OCT 2 & ZOUR

UNITED STATES

1380309

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:

April 30, 2008

Estimated average burden

hours per response

16.00



Name of Offering (check if this is an amendment and name has changed, and indicate change.) Offer of shares in CRB Properties Limited							
Filing under (Check box(es) that apply):	OE WCD HE.O.						
A. DASIC IDENTIFICATION DATA	,						
1. Enter the information requested about the issuer	25 2006 /						
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) CRB Properties Limited	2006						
Address of Executive Offices (Number and Street, City, State, Zip Code) c/o Global Forest Partners LP, Trade Center, 4th Floor, 24 Airport Road, West Lebanon, NH 03784 Telephone Number (Included Street) (603) 298-7001	iding Area Code)						
Address of Principal Business Operations (Number and Street, City State Zip Code) Telephone Number (Includif different from Executive Offices)	iding Area Code)						
Brief Description of Business To make and hold investments in CRBF Limited							
Type of Business Organization 1HOW:SON							
☐ corporation ☐ limited partnership, already formed exempted company	yman Islands						
☐ business trust ☐ limited partnership, to be formed							
Actual or Estimated Date of Incorporation or Organization: MONTH YEAR							
CN for Canada; FN for other foreign jurisdiction)	FN						

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 the 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.

SEC 1972 (6-			nd to the collection of info unless the form displays			1 of 8				
			A. BASIC IDENT	IFICATION DATA						
2. Enter th	e information req									
•	 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 managing partners of partnership issuers; and 									
•	Each general ar	nd managing pa	artnership of partnershi	o issuers.						
Check Box(es		Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director □	☐ General and/or Managing Partner				
Full Name (La Mertz, Pete r	ist name first, if indi r C.	vidual)								
	esidence Address Forest Partners I		and Street, City, State, Ziter, 4th Floor, 24 Airpe		on, NH 03784					
Check Box(es	s) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	□ Director	☐ General and/or Managing Partner				
Full Name (La Olson, Rus:	ist name first, if indi sell L.	vidual)								
	esidence Address Forest Partners		and Street, City, State, Ziter, 4th Floor, 24 Airpo		on, NH 03784					
Check Box(es	s) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner				
Full Name (La Boyd, Cond	ast name first, if indi or W .	vidual)								
Business or R c/o Global I	desidence Address Forest Partners	(Number LP, Trade Cen	and Street, City, State, Ziter, 4th Floor, 24 Airp	p Code) ort Road, West Leban	on, NH 03784					
Check Box(es		Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner				
	ast name first, if ind da Gates Found									
	Residence Address on Point, Kirklan		and Street, City, State, Zi	p Code)						
Check Box(es	s) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner				
	ast name first, if ind ments Acquisiti		_imited							
	Residence Address SPV Limited, W	(Number /alker House,	and Street, City, State, Zi 87 Mary Street, Georg	p Code) e Town, Grand Caym	an KY1-9002, Ca	yman Islands				
Check Box(es	s) that Apply:	Promoter	⊠ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner				
•	ast name first, if ind imber Investors	•								
Business or R c/o Walkers	Residence Address S SPV Limited, V	(Number /alker House,	and Street, City, State, Zi 87 Mary Street, Georg	p Code) e Town, Grand Caym	an KY1-9002, Ca	yman Islands				
Check Box(es	s) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner				
Full Name (La	ast name first, if ind	ividual)								
Business or F	Residence Address	(Number	and Street, City, State, Zi	p Code)						
Check Box(es	s) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner				
Full Name (La	ast name first, if ind	ividual)								

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

(Number and Street, City, State, Zip Code)

Business or Residence Address

	B. INFORMATION ABOUT OFFERING								
1.	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?								
	Answer also in Appendix, Column 2, if filing under ULOE.		_						
2.	2. What is the minimum investment that will be accepted from any individual?								
3.	B. 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 purchases 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.									
Ful	l Name (Last name first, if individual)								
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)		 , .						
Nai	me of Associated Broker or Dealer								
	stes in Which Person Listed Has Solicited or Intends to Solicit Purchasers] All St	ates						
(Cn [AL] [IL] [MT] [RI]	neck "All States" or check individual States)	[3] [] [3] []	[ID]						
Ful	Name (Last name first, if individual)								
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)								
Naı	me of Associated Broker or Dealer								
	ates in Which Person Listed Has Solicited or Intends to Solicit Purchasers	-							
(Ch [AL] [IL] [MT] [RI]		S]	ates (ID)						
Ful	l Name (Last name first, if individual)								
Bus	Business or Residence Address (Number and Street, City, State, Zip Code)								
Nai	me of Associated Broker or Dealer	_							
	ates in Which Person Listed Has Solicited or Intends to Solicit Purchasers] All St	ates						
(Cr [AL] [IL] [MT] [RI] [RI]	(AK)] s] r]	[ID]						

(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.	alre che	er the aggregate offering price of securities included in this offering and the total amount eady sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, ick this box and indicate in the columns below the amounts of the securities offered for hange and already exchanged.		
			Aggregate	Amount Already
		Type of Security	Offering Price	
		Debt	\$	\$
		Equity	\$ <u>957,661,120</u>	\$ <u>957,661,120</u>
		☐ Common ☐ Preferred	¢	e
		Convertible Securities (including warrants)	\$	\$ \$
		·	\$ \$	\$ \$
		Other (Specify)	\$	Ψ
		Answer also in Appendix, Column 3, if filing under ULOE.	Φ	Ψ
2.	this 504	er the number of accredited and non-accredited investors who have purchased securities in offering and the aggregate dollar amounts of their purchases. For offerings under Rule i, indicate the number of persons who have purchased securities and the aggregate dollar bunt 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	19	\$ <u>957,661,120</u>
		Non-accredited Investors	0	\$ <u>0</u>
		Total (for filing under Rule 504 only)		_ \$
		Answer also in Appendix, Column 4, if filing under ULOE.		
3.	sec mo	his filing is for an offering under Rule 504 or 505, enter the information requested for all urities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) on this prior to the first sale of securities in this offering. Classify securities by type listed in t C - Question 1.	Time of	Dollar Amount
		Type of offering Rule 505	Type of Security	Dollar Amount Sold \$
		Regulation A.		\$
		Rule 504.		\$ \$
		Total		\$
4.	sec issu	Furnish a statement of all expenses in connection with the issuance and distribution of the urities in this offering. Exclude amounts relating solely to organization expenses of the uer. The information may be given as subject to future contingencies. If the amount of an enditure 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.		∑ \$ <u>20,000</u>
		Accounting Fees.		⊠ \$ <u>0</u>
		Engineering Fees.	[⊠ \$ <u>0</u>
		Sales Commissions (specify finders' fees separately)		⊠ \$ <u>0</u>
		Other Expenses (identify)		
		Total		
	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."		~ 4 ********
				\$ <u>957,641,120</u>

	C. OFFERING	PRICE, NUMBER OF INVESTORS, EXPENSES	S AND USE OF PROCEE	DS
5.	used for each of the purposes show estimate and check the box to the	djusted gross proceeds to the issuer used or prown. If the amount for any purpose is not known, left of the estimate. The total of the payments list to the issuer set forth in response to Part C-C	, furnish an isted must	
			Payment: Officers Directors Affiliate	s, , &
	Salaries and fees		🔲 \$ <u>0</u>	□ \$ <u>0</u>
	Purchase of real estate	□ \$ <u>0</u>	□ \$ <u>0</u>	
	Purchase, rental or leasing an	d installation of machinery and equipment	[] \$ <u>0</u>	□ \$ <u>0</u>
	Acquisition of other business (nt buildings and facilities including the value of securities involved in this for the assets or securities of another issuer pu	offering	☐ \$ <u>0</u>
		The the description of the transfer sector per		□ \$ <u>0</u>
	Repayment of indebtedness		\$ <u>0</u>	□ \$ <u>0</u>
	Working capital		\$ <u>0</u>	□ \$ <u>0</u>
	Other (specify): Investment in	CRBF Limited	\$0	\$957,641,120
	Column Totals		\$ <u>0</u>	\$957,641,120
	Total Payments Listed (colum	n totals added)	🛛 \$ <u>\$</u>	957,641,12 <u>0</u>
		D. FEDERAL SIGNATURE		
foll	owing signature constitutes an unde	to be signed by the undersigned duly authorized ertaking by the issuer to furnish to the U.S. Secu ished by the issuer to any non-accredited invest	rities and Exchange Comr	nission, upon written
lss	uer (Print or Type)	Signature	Date	
CR	B Properties Limited	1 a omtes	19 Octob	- 2006
	(District	Title of Signer (Print or Type)		
Na	me of Signer (Print or Type)			

1.	Is any party described in 1.	CFR 230.262 presently subject to any	disqualification provisions of such rule?	Yes No				
		See Appendix, Column 5, for s	tate 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.	Uniform Limited Offering E		ne conditions that must be satisfied to be his notice is filed and understands that the t these conditions have been satisfied.					
5.	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.							
Issue	r (Print or Type)	Signature	Date					
CRB Properties Limited		For more	[19 October 2006					
Name	e (Print or Type)	Title (Print or Type)	-					
Peter	r C. Mertz	Director	Director					

E. STATE SIGNATURE

Instruction:

Peter C. Mertz

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.

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			IX	

1		edited s in State	3 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)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
	•			Number of Accredited		Number of Non- Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
AL					\$		\$		
AK					\$		<u> </u>		
AZ					\$		\$		
AR					\$		\$		
CA					\$		\$		
СО					\$		\$		
СТ					\$		\$		
DE					\$		\$		
DC					\$		\$		
FL					\$		\$		
GA				-	\$		\$		
Н					\$		\$		
ID					\$		\$		
1L					\$		\$		
IN					\$		<u> </u>		
IA					\$		\$		
KS					\$		\$		
KY					\$		\$		
LA					\$		\$		
ME					\$		\$		
MD					\$		\$		
МА					\$		\$		
МІ					\$		\$		
MN					\$		\$		
мѕ					\$		\$		
МО			Shares \$82,236,842	1	\$82,236,842	0	\$ <u>0</u>		\boxtimes

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1	Intend to n		3 Type of Security and aggregate offering price	4 Type of investor and			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted)		
		s in State -Item1)	offered in state (Part C-Item 1)		amount purchased in State (Part C-Item 2)				
21-4-	,		<u>, , , , , , , , , , , , , , , , , , , </u>	Number of Accredited	Amount	Number of Non- Accredited Investors	Amount	Yes	No
State MT	Yes	No 🗆		Investors	\$	IIIVESTOIS	\$		
NE				··· ·	\$		\$		
NV					\$		\$		
NH		\boxtimes	Shares \$21,447,187	2	\$ <u>21,447,187</u>	0	\$ <u>0</u>		\boxtimes
NJ					\$		\$ <u></u>		
NM					\$		\$		
NY		\boxtimes	Shares \$46,000,000	1	\$ <u>46,000,000</u>	0	\$ <u>0</u>		\square
NC					\$		\$		
ND					\$		\$		
ОН					\$		\$		
ок					\$		\$		
OR					\$		\$		
РА					\$		\$		
RI					\$		\$		
sc					\$		\$		
SD					\$		\$		
TN					\$		\$		
ТХ					\$		\$		
UT					\$		\$		
VT					\$		\$		
VA					\$		\$		
WA			Shares \$216,000,000	1	\$ <u>216,000,000</u>	0	\$ <u>0</u>		
wv					\$		\$		
WI				-	\$		\$		
WY					\$		\$		
PR					\$		\$		
Other			Shares \$591,977,091	14	\$ <u>591,977,091</u>	0	\$0		

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