments Listed (column totals added).....		<input type="checkbox"/>		\$ <u>2,210,000</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) Club Deal 94 Limited Partnership	Signature 	Date December 9, 2004
Name of Signer (Print or Type) Peter Merrigan	Title of Signer (Print or Type) Officer of the General Partner	

ATTENTION

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