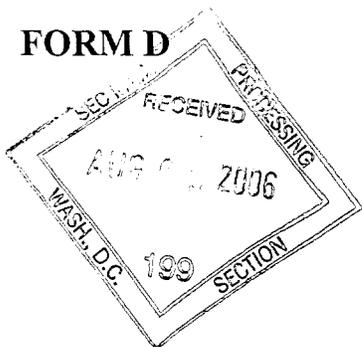


FORM D



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

372441

OMB APPROVAL
OMB Number: 3235-0076
Expires: April 30, 2008
Estimated average burden
hours per response ..... 16.00

SEC USE ONLY



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

New York Life Investment Management Mezzanine Partners II, LP

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

Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

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

New York Life Investment Management Mezzanine Partners II, LP

Address of Executive Offices (Number and Street, City, State, Zip Code)
51 Madison Avenue, 16th Floor, New York, NY 10010

Telephone Number (Including Area Code)
(212) 576-6500

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

Telephone Number (Including Area Code)

Brief Description of Business To operate as a private investment partnership.

PROCESSED
AUG 1 1 2006
THOMSON FINANCIAL

Type of Business Organization

corporation limited partnership, already formed other (please specify)
business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

Month Year
0 4 0 6

Actual Estimated

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

CN for Canada; FN for other foreign jurisdiction)

D E

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.

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.

Handwritten signature

**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 Partner

Full Name (Last name first, if individual)

**NYLIM Mezzanine Partners II GenPar, LP**

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

**51 Madison Avenue, 16<sup>th</sup> Floor, New York, NY 10010**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General Partner of NYLIM Mezzanine Partners II GenPar, LP

Full Name (Last name first, if individual)

**NYLIM Mezzanine Partners II GenPar GP, LLC**

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

**51 Madison Avenue, 16<sup>th</sup> Floor, New York, NY 10010**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer of NYLIM Mezzanine Partners II GenPar GP, LLC

Full Name (Last name first, if individual)

**Schumacher, John**

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

**51 Madison Avenue, 16<sup>th</sup> Floor, New York, NY 10010**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer of NYLIM Mezzanine Partners II GenPar GP, LLC

Full Name (Last name first, if individual)

**Clemens, Adam**

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

**51 Madison Avenue, 16<sup>th</sup> Floor, New York, NY 10010**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer of NYLIM Mezzanine Partners II GenPar GP, LLC

Full Name (Last name first, if individual)

**Haubenstricker, Thomas**

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

**51 Madison Avenue, 16<sup>th</sup> Floor, New York, NY 10010**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer of NYLIM Mezzanine Partners II GenPar GP, LLC

Full Name (Last name first, if individual)

**Smith, Kevin A.**

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

**51 Madison Avenue, 16<sup>th</sup> Floor, New York, NY 10010**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer of NYLIM Mezzanine Partners II GenPar GP, LLC

Full Name (Last name first, if individual)

**Benevento, Steven**

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

**51 Madison Avenue, 16<sup>th</sup> Floor, New York, NY 10010**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer of NYLIM Mezzanine Partners II GenPar GP, LLC

Full Name (Last name first, if individual)

**Barker, James M. V**

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

**51 Madison Avenue, 16<sup>th</sup> Floor, New York, NY 10010**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General Partner of NYLIM Mezzanine Partners II GenPar, LP

Full Name (Last name first, if individual)

**New York Life Insurance Company**

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

**51 Madison Avenue, 16<sup>th</sup> Floor, New York, NY 10010**

**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?.....  No  
Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$none

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. **Not applicable.**

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 .....	—	—
<input type="checkbox"/> Common <input type="checkbox"/> Preferred    _____		
Convertible Securities (including warrants) .....	—	—
Partnership Interests .....	<u>\$600,000,000</u>	<u>\$417,500,000</u>
Other (Specify _____) .....	—	—
Total .....	<u>\$600,000,000</u>	<u>\$417,500,000</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 Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	10	<u>\$417,500,000</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 .....	<input type="checkbox"/>	—
Printing and Engraving Costs .....	<input type="checkbox"/>	—
Legal Fees .....	<input type="checkbox"/>	—
Accounting Fees .....	<input type="checkbox"/>	—
Engineering Fees .....	<input type="checkbox"/>	—
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	—
Other Expenses (identify) <u>Miscellaneous offering expenses including legal and accounting fees</u>	<input checked="" type="checkbox"/>	<u>\$1,500,000</u>
Total .....	<input checked="" type="checkbox"/>	<u>\$1,500,000</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." .....

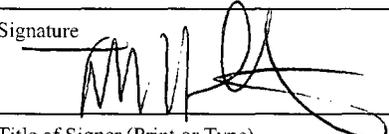
\$598,500,000

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"/> ___	<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 business (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): <u>investment capital</u> .....	<input type="checkbox"/> ___	<input checked="" type="checkbox"/> <u>\$598,500,000</u>
.....	<input type="checkbox"/> ___	<input type="checkbox"/> ___
.....	<input type="checkbox"/> ___	<input type="checkbox"/> ___
Column Totals .....	<input checked="" type="checkbox"/> ___	<input checked="" type="checkbox"/> <u>\$598,500,000</u>
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> <u>\$598,500,000</u>	<input checked="" type="checkbox"/> <u>\$598,500,000</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) <b>New York Life Investment Management Mezzanine Partners II, LP</b>	Signature 	Date August 7, 2006
Name of Signer (Print or Type) <b>Thomas Haubenstricker</b>	Title of Signer (Print or Type) <b>Executive Vice President of NYLIM Mezzanine Partners II GenPar GP, LLC, General Partner of Issuer's General Partner</b>	

**ATTENTION**

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