

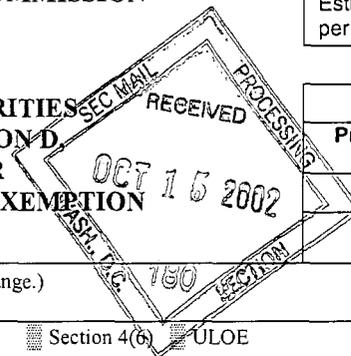
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

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

OMB APPROVAL table with OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response: 16.00



SEC USE ONLY table with columns for Prefix, Serial, and DATE RECEIVED

Name of Offering ( ) check if this is an amendment and name has changed, and indicate change.) European Strategic Partners II "A"

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

Type of Filing: X 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.) European Strategic Partners II "A" (the "Fund")

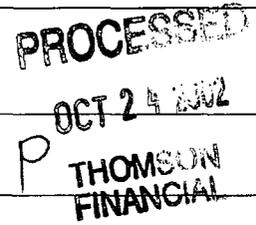
Address of Executive Offices (Number and Street, City, State, Zip Code) 1 George Street, Edinburgh, EH2 2LL, UK

Telephone Number (Including Area Code) 0131 225 2345

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business To make private equity investments primarily in Europe indirectly through ESP II Conduit LP, a Scottish limited partnership.



Type of Business Organization corporation X limited partnership, already formed other (please specify): limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 0 8 Year 0 2 X Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: F N 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. 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. Information Required: A new filing must contain all information requested. 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.

Potential persons who are to 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.

**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:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
ESP II General Partner Limited Partnership (the "General Partner")

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o Standard Life Investments (Private Equity) Limited, 1 George Street, Edinburgh, EH2 2LL, UK

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

Full Name (Last name first, if individual)  
Standard Life Investments (General Partner II) Limited (the "General Partner of the General Partner")

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o Standard Life Investments (Private Equity) Limited, 1 George Street, Edinburgh, EH2 2LL, UK

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

Full Name (Last name first, if individual)  
LJH Partners LP

Business or Residence Address (Number and Street, City, State, Zip Code)  
405 Lexington Avenue, 48th Floor, New York, NY 10174

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

Full Name (Last name first, if individual)  
San Barita Associates XXII, a California limited partnership

Business or Residence Address (Number and Street, City, State, Zip Code)  
770 Tamalpais Drive, Suite 210, Corte Madera, CA 94925

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

Full Name (Last name first, if individual)  
Crombie, Alexander Maxwell

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o Standard Life Investments (Private Equity) Limited, 1 George Street, Edinburgh, EH2 2LL, UK

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

Full Name (Last name first, if individual)  
Hylands, John Francis

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o Standard Life Investments (Private Equity) Limited, 1 George Street, Edinburgh, EH2 2LL, UK

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

Full Name (Last name first, if individual)  
Lumsden, Iain Cobden

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o Standard Life Investments (Private Equity) Limited, 1 George Street, Edinburgh, EH2 2LL, UK

\* the general partner of the General Partner/ \*\* of the General Partner of the General Partner.

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**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:  Promoter  Beneficial Owner  Executive Officer  Director\*\*  General and/or Managing Partner

Full Name (Last name first, if individual)

Somerville, Peter Walter

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Standard Life Investments (Private Equity) Limited, 1 George Street, Edinburgh, EH2 2LL, UK

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)

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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

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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)

\* the general partner of the General Partner/ \*\* of the General Partner of the General Partner.

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**B. INFORMATION ABOUT OFFERING**

Yes No

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Yes  No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? ..... \$ \* \_\_\_\_\_

\* The aggregate minimum commitment to the Fund and one or more parallel funds will be €3 million, although individual commitments of lesser amounts may be accepted at the discretion of the Manager. Dollar amounts are based on the conversion rate of €1 to \$0.982202 at September 23, 2002. Yes No

3. Does the offering permit joint ownership of a single unit? .....  Yes  No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Not applicable.

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(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.....	\$392,880,800.00* _____	\$9,327,623.72* _____
Other (Specify _____).....	\$0 _____	\$0 _____
<b>Total .....</b>	<b>\$392,880,800.00* _____</b>	<b>\$9,327,623.72* _____</b>

\* The aggregate target size of the Fund and one or more parallel funds is €1 billion. The Manager reserves the right to amend this target at its sole discretion. The economic provisions of the Partnership Agreement of the Fund are computed based on euros; for purposes of this Form only, dollar amounts are inserted using a conversion rate of €1: U.S. \$0.982202 in effect on September 23, 2002.

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 .....	2	\$9,327,623.72 _____
Non-accredited Investors .....		\$ _____
<b>Total (for filings under Rule 504 only).....</b>		<b>\$ _____</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 Security	Dollar Amount Sold
Type of offering.....	_____	\$ _____
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
<b>Total .....</b>		<b>\$ _____</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 an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	X	\$0 _____
Printing and Engraving Costs.....	X	\$0 _____
Legal Fees.....	X	\$0 _____
Accounting Fees .....	X	\$0 _____
Engineering Fees.....	X	\$0 _____
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$0** _____
Other Expenses (identify) .....	X	\$0 _____
<b>Total.....</b>	<b>X</b>	<b>\$1,178,642.40** _____</b>

\*\* The Fund will pay (or reimburse the General Partner for) up to €3.0 million (plus any VAT thereon) for the organizational and establishment costs of the Fund and one or more parallel funds excluding placement agent fees, if any. The economic provisions of the Partnership Agreement of the Fund are computed based on euros; for purposes of this Form only, dollar amounts are inserted using a conversion rate of €1: U.S. \$0.982202 in effect on September 23, 2002. Placement agent fees, if any, shall be borne by the Manager or its associates.

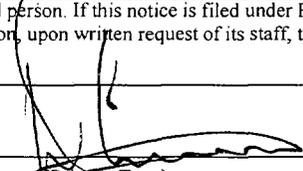
**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

- 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." \$391,702,157.60
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"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
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"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): Investments _____	X \$388,755,551.60	<input type="checkbox"/> \$ _____
Management Profit Share _____	X \$ 2,946,606.00*	<input type="checkbox"/> \$ _____
.....		<input type="checkbox"/> \$ _____
Column Totals .....	X \$391,702,157.60	<input type="checkbox"/> \$ _____
Total Payments Listed (columns totals added).....	X \$391,702,157.60	

**D. FEDERAL SIGNATURE**

The 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) European Strategic Partners II "A"	Signature 	Date October 4, 2002
Name of Signer (Print or Type) David Currie	Title of Signer (Print or Type) Managing Director of Standard Life Investments (Private Equity) Limited, the Manager of European Strategic Partners II "A"	

\* Assuming sale of maximum offering.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**