

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

OMB APPROVAL

OMB Number: 3235-0076
Expires: May 31, 2008
Estimated average burden
hours per form 16.00

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.)

Waterton Tactical Real Estate Fund I, L.L.C.

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☒ ULOE NSMIA
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.)

Waterton Tactical Real Estate Fund I, L.L.C.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
1 North Franklin Street, Suite 1150, Chicago, Illinois 60606 312-948-4500, fax: 312-948-4501

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices) **1 North Franklin Street, Suite 1150, Chicago, Illinois 60606 312-948-4500**

Brief Description of Business

Real Estate Investment Fund

Type of Business Organization

☐ corporation ☐ limited partnership, already formed ☒ LLC, already formed ☐ other (please specify) **THOMSON FINANCIAL**
☐ business trust ☐ limited partnership, to be formed ☐ LLC, to be formed

Month Year **June 21, 2006**

Actual or Estimated Date of Incorporation or Organization: ☐ 0 6 ☐ 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) **DE**

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 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.

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 ☒ *Managing Member*

Full Name (Last name first, if individual)

Waterton Tactical Managers, L.L.C., a Delaware limited liability company ("WTM")

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

1 North Franklin Street, Suite 1150, Chicago, Illinois 60606Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☒ *Managing Member*
Of WTM

Full Name (Last name first, if individual)

Waterton Partners, L.L.C., a Delaware limited liability company ("WP")

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

1 North Franklin Street, Suite 1150, Chicago, Illinois 60606Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☒ *Managing Member*
Of WP

Full Name (Last name first, if individual)

Waterton Commercial Properties, L.L.C., a Delaware limited liability company ("WCP")

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

1 North Franklin Street, Suite 1150, Chicago, Illinois 60606Check Box(es) that Apply: ☒ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☒ *Managing Member*
Of WCP

Full Name (Last name first, if individual)

Peter M. Vilim

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

1 North Franklin Street, Suite 1150, Chicago, Illinois 60606Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☒ *Managing Member*
Of WCP

Full Name (Last name first, if individual)

David R. Schwartz

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

1 North Franklin Street, Suite 1150, Chicago, Illinois 60606Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ Managing Member
Of WCP

Full Name (Last name first, if individual)

Marc J. Swerdlow

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

1 North Franklin Street, Suite 1150, Chicago, Illinois 60606Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ Managing Member
Of WCP

Full Name (Last name first, if individual)

Terrence O'Hara

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

1 North Franklin Street, Suite 1150, Chicago, Illinois 60606

(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 ☐ Managing Member
Of WPC

Full Name (Last name first, if individual)

Craig G. Walczyk

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

1 North Franklin Street, Suite 1150, Chicago, Illinois 60606

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ Managing Member

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 ☐ Managing Member

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 ☐ Managing Member
Of WA LLC

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 ☐ Managing Member

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 ☐ Managing Member

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 ☐ Managing Member

Full Name (Last name first, if individual)

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

(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. \$ **200,000***
2. What is the minimum investment that will be accepted from any individual? ☒ Yes ☐ No
* *Managing Member has the authority to accept a lower amount than \$200,000.*
3. Does the offering permit joint ownership of a single unit?
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)

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

500 Skokie Boulevard, Suite 525, Northbrook, Illinois 60062

Name of Associated Broker or Dealer

Chauner Securities, 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)

811 Camp Horne Road, Suite 100, Pittsburgh, Pennsylvania 15237

Name of Associated Broker or Dealer

Allegheny Investments, LTD.

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)

4775 Wallingford Street, Pittsburgh, Pennsylvania 15213-1711

Name of Associated Broker or Dealer

Thomas M. Nixon & Associates, 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
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(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? \$ 200,000*
..... ☒ Yes ☐ No
* *Managing Member has the authority to accept a lower amount than \$100,000.*
3. Does the offering permit joint ownership of a single unit?

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)

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

One National Life Drive, Montpelier, Vermont 05604

Name of Associated Broker or Dealer

Equity Services, 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)

500 Skokie Blvd, Suite 525, Northbrook, Illinois 60062

Name of Associated Broker or Dealer

David Sherman & Co.

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)

2570 W. El Camino Real, Suite 250, Mountain View, California 94040

Name of Associated Broker or Dealer

Stanford Investment Group, 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

(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.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ <u>0</u>	\$ <u>0</u>
Equity	\$ <u>0</u>	\$ <u>0</u>
☐ Common ☐ Preferred		
Convertible Securities (including warrants)	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests	\$ <u>0</u>	\$ <u>0</u>
Other (Specify LLC Membership Interests)	\$ <u>40,000,000</u>	\$ _____
Total	\$ <u>40,000,000</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>0</u>	\$ _____
Non-accredited Investors	\$ <u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only)	\$ <u>0</u>	\$ _____

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	<u>0</u>	\$ <u>0</u>
Regulation A	<u>0</u>	\$ <u>0</u>
Rule 504	<u>0</u>	\$ <u>0</u>
Total	<u>0</u>	\$ <u>0</u>

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	☒ \$ <u>0</u>
Printing and Engraving Costs	☒ \$ <u>0</u>
Legal Fees (And Blue Sky Legal Fees)	☒ \$ <u>305,000</u>
Accounting Fees (Prior Performance Tables)	☒ \$ <u>5,000</u>
Engineering Fees	☒ \$ <u>0</u>
Sales Commissions (specify finders' fees separately) Maximum 8% to Brokers	☒ \$ <u>3,200,000</u>
Other Expenses (identify) (Blue Sky Filing Fees to States)	☒ \$ <u>5,000</u>
Total	☒ \$ <u>3,515,000</u>

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."

\$ 36,485,000

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	☒ \$ <u>0</u>	☒ \$ <u>0</u>
Purchase of real estate- <i>Indirect investments in real estate (includes transaction costs to 3rd parties)</i> **	☒ \$ <u>0</u>	☒ \$ <u>35,885,000</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	☒ \$ <u>0</u>	☒ \$ <u>0</u>
Working capital	☒ \$ <u>0</u>	☒ \$ <u>241,000</u>
Other (specify) <u>Acquisition Fee to Affiliate Managing Member***</u>	☒ \$ <u>359,000</u>	☒ \$ <u>0</u>
Column Totals	☒ \$ <u>359,000</u>	☒ \$ <u>36,126,000</u>
Total Payments Listed (column totals added)	☒ \$ <u>\$36,485,000</u>	

** A portion of this amount will be paid to affiliates of the Managing Member in respect of interests in properties or JVs acquired by such affiliates pending completion of the offering

*** Acquisition Fees will equal 0.75% of the initial total acquisition cost of each Property Investment (including indebtedness, expenses, etc)

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) Waterton Tactical Real Estate Fund I, L.L.C.	Signature 	Date July 25 2006
Name of Signer (Print or Type) Peter M. Vilim	Title of Signer (Print or Type) Managing Member of Waterton Commercial Properties, L.L.C., the Managing Member of Waterton Partners, L.L.C., the Managing Member of Waterton Tactical Managers, L.L.C., the Managing Member of the Issuer	

ATTENTION

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