

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.



| |
|--|
| OMB APPROVAL |
| OMB Number: 3235-0076 |
| Expires: May 31, 2005 |
| Estimated average burden hours per response... 1 |

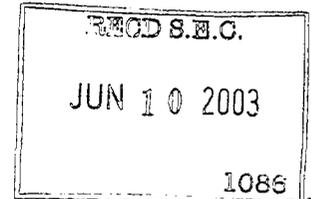
| | | |
|---------------|--|--------|
| SEC USE ONLY | | |
| Prefix | | Serial |
| DATE RECEIVED | | |

1248772

FORM D

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

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



PROCESSED

JUN 11 2003

THOMSON FINANCIAL

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

LP Interests in Alpine Investors II, LP

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.)

Alpine Investors II, LP ("Fund II" or "Issuer")

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Incl. Area Code)

One Maritime Plaza, 11th Floor, San Francisco, CA 94111

(415) 392-9100

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

Full Name (Last name first, if individual)
Alpine General Partner, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
One Maritime Plaza, 11th Floor, San Francisco, CA 94111

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

Full Name (Last name first, if individual)
Graham C. Weaver

Business or Residence Address (Number and Street, City, State, Zip Code)
Alpine Investors II, LP, One Maritime Plaza, 11th Floor, San Francisco, CA 94111

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

Full Name (Last name first, if individual)

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

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

B. INFORMATION ABOUT OFFERING

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

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

2. The aggregate commitments of the partners shall not exceed..... \$ 3,020,000

3. Does the offering permit joint ownership of a single unit?..... Yes [X] 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. N/A

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]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR 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 Capital Commitment | Capital Contributions |
|--|------------------------------------|--------------------------------|
| Debt..... | \$ 0 | \$ 0 |
| Equity | \$ 0 | \$ 0 |
| <input type="checkbox"/> Common <input type="checkbox"/> Preferred | | |
| Convertible Securities (including warrants): | \$ 0 | \$ 0 |
| Partnership Interests..... | \$ 0 | \$ 0 |
| Other: Limited partnership interests ("LP Interests") ¹ | \$3,020,000 | \$2,868,400 |
| Total..... | <u>\$3,020,000</u> | <u>\$2,868,400²</u> |

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 of Investors | Aggregate Dollar Amount of Contributions |
|--|------------------------|--|
| Accredited Investors..... | <u>3</u> | <u>\$ 0</u> |
| Non-accredited Investors | <u>0</u> | <u>\$ 0</u> |
| Total (for filings under Rule 504 only)..... | <u>N/A</u> | <u>\$ N/A</u> |

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, 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 | <u>N/A</u> | <u>N/A</u> |
| Regulation A | <u>N/A</u> | <u>N/A</u> |
| Rule 504 | <u>N/A</u> | <u>N/A</u> |
| Total..... | <u>N/A</u> | <u>N/A</u> |

¹ Pursuant to the limited partnership agreement of Fund II, one of the investors has the right to invest an aggregate amount of up to \$20 million in the next private equity fund sponsored by Graham Weaver or an affiliate of Graham Weaver.

² Each limited partner of Fund II contributed \$1,431,200 of its commitment of \$1,507,000 as its initial capital contribution and the general partner contributed its total commitment of \$6,000. After the date of the initial capital contribution, the limited partners will pay the remaining balance of their commitments in such amounts and at such times as will be determined by the general partner in its sole discretion.

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

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..... | <input type="checkbox"/> | \$ | <u>0</u> |
| Printing and Engraving Costs..... | <input type="checkbox"/> | \$ | <u>0</u> |
| Legal Fees..... | <input checked="" type="checkbox"/> | \$ | <u>20,000</u> |
| Accounting Fees..... | <input type="checkbox"/> | \$ | <u>0</u> |
| Engineering Fees..... | <input type="checkbox"/> | \$ | <u>0</u> |
| Sales Commissions (specify finders' fees separately)..... | <input type="checkbox"/> | \$ | <u>0</u> |
| Other Expenses (identify)..... | <input type="checkbox"/> | \$ | <u>0</u> |
| Total..... | <input checked="" type="checkbox"/> | \$ | <u>20,000</u> |

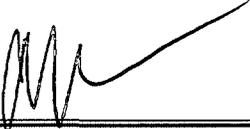
b. Enter the difference between the aggregate offering price given in response to Part C- Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."..... \$3,000,000

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"/> \$ <u>0</u> | <input type="checkbox"/> \$ <u>0</u> |
| Purchase of real estate | <input type="checkbox"/> \$ <u>0</u> | <input type="checkbox"/> \$ <u>0</u> |
| Purchase, rental or leasing and installation of machinery and equipment | <input type="checkbox"/> \$ <u>0</u> | <input type="checkbox"/> \$ <u>0</u> |
| Construction or leasing of plant buildings and facilities | <input type="checkbox"/> \$ <u>0</u> | <input type="checkbox"/> \$ <u>0</u> |
| 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"/> \$ <u>0</u> | <input type="checkbox"/> \$ <u>0</u> |
| Repayment of indebtedness..... | <input type="checkbox"/> \$ <u>0</u> | <input type="checkbox"/> \$ <u>0</u> |
| Working capital | <input type="checkbox"/> \$ <u>0</u> | <input type="checkbox"/> \$ <u>0</u> |
| Other (specify): Investments in small and middle-market enterprises in the U.S. | <input type="checkbox"/> \$ <u>0</u> | <input checked="" type="checkbox"/> \$ <u>3,000,000</u> |
| Column Totals..... | <input type="checkbox"/> \$ <u>0</u> | <input checked="" type="checkbox"/> \$ <u>3,000,000</u> |
| Total Payments Listed (column totals added) | <input checked="" type="checkbox"/> \$ <u>3,000,000</u> | |

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) Alpine Investors II, LP By: Alpine General Partner, LLC, its General Partner | Signature  | Date June May 4, 2003 |
| Name of Signer (Print or Type) Graham C. Weaver | Title of Signer (Print or Type) Manager, Alpine General Partner, LLC | |

ATTENTION

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