

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)

Trapeza Funding, LLC

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

507 Carew Tower, Cincinnati, Ohio 45202

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

Full Name (Last name first, if individual)

Stein, Steven N.

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

507 Carew Tower, Cincinnati, Ohio 45202

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

Full Name (Last name first, if individual)

Stein, John M.

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

507 Carew Tower, Cincinnati, Ohio 45202

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

Full Name (Last name first, if individual)

Cohen, D. Gideon

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

1818 Market Street, 28th Floor, Philadelphia, PA 19103

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

Full Name (Last name first, if individual)

Cohen, Jonathan Z.

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

1818 Market Street, 28th Floor, Philadelphia, PA 19103

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)

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 column below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.	\$ _____	\$ _____
Equity.	\$ _____	\$ _____
☐ Common ☐ Preferred		
Convertible Securities (including warrants).	\$ _____	\$ _____
Partnership Interests.	\$ <u>25,000,000</u>	\$ <u>25,000,000</u>
Other (Specify _____).	\$ _____	\$ _____
Total.	\$ _____	\$ _____

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.	<u>0</u>	\$ <u>0</u>
Non-accredited Investors.	_____	\$ _____
Total (for filings under Rule 504 only)	_____	\$ _____

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	Type of Security	Dollar Amount Sold
Rule 505.	_____	\$ _____
Regulation A.	_____	\$ _____
Rule 504.	_____	\$ _____
Total.	_____	\$ _____

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.	☐	\$ _____
Printing and Engraving Costs.	☒	\$ <u>10,000</u>
Legal Fees.	☒	\$ <u>33,500</u>
Accounting Fees.	☐	\$ _____
Engineering Fees.	☐	\$ _____
Sales Commissions (Specify finder's fees separately)	☐	\$ _____
Other Expenses (identify) <u>miscellaneous</u>	☒	\$ <u>100,000</u>
Total.	☒	\$ <u>143,500</u>

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."

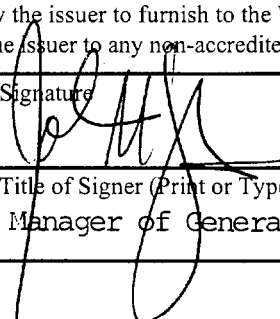
\$24,856,500

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	☒	\$ 375,000	\$
*1.5% per annum of aggregate LP Capital Accounts			
Purchase of real estate	☐	\$	\$
Purchase, rental or leasing and installation of machinery and equipment	☐	\$	\$
Construction or leasing of plant buildings and facilities	☐	\$	\$
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)	☐	\$	\$
Repayment of indebtedness	☐	\$	\$
Working capital	☐	\$	\$
Other (specify) <u>investments</u>	☒	\$ 24,481,500	\$
.....	☐	\$	\$
.....	☐	\$	\$
Column Totals	☒	\$ 24,856,500	\$
Total Payments Listed (column totals added)		☒ \$ 24,856,500	

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) Trapeza Partners II L.P.	Signature 	Date 10/28/02
Name of Signer (Print or Type) John M. Stein	Title of Signer (Print or Type) Manager of General Partner	

ATTENTION

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

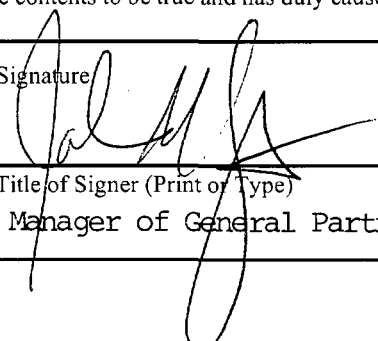
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252 (c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? Yes ☐ No ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Trapeza Partners II L.P.	Signature 	Date 10/28/02
Name of Signer (Print or Type) John M. Stein	Title of Signer (Print or Type) Manager of General Partner	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (PartC-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Nonaccredited Investors	Amount	Yes	No
AL									
AK									
AZ		X	limited partnership interest	0	0	0	0		X
AR									
CA		X	limited partnership interest	0	0	0	0		X
CO		X	limited partnership interest	0	0	0	0		X
CT		X	limited partnership interest	0	0	0	0		X
DE		X	limited partnership interest	0	0	0	0		X
DC									
FL		X	limited partnership interest	0	0	0	0		X
GA									
HI									
ID									
IL		X	limited partnership interest	0	0	0	0		X
IN		X	limited partnership interest	0	0	0	0		X
IA									
KS									
KY		X	limited partnership interest	0	0	0	0		X
LA									
ME									
MD		X	limited partnership interest	0	0	0	0		X
MA									
MI		X	limited partnership interest	0	0	0	0		X
MN									
MS									
MO									

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Nonaccredited Investors	Amount	Yes	No
MT									
NE									
NV		X	limited partnership interest	0	0	0	0		X
NH									
NJ		X	limited partnership interest	0	0	0	0		X
NM									
NY		X	limited partnership interest	0	0	0	0		X
NC									
ND									
OH		X	limited partnership interest	0	0	0	0		X
OK									
OR		X	limited partnership interest	0	0	0	0		X
PA		X	limited partnership interest	0	0	0	0		X
RI									
SC									
SD									
TN									
TX		X	limited partnership interest	0	0	0	0		X
UT									
VT									
VA									
WA									
WV		X	limited partnership interest	0	0	0	0		X
WI		X	limited partnership interest	0	0	0	0		X
WY									
PR									