

# SECURITIES AND EXCHANGE COMMISSION

## FORM D/A

Official notice of an offering of securities that is made without registration under the Securities Act in reliance on an exemption provided by Regulation D and Section 4(6) under the Act.  
[amend]

Filing Date: **2013-01-09**  
SEC Accession No. [0001566221-13-000002](#)

([HTML Version](#) on [secdatabase.com](#))

### FILER

#### **US Government Building Open-End REIT, LLC**

CIK: **1566221** | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **D/A** | Act: **33** | File No.: **021-189723** | Film No.: **13520728**

Mailing Address  
C/O USAA REAL ESTATE  
COMPANY  
9830 COLONNADE  
BOULEVARD, SUITE 600  
SAN ANTONIO TX  
78230-2239

Business Address  
C/O USAA REAL ESTATE  
COMPANY  
9830 COLONNADE  
BOULEVARD, SUITE 600  
SAN ANTONIO TX  
78230-2239  
210-641-8425

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

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	June 30, 2012
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) [0001566221](#) Previous Name(s)  None Entity Type  
 Corporation  
Name of Issuer [US Government Building Open-End REIT, LLC](#)  Limited Partnership  
 Limited Liability Company  
Jurisdiction of Incorporation/Organization [DELAWARE](#)  General Partnership  
 Business Trust  
 Other  
Year of Incorporation/Organization  
 Over Five Years Ago  
 Within Last Five Years (Specify Year) 2012  
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [US Government Building Open-End REIT, LLC](#)  
Street Address 1 [C/O USAA REAL ESTATE COMPANY](#) Street Address 2 [9830 COLONNADE BOULEVARD, SUITE 600](#)  
City [SAN ANTONIO](#) State/Province/Country [TEXAS](#) ZIP/Postal Code [78230-2239](#) Phone No. of Issuer [210-641-8425](#)

3. Related Persons

Last Name	First Name	Middle Name
<a href="#">Hardin</a>	<a href="#">James</a>	<a href="#">K.</a>
Street Address 1 <a href="#">9830 Colonnade Boulevard</a>	Street Address 2 <a href="#">Suite 600</a>	
City <a href="#">San Antonio</a>	State/Province/Country <a href="#">TEXAS</a>	ZIP/Postal Code <a href="#">78230-2239</a>

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
<a href="#">US Government Building Open End Feeder 1, LP</a>	<a href="#">n/a</a>	
Street Address 1 <a href="#">c/o USAA Real Estate Company</a>	Street Address 2 <a href="#">9830 Colonnade Boulevard, Suite 600</a>	
City	State/Province/Country	ZIP/Postal Code

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Manager of the Issuer

Last Name	First Name	Middle Name
US Government Building Open End Feeder 2, LP	n/a	
Street Address 1	Street Address 2	
c/o USAA Real Estate Company	9830 Colonnade Boulevard, Suite 600	
City	State/Province/Country	ZIP/Postal Code
San Antonio	TEXAS	78230-2239

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Manager of the Issuer

#### 4. Industry Group

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> Agriculture                        | <input type="checkbox"/> Health Care                | <input type="checkbox"/> Retailing                 |
| <input type="checkbox"/> Banking & Financial Services       | <input type="checkbox"/> Biotechnology              | <input type="checkbox"/> Restaurants               |
| <input type="checkbox"/> Commercial Banking                 | <input type="checkbox"/> Health Insurance           | Technology   |
| <input type="checkbox"/> Insurance                          | <input type="checkbox"/> Hospitals & Physicians     | <input type="checkbox"/> Computers                 |
| <input type="checkbox"/> Investing                          | <input type="checkbox"/> Pharmaceuticals            | <input type="checkbox"/> Telecommunications        |
| <input type="checkbox"/> Investment Banking                 | <input type="checkbox"/> Other Health Care          | <input type="checkbox"/> Other Technology          |
| <input type="checkbox"/> Pooled Investment Fund             | <input type="checkbox"/> Manufacturing              | Travel   |
| <input type="checkbox"/> Other Banking & Financial Services | Real Estate   | <input type="checkbox"/> Airlines & Airports       |
| <input type="checkbox"/> Business Services                  | <input type="checkbox"/> Commercial                 | <input type="checkbox"/> Lodging & Conventions     |
| Energy  | <input type="checkbox"/> Construction               | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Coal Mining                        | <input checked="" type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel              |
| <input type="checkbox"/> Electric Utilities                 | <input type="checkbox"/> Residential                |  |
| <input type="checkbox"/> Energy Conservation                | <input type="checkbox"/> Other Real Estate          | <input type="checkbox"/> Other                     |
| <input type="checkbox"/> Environmental Services             |   |  |
| <input type="checkbox"/> Oil & Gas                          |   |  |
| <input type="checkbox"/> Other Energy                       |   |  |

#### 5. Issuer Size

- | Revenue Range   | Aggregate Net Asset Value Range                       |
|---|---|
| <input type="checkbox"/> No Revenues                    | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000              | <input type="checkbox"/> \$1 - \$5,000,000            |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000      | <input type="checkbox"/> \$5,000,001 - \$25,000,000   |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000     | <input type="checkbox"/> \$25,000,001 - \$50,000,000  |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000   | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000             | <input type="checkbox"/> Over \$100,000,000           |
| <input checked="" type="checkbox"/> Decline to Disclose | <input type="checkbox"/> Decline to Disclose          |
| <input type="checkbox"/> Not Applicable                 | <input type="checkbox"/> Not Applicable               |

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**6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)**

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- Rule 504(b)(1) (not (i), (ii) or (iii))  Rule 505  
 Rule 504 (b)(1)(i)  Rule 506  
 Rule 504 (b)(1)(ii)  Securities Act Section 4(6)  
 Rule 504 (b)(1)(iii)  Investment Company 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)

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**7. Type of Filing**

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- New Notice Date of First Sale [2012-12-24](#)  First Sale Yet to Occur  
 Amendment

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**8. Duration of Offering**

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Does the Issuer intend this offering to last more than one year?  Yes  No

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**9. Type(s) of Securities Offered (select all that apply)**

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- Pooled Investment Fund Interests  Equity  
 Tenant-in-Common Securities  Debt  
 Mineral Property Securities  Option, Warrant or Other Right to Acquire Another Security  
 Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Other (describe)

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**10. Business Combination Transaction**

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Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary)

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**11. Minimum Investment**

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Minimum investment accepted from any outside investor \$ [1,000](#) USD

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**12. Sales Compensation**

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Recipient	Recipient CRD Number <input type="checkbox"/> None
<a href="#">Charles Harrison</a>	<a href="#">3071551</a>
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None
<a href="#">H &amp; L Equities, LLC</a>	<a href="#">113794</a>
Street Address 1	Street Address 2

1175 Peachtree St., NE  
City  
Atlanta  
State(s) of Solicitation  All States

100 Colony Square, Suite 2120  
State/Province/Country  
GEORGIA  
 Foreign/Non-US

ZIP/Postal Code  
30361

GEORGIA
TEXAS
FLORIDA

Recipient  
Phyllis Beck  
(Associated) Broker or Dealer  None  
H & L Equities, LLC

Recipient CRD Number  None  
1020488  
(Associated) Broker or Dealer CRD Number  None  
113794

Street Address 1  
1175 Peachtree St., NE  
City  
Atlanta  
State(s) of Solicitation  All States

Street Address 2  
100 Colony Square, Suite 2120  
State/Province/Country  
GEORGIA  
ZIP/Postal Code  
30361  
 Foreign/Non-US

GEORGIA
TEXAS

Recipient  
Patrick Whelchel  
(Associated) Broker or Dealer  None  
H & L Equities, LLC

Recipient CRD Number  None  
5389090  
(Associated) Broker or Dealer CRD Number  None  
113794

Street Address 1  
1175 Peachtree St., NE  
City  
Atlanta  
State(s) of Solicitation  All States

Street Address 2  
100 Colony Square, Suite 2120  
State/Province/Country  
GEORGIA  
ZIP/Postal Code  
30361  
 Foreign/Non-US

GEORGIA
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Recipient  
Scott Harrison  
(Associated) Broker or Dealer  None  
H & L Equities, LLC

Recipient CRD Number  None  
4981070  
(Associated) Broker or Dealer CRD Number  None  
113794

Street Address 1  
1175 Peachtree St., NE  
City  
Atlanta  
State(s) of Solicitation  All States

Street Address 2  
100 Colony Square, 2120  
State/Province/Country  
GEORGIA  
ZIP/Postal Code  
30361  
 Foreign/Non-US

GEORGIA

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Recipient	Recipient CRD Number <input type="checkbox"/> None	
Lori Mayfield	4899271	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
H & L Equities, LLC	113794	
Street Address 1	Street Address 2	
1175 Peachtree St., NE	100 Colony Square, Suite 2120	
City	State/Province/Country	ZIP/Postal Code
Atlanta	GEORGIA	30361
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

GEORGIA

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### 13. Offering and Sales Amounts

Total Offering Amount \$ 125,000 USD or  Indefinite  
Total Amount Sold \$ 125,000 USD  
Total Remaining to be Sold \$ 0 USD or  Indefinite

Clarification of Response (if Necessary)

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### 14. Investors

- Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,   
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:

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### 15. Sales Commissions & Finders' 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 \$ 6,250 USD  Estimate  
Finders' Fees \$ 0 USD  Estimate

Clarification of Response (if Necessary)

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### 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)

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## Signature and Submission

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**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, 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 it 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 the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above 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
US Government Building Open-End REIT, LLC	James K. Hardin	James K. Hardin	Asst. General Counsel to the GP of each Manager	2013-01-09

***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.