SEC Form 3

FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

1 Norme and Additions of Response pressure PS EDUITLY PARTNERS   2 Duel of Seven Response (0609-2004)   3 Name Norme and Todar of Todard Serviced (0609-2004)   3 Name Norme and Todar of Todard Service (1000-2004)   3 Name Norme Name Norme Name Norme Norme Norme (0609-2004)   3 Name Norme Name Norme Name Norme (0609-2004)   3 Name Norme Name Norme Norme Norme Name Norme Name Norme (0609-2004)   3 Name Norme Name Norme Norme Norme Norme Norme Name Norme Name Norme Norme Norme Name Norme Norme Norme Name Norme Norme Norme Name Norme Norme Norme Norme Norme Name Norme Norme Norme Norme Norme Norme Norme Name Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme Norme			or Se	ection 30(h) o	f the Investment Company Act of 1940	)					
INTERNATIONALLP   Definition   4 Restoration of Security Procession Issuer Director   5 / Amontenet, Dur do Otyma Find (Check all application)   5 / Amontenet, Dur do Otyma Find (Check all application)     VEST WINDS BULLDING, THRD FLOOR (Brend) CAXMAN   19   1. Site of Security (Wattr. 4)   5 / Amontenet, Dur do Otyma Find (Check all application)   5 / Amontenet, Dur do Otyma Find (Check all application)     International of Aspendie Director   19 / Other Control of Security (Wattr. 4)   2. Amount of Securities Beneficially Owned (e.g., puts, califie, warrants, options, convertible Securities)   4. Nature of Indirect Beneficial Ownership (Brendication)     1. Title of Derivative Security (Wattr. 4)   2. Amount of Securities Deneficially Owned (e.g., puts, califie, warrants, options, convertible Securities)   4. Nature of Indirect Beneficial Ownership (Brendication)     1. Title of Derivative Security (Wattr. 4)   2. Derivative Security (Wattr. 4)   5. Ownership (Brendication)   5. Ownership (Brendication)   6. Another of Indirect Beneficial Ownership (Brendication		Stateme	ent (Month		· ·						
Last)   CFRS   (Mode)   Converting Stepsor   Convereting Stepsor   Converting St			2004						5. If Amendment, Date of Original Filed		
Carty Any E3 Carty (State) (Zip) Carty (State) (Zip) Carty (State) (Zip) Carty (State) Ca	C/O PAGET-BROWN & COMPANY, LTD.				Officer (give title X below)	Other (specif below)	ÿ	Applic	cable Line) Form filed by	One Reporting Person	
(Chy) (State) (Zp)     Table 1 - Non-Derivative Securities Beneficially Owned     1. Title of Security (Instr. 4)   2. Amount of Securities Beneficially Owned (Instr. 3)   4. Nature of Indirect Beneficial Ownership (Instr Indirect (I) (Instr. 5)     Class A Common Stock   343.690 <sup>(2,1)</sup> D <sup>1</sup> Table I - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)   8. Ownership Indirect (I) (Instr. 5)     1. Title of Derivative Security (Instr. 4)   2. Dete Exercisable and Expiration Derivative Security (Instr. 4)   8. Ownership Expiration Derivative Security (Instr. 4)   8. Ownership Convership (Instr. 6)     1. Title of Derivative Security (Instr. 4)   Expiration Derivative Security (Instr. 6)   8. Ownership Convership (Instr. 6)     1. Title of Derivative Security (Instr. 4)   Expiration Derivative Security (Instr. 6)   8. Ownership Overship Security (Instr. 6)     1. Title of Derivative Security (Instr. 4)   Expiration Derivative Security (Instr. 6)   8. Ownership Overship Security (Instr. 6)     1. Name and Address of Reporting Person <sup>1</sup> FS EQUITY PARTNERS INTERNATIONAL LP (Cast) (First) (Middle)   10.825   D <sup>1</sup> )     (Conversing (Instr. 6)   (Instr. 6)   10.825   D <sup>1</sup> )     (East) (First) (Middle)   (Conversing (Middle)   (Conversing (Middle)     (COP AGET-BROWN	(Street) GRAND F9	-									
1. Title of Security (Instr. 4)   2. Amount of Securities Bendicially Owned (Instr. 4)   3. Ownership Indirect (I (Our in: 5)   4. Nature of Indirect Beneficial Ownership (Instr indirect (I (Our in: 5)     Class A Common Stock   343,690260   D <sup>(1)</sup> 5.     1. Title of Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)   5. Ownership Indirect (I (Our initiation))   6. Nature of Indirect Beneficial Ownership (Instr. 5)     1. Title of Derivative Security (Instr. 4)   2. Date Exercitable and Expiration Date (Month/Day/Year)   3. Ownership Derivative Security (Instr. 4)   6. Ownership Indirect (I (Our initiate))     1. Name and Address of Reporting Person <sup>1</sup> ES EQUITY PARTNERS INTERNATIONAL L.P (Last) (First) (Midde) CO PAGET-BROWN & COMPANY, LTD. WEST WINDS BUILDING, THIRD FLOOR   6. Derivative Security (Instr. 5)   10.8.25   D <sup>(1)</sup> (Breed) GRAND CAYMAN E9 (Cast) (First) (Midde) CO PAGET-BROWN & COMPANY, LTD. WEST WINDS BUILDING, THIRD FLOOR   (Zip)   1. Name and Address of Reporting Person <sup>1</sup> ES&CO INTERNATIONAL LP (Last) (First) (Midde) CO PAGET-BROWN & COMPANY, LTD. WEST WINDS BUILDING, THIRD FLOOR   (Zip)   1. Name and Address of Reporting Person <sup>1</sup> ES&CO INTERNATIONAL LP (Last) (First) (Midde) CO PAGET-BROWN & COMPANY, LTD.   (Zip)   1. Name and Address of Reporting Person <sup>1</sup> ES&CO INTERNATIONAL LP (Cast) (First) (Midde) CO PAGET-BROWN & COMPANY, LTD.   (Zip)   1. Name and Address of Reporting Person <sup>1</sup> ES&CO INTERNATIONAL LP   1. Name and Address of Reporting Person <sup>1</sup> ES&CO INTER		-									
Image: Control of the contro		Tab	ole I - No	on-Deriva	tive Securities Beneficially	Owned					
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)     1. Title of Derivative Security (Instr. 4)   2. Date Exercisable and Expiration Date (Month/Day/ear)   3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)   6. Ownership of Exercise (Month/Day/ear)   6. Nature of Indirect Derivative Security (Instr. 4)   6. Ownership of Exercise Derivative Security (Instr. 4)   6. Nature of Indirect Derivative Security (Instr. 4)     Class A Common Stock Warrant (right to buy)   06/15/2004   08/27/2007   Series A Common Stock   25,807/2010   10.825   D <sup>10</sup> 1. Name and Address of Reporting Person <sup>*</sup> FS EQUITY PARTNERS INTERNATIONAL L P (Last) (First) (Middle)   60/15/2004   08/27/2007   Series A Common Stock   25,807/2010   10.825   D <sup>10</sup> 1. Name and Address of Reporting Person <sup>*</sup> FSEQUITY PARTNERS INTERNATIONAL L P (Cast) (First) (Middle)   6   Formation (First)   6   Formation (First)   10.825   D <sup>10</sup> 1     1. Name and Address of Reporting Person <sup>*</sup> FSEQU INTERNATIONAL L P (Last) (First) (Middle)   (Zip)   1   Formation (First)   Formation (Fir	1. Title of Security (Instr. 4)				Beneficially Owned (Instr. 4) Form: Direct (D) or			4. Nature of Indirect Beneficial Ownership (Instr. 5)			
(e.g., puts, calls, war=nts, options, convertible securities)     1. Title of Derivative Security (Instr. 4)   2. Date Exercisable and S. Title and Amount of Securities Underlying Derivative Security (Instr. 4)   4. Conversing or Exercise (Instret)   5. Ownership (Instret)   6. Nature of Indirect (Indirect)     Date   Expiration Date (Month/Day/Year)   Derivative Security (Instr. 4)   4. Conversing or Exercise (Indirect (Indirec	Class A Common Stock				343,690 <sup>(2)(3)</sup>	<b>D</b> <sup>(1)</sup>					
Expiration Date (Month/Day/Ver)   Der/vative Security (Instr. 4)   Conversion Price of Price of Security   Beneficial Ownership or Exercise Security   Beneficial Ownership Price of Security   Beneficial Ownership Price of											
Date ExercisableExpiration DateTitleAmount of NumberDerivative Security(Instr. 5)'Class A Common Stock Warrant (right to buy)06-15/200408/27/2007Series A Common Stock25,807(23/5)10.825D/(3)1. Name and Address of Reporting Person' FS EQUITY PARTNERS INTERNATIONAL L P (Last) (First) (Middle) C/O PAGET-BROWN & COMPANY, LTD. WEST WINDS BUILDING, THIRD FLOOR (Sireet) GRAND CAYMAN E9Instr. 5)'Instr. 5)'Instr. 5)'Instr. 5)'1. Name and Address of Reporting Person' FS & COINTERNATIONAL L P (Last) (First) (Middle) C/O PAGET-BROWN & COMPANY, LTD. WEST WINDS BUILDING, THIRD FLOOR (Sireet) (GRAND CAYMAN E9Instr. 5)'Instr. 5)'Instr. 5)'1. Name and Address of Reporting Person' FS & COINTERNATIONAL L P (Last) (First) (Middle) C/O PAGET-BROWN & COMPANY, LTD. WEST WINDS BUILDING, THIRD FLOOR (Sireet) (GRAND CAYMAN E9Instr. 5)'Instr. 5)'1. Name and Address of Reporting Person' FS & COINTERNATIONAL L P (Last) (First) (Middle) (CO PAGET-BROWN & COMPANY, LTD. WEST WINDS BUILDING, THIRD FLOOR (Sireet) (GRAND CAYMAN E9Instr. 5)'Instr. 5)'I Street) (Street) (Street) (Street)Instr. 5)'Instr. 5)'Instr. 5)'I Street) (Street) (Street)Instr. 5)'Instr. 5)'Instr. 5)'I Street) (Street)Instr. 5)'Instr. 5)'Instr. 5)'I Street) (Street)Instr. 5)'Instr. 5)'Instr. 5)'I Street) (Street)Instr. 5)'Instr. 5)'Instr. 5)'I Street) (Street)Instr. 5)'Instr. 5	1. Title of Derivative Security (Instr. 4)	Exp	piration Da	ate		Jnderlying	Conve or Exe	ersion ercise	ion Form: Direct Beneficial Owner ise (D) or (Instr. 5)		
1. Name and Address of Reporting Person" FS EQUITY PARTNERS INTERNATIONAL L P (Last) (First) (Middle) C/O PAGET-BROWN & COMPANY, LTD. WEST WINDS BUILDING, THIRD FLOOR (Street) GRAND CAYMAN E9 (City) (State) (Zip) 1. Name and Address of Reporting Person" FS&CO INTERNATIONAL LP (Last) (First) (Middle) C/O PAGET-BROWN & COMPANY, LTD. WEST WINDS BUILDING, THIRD FLOOR (Street) GRAND CAYMAN E9				· ·	Title	Number of	Deriva	ative			
FS EQUITY PARTNERS INTERNATIONAL L P     (Last)   (First)   (Middle)     C/O PAGET-BROWN & COMPANY, LTD.     WEST WINDS BUILDING, THIRD FLOOR     (Street)     GRAND CAYMAN E9     (City)   (State)     (Zip)     1. Name and Address of Reporting Person <sup>*</sup> FS&CO INTERNATIONAL LP     (Last)   (First)     (Last)   (First)     (Street)     GRAND S BUILDING, THIRD FLOOR     (Street)     GRAND CAYMAN E9	Class A Common Stock Warrant (right to buy)	06/	/15/2004	08/27/2007	Series A Common Stock	25,807 <sup>(2)(3)</sup>	10.8	825	<b>D</b> <sup>(1)</sup>		
	C/O PAGET-BROWN & COMPANY, LTD. WEST WINDS BUILDING, THIRD FLOOR (Street) GRAND CAYMAN E9 (City) (State) (Zip 1. Name and Address of Reporting Person* FS&CO INTERNATIONAL LP (Last) (First) (Mic C/O PAGET-BROWN & COMPANY, LTD. WEST WINDS BUILDING, THIRD FLOOR (Street) GRAND CAYMAN E9	b) ddle)									

1. Name and Address of F	5	NGS LTD	
(Last) C/O PAGET-BROWI WEST WINDS BUIL	· · · · · · · · · · · · · · · · · · ·		
(Street) GRAND CAYMAN	Е9		
(City)	(State)	(Zip)	

## Explanation of Responses:

1. This Form 3 is being filed by more than one reporting person. FS Equity Partners International, L.P., a Delaware limited partnership (the "Partnership"), is the record owner of the Class A common stock (the "Common Stock") and Class A common stock warrant (the "Warrant") listed above. FS&Co. International Holdings Limited, a Cayman Islands limited partnership (the "General Partner"), is the sole general partner of the Partnership. FS International Holdings Limited, a Cayman Islands seempted company limited by shares ("FS International Holdings"), is the sole general Partner. Each of the General Partner and FS International Holdings disclaim beneficial ownership of the Common Stock and the Warrant except to the extent of their pecuniary interest therein.

Bradford M. Freeman is a director of CB Richard Ellis Group, Inc. Mr. Freeman is a director, officer and shareholder of the Partnership, the General Partner and FS International Holdings. Mr. Freeman disclaims beneficial ownership of the Common Stock and the Warrant beneficially owned by the Partnership, the General Partner and FS International Holdings except to the extent of his individual indirect pecuniary interests therein.
The reporting persons may be members of a Section 13(d) group that owns more than 10% of the Issuer's outstanding common stock.

William M. Wardlaw, Vice President, on behalf of FS International Holdings Limited, the sole general partner of FS&Co. 06/08/2004 Internatonal, L.P., the sole general partner of FS Equity Partners International, L.P. William M. Wardlaw, Vice President, on behalf of FS International Holdings Limited, 06/08/2004 the sole general partner of FS&Co. Internatonal, L.P. William M. Wardlaw, Vice 06/08/2004 President, on behalf of FS International Holdings Limited \*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.