The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

					OMB APPROVAL
UN	Number: 0076 Estimated average				
	N	otice of Exempt	Offering of Se	curities	burden hours per response: 4.00
1. Issuer's Identity					
CIK (Filer ID Nu	umber)	Previous Names	X None		Entity Type
<u>0001043121</u>					Corporation
Name of Issu	-			Х	Limited Partnership
BOSTON PROPERTIES L	TD				Limited Liability Company
PARTNERSHIP	of				General Partnership
Jurisdiction Incorporation/Orga					Business Trust
DELAWARE					Other (Specify)
Year of Incorpor	ration/Organi	zation			
X Over Five Years Ago Within Last Five Years (Yet to Be Formed	(Specify Year))			
2. Principal Place of Busine	ess and Contac	ct Information			
-	ess and Contac e of Issuer	t Information			
Name	e of Issuer				
Name BOSTON PROPERTIES L	e of Issuer			Street Add	ress 2
Name BOSTON PROPERTIES L Street	e of Issuer LTD PARTNEI t Address 1	RSHIP	SUITE 1900		ress 2
Name BOSTON PROPERTIES L Street	e of Issuer .TD PARTNEI : Address 1 YLSTON STR	RSHIP			ress 2 hone Number of Issuer
Name BOSTON PROPERTIES L Street Prudential Center 800 BOY City	e of Issuer .TD PARTNEI : Address 1 YLSTON STR	RSHIP EET		ostalCode P	
Name BOSTON PROPERTIES L Street Prudential Center 800 BOY City BOSTON	e of Issuer .TD PARTNEI : Address 1 YLSTON STR State/Pro	RSHIP EET	ZIP/P	ostalCode P	hone Number of Issuer
Name BOSTON PROPERTIES L Street Prudential Center 800 BOY City BOSTON 3. Related Persons Last Name	e of Issuer TD PARTNE Address 1 YLSTON STR State/Pro MA	RSHIP EET ovince/Country Fire	ZIP/P	ostalCode P 61	hone Number of Issuer
Name BOSTON PROPERTIES L Street Prudential Center 800 BOY City BOSTON 3. Related Persons Last Name Zuckerman	e of Issuer TD PARTNEI Address 1 YLSTON STR State/Pro MA	RSHIP EET ovince/Country Firs fortimer	ZIP/P 02199 St Name	ostalCode P 61	hone Number of Issuer 72363300
Name BOSTON PROPERTIES L Street Prudential Center 800 BOY City BOSTON 3. Related Persons Last Name Zuckerman Street Address	e of Issuer TD PARTNEI Address 1 YLSTON STR State/Pro MA MA	RSHIP EET ovince/Country Firs fortimer Street	ZIP/P 02199	ostalCode P 61	hone Number of Issuer 72363300
Name BOSTON PROPERTIES L Street Prudential Center 800 BOY City BOSTON 3. Related Persons Last Name Zuckerman Street Address Prudential Center 800 Boy	e of Issuer TD PARTNEI Address 1 YLSTON STR State/Pro MA MA	RSHIP EET ovince/Country Firs fortimer Street uite 1900	ZIP/Po 02199 St Name Address 2	ostalCode P 61 1 B.	hone Number of Issuer 72363300 Middle Name
Name BOSTON PROPERTIES L Street Prudential Center 800 BOY City BOSTON 3. Related Persons Last Name Zuckerman Street Address Prudential Center 800 Boyl City	e of Issuer TD PARTNEI Address 1 YLSTON STR State/Pro MA MA	RSHIP EET ovince/Country Firs fortimer Street uite 1900 State/Prov	ZIP/P 02199 St Name	ostalCode P 61 B. Z	hone Number of Issuer 72363300
Name BOSTON PROPERTIES L Street Prudential Center 800 BOY City BOSTON 3. Related Persons Last Name Zuckerman Street Address Prudential Center 800 Boy City Boston	e of Issuer TD PARTNEI Address 1 YLSTON STR State/Pro MA MA 1 Iston Street Si	RSHIP EET ovince/Country Firs fortimer Street uite 1900 State/Prov 1A	ZIP/Po 02199 St Name Address 2 vince/Country	ostalCode P 61 1 B.	hone Number of Issuer 72363300 Middle Name
Name BOSTON PROPERTIES L Street Prudential Center 800 BOY City BOSTON 3. Related Persons Last Name Zuckerman Street Address Prudential Center 800 Boyl City Boston Relationship: X Executive	e of Issuer TD PARTNEI Address 1 YLSTON STR State/Pro MA MA M 1 Iston Street Si M e Officer X Di	RSHIP EET ovince/Country Firs fortimer Street uite 1900 State/Prov 1A	ZIP/Po 02199 St Name Address 2 vince/Country	ostalCode P 61 B. Z	hone Number of Issuer 72363300 Middle Name
Name BOSTON PROPERTIES L Street Prudential Center 800 BOY City BOSTON 3. Related Persons Last Name Zuckerman Street Address Prudential Center 800 Boyl City Boston Relationship: X Executive	e of Issuer TD PARTNEI Address 1 YLSTON STR State/Pro MA MA M 1 Iston Street Si M e Officer X Di	RSHIP EET ovince/Country Firs fortimer Street uite 1900 State/Prov 1A	ZIP/Po 02199 St Name Address 2 vince/Country	ostalCode P 61 B. Z	hone Number of Issuer 72363300 Middle Name
Name BOSTON PROPERTIES L Street Prudential Center 800 BOY City BOSTON 3. Related Persons Last Name Zuckerman Street Address Prudential Center 800 Boy City Boston Relationship: X Executive Clarification of Response (i	e of Issuer TD PARTNEH Address 1 YLSTON STR State/Pro MA MA 1 Iston Street So M e Officer X Di if Necessary):	RSHIP EET ovince/Country Firs fortimer Street uite 1900 State/Prov 1A rector Promot	ZIP/Po 02199 St Name Address 2 vince/Country	ostalCode P 61 B. 02199	hone Number of Issuer 72363300 Middle Name
Name BOSTON PROPERTIES L Street Prudential Center 800 BOY City BOSTON 3. Related Persons Last Name Zuckerman Street Address Prudential Center 800 Boyl City Boston Relationship: X Executive Clarification of Response (i	e of Issuer TD PARTNEI Address 1 YLSTON STR State/Pro MA MA 1 Iston Street Si M e Officer X Di if Necessary):	RSHIP EET ovince/Country Fire fortimer Street uite 1900 State/Prov 1A rector Promot	x ZIP/Po 02199 St Name Address 2 vince/Country er	ostalCode P 61 B. Z 02199	hone Number of Issuer 72363300 Middle Name IP/PostalCode

 City
 State/Province/Country
 ZIP/PostalCode

 Boston
 MA
 02199

 Relationship: X Executive Officer X Director
 Promoter

Clarification of Response (if Necessary):

Last Name Einiger	First Name Carol	B.	Middle Name
Street Address 1	Street Address 2	ы.	
Prudential Center 800 Boylston Stre			
City	State/Province/Country		ZIP/PostalCode
Boston	MA	02199	
Relationship: Executive Officer 3		02100	
Relationship. Executive Officer 2	C Director Promoter		
Clarification of Response (if Necess	ary):		
Last Name	First Name		Middle Name
Frenkel	Dr. Jacob	А.	
Street Address 1	Street Address 2		
Prudential Center 800 Boylston Stre	et Suite 1900		
City	State/Province/Country		ZIP/PostalCode
Boston	MA	02199	
Relationship: Executive Officer 2	K Director Promoter		
Clarification of Response (if Necess			
	шу <i>ј</i> .		
Last Name	First Name		Middle Name
Salomon	Richard	Е.	
Street Address 1	Street Address 2		
Prudential Center 800 Boylston Stre	et Suite 1900		
City	State/Province/Country		ZIP/PostalCode
Boston	MA	02199	
Relationship: Executive Officer 2	K Director Promoter		
Clarification of Response (if Necess	ary):		
Last Name	First Name		Middle Name
Bacow	Lawrence	S.	Middle Name
Bacow Street Address 1	Lawrence Street Address 2	S.	Middle Name
Bacow Street Address 1 Prudential Center 800 Boylston Stre	Lawrence Street Address 2 et Suite 1900	S.	
Bacow Street Address 1 Prudential Center 800 Boylston Stre City	Lawrence Street Address 2 et Suite 1900 State/Province/Country		Middle Name ZIP/PostalCode
Bacow Street Address 1 Prudential Center 800 Boylston Stre	Lawrence Street Address 2 et Suite 1900	S. 02199	
Bacow Street Address 1 Prudential Center 800 Boylston Stre City	Lawrence Street Address 2 et Suite 1900 State/Province/Country MA		
Bacow Street Address 1 Prudential Center 800 Boylston Stre City Boston	Lawrence Street Address 2 et Suite 1900 State/Province/Country MA & Director Promoter		
Bacow Street Address 1 Prudential Center 800 Boylston Stre City Boston Relationship: Executive Officer 2	Lawrence Street Address 2 et Suite 1900 State/Province/Country MA & Director Promoter		
Bacow Street Address 1 Prudential Center 800 Boylston Stre City Boston Relationship: Executive Officer 2 Clarification of Response (if Necessa	Lawrence Street Address 2 et Suite 1900 State/Province/Country MA & Director Promoter ary):		ZIP/PostalCode
Bacow Street Address 1 Prudential Center 800 Boylston Stre City Boston Relationship: Executive Officer 2 Clarification of Response (if Necessa Last Name	Lawrence Street Address 2 et Suite 1900 State/Province/Country MA & Director Promoter ary): First Name		ZIP/PostalCode
Bacow Street Address 1 Prudential Center 800 Boylston Stre City Boston Relationship: Executive Officer 2 Clarification of Response (if Necessa Last Name Baird	Lawrence Street Address 2 et Suite 1900 State/Province/Country MA & Director Promoter ary): First Name Zoe Street Address 2		ZIP/PostalCode
Bacow Street Address 1 Prudential Center 800 Boylston Stre City Boston Relationship: Executive Officer 2 Clarification of Response (if Necessa Last Name Baird Street Address 1 Prudential Center 800 Boylston Street	Lawrence Street Address 2 et Suite 1900 State/Province/Country MA & Director Promoter ary): First Name Zoe Street Address 2 et Suite 1900		ZIP/PostalCode
Bacow Street Address 1 Prudential Center 800 Boylston Stre City Boston Relationship: Executive Officer 2 Clarification of Response (if Necessa Last Name Baird Street Address 1	Lawrence Street Address 2 et Suite 1900 State/Province/Country MA & Director Promoter ary): First Name Zoe Street Address 2		ZIP/PostalCode Middle Name
Bacow Street Address 1 Prudential Center 800 Boylston Stre City Boston Relationship: Executive Officer 2 Clarification of Response (if Necessa Last Name Baird Street Address 1 Prudential Center 800 Boylston Stre City Boston	Lawrence Street Address 2 et Suite 1900 State/Province/Country MA To Director Promoter ary): First Name Zoe Street Address 2 et Suite 1900 State/Province/Country MA	02199	ZIP/PostalCode Middle Name
Bacow Street Address 1 Prudential Center 800 Boylston Stre City Boston Relationship: Executive Officer 2 Clarification of Response (if Necessa Last Name Baird Street Address 1 Prudential Center 800 Boylston Stre City Boston Relationship: Executive Officer 2	Lawrence Street Address 2 et Suite 1900 State/Province/Country MA CDirector Promoter ary): First Name Zoe Street Address 2 et Suite 1900 State/Province/Country MA CDirector Promoter	02199	ZIP/PostalCode Middle Name
Bacow Street Address 1 Prudential Center 800 Boylston Stre City Boston Relationship: Executive Officer 2 Clarification of Response (if Necessa Last Name Baird Street Address 1 Prudential Center 800 Boylston Stre City Boston Relationship: Executive Officer 2 Clarification of Response (if Necessa	Lawrence Street Address 2 et Suite 1900 State/Province/Country MA CDirector Promoter ary): First Name Zoe Street Address 2 et Suite 1900 State/Province/Country MA CDirector Promoter ary):	02199	ZIP/PostalCode Middle Name ZIP/PostalCode
Bacow Street Address 1 Prudential Center 800 Boylston Stre City Boston Relationship: Executive Officer 2 Clarification of Response (if Necessa Last Name Baird Street Address 1 Prudential Center 800 Boylston Stre City Boston Relationship: Executive Officer 2 Clarification of Response (if Necessa Last Name	Lawrence Street Address 2 et Suite 1900 State/Province/Country MA CDirector Promoter ary): First Name Zoe Street Address 2 et Suite 1900 State/Province/Country MA CDirector Promoter ary): First Name	02199 02199	ZIP/PostalCode Middle Name
Bacow Street Address 1 Prudential Center 800 Boylston Stre City Boston Relationship: Executive Officer 2 Clarification of Response (if Necessa Last Name Baird Street Address 1 Prudential Center 800 Boylston Stre City Boston Relationship: Executive Officer 2 Clarification of Response (if Necessa Last Name Patricof	Lawrence Street Address 2 et Suite 1900 State/Province/Country MA C Director Promoter ary): First Name Zoe Street Address 2 et Suite 1900 State/Province/Country MA C Director Promoter ary): First Name Alan	02199	ZIP/PostalCode Middle Name ZIP/PostalCode
Bacow Street Address 1 Prudential Center 800 Boylston Stree City Boston Relationship: Executive Officer 2 Clarification of Response (if Necessa Last Name Baird Street Address 1 Prudential Center 800 Boylston Stree City Boston Relationship: Executive Officer 2 Clarification of Response (if Necessa Clarification of Response (if Necessa)	Lawrence Street Address 2 Street Address 2 State/Province/Country MA To Director Promoter Trist Name Zoe Street Address 2 State/Province/Country MA To Director Promoter MA To Director Promoter Total Street Address 2 State Address 3 State Address 4 State Addres State Addres State Addres 4 State Addres State Addres State Addres State	02199 02199	ZIP/PostalCode Middle Name ZIP/PostalCode
Bacow Street Address 1 Prudential Center 800 Boylston Stre City Boston Relationship: Executive Officer 2 Clarification of Response (if Necessa Last Name Baird Street Address 1 Prudential Center 800 Boylston Stre City Boston Relationship: Executive Officer 2 Clarification of Response (if Necessa Last Name Patricof	Lawrence Street Address 2 Street Address 2 State/Province/Country MA To Director Promoter Trist Name Zoe Street Address 2 State/Province/Country MA To Director Promoter MA To Director Promoter Total Street Address 2 State Address 3 State Address 4 State Addres State Addres State Addres 4 State Addres State Addres State Addres State	02199 02199	ZIP/PostalCode Middle Name ZIP/PostalCode

Boston MA
Relationship: Executive Officer X Director Promoter

02199

Clarification of Response (if Necessary):

	Last Name	e First Name		Middle Name
Turchin		Martin		
Str	reet Address 1	Street Address 2		
Prudential Ce	nter 800 Boylston Stre	et Suite 1900		
	City	State/Province/Country		ZIP/PostalCode
Boston		MA	02199	
Relationship	: Executive Officer <i>X</i>	K Director Promoter		

Clarification of Response (if Necessary):

L	ast Name First Name			Middle Name	
Iseman		Frederick	J.		
Stre	et Address 1	Street Address 2			
Prudential Cen	ter 800 Boylston Stree	et Suite 1900			
	City	State/Province/Country		ZIP/PostalCode	
Boston		MA	02199		
Relationship:	Executive Officer X	Director Promoter			

Clarification of Response (if Necessary):

L	ast Name	First Name		Middle Name
Twardock		David	А.	
Stre	et Address 1	Street Address 2		
Prudential Cent	ter 800 Boylston Street	Suite 1900		
	City	State/Province/Country		ZIP/PostalCode
Boston		MA	02199	
Relationship :	Executive Officer X	Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Norville	Е.	Mitchell
Street Address 1	Street Address 2	
Prudential Center 800 Boylston Str	eet Suite 1900	
City	State/Province/Country	ZIP/PostalCod
Boston	MA	02199
Relationship: X Executive Officer	Director Promoter	

Clarification of Response (if Necessary):

Last Name	Last Name First Name		Middle Name
Ritchey	Raymond	А.	
Street Address 1	Street Addres	s 2	
Prudential Center 800 Boyls	ton Street Suite 1900		
City	State/Province/Co	ountry	ZIP/PostalCode
Boston	MA	02199	
Relationship: X Executive	Officer Director Promoter		
Clarification of Response (if	Necessary):		

LaBelle	Michael	Е.	
Street Address 1	Street Address 2		
Prudential Center 800 Boylston S	Street Suite 1900		
City	State/Province/Country	ZIP/PostalCod	e
Boston	MA	02199	
Relationship: X Executive Offic	er Director Promoter		
Clarification of Response (if Nece	essary):		
Last Name	First Name	Middle Name	
Johnston	Peter	D.	
Street Address 1	Street Address 2		
Prudential Center 800 Boylston S			
City	State/Province/Country	ZIP/PostalCod	e
Boston	MA	02199	
Relationship: X Executive Offic	er Director Promoter		
Clarification of Response (if Nece	essary):		
Last Name	First Name	Middle Name	
Коор	Bryan	J.	
Street Address 1	Street Address 2		
Prudential Center 800 Boylston S			
City	State/Province/Country	ZIP/PostalCod	e
Boston	MA	02199	
Relationship: X Executive Offic	er Director Promoter		
Clarification of Response (if Nec	essary):		
Last Name	First Name Mitchell	Middle Name	
Landis	MITCHEII	S.	
	Street Address ?		
Street Address 1 Prudential Center 800 Boylston S	Street Address 2		
Prudential Center 800 Boylston S	Street Suite 1900	ZIP/PostalCod	e
Prudential Center 800 Boylston S City	Street Suite 1900 State/Province/Country	ZIP/PostalCod 02199	e
Prudential Center 800 Boylston S City Boston	Street Suite 1900 State/Province/Country MA	ZIP/PostalCod 02199	e
Prudential Center 800 Boylston S City Boston Relationship: X Executive Offic	Street Suite 1900 State/Province/Country MA eer Director Promoter		e
Prudential Center 800 Boylston S City Boston Relationship: X Executive Offic	Street Suite 1900 State/Province/Country MA eer Director Promoter		e
Prudential Center 800 Boylston S City Boston Relationship: X Executive Offic	Street Suite 1900 State/Province/Country MA eer Director Promoter		
Prudential Center 800 Boylston S City Boston Relationship: X Executive Offic Clarification of Response (if Nece Last Name	Street Suite 1900 State/Province/Country MA erer Director Promoter essary):	02199	
Prudential Center 800 Boylston S City Boston Relationship: X Executive Offic Clarification of Response (if Nece Last Name	Street Suite 1900 State/Province/Country MA eer Director Promoter essary): First Name	02199 Middle Name	
Prudential Center 800 Boylston S City Boston Relationship: X Executive Offic Clarification of Response (if Nece Last Name Pester Street Address 1	Street Suite 1900 State/Province/Country MA ter Director Promoter essary): First Name Robert Street Address 2	02199 Middle Name E.	
Prudential Center 800 Boylston S City Boston Relationship: X Executive Offic Clarification of Response (if Nece Last Name Pester Street Address 1 Prudential Center 800 Boylston S City	Street Suite 1900 State/Province/Country MA ter Director Promoter essary): First Name Robert Street Address 2 Street Suite 1900 State/Province/Country	02199 Middle Name E. ZIP/PostalCod	
Prudential Center 800 Boylston S City Boston Relationship: X Executive Offic Clarification of Response (if Nece Last Name Pester Street Address 1 Prudential Center 800 Boylston S City Boston	Street Suite 1900 State/Province/Country MA er Director Promoter essary): First Name Robert Street Address 2 Street Suite 1900 State/Province/Country MA	02199 Middle Name E.	
Prudential Center 800 Boylston S City Boston Relationship: X Executive Offic Clarification of Response (if Nece Last Name Pester Street Address 1 Prudential Center 800 Boylston S City	Street Suite 1900 State/Province/Country MA er Director Promoter essary): First Name Robert Street Address 2 Street Suite 1900 State/Province/Country MA	02199 Middle Name E. ZIP/PostalCod	
Prudential Center 800 Boylston S City Boston Relationship: X Executive Offic Clarification of Response (if Nece Last Name Pester Street Address 1 Prudential Center 800 Boylston S City Boston Relationship: X Executive Offic	Street Suite 1900 State/Province/Country MA eer Director Promoter essary): First Name Robert Street Address 2 Street Suite 1900 State/Province/Country MA eer Director Promoter	02199 Middle Name E. ZIP/PostalCod	
Prudential Center 800 Boylston S City Boston Relationship: X Executive Offic Clarification of Response (if Nece Last Name Pester Street Address 1 Prudential Center 800 Boylston S City Boston Relationship: X Executive Offic	Street Suite 1900 State/Province/Country MA eer Director Promoter essary): First Name Robert Street Address 2 Street Suite 1900 State/Province/Country MA eer Director Promoter	02199 Middle Name E. ZIP/PostalCod	e
Prudential Center 800 Boylston S City Boston Relationship: X Executive Offic Clarification of Response (if Nece Last Name Pester Street Address 1 Prudential Center 800 Boylston S City Boston Relationship: X Executive Offic Clarification of Response (if Nece	Street Suite 1900 State/Province/Country MA er Director Promoter essary): First Name Robert Street Address 2 Street Suite 1900 State/Province/Country MA er Director Promoter essary): First Name Robert	02199 Middle Name E. ZIP/PostalCod 02199	e
Prudential Center 800 Boylston S City Boston Relationship: X Executive Offic Clarification of Response (if Nece Last Name Pester Street Address 1 Prudential Center 800 Boylston S City Boston Relationship: X Executive Offic Clarification of Response (if Nece	Street Suite 1900 State/Province/Country MA eer Director Promoter essary): First Name Robert Street Address 2 Street Suite 1900 State/Province/Country MA eer Director Promoter essary): First Name	02199 Middle Name E. 02199 ZIP/PostalCod 02199 Middle Name	e
Prudential Center 800 Boylston S City Boston Relationship: X Executive Offic Clarification of Response (if Nece Last Name Pester Street Address 1 Prudential Center 800 Boylston S City Boston Relationship: X Executive Offic Clarification of Response (if Nece Last Name Selsam Street Address 1 Prudential Center 800 Boylston S	Street Suite 1900 State/Province/Country MA er Director Promoter essary): First Name Robert Street Address 2 Street Suite 1900 State/Province/Country MA er Director Promoter essary): First Name Robert Street Address 2 Street Suite 1900	02199 Middle Name E. E. Middle Name E. Middle Name E.	e
Prudential Center 800 Boylston S City Boston Relationship: X Executive Offic Clarification of Response (if Nece Last Name Pester Street Address 1 Prudential Center 800 Boylston S City Boston Relationship: X Executive Offic Clarification of Response (if Nece Last Name Selsam Street Address 1 Prudential Center 800 Boylston S City	Street Suite 1900 State/Province/Country MA Tere Director Promoter Street Address 2 Street Suite 1900 State/Province/Country MA Tere Director Promoter Street Address 2 Street Suite 1900 First Name Robert Street Address 2 Street Suite 1900 State/Province/Country Street Address 2 Street Suite 1900 Street Suite 1900 Street Suite 1900 State/Province/Country Street Address 2 Street Suite 1900 State/Province/Country Street Street Suite 1900 State/Province/Country Street	02199 Middle Name E. Middle Name E. Middle Name E. Middle Name E.	e
Prudential Center 800 Boylston S City Boston Relationship: X Executive Offic Clarification of Response (if Nece Last Name Pester Street Address 1 Prudential Center 800 Boylston S City Boston Relationship: X Executive Offic Clarification of Response (if Nece Last Name Selsam Street Address 1 Prudential Center 800 Boylston S	Street Suite 1900 State/Province/Country MA er Director Promoter essary): First Name Robert Street Address 2 Street Suite 1900 State/Province/Country MA er Director Promoter essary): First Name Robert Street Address 2 Street Suite 1900 State/Province/Country MA en MA	02199 Middle Name E. E. Middle Name E. Middle Name E.	e

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name		Middle Name
Burt	Frank	D.	
Street Address 1	Street Address 2		
Prudential Center 800 Boyls	ton Street Suite 1900		
City	State/Province/Country		ZIP/PostalCode
Boston	MA	02199	
Relationship: X Executive	Officer Director Promoter		
Clarification of Response (if	Nacassary).		
Last Name	First Name		Middle Name
Last Name Flashman	First Name Arthur	S.	Middle Name
Last Name Flashman Street Address 1	First Name Arthur Street Address 2	S.	Middle Name
Last Name Flashman Street Address 1	First Name Arthur Street Address 2	S.	Middle Name
Flashman	First Name Arthur Street Address 2	S.	Middle Name ZIP/PostalCode
Last Name Flashman Street Address 1 Prudential Center 800 Boyls	First Name Arthur Street Address 2 ton Street Suite 1900	S. 02199	

4. Industry Group

Agriculture		Health Care	Retailing
Banking & Financial	l Services	Biotechnology	Restaurants
Commercial Banking Insurance		Health Insurance	Technology
		Hospitals & Physicians	Computers
Investing	a	Pharmaceuticals	Telecommunications
Investment Bankir Pooled Investment	0	Other Health Care	Other Technology
Is the issuer regist	ered as	Manufacturing	Travel
an investment com		Real Estate	Airlines & Airports
the Investment Co Act of 1940?	mpany	Commercial	Lodging & Conventions
Yes	No	Construction	Tourism & Travel Services
Other Banking & I	Financial Services	X REITS & Finance	Other Travel
Business Services		Residential	Other
Energy		Other Real Estate	
Coal Mining			
Electric Utilities			
Energy Conservati	ion		
Environmental Ser	rvices		

- Oil & Gas
- Other Energy
- 5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000

\$25,000,001 -	\$50,000,001 - \$100,0	000,000
\$100,000,000 X Over \$100,000,000	Over \$100,000,000	
Decline to Disclose	Decline to Disclose	
Not Applicable	Not Applicable	
6. Federal Exemption(s) and Exclusion(s) Clair	ned (select all that appl	y)
Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505	
Rule 504 (b)(1)(i)	X Rule 506	
Rule 504 (b)(1)(ii) Rule 504 (b)(1)(iii)	Securities Act Se Investment Com	pany Act Section 3(c)
	Section 3(c)(1)	Section 3(c)(9)
	Section 3(c)(2)	Section 3(c)(10)
	Section 3(c)(3)	Section 3(c)(11)
	Section 3(c)(4)	Section 3(c)(12)
	Section 3(c)(5)	Section 3(c)(13)
	Section 3(c)(6)	Section 3(c)(14)
	Section 3(c)(7)	
7. Type of Filing		
X New Notice Date of First Sale 2010-04-01 Amendment	First Sale Yet to Occ	cur
8. Duration of Offering		
Does the Issuer intend this offering to last more	e than one year? Yes	s X No
9. Type(s) of Securities Offered (select all that a	apply)	
Equity	Po	ooled Investment Fund Interests
Debt		enant-in-Common Securities
Option, Warrant or Other Right to Acquire A Security to be Acquired Upon Exercise of Op	ntion Warrant or	lineral Property Securities
Other Right to Acquire Security	X O	ther (describe)
	Parti	nership Interests
10. Business Combination Transaction		
Is this offering being made in connection with a merger, acquisition or exchange offer?	a business combination	transaction, such as X Yes No
Clarification of Response (if Necessary):		
Acquisition of interests in a joint venture		
11. Minimum Investment		
Minimum investment accepted from any outsic	le investor \$450,000 U	SD
12. Sales Compensation		
Recipient	Recipient	CRD Number X None
(Associated) Broker or Dealer X None		
(Associated) bloker of Dealer X None	(Associate	ed) Broker or Dealer CRD Number X None
Street Address 1 City	· ·	ed) Broker or Dealer CRD Number X None Street Address 2 rince/Country

Foreign/non-US

State(s) of Solicitation (select all that apply) All States

ZIP/Postal Code

Check "All States" or check individual States

13. Offering and Sales Amounts

Total Offering Amount	\$450,000 USD or	Indefinite
Total Amount Sold	\$450,000 USD	
Total Remaining to be Sold	\$0 USD or	Indefinite

Clarification of Response (if Necessary):

The Issuer acquired interests in a joint venture in exchange for \$450,000 of partnership units.

14. Investors

Select 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. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

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

Sales Commissions	\$0 USD	Estimate
Finders' Fees	\$0 USD	Estimate

Clarification of Response (if Necessary):

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, 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.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above 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 the 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).

Each Issuer identified above 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.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
			1	2010-04- 07

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.

* 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.