

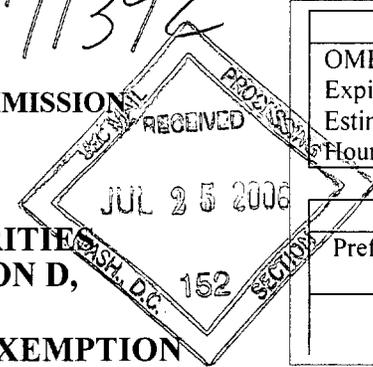
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

371396

OMB APPROVAL
 OMB Number: 3235-0076
 Expires: March 31, 1991
 Estimated average burden
 Hours per response

Prefix

06043234



FORM D
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.)

FORT VIII

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.)

FORT VIII, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone number (Including Area Code)
601 S. Figueroa Street, Ste. 2050, Los Angeles, CA 90017 213-572-0222

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

Brief Description of Business
Real Estate

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month: June Year: 2006 Actual ☐ Estimated

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

PROCESSED
AUG 04 2006
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 signature]

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)
FORT Properties, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
601 S. Figueroa Street, Suite 2050, Los Angeles, CA 90017

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

Full Name (Last name first, if individual)
FORT Properties Holding, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
601 S. Figueroa Street, Suite 2050, Los Angeles, CA 90017

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

Full Name (Last name first, if individual)
Charles B. Runnels, III

Business or Residence Address (Number and Street, City, State, Zip Code)
601 S. Figueroa Street, Suite 2050, Los Angeles, CA 90017

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

Full Name (Last name first, if individual)
Michael D. Franklin

Business or Residence Address (Number and Street, City, State, Zip Code)
601 S. Figueroa Street, Suite 2050, Los Angeles, CA 90017

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

Full Name (Last name first, if individual)
Michael S. Abrams

Business or Residence Address (Number and Street, City, State, Zip Code)
601 S. Figueroa Street, Suite 2050, Los Angeles, CA 90017

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

Full Name (Last name first, if individual)
Robert O. Alter

Business or Residence Address (Number and Street, City, State, Zip Code)
3343 Locke Avenue, Suite 107, Forth Worth, TX 76107

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

Full Name (Last name first, if individual)
Jean D. Adams

Business or Residence Address (Number and Street, City, State, Zip Code)
601 S. Figueroa Street, Suite 2050, Los Angeles, CA 90017

(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)

David J. Dunn

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

12526 High Bluff Drive, Suite 160, San Diego, CA 92130

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

Full Name (Last name first, if individual)

Steven B. Dunn

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

16689 Schoenborn Street, North Hills, CA 91343

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

Full Name (Last name first, if individual)

Jonathan S. Huberman

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

6545 Poco Lago, Rancho Santa, Fe, CA 92067

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

Full Name (Last name first, if individual)

Idanta Partners

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

12526 High Bluff Drive, Suite 160, San Diego, CA 92130

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)

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? \$1,884,540
- 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)

T.R. Winston & Company

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

1999 Avenue of the Stars, Suite 2530, Los Angeles, CA 90067

Name of Associated Broker or Dealer

T.R. Winston & Company

State 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

State 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

State 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 offered 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.....	\$ 0	\$ 0
Other (Specify) Undivided Tenancy in Common Fee Interests	\$ 31,409,000	\$ 0
Total	\$ 31,409,000	\$ 0

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 Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	0	\$ 0
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	0	\$ 0

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	_____	\$ _____
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"/>	\$ 0
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ 3,000
Legal Fees	<input checked="" type="checkbox"/>	\$ 337,500
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ 5,000
Engineering Fees.....	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/>	\$ 965,000
Other Expenses (identify) Escrow, Appraisal, Survey, Title, Insurance	<input checked="" type="checkbox"/>	\$ 64,500
Total		
Total	<input checked="" type="checkbox"/>	\$ 1,375,000

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."

\$ 30,034,000

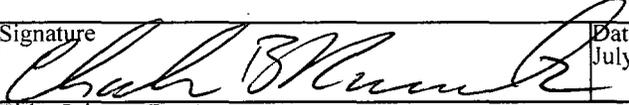
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262(a), (b) or (c) 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 administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times 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 notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) FORT VIII, LLC	Signature 	Date July 24, 2006
Name (Print or Type) Charles B. Runnels, III	Title (Print or Type) President of FORT Properties, Inc., Managing Member of FORT Properties Holding, LLC, Managing Member of FORT VIII, LLC	

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	Undivided Tenancy in Common Fee Interests: \$31,409,000	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		X	\$31,409,000						
AK									
AZ		X	\$31,409,000						
AR		X	\$31,409,000						
CA		X	\$31,409,000	8	19,611,780	0	0		X
CO		X	\$31,409,000						
CT		X	\$31,409,000						
DE		X	\$31,409,000						
DC		X	\$31,409,000						
FL		X	\$31,409,000						
GA		X	\$31,409,000						
HI		X	\$31,409,000						
ID		X	\$31,409,000						
IL		X	\$31,409,000						
IN		X	\$31,409,000						
IA		X	\$31,409,000						
KS		X	\$31,409,000						
KY		X	\$31,409,000						
LA		X	\$31,409,000						
ME		X	\$31,409,000						
MD		X	\$31,409,000						
MA		X	\$31,409,000						
MI		X	\$31,409,000						
MN		X	\$31,409,000						
MS		X	\$31,409,000						
MO		X	\$31,409,000						
MT		X	\$31,409,000						
NE		X	\$31,409,000						
NV		X	\$31,409,000						
NH		X	\$31,409,000						
NJ		X	\$31,409,000						

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	Undivided Tenancy in Common Fee Interests: \$31,409,000	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NM		X	\$31,409,000						
NY									
NC		X	\$31,409,000						
ND		X	\$31,409,000						
OH		X	\$31,409,000						
OK		X	\$31,409,000						
OR		X	\$31,409,000	2	3,401,595	0	0		X
PA		X	\$31,409,000						
RI		X	\$31,409,000						
SC		X	\$31,409,000						
SD		X	\$31,409,000						
TN		X	\$31,409,000						
TX		X	\$31,409,000						
UT		X	\$31,409,000						
VT		X	\$31,409,000						
VA		X	\$31,409,000						
WA		X	\$31,409,000						
WV		X	\$31,409,000						
WI		X	\$31,409,000						
WY		X	\$31,409,000						
PR									

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FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned FORT VII, LLC, a limited liability company organized under the laws of Delaware, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

FORT Properties, Inc., 601 S. Figueroa Street, Ste. 2050, Los Angeles, CA, ATTN: Michael S. Abrams

With a copy to:

Place an "X" before the name of all the States for which the person executing this form is appointing the designated Officer or that State as its attorney in that State for receipt of service of process:

<u>X</u> ALABAMA	Secretary of State	<u>X</u> GEORGIA	Commissioner of Securities
<u> </u> ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<u> </u> GUAM	Administrator, Department of Finance
<u>X</u> ARIZONA	The Corporation Commission	<u>X</u> HAWAII	Commissioner of Securities
<u>X</u> ARKANSAS	The Securities Commissioner	<u>X</u> IDAHO	Director, Department of Finance
<u>X</u> CALIFORNIA	Commissioner of Corporations	<u>X</u> ILLINOIS	Secretary of State
<u>X</u> COLORADO	Securities Commissioner	<u>X</u> INDIANA	Secretary of State
<u>X</u> CONNECTICUT	Banking Commissioner	<u>X</u> IOWA	Commissioner of Insurance
<u>X</u> DELAWARE	Securities Commissioner	<u>X</u> KANSAS	Secretary of State
<u>X</u> DISTRICT OF COLUMBIA	Public Service Commission	<u>X</u> KENTUCKY	Director, Division of Securities
<u>X</u> FLORIDA	Department of Banking and Finance	<u>X</u> LOUISIANA	Commissioner of Securities
		<u>X</u> MAINE	Administrator, Securities Division

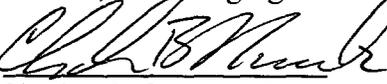
<u>X</u> MARYLAND	Commissioner of the Division of Securities	<u>X</u> OREGON	Director, Department of Insurance and Finance
<u>X</u> MASSACHUSETTS	Secretary of State	<u>X</u> PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process
<u>X</u> MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce	<u> </u> PUERTO RICO	Commissioner of Financial Institutions
<u>X</u> MISSISSIPPI	Secretary of State	<u>X</u> RHODE ISLAND	Director of Business Regulation
<u>X</u> MISSOURI	Securities Commissioner	<u>X</u> SOUTH CAROLINA	Secretary of State
<u>X</u> MONTANA	State Auditor and Commissioner of Insurance	<u>X</u> SOUTH DAKOTA	Director of the Division of Securities
<u>X</u> NEBRASKA	Director of Banking and Finance	<u>X</u> TENNESSEE	Commissioner of Commerce and Insurance
<u>X</u> NEVADA	Secretary of State	<u>X</u> TEXAS	Securities Commissioner
<u>X</u> NEW HAMPSHIRE	Secretary of State	<u>X</u> UTAH	Director, Division of Securities
<u>X</u> NEW JERSEY	Chief, Securities Bureau	<u>X</u> VERMONT	Secretary of State
<u>X</u> NEW MEXICO	Director, Securities Division	<u>X</u> VIRGINIA	Clerk, State Corporation Commission
<u> </u> NEW YORK	Secretary of State	<u>X</u> WASHINGTON	Director of the Department Licensing
<u>X</u> NORTH CAROLINA	Secretary of State	<u>X</u> WEST VIRGINIA	Commissioner of Securities
<u>X</u> NORTH DAKOTA	Securities Commissioner	<u>X</u> WISCONSIN	Commissioner of Securities
<u>X</u> OHIO	Secretary of State	<u>X</u> WYOMING	Secretary of State
<u>X</u> OKLAHOMA	Securities Administrator		

Dated this 24th day of July, 2006.

FORT VIII, LLC, a Delaware limited liability company

By: FORT Properties Holding, LLC,
a Delaware limited liability company,
Its Managing Member

By: FORT Properties, Inc., a Delaware corporation, its Managing Member

By: 
Charles B. Runnels, III,
President

