

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

OMB Approval
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PROCESSED

FORM D

AUG 04 2006

THOMSON
FINANCIAL

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



06043328

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.) **Offering of Ordinary Shares of IL&FS India Realty Fund LLC**

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.) **IL&FS India Realty Fund LLC**

Address of Executive Offices (Number and Street, City, State, Zip Code) **c/o International Financial Services, Ltd., IFS Court, Twenty-Eight, Cybercity, Ebene, Mauritius**

Telephone Number (including Area Code)
+230-467-3000

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 business is to identify potential investments, directly or indirectly, in real property; and to, directly or indirectly, acquire, hold, improve, develop, construct, maintain, operate, lease, manage, mortgage, encumber, sell, exchange, dispose or otherwise deal in or exercise control over real property relating to or underlying investments, all such real property within India.

Type of Business Organization

☐ corporation

☐ limited partnership, already formed

☒ other (please specify): **Mauritius private limited life company limited by shares**

☐ business trust

☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

Month
0 2

Year
0 6

☒ 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)

F N

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.

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)

IL&FS Investment Managers Limited

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

c/o International Financial Services, Ltd., IFS Court, Twenty-Eight, Cybercity, Ebene, Mauritius

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

Full Name (Last name first, if individual)

CP India I, LLC

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

400 Q Street, Suite E4800, Sacramento, CA 95826

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

Full Name (Last name first, if individual)

CS India I, LLC

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

7667 Folsom Blvd., Suite 250, Sacramento, CA 95826

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

Full Name (Last name first, if individual)

The State of Oregon, acting by and through the Oregon Investment Council on behalf of the Oregon Public Employees Retirement Fund

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

350 Winter Street, N.E., Suite 100, Salem OR 97310

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

Full Name (Last name first, if individual)

John D. and Catherine T. MacArthur Foundation

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

140 South Dearborn Street, Suite 1200, Chicago, IL 60603

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

Full Name (Last name first, if individual)

Presidio Equity Partners 2006-1, LLC

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

c/o Presidio Partners LLC, 235 Pine Street, Suite 1175, San Francisco, CA 94104

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

Full Name (Last name first, if individual)

Reco Vaastu Pte. Ltd.

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

168 Robinson Road, Capital Tower, #37-01, Singapore 068 912

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

B. INFORMATION ABOUT OFFERING

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

Full Name (Last name first, if individual)

The Church Pension Fund

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

445 Fifth Avenue, New York, NY 10016

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

Full Name (Last name first, if individual)

Nestlé in the USA Pension Trust

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

777 W. Putnam Avenue, Greenwich, CT 06830

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

Full Name (Last name first, if individual)

Mellon Trust of New England, N.A., as Trustee for The John Deere Pension Trust

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

135 Santilli Highway, Everett, MA 02149

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

Full Name (Last name first, if individual)

Jewish Federation of Metropolitan Chicago

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

One South Franklin Street, Chicago, Illinois 60606

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

Full Name (Last name first, if individual)

The Northern Trust Company as Trustee for The Union Pacific Corporation Master Retirement Trust

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

50 S. LaSalle Street, Chicago, Illinois 60675

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

Full Name (Last name first, if individual)

OPTrust Realty Inc.

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

1 Adelaide Street East, Suite 1200, Toronto, Ontario M5C 3A7, Canada

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

Full Name (Last name first, if individual)

IL&FS Investment Advisors LLC

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

c/o International Financial Services, Ltd., IFS Court, Twenty-Eight, Cybercity, Ebene, Mauritius

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

Full Name (Last name first, if individual)

Mr. Lala Couldip Basanta

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

c/o International Financial Services, Ltd., IFS Court, Twenty-Eight, Cybercity, Ebene, Mauritius

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

Full Name (Last name first, if individual)

Mr. Joory Kapil Dev

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

c/o International Financial Services, Ltd., IFS Court, Twenty-Eight, Cybercity, Ebene, MauritiusCheck Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Mr. Dalal Shahzaad Shiraz

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

c/o International Financial Services, Ltd., IFS Court, Twenty-Eight, Cybercity, Ebene, Mauritius**Residence: 902, Cresnet Heights, VM Naik Marg, Tardeo, Mumbai 400036, India**Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Mr. Borkar Manoj Yeshwant

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

c/o International Financial Services, Ltd., IFS Court, Twenty-Eight, Cybercity, Ebene, Mauritius**Residence: A/103, Trimurti Apartments, Ajmal Road, Vile Parle (East), Mumbai 400057, India**Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Mr. Braxton Alan R

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

c/o International Financial Services, Ltd., IFS Court, Twenty-Eight, Cybercity, Ebene, Mauritius**Office: Presidio Partners LLC, 70W. Madison Street, Suite 1400, Chicago, IL 60602**

(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? **\$ 10,000,000***
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. **N/A**

Full Name (Last name first, if individual)

Presidio Partners LLC

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

235 Pine Street, Suite 1175, San Francisco, CA 94104

Name of Associated Broker or Dealer

Presidio Partners LLC

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]
[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]	[MA]	[MD]	[ME]	[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]

*Subject to exemptions approved by IL&FS India Realty Fund LLC.

(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 column below the amounts of the securities offered for exchange and already exchanged.

Type of Security

Debt:

Equity:

☒ Common ☐ Preferred

Convertible Securities (including warrants)

Partnership Interests

Other (Specify)

Total

**Aggregate
Offering Price**

\$ 0

\$ 456,200,000*

**Amount
Already Sold**

\$ 0

\$ 455,800,000

\$ 0

\$ 0

\$ 0

\$ 456,200,000

\$ 0

\$ 0

\$ 0

\$ 455,800,000

Answer also in Appendix, Column 4, 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."

Accredited Investors

Non-accredited Investors

Total (for filings under Rule 504 only)

**Number
Investors**

12

0

12

**Aggregate
Dollar Amount
of Purchases**

\$ 455,800,000

\$ 0

\$ 455,800,000

Answer also in Appendix, Column 3, 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.

N/A

Type of Offering

Rule 505

Regulation A

Rule 504

Total

**Type of
Security**

N/A

N/A

N/A

N/A

N/A

**Dollar
Amount Sold**

\$ N/A

\$ N/A

\$ N/A

\$ 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 Fee

Printing and Engraving Costs

Legal Fees

☐ \$ N/A☐ \$ N/A☒ \$ 710,713

* The Issuer in conjunction with Infrastructure Leasing & Financial Services Realty Fund (the "Fund") is seeking to raise \$500 million in aggregate capital commitments, provided that such maximum amount may be increased to \$525 million at the discretion of the Issuer's Company Manager and may be increased above that amount with the approval of Shareholders holding at least 75% of the Issuer's Ordinary Shares. The Fund has previously issued Class A Units to Indian investors with Capital Commitments of 3,000 million rupees (equivalent to approximately \$66.8 million), which reduces the amount available for the offering by the Issuer. The Issuer will invest in Indian real property either through or on a side-by-side basis with the Fund.

ATTENTION

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

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

Accounting Fees.....	☒	\$	<u>3,556</u>
Engineering Fees.....	☐	\$	<u>N/A</u>
Sales Commissions (Specify finder's fees separately) (excluding portion payable by Promoter and not by Issuer).....	☐	\$	<u>N/A</u>

Total..... ☒ \$ 714,269

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."

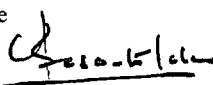
\$ 455,285,731

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.....	☐	\$	☐	\$
Purchase of real estate.....	☐	\$	☐	\$
Purchase, rental or leasing and installation of machinery and equipment.....	☐	\$	☐	\$
Construction or leasing of plant buildings and facilities.....	☐	\$	☐	\$
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).....	☐	\$	☐	\$
Repayment of indebtedness.....	☐	\$	☐	\$
Working capital.....	☐	\$	☐	\$
Other (specify) <u>Capital will be drawn down as needed to fund investments, to pay down indebtedness outstanding from time to time or to cover costs of operations that cannot be funded with revenues from operations.</u>	☐	\$	☐	\$
			☐	\$
	☐	\$	☒	\$ <u>455,285,731</u>
Column Totals.....	☐	\$	☒	\$ <u>455,285,731</u>
Total Payments Listed (column totals added)		☒ \$		<u>455,285,731</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
IL&FS India Realty Fund LLC		19 July 2006
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Mr Couldiplall Basanta Lala	Director	

E. STATE SIGNATURE**ATTENTION**

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

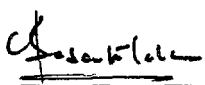
C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Is any party described in 17 CFR 230.262 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 foregoing undertakings and representations shall be enforceable against the issuer only to the extent that such undertakings and representations are required to be made after application of the National Securities Markets Improvement Act of 1996.

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.

THE FOREGOING UNDERTAKINGS AND REPRESENTATIONS PROVIDED SHALL BE ENFORCEABLE AGAINST THE ISSUER ONLY TO THE EXTENT THAT SUCH UNDERTAKINGS AND REPRESENTATIONS ARE REQUIRED TO BE MADE AFTER APPLICATION OF THE NATIONAL SECURITIES MARKETS IMPROVEMENT ACT OF 1996

Issuer (Print or Type)	Signature	Date
IL&FS India Realty Fund LLC		19 July 2006
Name of Signer (Print or Type)	Title of Signer (Print or Type) Director	
Mr Couldiplall Basanta Lala		

Instruction:

Print the name and title of the signing representative under his 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.

ATTENTION

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

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		Number of Accredited Investors	Amount	Number of Nonaccredited Investors	Amount	Yes	No
AL		X	N/A	N/A	N/A	N/A	N/A		X
AK		X	N/A	N/A	N/A	N/A	N/A		X
AZ		X	N/A	N/A	N/A	N/A	N/A		X
AR		X	N/A	N/A	N/A	N/A	N/A		X
CA		X	\$200,800,000 of Class A Ordinary Shares	6	\$200,800,000	0	N/A		X
CO		X	N/A	N/A	N/A	N/A	N/A		X
CT		X	\$5,000,000 of Class B Ordinary Shares	1	\$5,000,000	0	N/A		X
DE		X	N/A	N/A	N/A	N/A	N/A		X
DC		X	N/A	N/A	N/A	N/A	N/A		X
FL		X	N/A	N/A	N/A	N/A	N/A		X
GA		X	N/A	N/A	N/A	N/A	N/A		X
HI		X	N/A	N/A	N/A	N/A	N/A		X
ID		X	N/A	N/A	N/A	N/A	N/A		X
IL		X	\$40,000,000 of Class A Ordinary Shares; and 10,000,000 of Class B Ordinary Shares	3	\$50,000,000	0	N/A		X
IN		X	N/A	N/A	N/A	N/A	N/A		X
IA		X	N/A	N/A	N/A	N/A	N/A		X
KS		X	N/A	N/A	N/A	N/A	N/A		X
KY		X	N/A	N/A	N/A	N/A	N/A		X
LA		X	N/A	N/A	N/A	N/A	N/A		X
ME		X	N/A	N/A	N/A	N/A	N/A		X
MD		X	N/A	N/A	N/A	N/A	N/A		X
MA		X	\$20,000,000 of Class B Ordinary Shares	1	\$20,000,000	0	N/A		X
MI		X	N/A	N/A	N/A	N/A	N/A		X
MN		X	N/A	N/A	N/A	N/A	N/A		X
MS		X	N/A	N/A	N/A	N/A	N/A		X
MO		X	N/A	N/A	N/A	N/A	N/A		X
MT		X	N/A	N/A	N/A	N/A	N/A		X
NE		X	N/A	N/A	N/A	N/A	N/A		X
NV		X	N/A	N/A	N/A	N/A	N/A		X
NH		X	N/A	N/A	N/A	N/A	N/A		X
NJ		X	N/A	N/A	N/A	N/A	N/A		X

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		Number of Accredited Investors	Amount	Number of Nonaccredited Investors	Amount	Yes	No
NM		X	N/A	N/A	N/A	N/A	N/A		X
NY		X	\$10,000,000 of Class B Ordinary Shares	1	\$10,000,000	0	N/A		X
NC		X	N/A	N/A	N/A	N/A	N/A		X
ND		X	N/A	N/A	N/A	N/A	N/A		X
OH		X	N/A	N/A	N/A	N/A	N/A		X
OK		X	N/A	N/A	N/A	N/A	N/A		X
OR		X	\$100,000,000 of Class A Ordinary Shares	1	\$100,000,000	0	N/A		X
PA		X	N/A	N/A	N/A	N/A	N/A		X
RI		X	N/A	N/A	N/A	N/A	N/A		X
SC		X	N/A	N/A	N/A	N/A	N/A		X
SD		X	N/A	N/A	N/A	N/A	N/A		X
TN		X	N/A	N/A	N/A	N/A	N/A		X
TX		X	N/A	N/A	N/A	N/A	N/A		X
UT		X	N/A	N/A	N/A	N/A	N/A		X
VT		X	N/A	N/A	N/A	N/A	N/A		X
VA		X	N/A	N/A	N/A	N/A	N/A		X
WA		X	N/A	N/A	N/A	N/A	N/A		X
WV		X	N/A	N/A	N/A	N/A	N/A		X
WI		X	N/A	N/A	N/A	N/A	N/A		X
WY		X	N/A	N/A	N/A	N/A	N/A		X
PR		X	N/A	N/A	N/A	N/A	N/A		X