

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 SEC Mail Mail Processing Section

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FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION 109 Washington, DC

SEC USE ONLY Prefix Serial DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Lee Equity Partners Fund, L.P.

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

PROCESSED

JAN 10 2008

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

THOMSON FINANCIAL

Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Lee Equity Partners Fund, L.P.

Address of Executive Offices (Number and Street, City, State Zip Code) Telephone Number (including Area Code) 767 Fifth Avenue, 17th Floor, New York, NY 10153 (212) 888-1500

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

Brief Description of Business: Private investment fund

Type of Business Organization corporation limited partnership, already formed other (please business trust limited partnership, to be formed)



Actual or Estimated Date of Incorporation or Organization: Month 0 4 Year 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 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.

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)

Lee Equity Partners GP, LLC

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

767 Fifth Avenue, 17th Floor, New York, NY 10153

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

Full Name (Last name first, if individual)

Lee, Thomas H.

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

767 Fifth Avenue, 17th Floor, New York, NY 10153

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

Full Name (Last name first, if individual)

Gormley, Mark K.

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

767 Fifth Avenue, 17th Floor, New York, NY 10153

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

Full Name (Last name first, if individual)

Kim, Yoo Jin

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

767 Fifth Avenue, 17th Floor, New York, NY 10153

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

Full Name (Last name first, if individual)

Morrison, David J.

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

767 Fifth Avenue, 17th Floor, New York, NY 10153

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

Full Name (Last name first, if individual)

Hochberg, Benjamin

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

767 Fifth Avenue, 17th Floor, New York, NY 10153

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

Full Name (Last name first, if individual)

Rotberg, Joseph B.

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

767 Fifth Avenue, 17th Floor, New York, NY 10153

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

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)

Teachers Retirement System of Texas

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

1000 Red River Street, Austin, Texas 78701-2698

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

Full Name (Last name first, if individual)

Access Industries Holdings LLC

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

Access Industries, 730 Fifth Ave, 20th Floor, NY NY 10019

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
2. What is the minimum investment that will be accepted from any individual? **\$10,000,000**
(subject to waiver)
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.

Full Name (Last name first, if individual)
Credit Suisse Securities (USA) LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
**11 Madison Avenue
New York, NY 10010**

Name of Associated Broker or Dealer
Credit Suisse Securities (USA) LLC

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)
Bluff View Capital, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
**100 Crescent Court
Suite 440
Dallas, TX 75201**

Name of Associated Broker or Dealer
Bluff View Capital, L.P.

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)
DAV/Weatherly Financial, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
**11601 Wilshire Boulevard, Suite 300,
Los Angeles, California 90025**

Name of Associated Broker or Dealer
DAV/Weatherly Financial, L.P.

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]
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(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
-
2. What is the minimum investment that will be accepted from any individual? **\$10,000,000**
(subject to waiver)
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.

Full Name (Last name first, if individual)

Cambridge Financial Services

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

**Cambridge Financial Services Corp.
299 Park Avenue
New York, NY 10171**

Name of Associated Broker or Dealer

Cambridge Financial Services

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]
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[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]
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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]
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[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.....	\$ indeterminate	\$ 757,500,000
Other (Specify) _____	\$ _____	\$ _____
Total	\$ <u>indeterminate</u>	\$ <u>757,500,000</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 number of persons who 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	14	\$ 757,500,000
Non-accredited Investors	0	\$ 0
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	N/A	\$ N/A
Regulation A	N/A	\$ N/A
Rule 504	N/A	\$ N/A
Total	N/A	\$ N/A

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 checked="" type="checkbox"/> \$ 10,000
Legal Fees.....	<input checked="" type="checkbox"/> \$ 500,000
Accounting Fees.....	<input type="checkbox"/> \$ 0
Engineering Fees.....	<input type="checkbox"/> \$ 0
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/> \$ 30,000,000*-
Other Expenses (identify).....	<input type="checkbox"/> \$ _____
Total	<input checked="" type="checkbox"/> \$ 30,510,000

*** Estimated amount reflects Sales Commissions to be paid by the Fund together with any parallel vehicles. Actual amounts may be significantly higher or lower based on subscriptions received from placement agents. The Investment Manager will bear full economic responsibility for all fees payable to any placement agent for the Fund. The Limited Partners will not bear any such fees.**

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." indeterminate

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 checked="" 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 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"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Other (specify) Investment in Securities	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ indeterminate
Column Totals	<input checked="" type="checkbox"/>	\$ *	<input checked="" type="checkbox"/>	\$ indeterminate
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/>	\$ indeterminate	

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) Lee Equity Partners Fund, L.P. By: Lee Equity Partners GP, LLC, General Partner	Signature 	Date January 02, 2008
Name (Print or Type) Joseph B. Rotberg	Title (Print or Type) Chief Financial Officer	

***Management fees not to exceed 1.75% per annum on committed capital.**

ATTENTION

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

END