

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

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

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PROCESSED
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SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

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

Limited liability company interests in 1772 BPC II Equity, LLC

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

1. Enter the information requested about the issuer

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

1772 BPC II Equity, LLC

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

25 West 45th, Suite 505, New York, New York 10036

Telephone Number (Including Area Code)

(212) 573-6666

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

The purpose of the Issuer is to be the sole member of (i) 1772 Mosholu Equity, LLC ("Mosholu Equity"), who shall be a member with a 99.99% membership interest in 115 East Mosholu Realty Owner, LLC ("Mosholu Realty Owner"), pursuant to that certain limited liability operating agreement of Mosholu Realty Owner dated as of the date hereof (the "Mosholu Agreement"), who shall be a member with a 100% membership interest in 115 East Mosholu Realty, LLC ("Mosholu Realty"), pursuant to that certain limited liability operating agreement of Mosholu Realty dated as of the date hereof who is the sole owner of the building known as 115 East Mosholu Parkway, Bronx, New York ("115 East Mosholu"); and (ii) 1772 Granite Equity, LLC ("Granite Equity"), who shall be a member with a 10% membership interest in Granite Bronx Portfolio LLC ("Granite Bronx Portfolio"), pursuant to that certain limited liability operating agreement of Granite Bronx Portfolio dated as of the date hereof (the "Granite Agreement"; the Mosholu Agreement and the Granite Agreement are collectively, the "Operating Agreements"), who shall be a member with a 100% membership interest in Granite Bronx Portfolio Owner LLC ("Diamond Owner"), pursuant to that certain limited liability operating agreement of Diamond Owner dated as of the date hereof who is the sole member of 24 single-member limited liability companies each of which owns one of the 24 buildings (the "Granite Properties" together with the 115 East Mosholu, the "Properties" which are described on Exhibit A attached hereto (as such schedule may be amended, modified or supplemented by the Managing Member in its sole discretion, collectively being the "Properties").

Type of Business Organization

corporation

limited partnership, already formed

other (please specify): Limited Liability Company

business trust

limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

MONTH YEAR
0 6 0 7

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. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

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. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

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 the 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 managing partners of partnership issuers; and
- Each general and managing partnership of partnership issuers.

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

1772 BPC II Managing Member, LLC

Full Name (Last name first, if individual)

25 West 45th Street, Suite 505 **New York** **NY** **10036**

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)

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)

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

2. What is the minimum investment that will be accepted from any individual? \$ 50,000

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 purchases 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)

N/A

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]	[FI]	[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]
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Full Name (Last name first, if individual)

N/A

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]	[FI]	[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]
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Full Name (Last name first, if individual)

N/A

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]	[FI]	[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]
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(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
Limited Liability Company Interests.....	\$5,000,000	\$0
Other (Specify _____)	\$0	\$0
Total	\$5,000,000	\$0

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 Purchases
Accredited Investors	0	\$0
Non-accredited Investors	0	\$0
Total (for filing under Rule 504 only)	0	\$0

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.....	N/A	\$0
Regulation A.....	N/A	\$0
Rule 504.....	N/A	\$0
Total	N/A	\$0

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"/> \$0
Printing and Engraving Costs.....	<input type="checkbox"/> \$0
Legal Fees.....	<input checked="" type="checkbox"/> \$70,000
Accounting Fees.....	<input checked="" type="checkbox"/> \$8,000
Engineering Fees.....	<input type="checkbox"/> \$0
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/> \$0
Other Expenses (identify) <u>Various blue sky filing fees</u>	<input checked="" type="checkbox"/> \$5,000
Total	<input checked="" type="checkbox"/> \$83,000

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

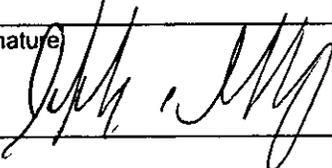
b. Enter the difference between the aggregate offering price given in response to Part C- Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$4,917,000

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. . . . (See Exhibit A annexed hereto)	<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): Purchase of membership interests of limited liability companies that indirectly own real estate.	<input checked="" type="checkbox"/> <u>\$4,917,000</u>	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals.	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> <u>\$4,917,000</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)	Signature	Date
1772 BPC II Equity, LLC		7/5/07
Title of Signer (Print or Type)		
1772 BPC II Managing Member, LLC, its sole managing member		
Title of Signer (Print or Type)		
1772 Bronx Property Company II, LLC, its sole member		
Title of Signer (Print or Type)		
Jeffrey C. Goldberg, Manager		

ATTENTION

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

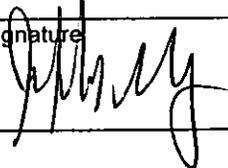
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any 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)	Signature	Date
1772 BPC II Equity, LLC		7/5/07
Title of Signer (Print or Type)		

1772 BPC II Managing Member, LLC, its sole managing member
Title of Signer (Print or Type)

1772 Bronx Property Company II, LLC, its sole member
Title of Signer (Print or Type)

Jeffrey Goldberg, Manager

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 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		Limited Liability Company Interest	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
AL									
AK									
AZ									
AR									
CA									
CO		X	150,000.00	0	0	0	0		X
CT		X	200,000.00	0	0	0	0		X
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
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		Limited Liability Company Interest	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
MT									
NE									
NV									
NH									
NJ		X	600,000.00	0	0	0	0		X
NM									
NY		X	3,900,000	0	0	0	0		X
NC									
ND									
OH									
OK									
OR									
PA		X	150,000.00	0	0	0	0		X
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

EXHIBIT A

List of Properties

1772 BPC II Equity, LLC (the "Company") is a limited liability company formed in the State of Delaware who is to be the sole member of (i) 1772 Mosholu Equity, LLC ("Mosholu Equity"), who shall be a member with a 99.99% membership interest in 115 East Mosholu Realty Owner, LLC ("Mosholu Realty Owner"), pursuant to that certain limited liability operating agreement of Mosholu Realty Owner dated as of the date hereof (the "Mosholu Agreement"), who shall be a member with a 100% membership interest in 115 East Mosholu Realty, LLC ("Mosholu Realty"), pursuant to that certain limited liability operating agreement of Mosholu Realty dated as of the date hereof who is the sole owner of the building known as 115 East Mosholu Parkway, Bronx, New York ("115 East Mosholu"); and (ii) 1772 Granite Equity, LLC ("Granite Equity"), who shall be a member with a 10% membership interest in Granite Bronx Portfolio LLC ("Granite Bronx Portfolio"), pursuant to that certain limited liability operating agreement of Granite Bronx Portfolio dated as of the date hereof (the "Granite Agreement"; the Mosholu Agreement and the Granite Agreement are collectively, the "Operating Agreements"), who shall be a member with a 100% membership interest in Granite Bronx Portfolio Owner LLC ("Diamond Owner"), pursuant to that certain limited liability operating agreement of Diamond Owner dated as of the date hereof who is the sole member of 24 single-member limited liability companies each of which owns one of the 24 buildings (the "Granite Properties" together with the 115 East Mosholu, the "Properties" which are described below (as such schedule may be amended, modified or supplemented by the Managing Member in its sole discretion, collectively being the "Properties")). Although there is no maximum or minimum aggregate amount of limited liability company interests which may be sold in this offering, we have inserted the figure of \$5,000,000 in Part C(1) of Form D as a reasonable estimate of the aggregate offering price of such limited liability company interests.

Granite Properties

Address

3065 Grand Concourse
2939 Grand Concourse
2933 Grand Concourse
2925 Grand Concourse
2675 Grand Concourse
2675 Creston Avenue
2682 Creston Avenue
2727 University Avenue
2734 Claflin Avenue
2420 Davidson Avenue
450 East 184th St.
2968 Perry Avenue
3030 Valentine Avenue
3530 Dekalb Avenue
3500 Tyron Avenue
3400 Tyron Avenue
664 East 213th St.
654 East 224th St.
711 East 231st St.
680 East 235th St.
667 East 232nd St.
85-87 Vermilyea - Manhattan
2105 Cruger Avenue
2095 Cruger Avenue

Company Name

3065 Grand Concourse LLC
2939 Grand Concourse LLC
2933 Grand Concourse Realty LLC
2925 Grand Concourse LLC
2675 Grand Concourse LLC
2675 Creston Avenue LLC
2682 Creston Avenue LLC
2727 University Avenue LLC
2734 Claflin Avenue Realty LLC
2420 Davidson Avenue LLC
450 East 184th St. LLC
2968 Perry Avenue LLC
3030 Valentine Avenue LLC
3530 Dekalb Avenue LLC
3500 Tyron Avenue LLC
3400 Tyron Avenue LLC
664 East 213th Street LLC
654 East 224th Street LLC
711 East 231st Street LLC
680 East 235th Street LLC
667 East 232nd Street LLC
85-87 Vermilyea Realty LLC
2105 Cruger Avenue Realty LLC
2095 Cruger Avenue Realty LLC

Mosholu Realty

Address

115 East Mosholu Parkway

Company Name

115 East Mosholu Realty, LLC

All of the properties are located in the Bronx with the exception of 85-87 Vermilyea which is located in New York.

END