



## Investments of Watchtower in the **Hedge Funds**

invested **\$40,000,000** in November 2007 in a **Hedge fund**  
located in the Cayman Islands, a tax haven

The document is from the official website : **Securities and Exchange Commission**

<http://www.sec.gov/Archives/edgar/vpr/07/9999999997-07-048801>



WIKIPEDIA  
The Free Encyclopedia

- Main page
- Contents
- Featured content
- Current events
- Random article
- Donate to Wikipedia
- Wikipedia store

Interaction

- Help
- About Wikipedia
- Community portal
- Recent changes
- Contact page

Tools

- What links here
- Related changes
- Upload file
- Special pages
- Permanent link
- Page information
- Wikidata item
- Cite this page

Print/export

- Create a book
- Download as PDF
- Printable version

Languages 

العربية

Create account Log in

Article **Talk** Read Edit View history Search

## U.S. Securities and Exchange Commission

From Wikipedia, the free encyclopedia

*"Securities and Exchange Commission" redirects here. For other uses, see Securities and Exchange Commission (disambiguation).*

The **U.S. Securities and Exchange Commission (SEC)** is an agency of the United States federal government. It holds primary responsibility for enforcing the federal securities laws, proposing securities rules, and regulating the securities industry, the nation's stock and options exchanges, and other activities and organizations, including the electronic securities markets in the United States.<sup>[2]</sup>

In addition to the Securities Exchange Act of 1934, which created it, the SEC enforces the Securities Act of 1933, the Trust Indenture Act of 1939, the Investment Company Act of 1940, the Investment Advisers Act of 1940, the Sarbanes–Oxley Act of 2002, and other statutes. The SEC was created by Section 4 of the Securities Exchange Act of 1934 (now codified as 15 U.S.C. § 78d and commonly referred to as the Exchange Act or the 1934 Act).

### Contents [hide]

- Overview
- History
- Organizational structure
  - Commission members
  - Divisions
- SEC communications
  - Comment letters
  - No-action letters
- Operations
  - List of major SEC enforcement actions (2009–12)
  - Regulatory action in the credit crunch
  - Regulatory failures
    - Inspector General office failures
    - Destruction of documents
- Relationship to other agencies

### U.S. Securities and Exchange Commission

SEC



Seal of the U.S. Securities and Exchange Commission



US Security and Exchange Commission Office

The document is from the official website :  
**Securities and Exchange Commission**

**FORM D**

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



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

OMB APPROVAL  
 OMB Number: 3235-0076  
 Expires: April 30, 2008  
 Estimated average burden  
 hours per form 16.00

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering  check if this is an amendment and name has changed, and indicate change.  
**Offering of Shares of K2 STB Fund, Ltd.**

Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  ULOE

Type of Filing:  New Filing  Amendment

**A. BASIC IDENTIFICATION DATA**

1. Enter the information requested about the issuer.

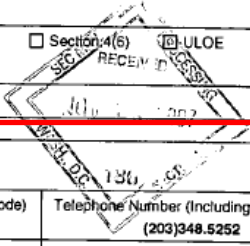
Name of Issuer  check if this is an amendment and name has changed, and indicate change.  
**K2 STB Fund, Ltd.**

Address of Executive Offices: (Number and Street, City, State, Zip Code)  
**c/o K2/D&S Management Co., L.L.C., 200 Atlantic Street, 12<sup>th</sup> Floor, Stamford, CT 06901** Telephone Number (Including Area Code)  
**(203)348.5252**

Address of Principal Offices (if different from Executive Offices) (Number and Street, City, State, Zip Code)  
 Telephone Number (Including Area Code)

Brief Description of Business: **Private Investment Company**

Type of Business Organization  
 corporation  limited partnership, already formed  other (please specify)  
 business trust  limited partnership, to be formed **Cayman Islands exempted company**



**PROCESSED**  
 NOV 20 2007

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

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

**GENERAL INSTRUCTIONS**

**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, 450 Fifth Street, N.W., Washington, D.C. 20549.  
*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies 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.**

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.

identification of the fund and the fund  
 management company  
**K2 STB FUND Ltd**

**K2/D&S management Co LLC**  
 200 atlantic Street, 12 th floor Stanford CT 06901

The document is from the official website :  
Securities and Exchange Commission

Beneficial Owner:  
Watch Tower Bible and Tract Society of Pennsylvania  
25, Columbia Heights Brooklin NY 11201-2483

**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:  Administrator  Beneficial Owner  Executive Officer  Director  Investment Manager

Full Name (Last name first, if individual): **K2/D&S Management Co. L.L.C.**

Business or Residence Address (Number and Street, City, State, Zip Code):  
**300 Atlantic Street, 12<sup>th</sup> Floor, Stamford, Connecticut 06910**

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

Full Name (Last name first, if individual): **Citco Fund Services (Curacao) N.V.**

Business or Residence Address (Number and Street, City, State, Zip Code): **Kaya Flamboyen 9  
P.O. Box 4774, Willemstad, Curacao, Netherlands Antilles**

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

Full Name (Last name first, if individual): **William A. Douglass, III**

Business or Residence Address (Number and Street, City, State, Zip Code): **c/o K2/D&S Management Company, L.L.C.  
300 Atlantic Street, 12<sup>th</sup> Floor, Stamford, Connecticut 06910**

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

Full Name (Last name first, if individual): **John T. Ferguson, Jr.**

Business or Residence Address (Number and Street, City, State, Zip Code): **c/o K2/D&S Management Company, L.L.C.  
300 Atlantic Street, 12<sup>th</sup> Floor, Stamford, Connecticut 06910**

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

Full Name (Last name first, if individual): **David C. Saunders**

Business or Residence Address (Number and Street, City, State, Zip Code): **c/o K2/D&S Management Company, L.L.C.  
~~300 Atlantic Street, 12<sup>th</sup> Floor, Stamford, Connecticut 06910~~**

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

Full Name (Last name first, if individual): **Watch Tower Bible and Tract Society of Pennsylvania**

Business or Residence Address (Number and Street, City, State, Zip Code): **25 Columbia Heights, Brooklyn, NY 11201-2483**

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):

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):

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

(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
Other (Specify) <u>Shares</u> .....	\$ 500,000,000	\$ 40,000,000
<b>Total.....</b>	<b>\$ 500,000,000</b>	<b>\$ 40,000,000</b>

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.....	1	\$ 40,000,000
Non-accredited Investors.....	n/a	\$ n/a
<b>Total (for filings under Rule 504 only).....</b>	<b>0</b>	<b>\$ 0</b>

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	Types of Security	Dollar Amount Sold
Rule 505.....	n/a	\$ n/a
Regulation A.....	n/a	\$ n/a
Rule 504.....	n/a	\$ n/a
<b>Total.....</b>	<b>n/a</b>	<b>\$ n/a</b>

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 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 checked="" type="checkbox"/>	\$ 10,000
Accounting Fees.....	<input type="checkbox"/>	\$ 0
Engineering Fees.....	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ 0
Other Expenses (identify).....	<input type="checkbox"/>	\$ 0
<b>Total.....</b>	<input checked="" type="checkbox"/>	<b>\$ 10,000</b>

**Amount already sold 40 000 000 \$ with a total of 500 000 000 \$**

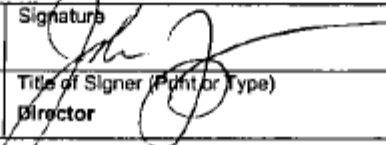
4 b. Enter the difference between the aggregate offering price given in response to Part C—Question 1 and total expenses furnished in response to Part C—Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... \$ 499,990,000

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"/>	\$ 0	<input checked="" type="checkbox"/>	\$ 499,990,000
Other (specify): .....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
.....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Column Totals .....	<input type="checkbox"/>	\$ 0	<input checked="" type="checkbox"/>	\$ 499,990,000
Total payments Listed (column totals added) .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>		\$ 499,990,000

**D. FEDERAL SIGNATURE**

This 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) <b>K2 STB Fund, Ltd.</b>	Signature 	Date <b>November 13, 2007</b>
Name of Signer (Print or Type) <b>John T. Ferguson</b>	Title of Signer (Print or Type) <b>Director</b>	

# The investment fund **K2 STB Fund Ltd** is located in **the Cayman Islands tax haven**

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete. The reader should not assume that the information is accurate and complete.

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

OMB APPROVAL	
OMB Number:	3235-0078
Estimated average burden hours per response:	4.00

### Notice of Exempt Offering of Securities

#### 1. Issuer's Identity

CIK (Filer ID Number)

[0001418838](#)

Name of Issuer

**K2 STB Fund Ltd**

Jurisdiction of Incorporation/Organization

[CAYMAN ISLANDS](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) [2007](#)

Yet to Be Formed

Previous Names

None

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

#### 2. Principal Place of Business and Contact Information

Name of Issuer

[K2 STB Fund Ltd](#)

Street Address 1

[WALKERS HOUSE, 87 MARY STREET](#)

Street Address 2

[GEORGE TOWN](#)

City

[GRAND CAYMAN](#)

State/Province/Country

[CAYMAN ISLANDS](#)

ZIP/PostalCode

[KY1-9002](#)

Phone Number of Issuer

[203-348-5252](#)

#### 3. Related Persons

Last Name

[Hornbostel](#)

Street Address 1

[300 Atlantic Street](#)

City

[Stamford](#)

First Name

[John](#)

Street Address 2

[12th Floor](#)

State/Province/Country

[CONNECTICUT](#)

Middle Name

[P.](#)

ZIP/PostalCode

[06901](#)

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

The investment fund **K2 STB Fund Ltd** is located in **the Cayman Islands tax haven**



WIKIPEDIA  
The Free Encyclopedia

[Main page](#)  
[Contents](#)  
[Featured content](#)  
[Current events](#)  
[Random article](#)  
[Donate to Wikipedia](#)  
[Wikipedia store](#)

Interaction  
[Help](#)  
[About Wikipedia](#)  
[Community portal](#)

[Create account](#) [Log in](#)

Article [Talk](#)

[Read](#) [Edit](#) [View history](#)



## Cayman Islands

From Wikipedia, the free encyclopedia

The **Cayman Islands** (/ˈkeɪmən/ or /keɪˈmæn/) are a [British Overseas Territory](#) in the western Caribbean Sea. The territory comprises the three islands of [Grand Cayman](#), [Cayman Brac](#) and [Little Cayman](#), located south of [Cuba](#) and northwest of [Jamaica](#). The Cayman Islands are considered to be part of the geographic [Western Caribbean Zone](#) as well as the [Greater Antilles](#). The territory is often considered a major world offshore financial haven for many wealthier individuals.<sup>[3]</sup>

### Contents [\[hide\]](#)

- [History](#)
- [Geography](#)
  - [Fauna](#)
  - [Climate](#)

### Cayman Islands



Flag



Coat of arms

**Motto:** "He hath founded it upon the seas"

**Anthem:** "God Save the Queen" (official)  
**National song:** "Beloved Isle Cayman"



## About K2

### Company Information

### Our Leadership

## About K2

### Company Information

K2 provides integrated hedge fund product solutions to hundreds of sophisticated institutional and high net worth investors across the globe, including corporations, large public and union pension funds, insurance companies, foundations, and endowments.

[Find out more](#)

### Our Leadership

What sets K2 apart is the depth of live investment experience the firm's senior professionals possess, most notably direct hedge fund investing and management of multibillion dollar investment portfolios through various past market cycles.

[Find out more](#)

**Stamford, CT**  
300 Atlantic Street  
12th Floor  
Stamford, CT 06901  
Tel: +1 203 348 5252

**New York, NY**  
399 Park Avenue  
38th Floor  
New York, NY 10022  
Tel: +1 212 847 8350

**London \*, UK**  
Cannon Place  
78 Cannon Street  
London  
EC4N 6HL  
United Kingdom

**Sydney \*, Australia**  
Level 30  
88 Philip Street  
Sydney, NSW 2000  
Australia  
Tel: +61 2 9250 2219

**Tokyo, Japan**  
ARK Hills Sengokuyama  
Mori Tower, 40th Floor  
1-9-10 Roppongi, Minato-ku  
Tokyo 106-0032  
Japan  
Tel: +81 3 5114 1680

**Hong Kong \*, SAR**  
17th Floor, Chater House  
8 Connaught Road  
Central  
Hong Kong  
Tel: +852 2910 9235

\* Certain international personnel dedicated to K2 are employees of affiliated entities controlled by Franklin Resources, Inc.