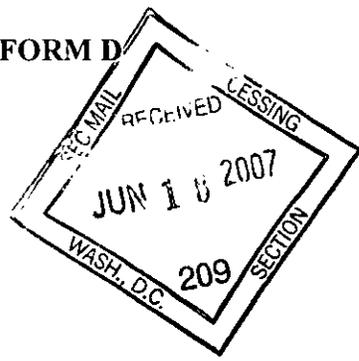


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FORM D



UNITED STATES 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 form.....16.00

SEC USE ONLY

Prefix Serial

DATE RECEIVED



07068435

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

SKUSA Passaic, LLC: Membership Interest Units

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.)

SKUSA Passaic, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) c/o Andover Properties LLC, 215 E. 58th Street, 4th Floor, New York, NY 10022 (212) 813-0141

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

Brief Description of Business

The issuer is constructing, developing and operating a self-storage facility. PROCESSED

Type of Business Organization

corporation limited partnership, already formed other (please specify): limited liability company

Actual or Estimated Date of Incorporation or Organization: Month 09 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. Information Required: A new filing must contain all information requested. 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.

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 Promoter Beneficial Owner Executive Officer Director Managing Member of the Issuer
Box(es) that Apply:

Full Name (Last name first, if individual)

Andover Properties, LLC

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

215 E. 58th St., 4th Floor, New York, NY 10022

Check Promoter Beneficial Owner Executive Officer Director Principal of the Managing Member of the Issuer
Box(es) that Apply:

Full Name (Last name first, if individual)

Cohen, Brian R.

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

c/o Andover Properties, LLC, 215 E. 58th St., 4th Floor, New York, NY 10022

Check Promoter Beneficial Owner Executive Officer Director Principal of the Managing Member of the Issuer
Box(es) that Apply:

Full Name (Last name first, if individual)

Cohen, William L.

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

c/o Andover Properties, LLC, 215 E. 58th St., 4th Floor, New York, NY 10022

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

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 X
Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? \$100,000*
*The Issuer reserves the right to waive the minimum purchase requirement for any potential Member

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.

None

Full Name (Last name first, if individual)

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

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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"..... \$ 2,170,000.00 to \$ 2,420,000.00

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.

	Payment to Officers, Directors, & Affiliates	Payment To Others
Salaries and fees: Development Fee	<input checked="" type="checkbox"/> \$ <u>270,708.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Purchase of real estate (deposit).....	<input type="checkbox"/> \$ <u>0.00</u>	<input checked="" type="checkbox"/> \$ <u>100,000.00</u>
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</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).....	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Repayment of indebtedness	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Working capital	<input type="checkbox"/> \$ <u>0.00</u>	<input checked="" type="checkbox"/> \$ <u>1,679,292.00</u> to \$ <u>1,929,292.00</u>
Other (specify):		
(1) Architectural, design, engineering fees, and environmental review fees	<input type="checkbox"/> \$ <u>0.00</u>	<input checked="" type="checkbox"/> \$ <u>75,000.00</u>
(2) Property acquisition costs	<input type="checkbox"/> \$ <u>0.00</u>	<input checked="" type="checkbox"/> \$ <u>45,000.00</u>
Column Totals	<input checked="" type="checkbox"/> \$ <u>270,708.00</u>	<input checked="" type="checkbox"/> \$ <u>1,899,292.00</u> to \$ <u>2,149,292.00</u>

Total Payments Listed (column totals added)..... \$ 2,170,000.00 to \$ 2,420,000.00

D. FEDERAL SIGNATURE

The issuer had 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) SKUSA Passaic, LLC d/b/a STORAGE KING USA (Passaic)	Signature 	Date June 15, 2007
Name of Signer (Print or Type) Brian R. Cohen	Title of Signer (Print or Type) Principal of Andover Properties, LLC, the Managing Member of the Issuer	

ATTENTION

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

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?..... **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 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.

Issuer (Print or Type) SKUSA Passaic, LLC d/b/a STORAGE KING USA (Passaic)	Signature 	Date June 15, 2007
Name of Signer (Print or Type) Brian R. Cohen	Title of Signer (Print or Type) Principal of Andover Properties, LLC, the Managing Member of the Issuer	

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.

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	Up to \$2,500,000 of Membership Interest Units	Number of Accredited investors	Amount	Number of Non-accredited Investors	Amount	Yes	No
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									

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	Up to \$2,500,000 of Membership Interest Units		Number of Accredited investors	Amount	Number of Non-accredited Investors	Amount	Yes	No
NV										
NH										
NJ										
NM										
NY		x	same		0	0	0	0		x
NC										
ND										
OH										
OK										
OR										
PA										
RI										
SC										
SD										
TN										
TX										
UT										
VT										
VA										
WA										
WV										
WI										
WY										
PR										

END