

STRATEGIC HOTELS & RESORTS, INC  
Form SC 13G/A  
April 23, 2010

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

SCHEDULE 13G/A  
(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2  
Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

Strategic Hotels & Resorts Inc.  
(Name of Issuer)

Series B Preferred Stock, \$0.01 par value per share  
(Title of Class of Securities)

86272T403  
(CUSIP  
Number)

April 9, 2010  
Date of Event  
Which Requires  
Filing of the  
Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of

Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Cusip No. 86272T403

13G

1 NAMES OF REPORTING PERSON

NV North American Opportunity Fund

SS OR I.R.S. IDENTIFICATION NO. OF THE ABOVE PERSON

98-0454389

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x  
(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

	5	SOLE VOTING POWER
NUMBER OF		323,138
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		323,138
REPORTING	8	SHARED DISPOSITIVE POWER
PERSON		0
WITH		

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON ..  
323,138

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
7.0%<sup>1</sup>

12 TYPE OF REPORTING PERSON  
CO

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<sup>1</sup> Based on 4,600,000 shares of Series B Preferred Stock issued and outstanding as reported by the Issuer on the most recent Form 10-K filed February 25, 2010 with the Securities and Exchange Commission.

Cusip No. 86272T403

13G

1 NAMES OF REPORTING PERSON

Millennium Group LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)x  
(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

	5	SOLE VOTING POWER	
NUMBER OF		323,138	
SHARES			
BENEFICIALLY	6	SHARED VOTING POWER	
OWNED BY		0	
EACH			
REPORTING	7	SOLE DISPOSITIVE POWER	
PERSON		323,138	
WITH			
	8	SHARED DISPOSITIVE POWER	
		0	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON ..  
323,138

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
7.0%<sup>2</sup>

12 TYPE OF REPORTING PERSON  
IA

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<sup>2</sup> See footnote 1.

Cusip No. 86272T403

13G

1 NAMES OF REPORTING PERSON

Highland Park Partners Fund LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x  
(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF  
SHARES

0

BENEFICIALLY  
OWNED BY

6 SHARED VOTING POWER

0

EACH  
REPORTING

7 SOLE DISPOSITIVE POWER

0

PERSON  
WITH

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

..

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%3

12 TYPE OF REPORTING PERSON

PN

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3 See footnote 1.

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13G

1 NAMES OF REPORTING PERSON

HPP GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)x  
(b)£

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER  
NUMBER OF 0

6 SHARED VOTING POWER  
SHARES BENEFICIALLY 0

7 SOLE DISPOSITIVE POWER  
OWNED BY EACH REPORTING 0

8 SHARED DISPOSITIVE POWER  
PERSON WITH 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON ..  
0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%4

12 TYPE OF REPORTING PERSON

IA

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4 See footnote 1.

Cusip No. 86272T403

13G

1 NAMES OF REPORTING PERSON

Trent Stedman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x  
(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	5	SOLE VOTING POWER	
NUMBER OF		323,138	
SHARES	6	SHARED VOTING POWER	
BENEFICIALLY		0	
OWNED BY	7	SOLE DISPOSITIVE POWER	
EACH		323,138	
REPORTING	8	SHARED DISPOSITIVE POWER	
PERSON		0	
WITH			

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

..

323,138

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.0%<sup>5</sup>

12 TYPE OF REPORTING PERSON

IN

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<sup>5</sup> See footnote 1.

Cusip No. 86272T403

13G

1 NAMES OF REPORTING PERSON

Thomas Patrick

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

	5	SOLE VOTING POWER	
NUMBER OF		82,262	
SHARES	6	SHARED VOTING POWER	
BENEFICIALLY		0	
OWNED BY	7	SOLE DISPOSITIVE POWER	
EACH		82,262	
REPORTING	8	SHARED DISPOSITIVE POWER	
PERSON		0	
WITH			

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

..

82,262

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.8%<sup>6</sup>

12 TYPE OF REPORTING PERSON

IN

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<sup>6</sup> See footnote 1.



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Item 1(a)Name of Issuer: Strategic Hotels & Resorts Inc.

Item 1(b)Address of Issuer's Principal Executive Offices:

200 West Madison Street  
Suite 1700  
Chicago, IL 60606

Item 2(a) Name of Person Filing

Item 2(b) Address of Principal Business Office

Item 2(c) Citizenship

NV North American Opportunity Fund  
799 Central Ave.  
Suite 350  
Highland Park, Illinois 60035  
Cayman Islands

Millennium Group LLC  
799 Central Ave.  
Suite 350  
Highland Park, Illinois 60035  
Illinois

Highland Park Partners Fund LP  
799 Central Ave.  
Suite 350  
Highland Park, Illinois 60035  
Delaware

HPP GP LLC  
799 Central Ave.  
Suite 350  
Highland Park, Illinois 60035  
Delaware

Trent Stedman  
799 Central Ave.  
Suite 350  
Highland Park, Illinois 60035  
United States Citizen

Thomas Patrick  
799 Central Ave.

Suite 350  
Highland Park, Illinois 60035  
United States Citizen

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2(d) Title of Class of Securities:

Series B Preferred Stock, par value \$0.01.

2(e) CUSIP Number: 86272T403

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4 Ownership:

(i) NV North American Opportunity Fund<sup>7</sup>

(a) Amount beneficially owned:

323,138 shares

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<sup>7</sup> Millennium Group LLC is the investment manager of NV North American Opportunity Fund and Trent Stedman is a member of Millennium Group LLC. By virtue of his relationship to NV North American Opportunity Fund and Millennium Group LLC, Mr. Stedman may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under Securities Exchange Act of 1934, as amended (the "Act")) the shares of Series B Preferred Stock directly beneficially owned by NV North American Opportunity Fund. Millennium Group LLC also may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 of the Act) the shares of Series B Preferred Stock

directly beneficially owned by NV North American Opportunity Fund. By virtue of his relationship with Millennium Group LLC, Mr. Patrick may be deemed to be part of a group with the other Reporting Persons with respect to the Series B Preferred Stock of the Issuer.

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(b) Percent of Class:

Approximately 7.0%<sup>8</sup>

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

323,138

(ii) shared power to vote or to direct the vote:

0

(iii) sole power to dispose or to direct the disposition of:

323,138

(iv) shared power to dispose or to direct the disposition of:

0

(ii) Millennium Group LLC<sup>9</sup>

(a) Amount beneficially owned:

323,138 shares

(b) Percent of Class:

Approximately 7.0%<sup>10</sup>

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

323,138

(ii) shared power to vote or to direct the vote:

0

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<sup>8</sup> See footnote 1.

<sup>9</sup> See footnote 7.

10 See footnote 1.

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(iii) sole power to dispose or to direct the disposition of:

323,138

(iv) shared power to dispose or to direct the disposition of:

0

(iii) Highland Park Partners Fund LP11

(a) Amount beneficially owned:

0

(b) Percent of Class:

0%12

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

0

(ii) shared power to vote or to direct the vote:

0

(iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:

0

(iv) HPP GP LLC13

(a) Amount beneficially owned:

0 shares

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11 After this filing, Highland Park Partners Fund LP will no longer be a Reporting Person, or part of a group, with respect to the Series B Preferred Stock of the Issuer.

12 See footnote 1.

13 After this filing, HPP GP LLC will no longer be a Reporting Person, or part of a group, with respect to the Series B Preferred Stock of the Issuer.

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(b) Percent of Class:

0%<sup>14</sup>

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

0

(ii) shared power to vote or to direct the vote:

0

(iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:

0

(v) Trent Stedman<sup>15</sup>

(a) Amount beneficially owned:

323,138 shares

(b) Percent of Class:

Approximately 7.0%<sup>16</sup>

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

323,138

(ii) shared power to vote or to direct the vote:

0

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<sup>14</sup> See footnote 1.

<sup>15</sup> See footnote 7.

16 See footnote 1.

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(iii) sole power to dispose or to direct the disposition of:

323,138

(iv) shared power to dispose or to direct the disposition of:

0

(vi) Thomas Patrick<sup>17</sup>

(a) Amount beneficially owned:

82,262 shares

(b) Percent of Class:

Approximately 1.8%<sup>18</sup>

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

82,262

(ii) shared power to vote or to direct the vote:

0

(iii) sole power to dispose or to direct the disposition of:

82,262

(iv) shared power to dispose or to direct the disposition of:

0

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable.

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17 See footnote 7.

18 See footnote 1.

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Item Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the  
7 Parent Holding Company:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

Not Applicable.

Item 9 Notice of Dissolution of Group:

Not Applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of April 21, 2010

NV North American Opportunity Fund  
By: Millennium Group LLC

By: /s/ Barton S. Aronson  
Barton S. Aronson, Authorized Signatory for Trent  
Stedman, Sole Member

Dated as of April 21, 2010

Millennium Group LLC

By: /s/ Barton S. Aronson  
Barton S. Aronson, Authorized Signatory for Trent  
Stedman, Member

Dated as of April 21, 2010

Highland Park Partners Fund LP  
By: HPP GP LLC

By: /s/ Barton S. Aronson  
Barton S. Aronson, Authorized Signatory for Trent  
Stedman, Sole Member

Dated as of April 21, 2010

HPP GP LLC

By: /s/ Barton S. Aronson  
Barton S. Aronson, Authorized Signatory for Trent  
Stedman, Sole Member

Dated as of April 21, 2010

/s/ Barton S. Aronson  
Barton S. Aronson, Authorized Signatory for Trent  
Stedman

Dated as of April 22, 2010

/s/ Thomas Patrick  
Thomas Patrick

Exhibit A  
Agreement of Joint Filing

Pursuant to 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby confirm the agreement by and among them to join in the filing on behalf of each of them of a Statement on Schedule 13G and any and all amendments thereto, and that this Agreement be included as an Exhibit to such filing. This Agreement may be executed in any number of counterparts each of which shall be deemed to be an original and all of which together shall be deemed to constitute one and the same Agreement.

IN WITNESS WHEREOF, the undersigned have executed this Agreement.

Dated as of April 21, 2010

NV North American Opportunity Fund  
By: Millennium Group LLC

By: /s/ Barton S. Aronson  
Barton S. Aronson, Authorized Signatory for Trent Stedman, Sole Member

Dated as of April 21, 2010

Millennium Group LLC

By: /s/ Barton S. Aronson  
Barton S. Aronson, Authorized Signatory for Trent Stedman, Member

Dated as of April 21, 2010

Highland Park Partners Fund LP  
By: HPP GP LLC

By: /s/ Barton S. Aronson  
Barton S. Aronson, Authorized Signatory for Trent Stedman, Sole Member

Dated as of April 21, 2010

HPP GP LLC

By: /s/ Barton S. Aronson  
Barton S. Aronson, Authorized Signatory for Trent Stedman, Sole Member

Dated as of April 21, 2010

/s/ Barton S. Aronson  
Barton S. Aronson, Authorized Signatory for Trent Stedman

Dated as of April 22, 2010

/s/ Thomas Patrick  
Thomas Patrick