

SECURITIES AND EXCHANGE COMMISSION

FORM REGDEX

Notice of sale of securities [Regulation D and Section 4(6) of the Securities Act of 1933], item
05

Filing Date: **2009-01-26**
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FILER

USREO/540 MADISON INVESTOR INC

CIK: [1455864](#) | IRS No.: **000000000** | State of Incorporation: **DE**
Type: **REGDEX** | Act: **34** | File No.: [021-126785](#) | Film No.: **09001914**

Mailing Address
*C/O US REAL ESTATE
OPPORTUNITIES I LP
85 BROAD STREET
NEW YORK NY 10004*

Business Address
*C/O US REAL ESTATE
OPPORTUNITIES I LP
85 BROAD STREET
NEW YORK NY 10004
212-902-1000*

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

425869
OMB APPROVAL
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TEMPORARY
FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Shares of Series A Preferred Stock of USREO/540 Madison Investor Inc.
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment

SEC Mail Processing
Section

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
USREO/540 Madison Investor Inc.

JAN 26 2009

Washington, DC

Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
c/o US Real Estate Opportunities I, L.P., 85 Broad Street, New York, New York 10004	212-902-1000
Address of Principal Business Operations (if different from Executive Offices) Same as above	Telephone Number (Including Area Code) Same as above

PROCESSED

FEB 11 2009

Brief Description of Business
The Issuer is engaged in business as a real estate investment trust under the Internal Revenue Code of 1986, as amended.

Type of Business Organization
 corporation limited partnership, already formed other ()
 business trust limited partnership, to be formed

THOMSON REUTERS



09001914

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated
07 08

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) DE

GENERAL INSTRUCTIONS Note: This is a special Temporary Form D (17 CFR 239.500T) that is available to be filed instead of Form D (17 CFR 239.500) only to issuers that file with the Commission a notice on Temporary Form D (17 CFR 239.500T) or an amendment to such a notice in paper format on or after September 15, 2008 but before March 16, 2009. During that period, an issuer also may file in paper format an initial notice using Form D (17 CFR 239.500) but, if it does, the issuer must file amendments using Form D (17 CFR 239.500) and otherwise comply with all the requirements of § 230.503T.

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, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Two (2) copies of this notice must be filed with the SEC, one of which must be manually signed. The copy not manually signed must be a photocopy 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(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 control number. 1 of 10

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)

Metz, Justin

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

c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004

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

Full Name (Last name first, if individual)

Cramer, Brahm S.

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

c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004

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

Full Name (Last name first, if individual)

Borchardt, Brodi

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

c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004

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

Full Name (Last name first, if individual)

Sweeney, Patrick

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

c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004

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

Full Name (Last name first, if individual)

Adler, Ben

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

c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004

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

Full Name (Last name first, if individual)

Aiello, John

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

c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004

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

Full Name (Last name first, if individual)

Proctor, Mark

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

c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004

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

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: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Mortelliti, Josephine

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

c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004

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

Full Name (Last name first, if individual)

Shapiro, Harvey

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

c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004

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

Full Name (Last name first, if individual)

Weiss, Mitchell

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

c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004

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

Full Name (Last name first, if individual)

Lange, Christopher

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

c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004

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

Full Name (Last name first, if individual)

Buntain, Ryan

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

c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004

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

Full Name (Last name first, if individual)

US Real Estate Opportunities I, L.P.

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

c/o Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004

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 Code)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ 500
Yes No
3. Does the offering permit joint ownership of a single unit?..... Yes No
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 or 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)

H & L Equities, LLC

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

1175 Peachtree Street, N.E., Suite 2120, Atlanta, Georgia 30361-6206

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	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	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

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	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	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

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	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	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. 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 and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____ 0	\$ _____ 0
Equity.....	\$ _____ 0	\$ _____ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ _____ 0	\$ _____ 0
Partnership Interests.....	\$ _____ 0	\$ _____ 0
Other (Specify <u>Shares of Series A Preferred Stock</u>)	\$ _____ 58,500	\$ _____ 58,500
Total	\$ _____ 58,500	\$ _____ 58,500

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."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	117	\$ _____ 58,500
Non-accredited Investors	0	\$ _____ 0
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 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 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	<input type="checkbox"/>	\$ _____ 0
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ _____ 0
Legal Fees.....	<input type="checkbox"/>	\$ _____ 0
Accounting Fees.....	<input type="checkbox"/>	\$ _____ 0
Engineering Fees.....	<input type="checkbox"/>	\$ _____ 0
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ _____ 2,925
Other Expenses (identify) <u>Consulting fee of \$21,075 (exclusive of sales commissions), and estimated expense reimbursement of \$2,000 (printing, courier, etc.) payable to REIT Funding, LLC, in connection with assisting in selling the preferred stock of the Issuer and in handling certain administrative matters on an ongoing basis</u>	<input checked="" type="checkbox"/>	\$ _____ 23,075
Total	<input checked="" type="checkbox"/>	\$ _____ 26,000

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

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."

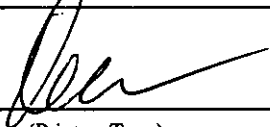
\$ 35,425

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	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Purchase of real estate.....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
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)	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Repayment of indebtedness	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Working capital	<input checked="" type="checkbox"/>	\$ 35,425	<input type="checkbox"/>	\$ 0
Other (specify): _____	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
_____	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Column Totals	<input checked="" type="checkbox"/>	\$ 35,425	<input type="checkbox"/>	\$ 0
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$35,425		

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 Rule 505, 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 Rule 502.

Issuer (Print or Type) USREO/540 Madison Investor Inc.	Signature 	Date January 22, 2009
Name of Signer (Print or Type) Brahm S. Cramer	Title of Signer (Print or Type) Co-President and Director	

ATTENTION

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

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Table with 3 columns: Issuer (Print or Type), Signature, Date. Row 1: USREO/540 Madison Investor Inc., [Signature], January 22, 2009. Row 2: Name (Print or Type), Title (Print or Type). Row 2: Brahm S. Cramer, Co-President and Director.

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 or bear typed or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 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)	
	Yes	No		Shares of Series A Preferred Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL		X	\$7,000	14	\$7,000	0	\$0		
GA		X	\$42,000	84	\$42,000	0	\$0		
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD		X	\$2,500	5	\$2,500	0	\$0		
MA									
MI									
MN									
MS									

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 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)	
	Yes	No		Shares of Series A Preferred Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK		X	\$2,000	4	\$2,000	0	\$0		
OR									
PA									
RI									
SC		X	\$1,000	2	\$1,000	0	\$0		
SD									
TN									
TX		X	\$2,500	5	\$2,500	0	\$0		
UT									
VT									
VA		X	\$1,500	3	\$1,500	0	\$0		
WA									
WV									

1	2		3	4				5	
	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)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	Shares of Series A Preferred Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WI									
WY									
PR									

END