

145 3570 JAN 05 2009 Washington, DC

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(See instructions beginning on page 5)

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

Item 1. Issuer's Identity

Name of Issuer

SP EAST 65 LLC

Jurisdiction of Incorporation/Organization

Delaware

Year of Incorporation/Organization (Select one)

Over Five Years Ago Within Last Five Years (specify year) 2007

Yet to Be Formed

Previous Name(s) None

Entity Type (Select one)

- Corporation Limited Partnership Limited Liability Company General Partnership Business Trust Other (Specify)

PROCESSED JAN 13 2009 THOMSON REUTERS

(If more than one issuer is filing this notice, check this box and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1

c/o Stonehenge Partners, Inc.

Street Address 2

888 Seventh Avenue

City

New York

State/Province/Country

NY

ZIP/Postal Code

10106

Phone No.

(212) 750-0707

Item 3. Related Persons

Last Name

Yardeni

First Name

Ofer

Middle Name

Street Address 1

c/o Stonehenge Partners, Inc.

Street Address 2

888 Seventh Avenue

City

New York

State/Province/Country

NY

ZIP/Postal Code

10106

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary)



(Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

- Agriculture Banking and Financial Services Business Services Energy Construction REITS & Finance Retailing Restaurants Technology Manufacturing Real Estate Other

Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1-\$1,000,000
- \$1,000,001-\$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504(b)(1)(i)
- Rule 504(b)(1)(ii)
- Rule 504(b)(1)(iii)
- Rule 505
- Rule 506
- Securities Act Section 4(6)

Investment Company Act Section 3(c)

- Section 3(c)(1)
- Section 3(c)(2)
- Section 3(c)(3)
- Section 3(c)(4)
- Section 3(c)(5)
- Section 3(c)(6)
- Section 3(c)(7)
- Section 3(c)(9)
- Section 3(c)(10)
- Section 3(c)(11)
- Section 3(c)(12)
- Section 3(c)(13)
- Section 3(c)(14)

Item 7. Type of Filing

- New Notice OR Amendment

Date of First Sale in this Offering: OR First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year? Yes No

Item 9. Type(s) of Securities Offered (Select all that apply)

- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (Describe)

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 1,000.00

Item 12. Sales Compensation

Recipient: Charles Harrison, Recipient CRD Number: 3071551, (Associated) Broker or Dealer: H&L Equities, LLC, Street Address 1: 1175 Peachtree Street, N.E., City: Atlanta, State/Province/Country: GA, ZIP/Postal Code: 30361-6206

States of Solicitation: 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

(Identify additional person(s) being paid compensation by checking this box and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 375,000.00 OR Indefinite
(b) Total Amount Sold \$ 294,000.00
(c) Total Remaining to be Sold (Subtract (a) from (b)) \$ 81,000.00 OR Indefinite

Clarification of Response (if Necessary) Includes the total offering amount of \$125,000 for each Issuer.

Item 14. Investors

Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

Enter the total number of investors who already have invested in the offering: 98

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 18,750.00 Estimate
Finders' Fees \$ Estimate

Clarification of Response (if Necessary) Commissions are expected to be \$6,250 per offering by each Issuer, or 5% of the aggregate \$125,000 of proceeds from the offering by each Issuer.

Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers,

\$ 0

Estimate

directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

Clarification of Response (if Necessary)

[Empty box for clarification of response]

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

SP EAST 65 LLC

Name of Signer

Steven M. Vissichelli

Signature

Steven M. Vissichelli

Title

Authorized Signatory

Date

Number of continuation pages attached:

4

12-22-08

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

Items 1 and 2 Continuation Page

Item 1 and 2. Issuer's Identity and Contact Information (Continued)

Name of Issuer

SP 141 E 33 LLC

Jurisdiction of Incorporation/Organization

Delaware

Year of Incorporation/Organization (Select one)

Over Five Years Ago Within Last Five Years (specify year) 2008

Yet to Be Formed

Previous Name(s) None

Entity Type (Select one)

- Corporation
Limited Partnership
Limited Liability Company
General Partnership
Business Trust
Other (Specify)

At your option, supply separate contact information for this issuer:

Street Address 1

c/o Stonehenge Partners, Inc.

Street Address 2

888 Seventh Avenue

City

New York

State/Province/Country

NY

ZIP/Postal Code

10106

Phone No.

(212) 750-0707

Name of Issuer

SP Gramercy Properties, LLC

Jurisdiction of Incorporation/Organization

Delaware

Year of Incorporation/Organization (Select one)

Over Five Years Ago Within Last Five Years (specify year) 2008

Yet to Be Formed

Previous Name(s) None

Entity Type (Select one)

- Corporation
Limited Partnership
Limited Liability Company
General Partnership
Business Trust
Other (Specify)

At your option, supply separate contact information for this issuer:

Street Address 1

c/o Stonehenge Partners, Inc.

Street Address 2

888 Seventh Avenue

City

New York

State/Province/Country

NY

ZIP/Postal Code

10106

Phone No.

(212) 750-0707

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization (Select one)

Over Five Years Ago Within Last Five Years (specify year)

Yet to Be Formed

Previous Name(s) None

Entity Type (Select one)

- Corporation
Limited Partnership
Limited Liability Company
General Partnership
Business Trust
Other (Specify)

At your option, supply separate contact information for this issuer:

Street Address 1

[Empty box]

Street Address 2

[Empty box]

City

[Empty box]

State/Province/Country

[Empty box]

ZIP/Postal Code

[Empty box]

Phone No.

[Empty box]

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Seiden	Joel	
Street Address 1	Street Address 2	
c/o Stonehenge Partners, Inc.	888 Seventh Avenue	
City	State/Province/Country	ZIP/Postal Code
New York	NY	10106
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Dansereau	Richard	
Street Address 1	Street Address 2	
c/o Stonehenge Partners, Inc.	888 Seventh Avenue	
City	State/Province/Country	ZIP/Postal Code
New York	NY	10106
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Cunningham	Neil	
Street Address 1	Street Address 2	
c/o Stonehenge Partners, Inc.	888 Seventh Avenue	
City	State/Province/Country	ZIP/Postal Code
New York	NY	10106
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Vissichelli	Steven	M.
Street Address 1	Street Address 2	
c/o Stonehenge Partners, Inc.	888 Seventh Avenue	
City	State/Province/Country	ZIP/Postal Code
New York	NY	10106
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient		Recipient CRD Number	
<input type="text" value="Phyllis J. Beck"/>		<input type="text" value="1020488"/>	
<input type="checkbox"/> (Associated) Broker or Dealer <input type="checkbox"/> None		<input type="checkbox"/> No CRD Number	
<input type="text" value="H & L Equities, LLC"/>		<input type="text" value="113794"/>	
<input type="checkbox"/> (Associated) Broker or Dealer <input type="checkbox"/> None		<input type="checkbox"/> No CRD Number	
Street Address 1		Street Address 2	
<input type="text" value="1175 Peachtree Street, N.E."/>		<input type="text" value="Suite 2120"/>	
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="Atlanta"/>	<input type="text" value="GA"/>	<input type="text" value="30361-6206"/>	

States of Solicitation All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input checked="" type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input checked="" type="checkbox"/> TN	<input checked="" type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

Recipient		Recipient CRD Number	
<input type="text"/>		<input type="text"/>	
<input type="checkbox"/> (Associated) Broker or Dealer <input type="checkbox"/> None		<input type="checkbox"/> No CRD Number	
<input type="text"/>		<input type="text"/>	
<input type="checkbox"/> (Associated) Broker or Dealer <input type="checkbox"/> None		<input type="checkbox"/> No CRD Number	
Street Address 1		Street Address 2	
<input type="text"/>		<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code	
<input type="text"/>	<input type="text"/>	<input type="text"/>	

States of Solicitation All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

(Copy and use additional copies of this page as necessary.)

Signature Continuation Page

Signature and Submission

The undersigned is the duly authorized representative of the issuer(s), identified in the field beside the individual's name below.

Issuer
SP 141 E 33 LLC

Name of Signer
Steven M. Vissichelli

Signature
Steven M. Vissichelli

Title
Authorized Signatory

Date
12-22-08

Issuer
SP Gramercy Properties LLC

Name of Signer
Steven M. Vissichelli

Signature
Steven M. Vissichelli

Title
Authorized Signatory

Date
12-22-08

Issuer

Name of Signer

Signature

Title

Date

Issuer

Name of Signer

Signature

Title

Date

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