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

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

FORM D

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

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		



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

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] UL OE

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)

Keystone Lifestyle Partnership II, LLLP

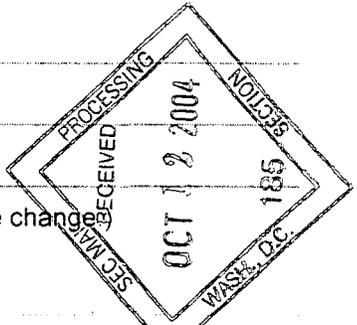
Address of Executive Offices (Number and Street, City, State, Zip Code) (Including Area Code)

Telephone Number

11225 North 28th Drive, Suite F-101, Phoenix, Arizona 85059

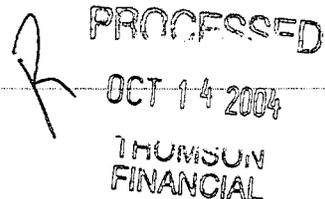
(602) 993-3739

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



Brief Description of Business

Real Estate Development



Type of Business Organization

[] corporation [X] limited partnership, already formed [] other (please specify):
[] business trust [] limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or Organization: [0] 5 [0] 4 [X] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State)

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

11225 North 28th Drive, Suite F-101, Phoenix, Arizona 85059

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

Full Name (Last name first, if individual)

Sampson, Robert

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

11225 North 28th Drive, Suite F-101, Phoenix, Arizona 85059

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

Full Name (Last name first, if individual)

Bitler, Steven

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

11225 North 28th Drive, Suite F-101, Phoenix, Arizona 85059

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

Full Name (Last name first, if individual)

Tewalt, James

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

11225 North 28th Drive, Suite F-101, Phoenix, Arizona 85059

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer of the General Partner 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

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. What is the minimum investment that will be accepted from any individual?..... \$ 25,000
3. Does the offering permit joint ownership of a single unit?..... Yes No [X] []

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)

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	\$ _____	\$ _____
Equity	\$ <u>1,000,000</u>	\$ <u>669,500</u>
[] Common [] Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____

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	[X] \$160,000	[] \$____
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):_engineering fees, permits, subcontractor fees, development & miscellaneous costs.	[] \$_____	[X] \$ 50,000
_____	[] \$_____	[] \$_____
_____	[] \$_____	[] \$_____
Column Totals	[] \$_____	[] \$_____
Total Payments Listed (column totals added)	[X] \$880,000__	

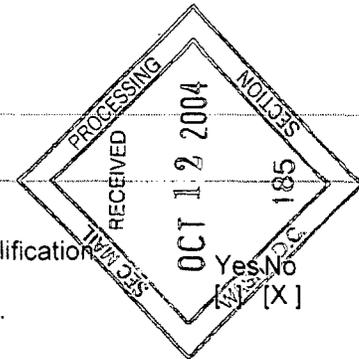
D. FEDERAL SIGNATURE

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)	Signature	Date
Keystone Lifestyle Partnership II, LLLP	<i>Robert Sampson</i>	9-27-04
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Keystone Management Corporation II, Robert Sampson, President	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 230.262 presently subject to any of the disqualification provisions of such rule?

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)	Signature	Date
Keystone Lifestyle Partnership II, LLLP	<i>Robert Sampson</i>	9-27-04
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Keystone Management Corporation II, Robert Sampson, President	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

NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA	X		1,000,000	0	0	X	\$559,000		
RI									
SC									
SD									
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WI									
WY									
PR									

<http://www.sec.gov/divisions/corpfin/forms/formd.htm>
 Last update: 06/06/2002