

SEC 1972 (6-02)

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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 state exemption unless such exemption is predicated on the filing of a federal notice.

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

APR 2 8 2003

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

SEC USE ONLY					
Prefix		Serial			
DAT	E RECEIV	VED			

Filing Under (Check box(es) th	at apply): [] <u>Rule 50</u> /	4 [] <u>Rule 505</u>	[X] Rule 506	[] Section 4(6)	[]ULOE	72: - 1880-015, (5)-479-14-47-14-48-48-48-48-48-48-48-48-48-48-48-48-48
Type of Filing: [X] New Filing	[] Amendment		122	1351		PROCESSE
	A.	BASIC IDENTIFICA	TION DATA		·	APR 29 2003
Enter the information reques	ted about the issuer	and the state of t	en e	1900 y y y y y y y y y y y y y y y y y y	makan kapan sa da anda an ka a a a a a a a a a a a a a a a a	
Name of Issuer ([] check if th Guggenheim Real Estate Inv		has changed, and in	dicate change.	n ka da ayan ka ka gara da ayan da ayan ka ka da ayan ka ka da ayan ka da ayan ka da ayan ka da ayan ka da aya		THOMSON FINANCIAL
		######################################	CONTRACTOR	· · · · · · · · · · · · · · · · · · ·		MARKET CO. SECURIOR CONTROL SECURIOR SE
				ncluding Area Code) 721-4999		
C/o Guggenheim Real Estate Address of Principal Business	LLC, 48 Mt. Vernon Street, \	Winchester, MA 018	90 (781)	721-4999	rea Code) (if di	ferent from
C/o Guggenheim Real Estate Address of Principal Business Executive Offices) Brief Description of Business	LLC, 48 Mt. Vernon Street, None of the Company of the Company (Number and Street)	Winchester, MA 018 et, City, State, Zip Co	90 (781) ode) Telephone	721-4999 Number (Including Ar		the state of the s
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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 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 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 in the notice constitutes a part of this notice and must be completed.

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

 Full Name (Last name first, if individual)
 Guggenheim Real Estate Trust Company LLC

 Business or Residence Address (Number and Street, City, State, Zip Code)
 C/o Guggenheim Real Estate LLC, 48 Mt. Vernon Street, Winchester, MA 01890

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

Full Name (Last name first, if individual) Guggenheim PLUS II L.P.
Business or Residence Address (Number and Street, City, State, Zip Code)

Full Name (Last name first, if individual)
C/o Guggenheim Real Estate LLC, 48 Mt. Vernon Street, Winchester, MA 01890

C/o Guggenneim Real Estate LLC, 48 Mt. Vernon Street, Winchester, MA 01890

			Managing Partner				
Full Name (Last name first, if individual)							
Business or Residence Add	ress (Number and Street, City, State, Zip	o Code)		***************************************			
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner	***************************************			

[] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

Check Box(es) that Apply:

Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner
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1. Has	the issue	r sold, or a	loes the is	suer inten	d to sell, to	non-accre	edited inve	stors in this	s offering?			Yes No [] [X]
							lumn 2, if fi	•				
2. What is the minimum investment that will be accepted from any individual?										\$ <u>1,000</u>		
3. Does the offering permit joint ownership of a single unit?										Yes No [X] []		
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	(OR)	(PA)
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

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1.	Ente	r the	aggr	egate	offering	g pric	e of sec	urities	included i	n this	offering	and t	he total	amou	nt alı	eady	
sc	ild. E	nter	"0" if	answe	r is "no	ne" c	r "zero.	" If the	transactio	n is ar	n excha	ange o	ffering,	check	this	box "	and
in	dicat	e in t	he co	lumns	below	the a	mounts	of the	securities	offere	d for e	xchang	ge and a	already	y exc	hang	ed.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ <u>0</u>	\$ <u>0</u>
Equity	\$500,000,000	
[X] Common [] Preferred		
Convertible Securities (including warrants)	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests	\$ <u>0</u>	\$ <u>0</u>
Other (Specify).	\$ <u>0</u>	\$ <u>0</u>
Total	\$500,000,000	\$1,400,000
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."		
		Aggregate Dollar Amount
	Number Investors	of Purchases
Accredited Investors	<u>1</u>	\$ <u>1,400,000</u>
Non-accredited Investors	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only)	-	-
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, 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 Security	Dollar Amount Sold
Type of offering		3014
Rule 505	-	-
Regulation A	-	
Rule 504	-	-
Total	_	
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		[] \$ <u>0</u>
Printing and Engraving Costs		[] \$ <u>0</u>
Legal Fees		[X] \$ <u>0*</u>
Accounting Fees		[] \$ <u>0</u>
Engineering Fees		[] \$ <u>0</u>
Sales Commissions (specify finders' fees separately)		[] \$ <u>0</u>
Other Expenses (identify)		[] \$ <u>0</u>
Total		[X] \$ <u>0</u> *

^{*}All expenses in connection with the issuance and distribution of the securities in this offering will be borne by Guggenheim Real Estate LLC.

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."

\$ 500,000,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes 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.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[]\$ <u>0</u>	[]\$ <u>0</u>
Purchase of real estate	[]\$0	[]\$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment	[]\$ <u>0</u>	[]\$ <u>0</u>
Construction or leasing of plant buildings and facilities	[]\$0	[]\$ <u>0</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)	[]\$ <u>0</u>	[]\$ <u>0</u>
Repayment of indebtedness	[]\$ <u>0</u>	[]\$ <u>0</u>
Working capital	[]\$ <u>0</u>	[]\$ <u>0</u>
Other (specify): To purchase investments for the REIT and pay operating expenses of the REIT	[]\$0	[X] \$ <u>500,000,000</u>
Column Totals		[X]\$ <u>500,000,000</u>
Total Payments Listed (column totals added)	[X]	\$ 500,000,000

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 <u>Rule 505</u>, 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 <u>Rule 502</u>.

Issuer (Print or Type)	Signature	Date
Guggenheim Real Estate Investment Trust	ву:	April <u>/ /</u> , 2003
	M. deuf Delle Fer	
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Michael Della Fera	Authorized Agent	

ATTENTION

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