

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

OMB APPROVAL
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SEC. REG. DIV.
AUG 17 2006
WASH. D.C. 101

PROCESSED
AUG 23 2006
THOMSON
FINANCIAL

FORM D

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

06045000

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

CREEKSTONE 6222 RICHMOND, LP

Filing Under (Check box(es) that apply): () Rule 504 () Rule 505 (X) Rule 506 () Section 4(6) () ULOE

Type of Filing: (X) 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.)

Creekstone 6222 Richmond, LP

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
4545 Post Oak Place, Suite 200, Houston, Texas 77027 (713) 621-5300

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

Brief Description of Business

(a) Acquire the Greenrich Building, an approximately 119,387 square foot, 8-story multi-tenant office building and adjacent parking garage located at 6222 Richmond Avenue, Houston, Texas (the "Property"), (b) offer and sell undivided tenant-in-common interests in the Property, (c) offer and sell its class A units of limited partnership interest, and (d) own, hold, operate manage and ultimately dispose of any tenant-in-common interests that remain unsold.

Type of Business Organization

() corporation (X) 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 ? 0 6

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

REC'D B.T.C.
AUG 17 2006
1086

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)

Creekstone Partners, L.L.C.

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

4545 Post Oak Place, Suite 200, Houston, Texas 77027

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

Full Name (Last name first, if individual)

Creekstone 6222 Richmond GP, LLC

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

4545 Post Oak Place, Suite 200, Houston, Texas 77027

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

Full Name (Last name first, if individual)

Michael F. Preston

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

4545 Post Oak Place, Suite 200, Houston, Texas 77027

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

Full Name (Last name first, if individual)

Everett P. Jackson

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

4545 Post Oak Place, Suite 200, Houston, Texas 77027

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

Full Name (Last name first, if individual)

Stephen D. Keller

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

4545 Post Oak Place, Suite 200, Houston, Texas 77027

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?..... \$ 24.992 *

***Issuer reserves the right to waive the minimum purchase requirement.**

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)

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

150 Civic Center Drive, Suite 104, Sandy, Utah 84070

Name of Associated Broker or Dealer

OMNI Brokerage, 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]
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Full Name (Last name first, if individual)

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

ATTACHMENT TO FORM D
FOR
CREEKSTONE 6222 RICHMOND, LP

Section B., Question 4

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

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Name of Associated Broker or Dealer

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ATTACHMENT TO FORM D
FOR
CREEKSTONE 6222 RICHMOND, LP

Section B., Question 4

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

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ATTACHMENT TO FORM D
FOR
CREEKSTONE 6222 RICHMOND, LP

Section B., Question 4

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

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Name of Associated Broker or Dealer

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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>N/A</u>	\$ <u>N/A</u>
Equity	\$ <u>N/A</u>	\$ <u>N/A</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ <u>N/A</u>	\$ <u>N/A</u>
Partnership Interests.....	\$ <u>*</u>	\$ <u>0</u>
Other (Specify: tenant-in-common interests in the Property* (SEE ATTACHED PAGE))	\$ <u>4,236.216</u>	\$ <u>0</u>
Total.....	\$ <u>4,236.216</u>	\$ <u>0</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 Investors	Aggregate Dollars Amount of Purchases
Accredited Investors	<u>0</u>	\$ <u>0</u>
Non-accredited Investors	<u>N/A</u>	\$ <u>N/A</u>
Total (for filings under Rule 504 only).....	<u>N/A</u>	\$ <u>N/A</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>N/A</u>	\$ <u>N/A</u>
Regulation A.....	<u>N/A</u>	\$ <u>N/A</u>
Rule 504.....	<u>N/A</u>	\$ <u>N/A</u>
Total.....	<u>N/A</u>	\$ <u>N/A</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	<input type="checkbox"/> \$ <u>0</u>
Printing and Engraving Costs	<input checked="" type="checkbox"/> \$ <u>20,000</u>
Legal Fees.....	<input checked="" type="checkbox"/> \$ <u>125,000</u>
Accounting Fees	<input checked="" type="checkbox"/> \$ <u>2,000</u>
Engineering Fees	<input type="checkbox"/> \$ <u>0</u>
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/> \$ <u>296,535</u>
Other Expenses (identify): <u>due diligence; managing broker/dealer fees; organizational & offering expenses.</u>	<input checked="" type="checkbox"/> \$ <u>96,582</u>
Total.....	<input checked="" type="checkbox"/> \$ <u>540,117</u>

ATTACHMENT TO FORM D
FOR
CREEKSTONE 6222 RICHMOND, LP

Section C., Question 1

Creekstone 6222 Richmond, LP (the "Partnership") is acquiring the Greenrich Building, an approximately 119,387 square foot, 8-story multi-tenant office building and adjacent parking garage located at 6222 Richmond Avenue, Houston, Texas (the "Property"). The Partnership is offering tenant-in-common interests in the Property ("Interests"). Interests not sold will be retained by the Partnership and will constitute the Partnership's principal asset, which it will finance through a separate but concurrent offering of its class A units of limited partnership interest (the "Units"). The aggregate offering price of both the Interests and the Units will total \$4,236,216, which does not include any assumed debt.

