NOV 7 - 2005

FORM D

1086

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

RECEIVED A SALE OF SECURITIES PURSUANT TO REGULATION D.

ECTION 4(6), AND/OR UÑÎFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB NUMBER:

3235-0076

05071061

November 30, 2001

Estimated average burden

Expires:

hours per response16.00

	SEC USE ONLY	
Prefix	Serial	
1		
		-

Name of Offering (5) check if this sam amendment and name has changed, and indicate change.)

Limited Partnership

Filing Under (Check box(es) that apply):

□ Rule 504

□ Rule 505

Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing:

New Filing □ Amendment

Δ	RΔ	SIC ID	ENTIFICA	TION DATA

	information		

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

Taurus New England Land Ventures I Limited Partnership

Address of Executive Offices

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

118 Milk Street, Boston, MA 02109

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

Telephone Number (Including Area Code)

617-357-4440

Address of Principal Business Operations (if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business:

To make opportunistic residential land acquisitions

Type of Business Organization

□ corporation □ business trust limited partnership, already formed □ limited partnership, to be formed

□ other (please specify):

Month Year

Actual or Estimated Date of Incorporation or Organization Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: MA

10 05

CN for Canada; FN for other foreign jurisdiction)

□ Estimated

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 USC 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.

When 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

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 a 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.



• Each promoter of the issuer, if		en organized within the	nost fixe years		
				% or more of a cl	ass of equity securities of the issuer;
Each executive officer and dire	ector of corporat	e issuers and of corporate	general and managing pa	rtners of partners	hip issuers; and
 Each general and managing part 				_	-
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if individual)					
Taurus LV Corp.		 			
Business or Residence Address	(Number and	Street, City, State, Zip Co	ide)		
118 Milk Street, Boston, MA 02109					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					C Control and C Managing 1 artists
,					
Reibling, Lorenz				~	<u> </u>
Business or Residence Address	(Number and S	Street, City, State, Zip Co	ode)		
C/o Taurus LV Corp., 118 Milk Street, Bo	ston MA 0210	9			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	_ I Tolliotei	Denominat owner			Concrat and/of Managing Parties
(
Merrigan, Peter					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	de)		
_C/o Taurus LV Corp., 118 Milk Street, Bo	ston MA 0210	n			
Check Box(es) that Apply:		☐ Beneficial Owner	☑ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	□ Promoter	□ Behericial Owner		Z. Birector	U General and/of Managing Fatther
Ton Name (East name inst, it mornidal)					
Reibling, Gunter					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	de)		
C/o Tourne LV/ Come 110 Mills Charact Do	MA 0010	0			
C/o Taurus LV Corp., 118 Milk Street, Bo Check Box(es) that Apply:		Beneficial Owner	- F O.C.	- D'	= C 1 1/ 1/ 2/ P
Full Name (Last name first, if individual)	□ Promoter	Deficilerar Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
run Name (Last name mst, m morviduar)					
Taurus New England XXIX Limited Partn	ership				
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
440.5 88 0.00					
118 Milk Street, Boston, MA 02109					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
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Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
THE CONTRACT OF THE CONTRACT O					
Chal Bar (Nation 1					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
	,	, ,,, F	•		

A. BASIC IDENTIFICATION DATA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	B. INFORMATION ABOUT OFFERING		
		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		⊠
2.	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?	e .	500,000
۷.	what is the manificum investment that will be accepted from any monitorial and monitorial and manificum investment that will be accepted from any monitorial and manificum investment that will be accepted from any monitorial and manificum investment that will be accepted from any monitorial and manificum investment that will be accepted from any monitorial and manificum investment that will be accepted from any monitorial and manificum investment that are accepted from any monitorial and manificum investment that are accepted from any monitorial and manificum investment that are accepted from any monitorial and accepted from a contract and accepted	Ψ——Yes	No
3.	Does the offering permit joint ownership of a single unit?		
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.		
Full Non	Name (Last name first, if individual)		
Busi 118	iness or Residence Address (Number and Street, City, State, Zip Code) Milk Street, Boston, MA 02109		
	ne of Associated Broker or Dealer rus Capital Funding LLC		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
	AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] <u>X [FL] _ [GA]</u> [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] <u>X [</u> MA] _ [MI] _ [MN]	_ [HI] _ [MS]	_ [ID] _ [MO]
_ [[MT] $[NE]$ $[NV]$ $[NH]$ $[NJ]$ $X[NM]$ $[NY]$ $[NC]$ $[ND]$ $[OH]$ $[OK]$	_ [OR]	_ [PA]
	[RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [WY]	_ [PR]
_ ruii	name (Last name first, if individual)		
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)	.	
Nam	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	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] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [MS] _ [OR]	_ [MO] _ [PA]
	RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [WY]	_ [PR]
Full	Name (Last name first, if individual)		
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		
Nan	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
[AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NI] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [TX] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	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 Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$	\$
	□ Common □ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$ <u>21,600,000*</u>	\$0
	Other (Specify)	\$	\$
	Total	\$_21,600,000*	\$ <u> </u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
	*The Offering may be increased to \$26,800,000 in the discretion of the General Partner.		
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."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	0	\$0
	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.	Type of Security	Dollar Amount Sold
	Type of offering	occurity	Joila
	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		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$
			•
	Accounting Fees		Ψ
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)	\boxtimes	\$ <u>1,043,073</u>
	Other Expenses (identify)		\$
	Total	\boxtimes	\$ <u>1,043,073</u>

	CE, NUMBER OF INVESTORS, EX	I ENSES AT	O COL OF TROCEEDS		
b. Enter the difference between the aggregate offe I and total expenses furnished in response to Part ("adjusted gross proceeds to the issuer."	C – Question 4.a. This difference is the	;		\$	\$ <u>20,556,927</u>
5. Indicate below the amount of the adjusted gross pr for each of the purposes shown. If the amount for and check the box to the left of the estimate. The t adjusted gross proceeds to the issuer set forth in re-	any purpose is not known, furnish an e otal of the payments listed must equal	stimate			
			Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees		⋈	\$_325,600		\$
Purchase of real estate			· \$		\$
Purchase, rental or leasing and installation of mach	inery and equipment		\$		\$
Construction or leasing of plant buildings and facil	ities		\$		\$
Acquisition of other business (including the value of that may be used in exchange for the assets or secumerger)	rities of another issuer pursuant to a	<u> </u>	s		\$
Repayment of indebtedness			\$		\$
Working capital			\$		\$
		U	Ψ	ш	Ψ
Other (specify): investments in real estate, include	ding associated permitting, due	_	\$	NZI	\$ 20 231 327
Other (specify): investments in real estate, included diligence and closing costs and working capital	ding associated permitting, due		\$	☒	\$ <u>20,231,327</u>
diligence and closing costs and working capital		.	\$	⊠	\$ <u>20,231,327</u>
diligence and closing costs and working capital	ding associated permitting, due	• • • • • • • • • • • • • • • • • • •	\$ ·\$		\$ <u>20,231,327</u> \$
diligence and closing costs and working capital		-	\$ \$325,600		\$ 20,231,327 \$ \$ 20,231,327
diligence and closing costs and working capital				۵	\$
diligence and closing costs and working capital Column Totals				⊠	\$
diligence and closing costs and working capital Column Totals				⊠	\$
diligence and closing costs and working capital Column Totals	D. FEDERAL SIGNAT e undersigned duly authorized person. ities and Exchange Commission, won	□ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑	\$_20	□ ⊠ 0.556,927	\$\$ 20,231,327
Column Totals	D. FEDERAL SIGNAT e undersigned duly authorized person. ities and Exchange Commission, won	□ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑	\$_20	□ ⊠ 0.556,927	\$\$ \$ 20,231,327
Column Totals	e undersigned duly authorized person. ities and Exchange Commission, upon Rule 502.	□ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑	\$_20	□ ⊠ 0.556,927	\$\$ 20,231,327
Column Totals	e undersigned duly authorized person. ities and Exchange Commission, upon Rule 502.	□ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑ ☑	is filed under Rule 505, the st of its staff, the information	□ ⊠ 0.556,927	\$\$ 20,231,327

ATTENTION

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