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

Name of Offering: Cedarview Opportunities I, Ltd. (the "issuer")

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

Type of Filing: [ ] New Filing [X] Amendment

A BASIC IDENTIFICATION DATA

Name of Issuer: Cedarview Opportunities I, Ltd.

Address of Executive Offices (Number and Street, City, State, Zip Code): c/o Ogier Fiduciary Services (Cayman) Limited, Queensgate House, South Church Street, P.O. Box 1234 GT, Grand Cayman, Cayman Islands

Address of Principal Business Operations (Number and Street, City, State, Zip Code): c/o Citco Fund Services (Cayman Islands) Limited, Safeguard Corporate Centre, West Bay Road, P.O. Box 31106 SMB, Grand Cayman, Cayman Islands

Telephone Number (Including Area Code): (345) 949-3977

Type of Business Organization: [X] corporation [ ] limited partnership, already formed [ ] business trust [ ] limited partnership, to be formed

Jurisdiction of Incorporation or Organization: [X] Actual [ ] Estimated

General Instructions:

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.
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.

<table>
<thead>
<tr>
<th>Check Box(es) that Apply</th>
<th>Promoter</th>
<th>Beneficial Owner</th>
<th>Executive Officer</th>
<th>Director</th>
<th>General and/or Managing Partner</th>
</tr>
</thead>
<tbody>
<tr>
<td>Full Name (Last name first, if individual)</td>
<td>Cedarview Partners, LP (the &quot;Investment Manager&quot;)</td>
<td>One Penn Plaza, 45th Floor, New York, New York 10119</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Full Name (Last name first, if individual)</td>
<td>Murugesu, Vijayabal</td>
<td>c/o Ogier Fiduciary Services (Cayman) Limited, Queensgate House, South Church Street, P.O. Box 1234 GT, Grand Cayman, Cayman Islands</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Full Name (Last name first, if individual)</td>
<td>Sarginson, David</td>
<td>c/o Ogier Fiduciary Services (Cayman) Limited, Queensgate House, South Church Street, P.O. Box 1234 GT, Grand Cayman, Cayman Islands</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Full Name (Last name first, if individual)</td>
<td>Schachter, Jeffrey</td>
<td>c/o Cedarview Capital Management, L.P., One Penn Plaza, 45th Floor, New York, New York 10119</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(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 [x] Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? $500,000 (*Subject to waiver by the board of directors*)

3. Does the offering permit joint ownership of a single unit? Yes [x] 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.

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**Full Name (Last name first, if individual)**

**Not applicable.**

**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**

(Choices are *All States* or check individual States)

| AL | AK | AZ | AR | CA | CO | CT | DE | DC | FL | GA | HI | ID | [ ] All States |
|----|----|----|----|----|----|----|----|----|----|----|----|----| [ ] All States |
| IL | IN | IA | KS | KY | LA | ME | MD | MA | MI | MN | MS | MO | [ ] All States |
| MT | NE | NV | NH | NJ | NM | NY | NC | ND | OH | OK | OR | PA | [ ] All States |
| RI | SC | SD | TN | TX | UT | VT | VA | WA | WV | WI | WY | PR | [ ] All States |

**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**

(Choices are *All States* or check individual States)

| AL | AK | AZ | AR | CA | CO | CT | DE | DC | FL | GA | HI | ID | [ ] All States |
|----|----|----|----|----|----|----|----|----|----|----|----|----| [ ] All States |
| IL | IN | IA | KS | KY | LA | ME | MD | MA | MI | MN | MS | MO | [ ] All States |
| MT | NE | NV | NH | NJ | NM | NY | NC | ND | OH | OK | OR | PA | [ ] All States |
| RI | SC | SD | TN | TX | UT | VT | VA | WA | WV | WI | WY | PR | [ ] All States |

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

SEC 1972 (6/02)
6. 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 the columns below the amounts of the securities offered for exchange and already exchanged.

   Type of Security
   Debt ......................................................................................................................... $ 0 $ 0
   Equity ....................................................................................................................... $ 0 $ 0
   □ Common □ Preferred
   Convertible Securities (including warrants): ............................................................ $ 0 $ 0
   Partnership Interests .............................................................................................. $ 0 $ 0
   Other (Specify: common shares, par value $0.01 (U.S.) per share (the "Interests")) ......................................................................................................................... $1,000,000,000(a) $ 55,251,025
   Total ....................................................................................................................... $1,000,000,000(a) $ 55,251,025

   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
   Accredited Investors ................................................................................................. 33 $ 55,251,025
   Non-accredited Investors ........................................................................................... 0 $ 0
   Total (for filings under Rule 504 only) ....................................................................... N/A $ N/A

   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
   Rule 505 ...................................................................................................................... N/A $ 0
   Regulation A .............................................................................................................. N/A $ 0
   Rule 504 ...................................................................................................................... N/A $ 0
   Total ......................................................................................................................... N/A $ 0

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 .............................................................................................. $ 0
   Printing and Engraving Costs .................................................................................. $ 2,500
   Legal Fees ................................................................................................................. $ 35,000
   Accounting Fees ...................................................................................................... $ 7,500
   Engineering Fees ..................................................................................................... $ 0
   Sales Commissions (specify finders' fees separately) ............................................... $ 0
   Other Expenses (identify filing fees) ......................................................................... $ 5,000
   Total ......................................................................................................................... $ 50,000

(a) Open-ended fund; estimated maximum aggregate offering amount.
4. 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.”

$ 999,950,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes below. 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 adjustment gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

<table>
<thead>
<tr>
<th>Purpose</th>
<th>Payments to Officers, Directors, &amp; Affiliates</th>
<th>Payments to Others</th>
</tr>
</thead>
<tbody>
<tr>
<td>Salaries and fees</td>
<td>☑ $ 0</td>
<td>☑ $ 0</td>
</tr>
<tr>
<td>Purchase of real estate</td>
<td>☑ $ 0</td>
<td>☑ $ 0</td>
</tr>
<tr>
<td>Purchase, rental or leasing and installation of machinery and equipment</td>
<td>☑ $ 0</td>
<td>☑ $ 0</td>
</tr>
<tr>
<td>Construction or leasing of plant buildings and facilities</td>
<td>☑ $ 0</td>
<td>☑ $ 0</td>
</tr>
<tr>
<td>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)</td>
<td>☑ $ 0</td>
<td>☑ $ 0</td>
</tr>
<tr>
<td>Repayment of indebtedness</td>
<td>☑ $ 0</td>
<td>☑ $ 0</td>
</tr>
<tr>
<td>Working capital</td>
<td>☑ $ 0</td>
<td>☑ $ 0</td>
</tr>
<tr>
<td>Other (specify): Portfolio Investments</td>
<td>☑ $ 0</td>
<td>☑ $ 999,950,000</td>
</tr>
<tr>
<td>Column Totals</td>
<td>☑ $ 0</td>
<td>☑ $ 999,950,000</td>
</tr>
<tr>
<td>Total Payments Listed (column totals added)</td>
<td>☑ $ 999,950,000</td>
<td></td>
</tr>
</tbody>
</table>

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.

<table>
<thead>
<tr>
<th>Issuer (Print or Type)</th>
<th>Signature</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cedarview Opportunities I, Ltd.</td>
<td></td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>Name (Print or Type)</th>
<th>Title of Signer (Print or Type)</th>
<th>Director of the Issuer</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jeffrey Schachter</td>
<td></td>
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</tr>
</tbody>
</table>

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

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