

FORM D

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

1423792 OMB APPROVAL OMB Number: Expires: Estimated average burden hours per response

FORM D JAN 11 2008



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

Table with SEC USE ONLY, Prefix, Serial, and DATE RECEIVED fields.

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

RFMC Willowbridge 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

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.)

RFMC Willowbridge Fund, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 4 Benedek Road, Princeton, New Jersey 08540 609-921-0717

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

Trading and investments

Type of Business Organization

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

PROCESSED

JAN 22 2008

THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization:

Month Year 01 08 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)

DE

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 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)

Ruvane Fund Management Corporation

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

4 Benedek Road, Princeton, New Jersey 08540

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

Full Name (Last name first, if individual).

Lerner, Robert L.

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

4 Benedek Road, Princeton, New Jersey 08540

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)

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? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Answer also in Appendix, Column 2, if filing under ULOE | | |
| 2. What is the minimum investment that will be accepted from any individual? (the general partner reserves the right to accept partial interests)..... | \$25,000
\$10,000 for retirement accts. | |
| | Yes | No |
| 3. Does the offering permit joint ownership of a single unit? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 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)

Sanders Morris Harris Inc.

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

600 Travis , Suite 3100, Houston, TX 77002

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

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Full Name (Last name first, if individual)

FSC Securities Corporation

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

2300 Windy Ridge Parkway, Suite 1100, Atlanta, GA 30339

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

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Full Name (Last name first, if individual)

H. Beck, Inc.

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

11140 Rockville Pike, 4th Floor, Rockville, MD 20852

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

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B. INFORMATION ABOUT OFFERING (CONT'D)

Full Name (Last name first, if individual)

Multi-Financial Securities Corporation

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

1290 Broadway, 14th Floor, Denver Co 80203

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

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Full Name (Last name first, if individual)

Uhlmann Price Securities, LLC

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

141 W. Jackson Blvd., Suite 1340-A, Chicago, IL 60604

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) except for Arizona and Puerto Rico All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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Full Name (Last name first, if individual)

Intercarolina Financial Services, Inc.

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

3300 Battleground Avenue, Suite 400, Greensboro, NC 27410

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

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B. INFORMATION ABOUT OFFERING (CONT'D)

Full Name (Last name first, if individual)

National Financial Services, LLC

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

200 Liberty Street, New York, NY 10281

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

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Full Name (Last name first, if individual)

Charles Schwab & Co., Inc.

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

101 Montgomery Street, San Francisco, CA94104

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

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Full Name (Last name first, if individual)

Wachovia Securities, LLC

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

901 East Byrd Street, Richmond, VA 23219

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

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B. INFORMATION ABOUT OFFERING (CONT'D)

Full Name (Last name first, if individual)

Butler, Freeman, Tally Financial Group, LLC

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

2312 School Lane, Bedford, TX 76021

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

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Full Name (Last name first, if individual)

PrimeVest Financial Services, Inc.

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

400 First Street South, Suite 300, St. Cloud, MN 56301

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

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Full Name (Last name first, if individual)

Pavek Investments, Inc.

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

2419 West Brantwood Avenue, Glendale WI 53209

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

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B. INFORMATION ABOUT OFFERING (CONT'D)

Full Name (Last name first, if individual)

Polar Investment Council

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

28798 Cramer Court, Burlington WI 53105

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

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Full Name (Last name first, if individual)

The Strategic Financial Alliance, Inc.

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

3384 Peachtree Road, Suite 900, Atlanta, GA 30326

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

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Full Name (Last name first, if individual)

Pacific West Securities, Inc.

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

555 S. Renton Village Place, Suite 700, Renton, WA 98055

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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B. INFORMATION ABOUT OFFERING (CONT'D)

Full Name (Last name first, if individual)

Futures Investment Company

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

5916 N. 300 West, Fremont, IN 46737

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

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Full Name (Last name first, if individual)

Heritage Financial Systems Inc.

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

One E. Uwchlan Avenue, Suite 400, Exton, PA 19341

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

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Full Name (Last name first, if individual)

Geneos Wealth Management, Inc.

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

4700 S. Syracuse Highway, Suite 1000, Denver, CO 80237

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

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B. INFORMATION ABOUT OFFERING (CONT'D)

Full Name (Last name first, if individual)

American Securities Group, Inc.

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

400 S. Dixie Highway, Bldg. 2, Boca Raton, FL 33432

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

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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Thomas McDonald Partners, LLC

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

959 W. St. Clair Avenue, 3rd Fl., Cleveland, OH 44113

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] <input checked="" type="checkbox"/>	[AK] <input checked="" type="checkbox"/>	[AZ] <input checked="" type="checkbox"/>	[AR]	[CA] <input checked="" type="checkbox"/>	[CO] <input checked="" type="checkbox"/>	[CT]	[DE] <input checked="" type="checkbox"/>	[DC]	[FL] <input checked="" type="checkbox"/>	[GA] <input checked="" type="checkbox"/>	[HI]	[ID] <input checked="" type="checkbox"/>
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Full Name (Last name first, if individual)

Alternative Wealth Strategies, Inc.

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

1040 N. Kings Highway, Suite 302, Cherry Hill, NJ 08034

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] <input checked="" type="checkbox"/>	[CO] <input checked="" type="checkbox"/>	[CT] <input checked="" type="checkbox"/>	[DE]	[DC]	[FL] <input checked="" type="checkbox"/>	[GA] <input checked="" type="checkbox"/>	[HI] <input checked="" type="checkbox"/>	[ID]
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[RI] <input checked="" type="checkbox"/>	[SC] <input checked="" type="checkbox"/>	[SD]	[TN] <input checked="" type="checkbox"/>	[TX] <input checked="" type="checkbox"/>	[UT]	[VT]	[VA] <input checked="" type="checkbox"/>	[WA]	[WV] <input checked="" type="checkbox"/>	[WI] <input checked="" type="checkbox"/>	[WY]	[PR]

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

B. INFORMATION ABOUT OFFERING (CONT'D)

Full Name (Last name first, if individual)

First Allied Securities, Inc.

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

655 West Broadway, 12th Floor, San Diego, CA 92101

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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Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

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Full Name (Last name first, if individual)

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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, if 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-
Partnership Interests.....	\$ 100,000,000	\$ 61,526,645
Other (Specify)	\$ -0-	\$ -0-
Total	\$ 100,000,000	\$ 61,526,645

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	711	\$ 61,526,645
Non-accredited Investors	-0-	\$ -0-
Total (for filings 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		\$
Regulation A.....		\$
Rules 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 checked="" type="checkbox"/> \$ -0-
Printing and Engraving Costs	<input checked="" type="checkbox"/> \$ 500
Legal Fees.....	<input checked="" type="checkbox"/> \$ 15,000
Accounting Fees	<input checked="" type="checkbox"/> \$ 5,000
Engineering Fees	<input checked="" type="checkbox"/> \$ -0-
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/> \$ 237,000
Other Expenses (identify) filing fees	<input checked="" type="checkbox"/> \$ 6,500
Total	<input checked="" type="checkbox"/> \$ 264,000

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."

\$ 99,736,000

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 of 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"/>	\$ -0-	\$ -0-
Purchase of real estate.....	<input type="checkbox"/>	\$ -0-	\$ -0-
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ -0-	\$ -0-
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$ -0-	\$ -0-
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"/>	\$ -0-	\$ -0-
Repayment of indebtedness.....	<input type="checkbox"/>	\$ -0-	\$ -0-
Working capital.....	<input type="checkbox"/>	\$ -0-	\$ -0-
Other (specify): trading and investments.....	<input checked="" type="checkbox"/>	\$ -0-	\$ 99,736,000
Column Totals.....	<input type="checkbox"/>	\$ -0-	\$ 99,736,000
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$ 99,736,000	

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 of Type) RFMC Willowbridge Fund, L.P.	Signature 	Date December 27, 2007
Name of Signer (Print or Type) Robert L. Lerner	Title of Signer (Print or Type) President of Ruvane Fund Management Corporation, the General Partner of the Issuer	

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

END