

FORM D

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

TEMPORARY
FORM D

PROCESSED

NOTICE OF SALE OF SECURITIES OCT 01 2008
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR THOMSON REUTERS
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

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

SEC USE ONLY

Prefix

Serial

DATE RECEIVED

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

Brookside Mezzanine Fund II, L.P.

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOEType of Filing: ☒ New Filing ☐ AmendmentSEC Ivar Processing
Section

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.)

Brookside Mezzanine Fund II, L.P.

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

80 Field Point Road, Greenwich, CT 06830

Telephone Number (Including Area Code)

(203) 618-0202

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

Brief Description of Business To operate as a private investment partnership



08060534

Type of Business Organization

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

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 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 Partner

Full Name (Last name first, if individual)

Brookside Mezzanine Partners II, LLC

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

80 Field Point Road, Greenwich, CT 06830

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☒ Managing Director of General Partner

Full Name (Last name first, if individual)

Buttolph, David D.

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

c/o Brookside Mezzanine Partners II, LLC, 80 Field Point Road, Greenwich, CT 06830

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☒ Managing Director of General Partner

Full Name (Last name first, if individual)

Sclar, Corey L.

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

c/o Brookside Mezzanine Partners II, LLC, 80 Field Point Road, Greenwich, CT 06830

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☒ Managing Director of General Partner

Full Name (Last name first, if individual)

Irwin, John III

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

c/o Brookside Mezzanine Partners II, LLC, 80 Field Point Road, Greenwich, CT 06830

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☒ Managing Director of General Partner

Full Name (Last name first, if individual)

Fitting, Philip

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

c/o Brookside Mezzanine Partners II, LLC, 80 Field Point Road, Greenwich, CT 06830

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☒ Managing Director of General Partner

Full Name (Last name first, if individual)

Weldon, Raymond

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

c/o Brookside Mezzanine Partners II, LLC, 80 Field Point Road, Greenwich, CT 06830

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ Partner

Full Name (Last name first, if individual)

Hartford Life Insurance Company

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

c/o Hartford Investment Management Company, 55 Farmington Avenue, Hartford, CT 06105

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ Partner

Full Name (Last name first, if individual)

Brookside International LLC

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

80 Field Point Road, Greenwich, CT 06830

(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?..... **\$1,000,000***
* Subject to the discretion of the General Partner to accept lesser amounts
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)

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

30 Rockefeller Plaza, Suite 4250, New York, New York 10112

Name of Associated Broker or Dealer

Scarsdale Equities, 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)

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

39 Broadway, Suite 740, New York, New York 10006

Name of Associated Broker or Dealer

Legend Securities, Inc.

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)

Mr. Edwin McClendon

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

100 S. Wacker Drive, Suite 1550, Chicago, IL 60606

Name of Associated Broker or Dealer

Rushtrade Securities, Inc.

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.....	_____	_____
☐ Common ☐ Preferred _____		
Convertible Securities (including warrants).....	_____	_____
Partnership Interests.....	<u>\$75,000,000</u>	<u>\$45,238,461</u>
Other (Specify _____)	_____	_____
Total.....	<u>\$75,000,000</u>	<u>\$45,238,461</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.....	<u>56</u>	<u>\$45,238,461</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.....	☐	_____
Printing and Engraving Costs.....	☐	_____
Legal Fees.....	☐	_____
Accounting Fees.....	☐	_____
Engineering Fees.....	☐	_____
Sales Commissions (specify finders' fees separately).....	☒	<u>\$822,500</u>
Other Expenses (identify) <u>organizational and offering costs</u>	☒	<u>\$300,000</u>
Total.....	☒	<u>\$1,122,500</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."

\$73,877,500

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	☐ _____	☐ _____
Purchase of real estate	☐ _____	☐ _____
Purchase, rental or leasing and installation of machinery and equipment.....	☐ _____	☐ _____
Construction or leasing of plant buildings and facilities.....	☐ _____	☐ _____
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).....	☐ _____	☐ _____
Repayment of indebtedness.....	☐ _____	☐ _____
Working capital	☐ _____	☐ _____
Other (specify): <u>Investment Capital</u>		
.....	☐ _____	☒ \$73,877,500
.....	☐ _____	☒ \$73,877,500
Column Totals	☐ _____	☒ \$73,877,500
Total Payments Listed (column totals added).....	☒ \$73,877,500	

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.

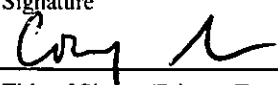
Issuer (Print or Type) Brookside Mezzanine Partners II, L.P.	Signature 	Date September 11, 2008
Name of Signer (Print or Type) Corey Sclar	Title of Signer (Print or Type) Managing Director of Brookside Mezzanine Partners II, LLC, General Partner of Issuer	

ATTENTION

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

E. STATE SIGNATURE

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
Brookside Mezzanine Partners II, L.P.		September 11 , 2008
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Corey Sclar	Managing Director of Brookside Mezzanine Partners II, LLC, General Partner of Issuer	

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	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B Item 1)		Type of security and aggregate offering price offered in State (Part C Item 1)	Type of Investor and amount purchased in State (Part C Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E Item 1)	
State	Yes	No		Number of Accredited Investors	Amount (2)	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	(1)	2	450				
CO									
CT		X	(1)	21	28,380.3				
DE									
DC									
FL		X	(1)	2	900				
GA		X	(1)	2	250				
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA		X	(1)	1	1,500				
MI									
MN									
MS									
MO									
MT									

(1) \$75,000,000 aggregate amount of limited partnership interests

(2) In thousands

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B Item 1)		Type of security and aggregate offering price offered in State (Part C Item 1)	Type of investor and amount purchased in State (Part C Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E Item 1)	
State	Yes	No		Number of Accredited Investors	Amount (2)	Number of Non-Accredited Investors	Amount	Yes	No
NE									
NV									
NH									
NJ		X	(1)	2	308.7				
NM									
NY		X	(1)	22	9,699.4				
NC		X	(1)	1	250				
ND									
OH									
OK		X	(1)	1	3,000				
OR									
PA		X	(1)	1	250				
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA		X	(1)	1	250				
WA									
WV									
WI									
WY									
PR									
FN									

(1) \$75,000,000 aggregate amount of limited partnership interests

(2) In thousands

END