

**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**

Date of Report (Date of earliest event reported): November 7, 2006

**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**  
(IRS Employer  
Identification No.)

**100 North Sepulveda Boulevard, Suite 1050, El Segundo, California**  
(Address of Principal Executive Offices)

**90245**  
(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:

- 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(b))
- 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))

This Current Report on Form 8-K is filed by CB Richard Ellis Group, Inc., a Delaware corporation (the Company), in connection with the matters described herein.

**Item 7.01 Regulation FD Disclosure**

The Company is scheduled to meet with investors during the month of November 2006. A copy of the presentation to be used at these meetings is furnished as Exhibit 99.1 to this report. The information contained in this report, including the Exhibit attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit No.	Description
99.1	CBRE Investor Presentation

**Signature**

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 thereunto duly authorized.

Date: November 7, 2006

CB RICHARD ELLIS GROUP, INC.

By: /s/ KENNETH J. KAY  
Kenneth J. Kay  
Chief Financial Officer



# Investor Presentation

## November 2006

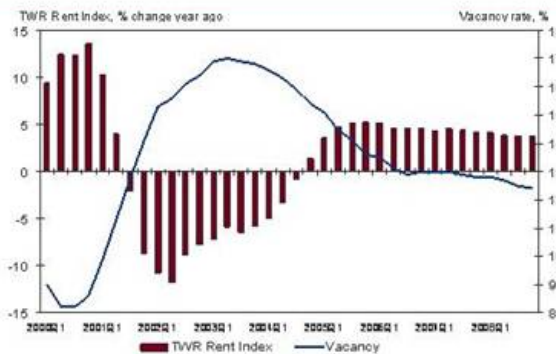
### Forward Looking Statements



This presentation contains statements that are forward looking within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding our growth momentum in 2006, future operations, future financial performance, and the impact of our acquisition of the Trammell Crow Company and related financing. These statements should be considered as estimates only and actual results may ultimately differ from these estimates. Except to the extent required by applicable securities laws, we undertake no obligation to update or publicly revise any of the forward-looking statements that you may hear today. Please refer to our current annual report on Form 10-K (in particular, "Risk Factors") and our current quarterly report on Form 10-Q which are filed with the SEC and available at the SEC's website (<http://www.sec.gov>), for a full discussion of the risks and other factors that may impact any estimates that you may hear today. We may make certain statements during the course of this presentation which include references to "non-GAAP financial measures", as defined by SEC regulations. As required by these regulations, we have provided reconciliations of these measures to what we believe are the most directly comparable GAAP measures, which are attached hereto within the appendix.

# Industry/Company Trends

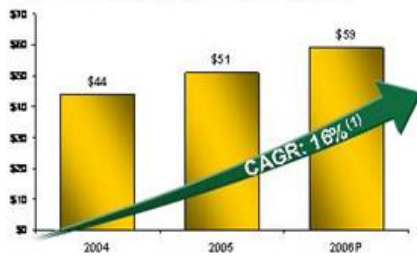
## Favorable Trends – Leasing



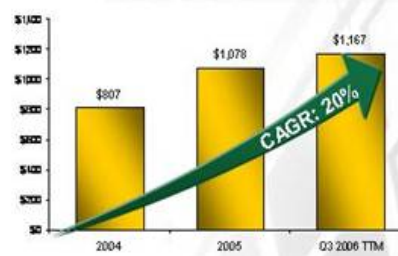
- ◆ *Strong net absorption of U.S. commercial real estate*
- ◆ *Metropolitan areas dominated by trade linkages, tourism, technology and banking showed the strongest pace of improvement*
- ◆ *Recovery in office leasing is now evident across much of Europe*
- ◆ *Across Asia, increased office demand has accelerated rental rate growth as vacancy levels have declined.*

# Favorable Trends – Investment Sales

(\$ in billions) **New Allocations to Real Estate<sup>1</sup>**



(\$ in millions) **CBRE Global Sales Revenues**



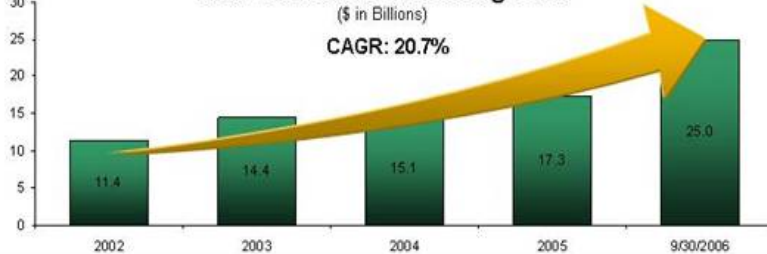
- Strong capital flows and improving property income continue to underpin a strong environment for investment sales
- Properties are being purchased with more equity capital, lower leverage and higher cash yield expectations
- Investment sales activity across Europe continues at a brisk pace as investors continue to show considerable appetite for all property types
- Investor confidence and significant funds flowing into the property sector continue to drive solid investment activity in Asia Pacific

**Expected capital flows to real estate continue to increase**

1. Source: Real Capital Analytics (U.S. Statistics).

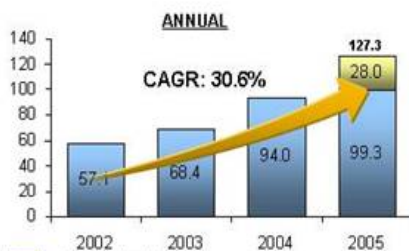
# Favorable Trends – Investment Management

**CBRE's Assets Under Management**



**Revenue**

(\$ in Millions)



■ Carried Interest  
■ Investment Management

**Investment Management growing faster than the 5.8% growth in institutional ownership of real estate<sup>1</sup>**

1. Source: Institutional Real Estate, Inc.

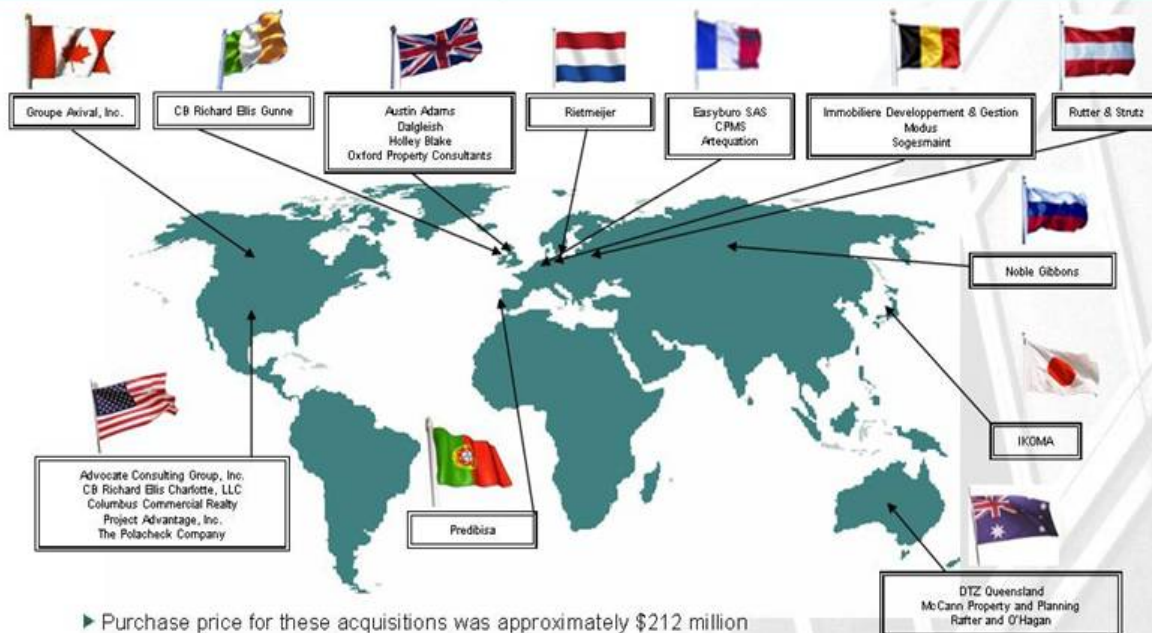
## Global Strategy / Fund Matrix

DEDICATED TEAMS	MANAGED ACCOUNTS	STRATEGIC PARTNERS	SPECIAL SITUATIONS
MAIN CHARACTERISTICS	CORE/CORE +	VALUE ADDED	VALUE ADDED/OPPORTUNISTIC
Strategy			
% Debt	0 - 50%	50- 70%	75%
Typical Structure	Separate Accounts Open End Funds	Closed End Funds	Closed End Funds Joint Ventures
Coinvestment	No	Yes	Yes
Compounded Annual Growth Rate for Assets Under Management <sup>(1)</sup>	6%	24%	50%
CBRE Income Stream	Acquisition Fees Asset Management Fees Incentive Fees	Acquisition Fees Asset Management Fees LP Profits Carried Interest	Acquisition Fees Asset Management Fees LP Profits Carried Interest

(1) 2000 – 2005 CAGR.

Growth in Investment Management is supported by an increased capital allocation to real estate and an increase in the institutional ownership of real estate.

## 2005 & 2006 In-Fill Acquisitions

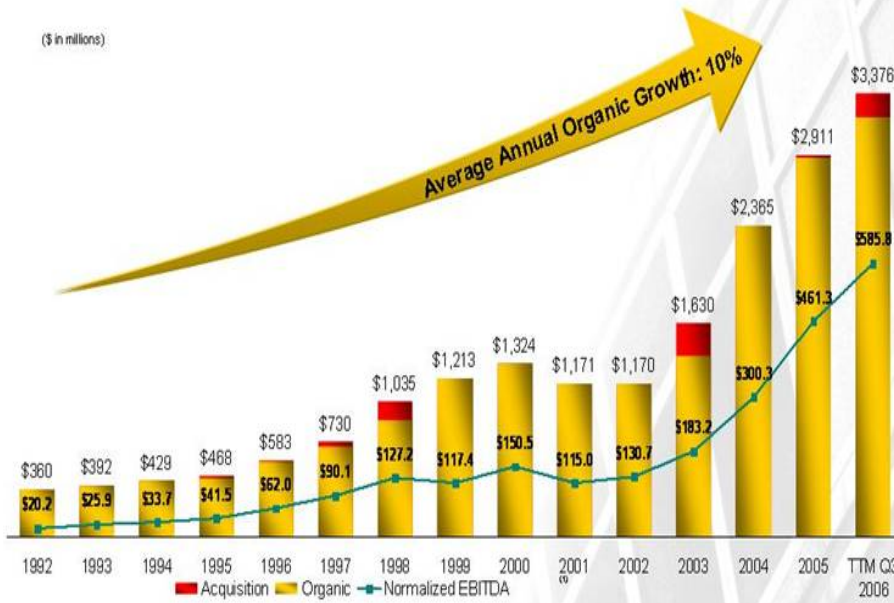


- ▶ Purchase price for these acquisitions was approximately \$212 million
- ▶ Associated annual revenue estimated to be approximately \$275 million which includes consolidation of revenue resulting from the now majority owned IKOMA
- ▶ EBITDA margins expected to be consistent with CBRE margins upon full integration

# Financial Overview

## Consistent Long Term Growth

(\$ in millions)



(1) Normalized EBITDA excludes merger-related and other non-recurring costs, integration costs related to acquisitions and one-time IPO-related compensation expense.

**CBRE has consistently outpaced industry growth.**

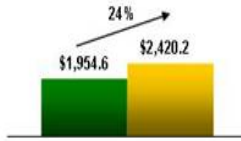
# YTD Q3 2006 Business Performance Highlights



(In millions, except EPS)

## Revenue

## Normalized EBITDA<sup>1</sup>



## Net income, as adjusted<sup>1</sup>

## EPS, as adjusted<sup>1,2</sup>

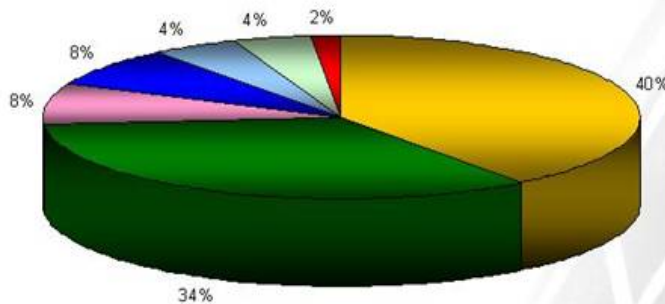


■ YTD Q3 2005    ■ YTD Q3 2006

**Record YTD 2006 Performance**

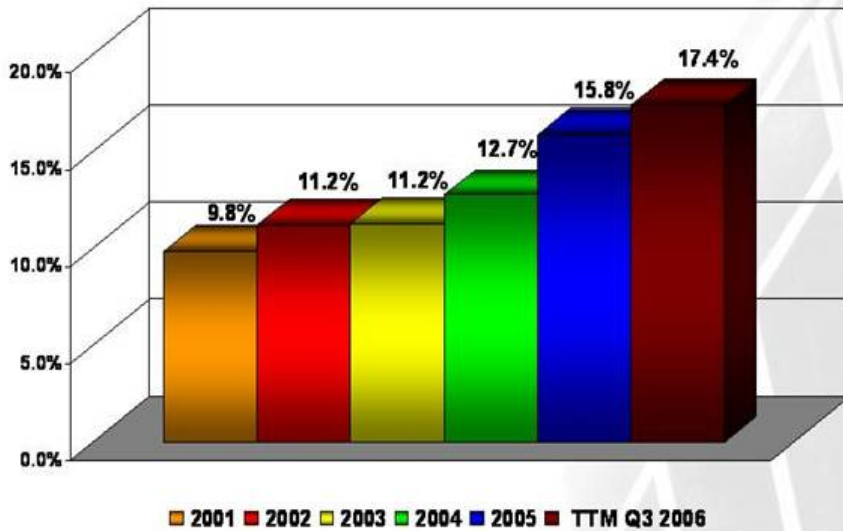
1. Normalized EBITDA, net income, as adjusted and earnings per share, as adjusted exclude one-time items, including integration costs related to acquisitions and certain costs of extinguishment of debt.  
 2. Diluted earnings per share.

# YTD Q3 2006 Revenue Breakdown



(\$ in millions)	Nine months ended September 30,		
	2006	2005	% Change
Leasing	961.0	733.1	31
Sales	818.7	729.7	12
Property and Facilities Management	194.0	148.9	29
Appraisal and Valuation	193.7	142.8	36
Commercial Mortgage Brokerage	108.5	97.0	12
Investment Management	102.4	71.1	44
Other	41.9	31.0	35
<b>Total</b>	<b>1,459.2</b>	<b>1,221.6</b>	<b>19</b>

# Normalized EBITDA Margins

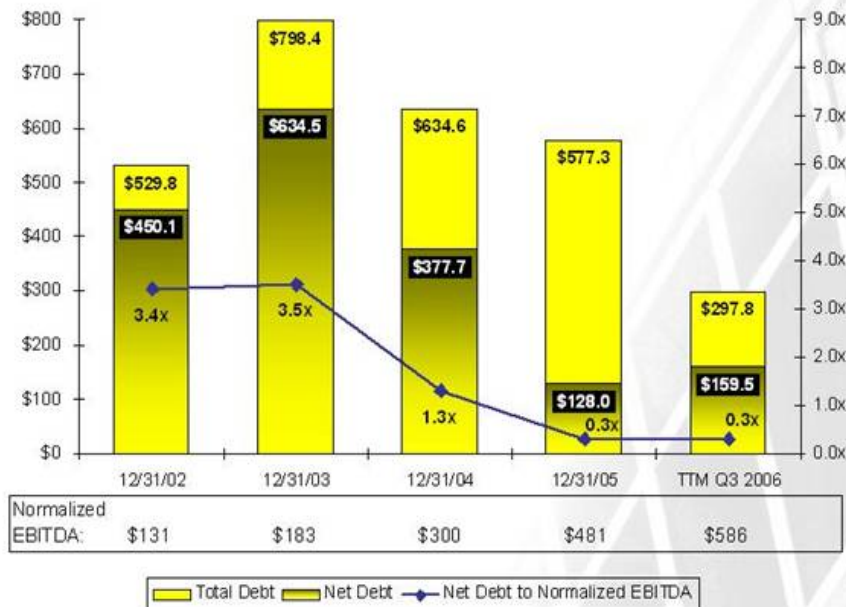


**CBRE has consistently improved its EBITDA margin.**

Notes:  
Normalized EBITDA margins exclude merger-related and other non-recurring costs, integration costs related to acquisitions and one-time IPO-related compensation expense.

# Debt Highlights

(\$ in millions)



Notes:  
- Normalized EBITDA excludes merger-related and other non-recurring costs, integration costs related to acquisitions and one-time IPO-related compensation expense.  
- Total debt excludes non-recourse debt.



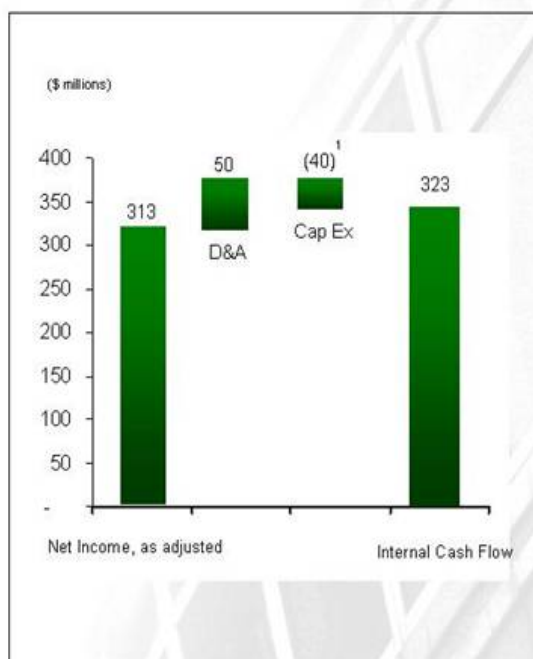
# Capitalization

(\$ in millions)	As of		Variance
	09/30/2006	12/31/2005	
Cash	138.3	449.3	(311.0)
Revolving credit facility	139.8	-	139.8
Senior secured term loan tranche B	-	265.2	(265.2)
11 <sup>1/4</sup> % senior subordinated notes	-	163.0	(163.0)
9 <sup>3/4</sup> % senior notes	130.0	130.0	-
Other debt <sup>1</sup>	28.0	19.0	9.0
<b>Total debt</b>	<b>297.8</b>	<b>577.2</b>	<b>(279.4)</b>
Stockholders' equity	1,025.8	793.7	232.1
<b>Total capitalization</b>	<b>1,323.6</b>	<b>1,370.9</b>	<b>(47.3)</b>
<b>Total net debt</b>	<b>159.5</b>	<b>127.9</b>	<b>31.6</b>

1. Excludes \$92.9 million and \$256.0 million of warehouse facility at September 30, 2006 and December 31, 2005, respectively.

# Q3 2006 TTM Normalized Internal Cash Flow

- Strong cash flow generator
  - \$114 million, or 55% improvement from same period last year
- Low capital intensity
- Utilization of internal cash flow
  - Debt reduction of approximately \$279 million during the nine months ended September 30, 2006<sup>2</sup>
  - Co-investment activities
  - In-fill acquisitions



1. Represents capital expenditures, net of concessions.  
2. Excludes warehouse facility.

# Transaction Overview

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## Transaction Overview

### **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<sup>(1)</sup>
- ▶ 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.

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## 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

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## The World's Premier Commercial Real Estate Services Provider



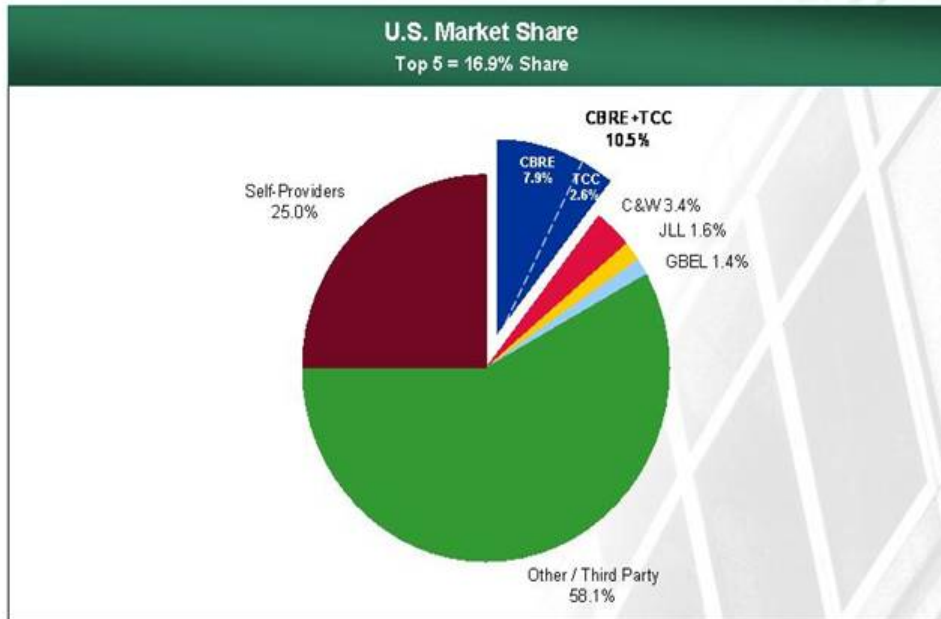
(1) As of 9/30/2006.

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

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# Further Strengthens Our #1 Position in a Fragmented Market

\$24 Billion US Commercial Real Estate Services Industry <sup>(1)</sup>

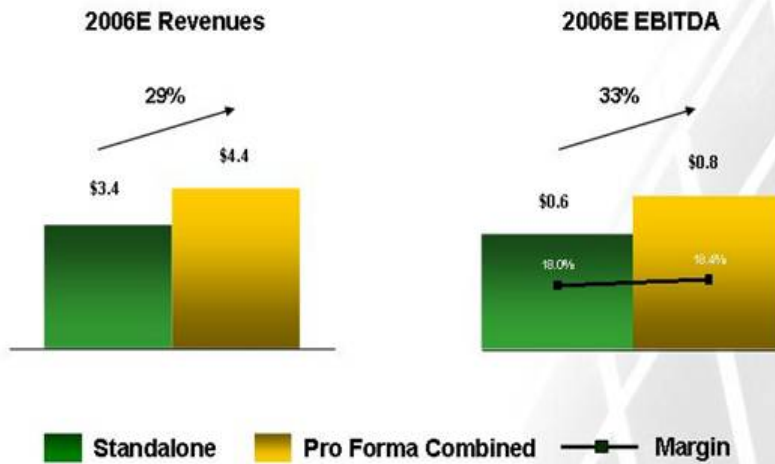


**The market is large but still highly fragmented.**

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

# Financially Attractive Transaction

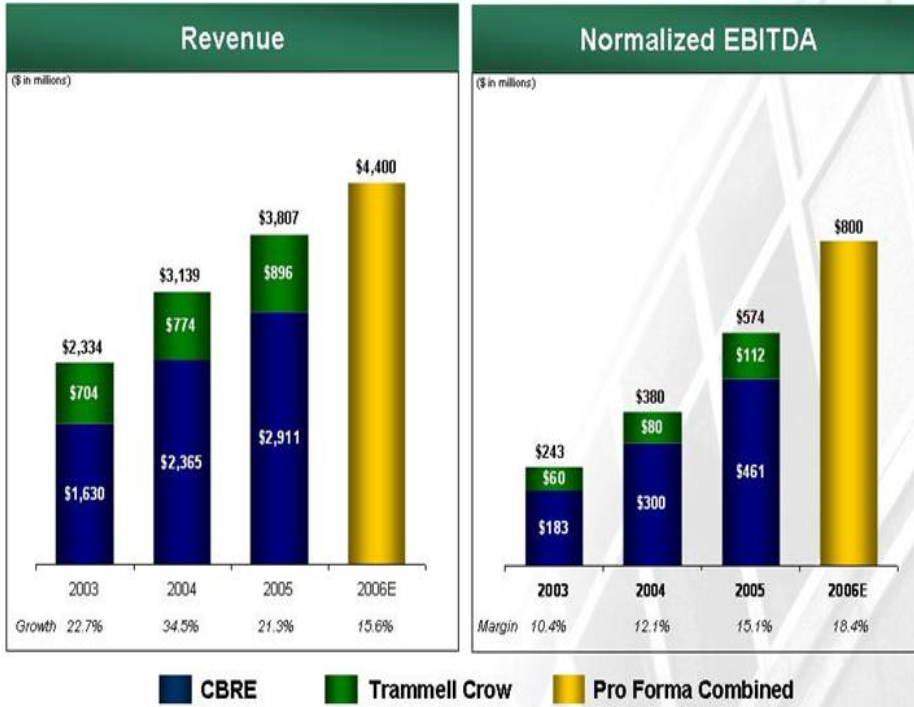
(\$ in billions)



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

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

# Pro Forma Historical Financials



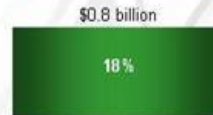
# Expanded Services Platform

## 2006E CBRE Standalone

## 2006E Pro Forma Combined

### Outsourcing Services Revenues

■ Property and Facilities Management



### Transaction Revenues

■ Sales and Leasing



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

## Sources

(\$ in billions)

	Amount
New Term A Debt	\$1.2
New Term B Debt	1.0
<b>Total Funds Received</b>	<b>\$2.2</b>

## Uses

(\$ in billions)

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

(1) Net of Stock Option Proceeds

# Favorable Financing

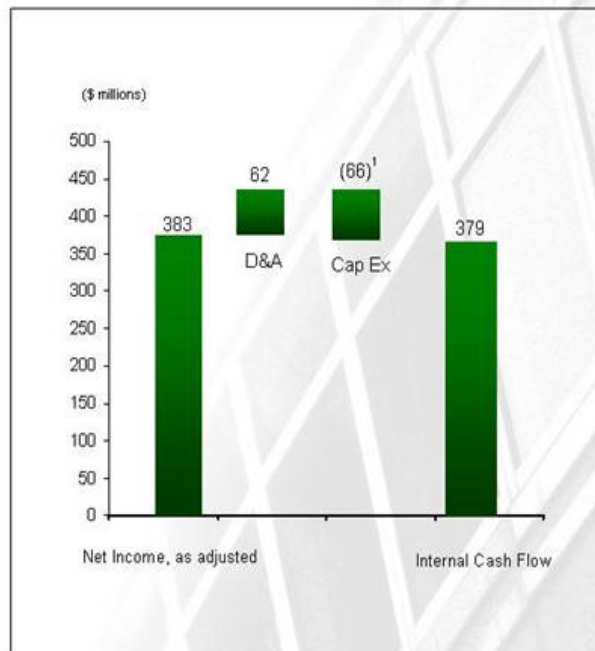
- ▶ New fully committed Term A and Term B Loans used to finance the acquisition
- ▶ Plan to maintain current revolving credit facility and amend existing credit agreement to enable the transaction
- ▶ Favorable interest rates anticipated
- ▶ Tender for 9.75% senior notes, with redemption from operating 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<sup>(1) (2)</sup>

(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.

# Pro Forma Q3 2006 TTM Normalized Internal Cash Flow

- ▶ Strong cash flow generator
- ▶ Low capital intensity
- ▶ Utilization of internal cash flow
  - ▶ Debt reduction
  - ▶ Co-Investment activities
  - ▶ D&I activities



1. Represents capital expenditures, net of concessions.

## Appendix

## Reconciliation of Normalized EBITDA to EBITDA to Net Income

(\$ in millions)	Trailing Twelve Months	
	Q3 2006	Q3 2005
Normalized EBITDA	585.8	411.1
Less:		
Integration costs related to acquisitions	6.4	8.8
EBITDA	579.4	402.3
Add:		
Interest income	9.0	10.7
Less:		
Depreciation and amortization	54.8	47.7
Interest expense	46.3	56.9
Loss on extinguishment of debt	22.3	7.4
Provision (benefit) for income taxes	176.1	112.7
Net income (loss)	288.9	188.3
Revenue	3,376.2	2,752.8
Normalized EBITDA Margin	17.4%	14.9%

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## Reconciliation of Normalized EBITDA to EBITDA to Net Income (Loss)

(\$ in millions)	Year Ended December 31,				
	2005	2004	2003	2002	2001 <sup>(1)</sup>
Normalized EBITDA	461.3	300.3	183.2	130.7	115.0
Less:					
Merger-related and other non-recurring charges	-	25.6	36.8	-	28.6
Integration costs related to the Insionia acquisition	7.1	14.4	13.6	-	-
IPO-related compensation expense	-	15.0	-	-	-
EBITDA	454.2	245.3	132.8	130.7	86.4
Add:					
Interest income	9.3	6.9	3.6	3.2	4.0
Less:					
Depreciation and amortization	45.5	54.8	92.6	24.6	37.9
Interest expense	54.4	68.1	71.3	60.5	60.0
Loss on extinguishment of debt	7.4	21.1	13.5	-	-
Provision (benefit) for income taxes	138.9	43.5	(6.3)	30.1	19.1
Net income (loss)	217.3	64.7	(34.7)	18.7	(16.6)
Revenue	2,910.6	2,365.1	1,630.1	1,170.3	1,170.8
Normalized EBITDA Margin	15.8%	12.7%	11.2%	11.2%	9.8%

(1) The results of operations for the year ended December 31, 2001 have been derived by combining the results of operations of the company for the period from February 20, 2001 (inception) to December 31, 2001, with the results of operations of CB Richard Ellis Services, Inc. prior to the MBO merger of the two, from January 1, 2001 to July 20, 2001, the date of the merger.

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## Reconciliation of Normalized EBITDA to EBITDA to Net Income

(\$ in millions)	Nine Months Ended Sept. 30,	
	2006	2005
Normalized EBITDA	398.6	274.1
Less:		
Integration costs related to the acquisitions	5.5	6.2
EBITDA	393.1	267.9
Add:		
Interest income	7.6	7.9
Less:		
Depreciation and amortization	42.1	32.8
Interest expense	34.7	42.8
Loss on extinguishment of debt	22.3	7.4
Provision for income taxes	108.1	70.9
Net income (loss)	193.5	121.9

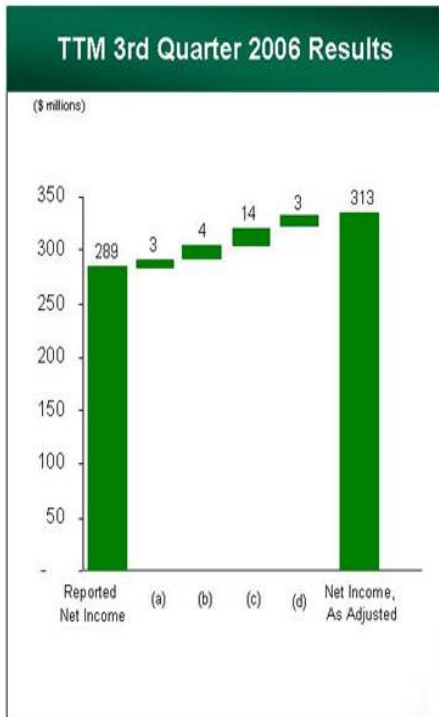
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## Reconciliation of Net Income to Net Income, As Adjusted

(\$ in millions, except share data)	Nine Months Ended September 30,	
	2006	2005
Net income	193.5	121.9
Amortization related to net revenue backlog acquired in acquisitions, net of tax	2.8	-
Integration costs related to acquisitions, net of tax	3.4	3.7
Loss on extinguishment of debt, net of tax	14.1	4.4
Net income, as adjusted	213.8	130.0
Diluted income per share, as adjusted	\$ 0.91	\$ 0.57
Weighted average shares outstanding for diluted income per share, as adjusted	233,519,809	229,334,424

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# Reconciliation of Net Income to Net Income, As Adjusted



- (a) Amortization expense related to net revenue backlog acquired in acquisitions<sup>1</sup>
- (b) Integration costs related to acquisitions<sup>1</sup>
- (c) Costs of extinguishment of debt<sup>1</sup>
- (d) Tax expense related to the repatriation of foreign earnings under the American Jobs Creation Act of 2004

1. Net of tax.

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