
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**Current Report
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

October 30, 2006
Date of Report (Date of earliest event reported)

CB Richard Ellis Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32205
(Commission File Number)

94-3391143
(I.R.S. Employer
Identification No.)

100 North Sepulveda Blvd., Suite 1050, El Segundo, California 90245
(Address of principal executive offices, including zip code)

(310) 606-4700
(Registrant's telephone number, including area code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 7.01: REGULATION FD DISCLOSURE.

CB Richard Ellis Group, Inc. (the "Company") is scheduled to hold a conference call with investors and analysts on October 31, 2006. A copy of the presentation to be used is furnished as Exhibit 99.1. The information contained in this exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

ITEM 8.01: OTHER EVENTS.

On October 30, 2006, the Company, A-2 Acquisition Corp., a wholly-owned subsidiary of the Company (the "Merger Sub"), and Trammell Crow Company ("Trammell Crow") entered into an Agreement and Plan of Merger (the "Merger Agreement"). Pursuant to the terms and subject to the conditions of the Merger Agreement, the Merger Sub will merge with and into Trammell Crow, and Trammell Crow will continue as the surviving corporation and a wholly-owned subsidiary of the Company (the "Merger"). At the time that the Merger becomes effective, each outstanding share of common stock of Trammell Crow (other than canceled shares, dissenting shares and shares held by subsidiaries of the Company or Trammell Crow) will be converted into the right to receive \$49.51 in cash, without interest and less applicable withholding taxes, from the Merger Sub.

In connection with the Merger Agreement, certain stockholders of Trammell Crow entered into Voting Agreements with the Company, pursuant to which such stockholders agreed to vote their shares in favor of the approval and adoption of the Merger Agreement and the approval of the Merger.

In connection with the execution of the Merger Agreement, the Company received a Commitment Letter dated as of October 30, 2006 from Credit Suisse and Credit Suisse Securities (USA) LLC, providing for senior secured term loan facilities for an aggregate principal amount of up to \$2,200,000,000 and a senior secured replacement revolving credit facility of up to \$600,000,000 (collectively, the "Credit Facility"). The Credit Facility agreements will contain customary representations, warranties and covenants, and the closing of the Credit Facility will be subject to the satisfaction of customary closing conditions.

Pursuant to the terms of the Merger Agreement, the Company shall cause CB Richard Ellis Services, Inc. ("Services") to launch no later than November 6, 2006 a tender offer and consent solicitation for all of the outstanding 9-3/4% Senior Notes due 2010 of Services. The closing of the tender offer will be conditioned on a majority of the principal amounts of the notes being tendered in order to effect the requested amendments to the indenture, but will not be conditioned on consummation of the Merger. Details with respect to the tender offer and consent solicitation will be set forth in tender offer documents.

A copy of the press release issued by the Company on October 31, 2006 concerning the transaction is filed herewith as Exhibit 99.2. The information required by Item 1.01 will be filed in a separate Current Report on Form 8-K.

ITEM 9.01: FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

99.1 CBRE Investor Presentation

99.2 Press Release of CB Richard Ellis Group, Inc., issued October 31, 2006.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 31, 2006

CB RICHARD ELLIS GROUP, INC.

By:

/s/ KENNETH J. KAY

Kenneth J. Kay

Chief Financial Officer

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Acquisition of Trammell Crow Company Investor Presentation

October 2006

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A CENTURY OF SERVICE
1906 | 2006

CBRE
CB RICHARD ELLIS

Forward Looking Statements

This presentation contains statements regarding the acquisition of Trammell Crow Company that are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve risks and uncertainties, including, but not limited to, the ability of the parties to close the transaction and successfully integrate the operations of Trammell Crow Company with CB Richard Ellis, the ability to leverage the integrated platform to capture a larger share of the commercial real estate market in the U.S., the cost of financing the transaction, the ability of the Company to achieve expense savings and other synergies as a result of the transaction and the price obtained for the sale of the ownership interest in Savills, plc, as well as other risks and uncertainties discussed in CB Richard Ellis' filings with the Securities and Exchange Commission (SEC). Any forward-looking statements speak only as of the date of this release and, except to the extent required by applicable securities laws, CB Richard Ellis expressly disclaims any obligation to update or revise any of them to reflect actual results, any changes in expectations or any change in events. If CB Richard Ellis does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements. For additional information concerning factors that may cause actual results to differ from those anticipated in the forward-looking statements, and risks to CB Richard Ellis' business in general, please refer to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005, its Quarterly Report on Form 10-Q for the quarter ended June 30, 2006, and its press releases and other periodic filings with the SEC. Such filings are available publicly and may be obtained off the CB Richard Ellis website at www.cbre.com or upon request from the CB Richard Ellis Investor Relations Department at investorrelations@cbre.com.

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A CENTURY OF SERVICE
1906 | 2006

CBRE
CB RICHARD ELLIS

Agenda

Introduction

Shelley Young
Director, *Investor Relations*

Transaction Overview & Rationale for Acquisition

Brett White
President & Chief Executive Officer

Financial Aspects of Acquisition

Ken Kay
Chief Financial Officer

Q&A

CBRE Management Team

Transaction Overview & Rationale for Acquisition

***Brett White, President & Chief Executive Officer
CB Richard Ellis***

Transaction Overview

We are pleased to announce that **CBRE** has reached an agreement to acquire **Trammell Crow Company**

- ▶ Trammell Crow shareholders will receive \$49.51 per share, all cash consideration
- ▶ This is CBRE's most significant acquisition to date, combining two premier real estate services platforms
- ▶ Financially attractive transaction that is expected to generate incremental percentage earnings per share accretion in the low teens on a Pro Forma 2006 basis⁽¹⁾
- ▶ Consideration implies approximately \$1.9 billion total equity value for Trammell Crow
- ▶ CBRE plans to finance the acquisition through a new \$2.2 billion senior secured credit facility
 - Includes a \$1.2 billion Term Loan A and a \$1.0 billion Term Loan B
 - The existing \$600 million revolving credit facility will be amended or refinanced
- ▶ Transaction has been approved by CBRE's and Trammell Crow's Boards of Directors
- ▶ Expected closing in either the fourth quarter 2006 or the first quarter 2007

(1) Includes first year expected net expense synergy savings and excludes one-time transaction and integration costs.

Rationale for Acquisition

- ▶ A respected and leading industry brand that will add value to our brand
- ▶ Furthers CBRE's position as the world's premier commercial real estate services provider
- ▶ Complementary alignment, in particular our strength in Transaction Management is a perfect match with Trammell Crow's strength in Property & Facilities Management and other outsourcing services
- ▶ Acquisition of Trammell Crow's well respected D&I business
- ▶ Expands our blue chip client base
- ▶ Continues to diversify revenue sources
- ▶ Enhances operating leverage potential
- ▶ Combines two highly effective and complementary management teams
- ▶ Financially attractive transaction

The World's Premier Commercial Real Estate Services Provider



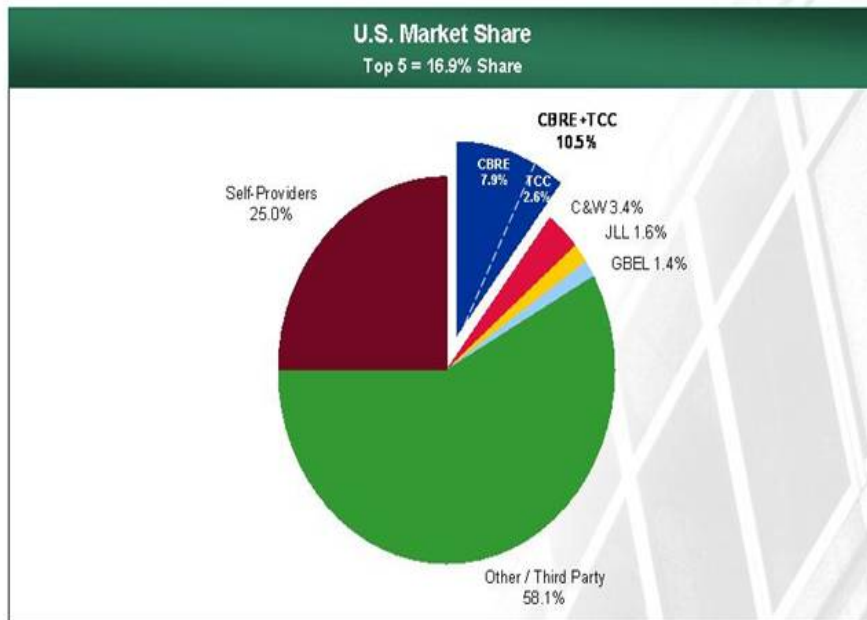
100 A CENTURY OF SERVICE 1906 | 2006

(1) As of 9/30/2006.
 (2) Includes first year expected net expense synergy savings and excludes one-time transaction and integration costs.



Further Strengthens Our #1 Position in a Fragmented Market

\$24 Billion US Commercial Real Estate Services Industry ⁽¹⁾



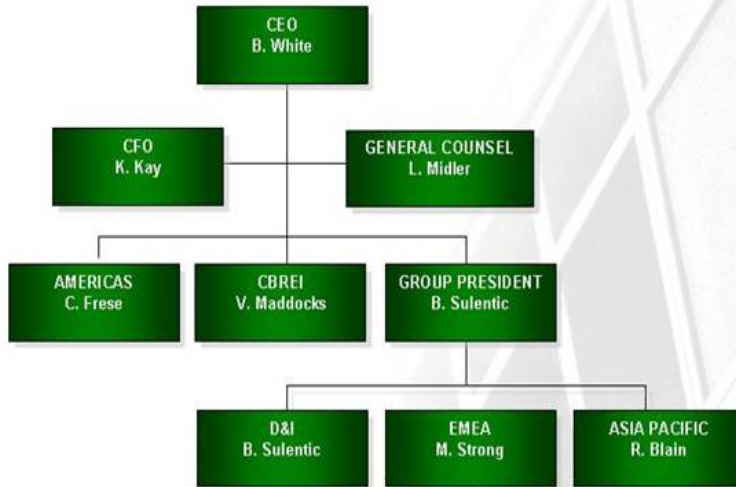
The market is large but still highly fragmented.

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Source: External public filings and management estimates as of 12/31/05.
 (1) Excluding investment management.



Strengthened Management Team

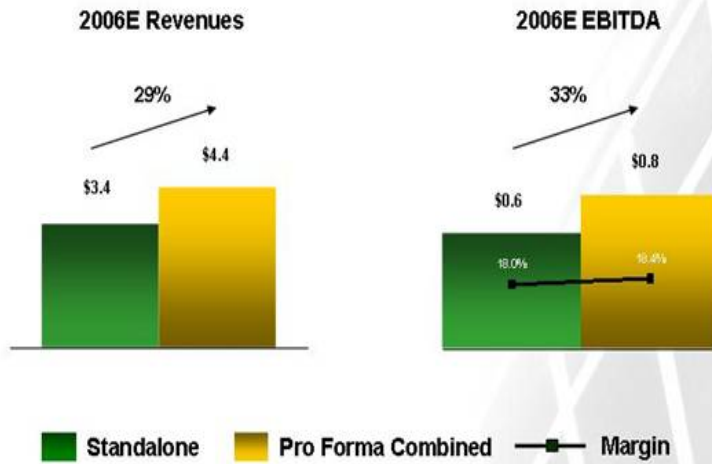


Financial Aspects of Acquisition

*Ken Kay, Chief Financial Officer
CB Richard Ellis*

Financially Attractive Transaction

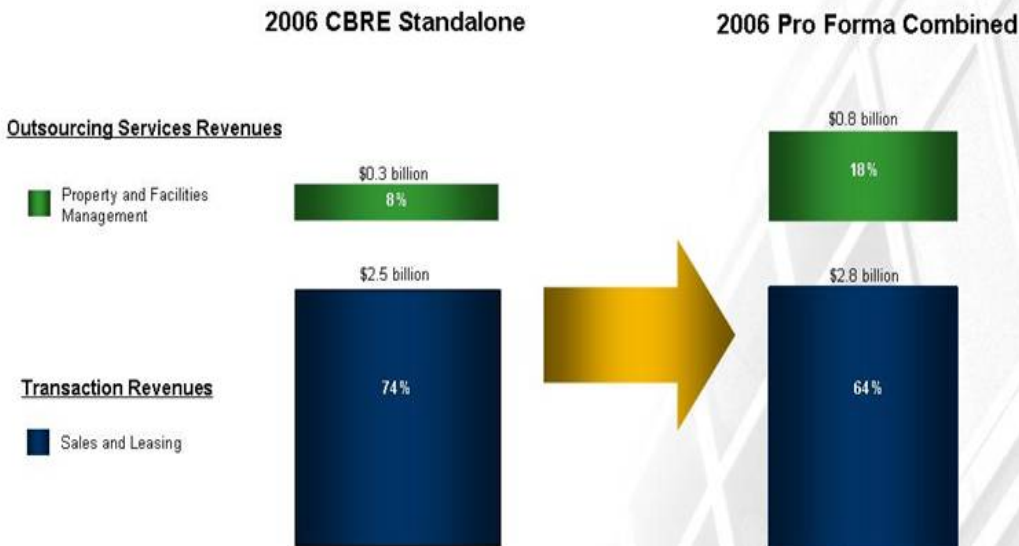
(\$ in billions)



The transaction is expected to generate incremental percentage earnings per share accretion in the low teens on a Pro Forma 2006 basis⁽¹⁾.

(1) Includes first year expected net expense synergy savings and excludes one-time transaction and integration costs.

Expanded Services Platform



Note: Chart does not represent 100% of total revenues of CBRE standalone or the Pro Forma combined company.

Sources and Uses

Sources

(\$ in billions)

	Amount
New Term A Debt	\$1.2
New Term B Debt	1.0
Total Funds Received	\$2.2

Uses

(\$ in billions)

	Amount
Purchase Equity (\$49.51 per common share) ⁽¹⁾	\$1.9
Redeem Existing TCC Corporate Debt	0.1
Transaction and Integration Costs and Fees	0.2
Total Uses	\$2.2

(1) Net of Stock Option Proceeds

Favorable Financing

- ▶ New fully committed Term A and Term B Loans used to finance the acquisition
- ▶ Plan to maintain current revolving credit facility and amend existing credit agreement to enable the transaction
- ▶ Favorable interest rates anticipated
- ▶ Tender for 9.75% senior notes, with redemption from operating cash flow
- ▶ Acquisition expected to increase Net Debt/EBITDA ratio to 2.4x with interest coverage of 6.0x on a Pro Forma 2006 basis^{(1) (2)}

(1) Excludes non recourse debt

(2) After giving effect to first year expected net expense synergy savings, and excluding one-time transaction and integration costs.

Q&A

CB Richard Ellis Management Team

CBRE
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**PRESS
RELEASE**

For further information:

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Chief Financial Officer
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**CB RICHARD ELLIS GROUP, INC. ANNOUNCES
AGREEMENT TO ACQUIRE TRAMMELL CROW COMPANY**

Los Angeles, October 31, 2006— CB Richard Ellis Group, Inc (NYSE:CBG) today announced that the Company has entered into a definitive agreement to acquire Trammell Crow Company for \$49.51 per share of common stock in cash. The acquisition will expand CB Richard Ellis' global leadership and strengthen its ability to provide integrated account management and outsourcing solutions.

The transaction is valued at approximately \$2.2 billion, including the assumption of Trammell Crow Company's corporate debt as well as transaction and integration costs. It is expected to close either in late 2006 or early 2007, subject to approval by Trammell Crow Company's shareholders and federal regulatory agencies as well as other customary conditions.

Upon completion of the transaction, the Company will have combined pro-forma 2006 revenues of approximately \$4.4 billion and 21,000 employees. It would be the first commercial real estate services company to qualify for the FORTUNE 500 list of the largest U.S. corporations. The combination of the two companies is expected to generate meaningful net expense synergy savings.

"Our strategic objective has long been to create the market-leading commercial real estate services firm delivering comprehensive solutions to our clients. Well targeted acquisitions have played a pivotal role in our strategy," said Brett White, CB Richard Ellis' President and Chief Executive Officer. "With the acquisition of Insignia in 2003, we achieved preeminence in our transaction business. Now the acquisition of Trammell Crow Company creates the best-in-class corporate outsourcing and institutional property management business, and further augments our transaction business. Trammell Crow Company is one of the premier service companies in our industry, with a rich history, dedicated employees and strong management, a stellar client base and core competencies that are highly complementary to our own."



Trammell Crow Company provides integrated outsourcing solutions for a stable of prestigious corporate clients, and the combined company will provide services to more than 85% of the Fortune 100. As a result of the transaction, CB Richard Ellis' contractual revenues associated with outsourcing activities are anticipated to increase from approximately 8% to 18% of total revenues, based on 2006 expected results.

Upon completion of the transaction, Trammell Crow Company's Development and Investment business will be run as a wholly owned but independently operated subsidiary. It will retain the highly valued Trammell Crow Company brand name. Robert E. Sulentic, Chairman and Chief Executive Officer of Trammell Crow Company, will join CB Richard Ellis as Group President with responsibility for the Development and Investment business as well as the Company's EMEA and Asia-Pacific operations.

Cal Frese, CB Richard Ellis' President, Americas Region, said: "We are excited about having the Trammell Crow Company team join with ours and its service offerings becoming a valuable part of our platform. Importantly, both companies have very similar and proud heritages that are embedded in their corporate cultures, and which highly value integrity, work ethic and customer service excellence. We've had terrific success with integrating large service companies in the past, based on the idea of adopting the best people, processes and ideas of both companies, and we believe this integration will also succeed because of the similar cultures and business fit."

The Company plans to issue \$2.2 billion of term loans to finance the transaction, and will also amend or refinance its existing \$600 million revolving credit facility. In addition, the Company plans to sell Trammell Crow Company's approximately 20% ownership interest in Savills, plc, a real estate services provider in the United Kingdom. The Company's initial view, to be refined at a later date, is that on a pro-forma basis, assuming the transaction had been completed on January 1, 2006, and after giving effect to the first-year expected net expense synergy savings and excluding one-time transaction and integration costs, the transaction would generate incremental percentage earnings accretion per share in the low teens.

CB Richard Ellis will host a conference call to discuss the Trammell Crow Company acquisition with members of the investment community today (Tuesday, October 31, 2006) at 9:00 a.m. EST. A live webcast will be available through the Investor Relations section of the Company's Web site at www.cbre.com.

The direct dial-in number for the conference call is 800-230-1096 (in the U.S.) and 612-234-9960 (for international callers). A replay of the call will be available beginning at 12:30 p.m. EST until 11:59 p.m. EST November 14, 2006. The dial-in number for the replay is 800-475-6701 (in the U.S.) and 320-365-3844 (for international callers). The

About CB Richard Ellis

CB Richard Ellis Group, Inc. (NYSE:CBG), a FORTUNE 1000 company headquartered in Los Angeles, is the world's largest commercial real estate services firm (in terms of 2005 revenue). With approximately 14,500 employees, the Company serves real estate owners, investors and occupiers through more than 200 offices worldwide (excluding affiliate and partner offices). CB Richard Ellis offers strategic advice and execution for property sales and leasing; corporate services; property, facilities and project management; mortgage banking; investment management; appraisal and valuation; research and consulting. Founded in 1906, CB Richard Ellis marks a century of excellence in real estate services this year. Please visit our Web site at www.cbre.com.

"Safe Harbor" Statement Under the Private Securities Litigation Reform Act of 1995:

The statements in this release regarding the acquisition of Trammell Crow Company are forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve risks and uncertainties, including, but not limited to, the ability of the parties to close the transaction and successfully integrate the operations of Trammell Crow Company with CB Richard Ellis, the ability to leverage the integrated platform to capture a larger share of the commercial real estate market in the U.S., the cost of financing the transaction, the ability of the Company to achieve expense savings and other synergies as a result of the transaction and the price obtained for the sale of the ownership interest in Savills, plc, as well as other risks and uncertainties discussed in CB Richard Ellis' filings with the Securities and Exchange Commission (SEC). Any forward-looking statements speak only as of the date of this release and, except to the extent required by applicable securities laws, CB Richard Ellis expressly disclaims any obligation to update or revise any of them to reflect actual results, any changes in expectations or any change in events. If CB Richard Ellis does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements. For additional information concerning factors that may cause actual results to differ from those anticipated in the forward-looking statements, and risks to CB Richard Ellis' business in general, please refer to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005, its Quarterly Report on Form 10-Q for the quarter ended June 30, 2006, and its press releases and other periodic filings with the SEC. Such filings are available publicly and may be obtained off the CB Richard Ellis website at www.cbre.com or upon request from the CB Richard Ellis Investor Relations Department at investorrelations@cbre.com.

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