other (please specify):

Estimated

E D

X Actual



FORM D

Name of Offering

Type of Filing:

Name of Issuer Cambrian Asia, L

Address of Executive Offices

Brief Description of Business

Type of Business Organization

business trust

Actual or Estimated Date of Incorporation or

Jurisdiction of Incorporation or Organization:

Corporation

Investment Fund

Organization

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

FORM D

	1.	•	•,	
A KAIL	۴.	. 11,		
SEP	2	7	2007	

Limited Partnership Interests in Cambrian Asia, L.P.

New Filing

Enter the information requested about the issuer

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

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

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Rule 504 Rule 505 Rule 506 Section 4(6)

A. BASIC IDENTIFICATION DATA

(Check if this is an amendment and name has changed, and indicate change.)

(Check if this is an amendment and name has changed, and indicate change.)

limited partnership, already formed

limited partnership, to be formed

2

Month

Amendment

c/o Atlantic Investment Management, Inc., 666 Fifth Avenue, 34th Floor, New York, New York 10103

OMB AF	PROVAL
OMB Number:	3235-0076
Expires:	April 30, 2008
Estimated avera-	ge burden
hours per respon	ise16.00

REGULATION D,	SEC USE UNLY				
•	Prafix Sarial				
6), AND/OR	DATE RECEIVED				
FFERING EXEMPTION	DATE RECEIVED				
hanged, and indicate change.)					
05 🗵 Rule 506 🔲 Section 4(6) 🔲	ULOE				
C IDENTIFICATION DATA					
hanged, and indicate change.)					
intiged, and indicate change.					
(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)				
or, New York, New York 10103	(212) 484-5050				
(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)				
(Hamber and Sires, Ony, State, inp 4-2-)					
	<u> </u>				
	TIME .				

GENERAL INSTRUCTIONS

Federal.

Il ho 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).

Year

(Enter two-letter U.S. Postal Service abbreviation for State:

7

0

CN for Canada; FN for other foreign jurisdiction)

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 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 filled with the

Filing Fee There is no federal filing fee

State:

This notice shall be used to indicate rehance 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.

	ΑΊ	Т	EN		O	N
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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.

> 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 control number

A. BASIC IDENTIFICATION DATA

- 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 o Each general and				rate issuers and of corpora ership issuers.	ite g	eneral and managing pr	rtner	s of parmersh	op issuers; and
Check Box(es) that Apply:			_			Executive Officer		Director	☑ General and/or Managing Partner
Full Name (Last name first, i Alexander J. Roepers Hold									
Business or Residence Addre	_		rect.	City, State, Zip Code)			-		
c/o Atlantic Investment Ma					w Y	ork, New York 10103			
Check Box(es) that Apply:	⊠ (Promoter		Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full Name (Last name first,	findivi	dual)							-
Atlantic Investment Manng									
Business or Residence Addre				City, State, Zip Code)					
666 Fifth Avenue, 34th Flo	or, Nev	y York, New Y	_		_		_		Do I W Marain Barre
Check Box(es) that Apply	Ø :	Promoter		Beneficial Owner	Ø	Executive Officer	×	Director	General and/or Managing Partner
Full Name (Last name first,	l indivi	idual)	_					 -	<u> </u>
Alexander J. Roepers				G: 5: 7: 0-10					
Business or Residence Addre c/o Atlantic Investment Ma				City, State, Zip Code)	w V	ork New York 10103			
								Director	General and/or Managing Partner
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	ليا	Director	C defects and or managing turns
Full Name (Last name first,	findiv	idual)							
Business or Residence Addr	255	(Number and Si	Irect	, City, State, Zip Code)					
Check Box(es) that Apply		Promoter		Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full Name (Last name first,	ifindiv	idual)							
Business or Residence Addr	ess	(Number and Si	trect	, City, State, Zip Code)		-			
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full Name (Last name first,	if indiv	idual)							
Business or Residence Addr	ess	(Number and S	tree	, Ciry, State, Zip Code)					
Check Box(es) that Apply		Promoter		Beneficial Owner		Executive Officer		Director	General and/or Managing Panner
Full Name (Last name first,	af indiv	idual)							
Business or Residence Add	ess	(Number and S	tree	t, City, State, Zip Code)					
Check Box(es) that Apply		Promoter	D	Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full Name (Last name first,	if indiv	ridual)		· · · · · · · · · · · · · · · · · · ·					
Business or Residence Addi	ess	(Number and S	iree	t, City, State, Zip Code)			_		
		(Use 1	blan	k sheet, or copy and use a	ddit	ional capies of this shee	1, as	necessary.)	

Y	
The second secon	es No
1 Has tile issued sold, of does the issued fine is only to not applicable in sold in the sold in the issued in the	
Answer also in Appendix, Column 2, if filing under ULOE.	
2 What is the minimum investment that will be accepted from any individual?	Y 100,000,000
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 Name (Last name first, if individual)	
Business 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 States
AL AK AZ AR CA CO CT DE DC FL GA	(1)
IL IN IA KS KY LA ME MD MA MI AN	OM 2M
	OR FA
	[WY] [PR]
RI SC SD TN TX UT VY VA WA WV WI	التنا لنتا
Full Name (Last name first, if individual)	
Business 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 States
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IE IN IA KS KY LA ME MD MA MU MN	AIS AIO
MT NE NV NH NJ NM NY NC ND OH OK	OR PA
RI SC SD TN TX UT VI VA WA WV WI	WY PR
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Name of Associated Broker or Dealer	
Come in Allicia Descent Ligard Har Salicited or Journals to Salicit Purchasers	
	·
AL AK AZ AR CA CO CT DE DC FL GA	
IL IN IA KS KY LA ME MD MA MI MN	MIS MO
	OR PA
RI SC SD TN TX UT VT VA WA WV WI	WY PR
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual 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 NY NII NJ NM NY NC ND DH OK	III

(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

i.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0 the answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indiente in columns below the amounts of the securities offered for exchange and already exchanged.	" if the	
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	S	S
	Equity	s	\$
	☐ Common ☐ Preferred		_
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests.	¥ <u>5,000,000,000</u>	Y <u>305,000,000</u>
	Other (Specify)	S	\$
	Total		Y 305,000,000
	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."		
	is finite or two.	Number Investors	Aggregate Dollar Amount of Purchasers
	Accredited Investors	2	Y 305,000,000
	Non-accredited Investors		s
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filling 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.		D.W. A
	Type of Offering	Type of Security	Dollar Amaum Sold
	Rule 505	-	\$
			\$
	Regulation A		s
	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 insurer. 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		s
	Printing and Engraving Costs		S
	Legal Fees		¥ 2,500,000
	Accounting Fees		s
	Engineering Fees		s
		_	s
			<u> </u>
	Other Expenses (identify) investment banking fee		Y 2,500,000
	Total	🗵	1 6,300,000

	b. Enter the difference between the aggregate offering price given expenses furnished in response to Pan C — Question 4.a. This difference "	Terence is the "adjusted gross proceeds to the			٧ <u>4 </u>	997,500,000
	Indicate below the amount of the adjusted gross proceed to the issue purposes shown. If the amount for any purpose is not known, furnithe estimate. The total of the payments listed must equal the adjust response to Part C — Question 4.b above.	ish an estimate and check the box to the left of				
	confining to their and administration invaries.		Of	Payment to Micers, Directors & Affiliates	Pag	yments to Other
	Salaries and fees		X	Y 74,962,500		ss
	Purchase of real estate			S0		s
	Purchase partal or leaving and angualation of machinery and				_	•
	equipment					\$ S
	Construction or leasing of plant buildings and facilities		U	s <u>0</u>	L	>
	Acquisition of other businesses (including the value of securities in be used in exchange for the assets or securities of another issuer pur-	rsuant to a merger)		s <u>0</u>		s
	Repayment of indebtedness					s
	Working capital					s
				s <u>0</u>	\boxtimes	Y <u>4,922,537.</u>
	Other (specify): Investments		-			
			_	so		s (
	Column Totals				(<u>S</u>)	Y <u>4,922,537.</u>
	Total Payments Listed (column totals added)			— ⊠ Y:	4 <u>,997,</u> ——	500,000
_	D.	FEDERAL SIGNATURE				
١,	e assuer has duly caused this notice to be signed by the undersigned dual and extended the issuer to furnish the U.S. Securities and Exchange redited investor pursuant to paragraph (b)(2) of Rule 502.	Commission, upon writer request or to being an	Rule e infor	505, the following mation furnished	signa by the	iture constitutes issuer to any n
SSI	uer (Print or Type) (Spaniare	Date	11	11/1		
aı	mbrium Asia, L.P		4	QUI		
lai	me of Signer (Print or Type) The of Signer	Print or Type)	T	,		
y:	Alexander I. Roepers Holdings, LLC General Pulme					
		ne General Partner				

- ATTENTION ---

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

		E. STATE SIGNATURE			
l.		resently subject to any of the disqualification		Yes 🗀	No ⊠
		See Appendix, Column 5, for state respons	SC.		
2.	The undersigned issuer hereby undertakes t at such times as required by state law.	o furnish to any state administrator of any state in	which this notice is file	ed a notice on Form D (1	7 CFR 239.500)
3.	The undersigned issuer herby undertakes to	furnish to the state administrators, upon written r	equest, information fur	nished by the issuer to of	ferees.
4.		suer is familiar with the conditions that must be so notice is filed and understands that the issuer clustrisfied.			
The issuer person.	has read this notification and knows the cont	ents to be true and has daily caused this notice to b	be signed on its behalf b	by the undersigned duly a	uthorized
Issuer (Pri Cambrian	nt or Type) Asia, L.P.	Simalure	Date Q	6107	
Name (Pri	nt or Type)	Tifle (Print or/Type)		V	
by: Alexa	nder J. Roepers Holdings, LLC	General Partner			
by: Alexa	nder J. Roepers	Principal of the General Partner			

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy of bear typed or printed signatures.

					APPENDIX					
ī	Intend non-ac investor	to sell to recredited rs in State	Type of security and aggregate offering price offered in state (Part C-Hem 1)		and amount pt	4 f investor urchased in State C-Item 2)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL							 		<u></u>	
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MN	ļ			ļ			 	<u> </u>		
MS				<u> </u>						

		_		A	PPENDIX						
I	Intend non-uc investor	2 to sell to ecredited rs in State 3-ltem 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)					5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
МО											
MT								· · · · · · · · · · · · · · · · · · ·			
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NV											
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				Λ	PPENDIX				
1	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)		and amount [4 of investor ourchased in State C-Item 2)		under Str (if yes explan waiver	ification ite ULOE , attach ation of granted) -Item 1)
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY		:							
PR									