

03058757



FORM D

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

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OMB Number: 3235-0076 Expires: December 31, 1993 Estimated average burden hours per form 16.00

SEC USE ONL	Υ
Prefix.	Serial
DATE RE	CEIVED

WASH., D.C.	
Name of Offering (check if this is an amendment and name has changed, and indicate c	hange.)
CREEKRIDGE II HOUSTON ASSOCIATES, LIMITED PARTNERSHIP	
Filing Under (Check box(es) that apply): □Rule 504 □ Rule 505 ■ Rule 50	06 Section 4(6) Section 4(6)
Type of Filing: ☐ New Filing ☐ Amendment	TOO. B
A. BASIC IDENTIFICATION DATA	E MAR ED C
1. Enter the information requested about the issuer	SS
Name of Issuer (check if this is an amendment and name has changed, and indicate chan CREEKRIDGE II HOUSTON ASSOCIATES, LIMITED PARTNERSHIP	ge.) 6
	FOTION
Address of Executive Offices (Number and Street, City, State, Zip Code) 330 GARFIELD STREET, SANTA FE, NEW MEXICO 87501	Telephone Number (Including Area-Eode) 505 982-2184
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
OWNERSHIP OF REAL PROPERTY IN HOUSTON, TEXAS	
Type of Business Organization	
☐ corporation ■ limited partnership, already formed	
☐ business trust ☐ limited partnership, already formed	other (please specify):
Month Year	PROCESSEL
Actual or Estimated Date of Incorporation or Organization: O 4 0 3	ction) [NIVI]
GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Re U.S.C. 77d(6)	richtson Financial egulation D or Section 4(6), 17 CFR 230.501 et seq. or
When To File: A notice must be filed no later than 15 days after the first sale of securities in the off	fering. A notice is deemed filed with the U.S. Securities

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 is 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 the 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 to the notice constitutes a part of this notice and must be completed.

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

SEC 1972 (5/91) (of 8

A. PASIC 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: ☐ Promoter ☐ Beneficial Owner ■ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) GERWIN, PAUL Business or Residence Address (Number and Street, City, State, Zip Code) 330 GARFIELD STREET, SANTA FE, NEW MEXICO 87501 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) GILBERT, EDWARD Business or Residence Address (Number and Street, City, State, Zip Code) 330 GARFIELD STREET, SANTA FE, NEW MEXICO 87501 Check Box(es) that Apply: Promoter ☐ Beneficial Owner ■ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) KOLBER, FRED Business or Residence Address (Number and Street, City, State, Zip Code) 330 GARFIELD STREET, SANTA FE, NEW MEXICO 87501 Check Box(es) that Apply: Promoter ☐ Beneficial Owner ■ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) LOVE, STEPHEN Business or Residence Address (Number and Street, City, State, Zip Code) 330 GARFIELD STREET, SANTA FE, NEW MEXICO 87501 Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ■ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) WILSON, M. THOMAS Business or Residence Address (Number and Street, City, State, Zip Code) 330 GARFIELD STREET, SANTA FE, NEW MEXICO 87501 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ■ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) WILLOUGHBY, CHERYL Business or Residence Address (Number and Street, City, State, Zip Code) 330 GARFIELD STREET, SANTA FE, NEW MEXICO 87501 Check Box(es) that Apply: Promoter ☐ Beneficial Owner ■ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) SMITH, ROBIN

(Number and Street, City, State, Zip Code)

Business or Residence Address

330 GARFIELD STREET, SANTA FE, NEW MEXICO 87501

Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	. Has th	ie issuer so	ld, or does	the issuer i	intend to se	ell, to non-a	accredited i	nvestors in	this offerin	ıg?			Yes	No
Notes the offering permit joint ownership of a single unit?			,							_			•	
L. Does the offering permat joint ownership of a single unit? L. 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. Sull Name (Last name first, if individual) Susiness 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 (Check "All States" or check individual States). □ All State [I.L.] [IN] [IA] [KS] [KY] [L-A] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NI] [NA] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] [PR] [MD] [MA] [MT] [MT] [MT] [MT] [MT] [MT] [MT] [MT	. What	is the mini	mum invest	tment that	will be acc	epted from	any individ	lual?	• • • • • • • • • • • • • • • • • • • •	•••••	•••••	**********	\$ <u>N</u>	ONE
Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar renumeration 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 sales 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. Pull Name (Last name first, if individual) Susiness 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)	Door t	the offering	a normit ioi	nt aumarch	vin afa cin	ala unit?							Yes	N
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C. 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 \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
		Aggregate	Amount Already
	Type of Security	Offering Price	Sold
	Debt	\$	<u> </u>
	Equity	\$	\$
	Common Preferred		
	Convertible Securities (including warrants)	\$	\$ -0-
	Partnership Interests	\$ <u>4,500,000</u>	
	Other (Specify)	\$	<u>\$ -0-</u>
	Total	\$ <u>4,500,000</u>	<u>\$ -0-</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-credited 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 Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors		\$
	Non-accredited Investors		\$
	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 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.	m	
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the insurance 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		\$ 45,000
	Printing and Engraving Costs		\$4,000
	Legal Fees		\$7,500
	Accounting Fees		\$1,500
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)ORGANIZATIONAL EXPENSES		\$37,000
	Total		\$95,000
		_	
	4 of 8		SEC 1072 (5/01

	NUMBER OF INVESTORS, EXPENS		OF PROCEEDS	
b. Enter the difference between response to Part C - Question 1 ar Part C - Question 4.a. This difference		sponse to		
issuer."				\$ <u>4.405,000</u>
5. Indicate below the amount of the according proposed to be used for each of the purpose is not known, furnish an estimate. The total of the payment proceeds to the issuer set forth in re	e purposes shown. If the amoun stimate and check the box to the le ents listed must equal the adjust	t for any eft of the ed gross		
			Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees Transfer fees		\$	<u>153,000</u>	J \$
Purchase of real estate		\$_		3,820,000
Purchase, rental or leasing and installatio	n of machinery and equipment	s_		□ \$
Construction or leasing of plant buildings				
Acquisition of other businesses (includin offering that may be used in exchange for issuer pursuant to a merger)	the assets cr securities of another			
Repayment of indebtedness				\$
Working capital		\$_		\$ 221,000
CLOSING COSTS MORTGAGE FEES				\$ <u>96,000</u> 3 \$ <u>114,800</u>
Column Totals		\$		\$ 4,252,000
Total Payments Listed (column totals add		_		\$ 4,405,000
	D. FEDERAL SIGNATURE			
The issuer has duly caused this notice to be s following signature constitutes an undertaking of its staff, the information furnished by the issuer that the information furnished by the information fur	igned by the undersigned duly authorize by the issuer to furnish to the U.S. Securi	ties and Exch	ange Commission	, upon written reques
Issuer (Print or Type) CREEKRIDGE II HOUSTON ASSOCIATES, L.P.	Signature		Dat	5/2/03
Name of Signer (Print or Type)	Title of Signer (Print or Type)			
Paul Gerwin	Chief Executive Officer	of Genera	ıl	
	Partner			

ATTENTION

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