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

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

FORM D
SEC Mail
Mail Processing
Section

FORM D

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

| SEC USE ONLY | |
|---------------|--------|
| Prefix | Serial |
| DATE RECEIVED | |

NOV 03 2008
Washington, DC
108

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

MPF SENIOR NOTE PROGRAM 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

PROCESSED

A. BASIC IDENTIFICATION DATA

NOV 14 2008

1. Enter the information requested about the issuer

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

MPF SENIOR NOTE PROGRAM II, LP

Address of Executive Offices (Number and Street, City, State, ZIP Code)
1640 SCHOOL STREET, MORAGA CA 94556

Telephone Number (Including Area Code)
925-631-9100

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

Telephone Number (Including Area Code)

THOMSON REUTERS

Brief Description of Business

ACQUIRE AND HOLD REAL ESTATE SECURITIES (PRIMARYLY) FOR INVESTEMENT. TRADE THE SECURITIES FOR CAPITAL GAINS WHEN APPROPRIATE.

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 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) CA



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

MPF-GP 2, LLC

Full Name (Last name first, if individual)

1640 SCHOOL STREET MORAGA CA 94556

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)

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Full Name (Last name first, if individual)

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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? \$ 25,000.
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 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)

EPLANNING SECURITIES INC.

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

3721 DOUGLAS BLVD., SUITE 200 ROSEVILLE CA 95661

Name of Associated Broker or Dealer

EPLANNING SECURITIES INC (OVER 5 ASSOCIATED PERSONS)

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)

VSR FINANCIAL SERVICES

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

8620 W 110TH STREET, SUITE 200 OVERLAND PARK KS 66210

Name of Associated Broker or Dealer

VSR FINANCIAL SERVICES (OVER 5 ASSOCIATED PERSONS)

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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| AL | AK | AZ | AR | CA | CO | CT | DE | DC | FL | GA | HI | ID |
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| 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)

CAPITAL FINANCIAL SERVICES INC

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

1 NORHT MAIN STREET MINOT ND 58703

Name of Associated Broker or Dealer

CAPITAL FINANCIAL SERVICES, INC (OVER 5 ASSOCIATED PERSONS)

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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|----|----|----|----|----|----|----|----|----|----|----|----|----|
| AL | AK | AZ | AR | CA | CO | CT | DE | DC | FL | GA | HI | ID |
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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
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ 25,000.
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 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)
 CENTAURUS FINANCIAL, INC.

Business or Residence Address (Number and Street, City, State, ZIP Code)
 333 CITY BLVD WEST SUITE 2010 ORANGE CA 92868

Name of Associated Broker or Dealer
 CENTAURUS FINANCIAL, INC. (OVER 5 ASSOCIATED PERSONS)

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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|----|----|----|----|----|----|----|----|----|----|----|----|----|
| AL | AK | AZ | AR | CA | CO | CT | DE | DC | FL | GA | HI | ID |
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| 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)
 CAMBRIDGE LEGACY SECURITIES, LLC

Business or Residence Address (Number and Street, City, State, ZIP Code)
 4100 SPRING VALLEY ROAD SUITE 500 DALLAS TX 75244

Name of Associated Broker or Dealer
 CAMBRIDGE LEGACY SECURITIES, LLC (OVER 5 ASSOCIATED PERSONS)

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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| AL | AK | AZ | AR | CA | CO | CT | DE | DC | FL | GA | HI | ID |
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| 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)
 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
 ALTERNATIVE WEALTH STRATEGIES, INC (OVER 5 ASSOCIATED PERSONS)

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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| AL | AK | AZ | AR | CA | CO | CT | DE | DC | FL | GA | HI | ID |
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B. INFORMATION ABOUT OFFERING

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2. What is the minimum investment that will be accepted from any individual? \$ 25,000.
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 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)
 PRIVATE ASSET GROUP, INC

Business or Residence Address (Number and Street, City, State, ZIP Code)
 3070 BRISTOL STREET SUITE 500 COSTA MESA CA 92626

Name of Associated Broker or Dealer
 PRIVATE ASSET GROUP, INC (OVER 5 ASSOCIATED PERSONS)

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)
 SILVER OAKS SECURITIES

Business or Residence Address (Number and Street, City, State, ZIP Code)
 3339 NORTH HIGHLAND AVE, JACKSON TN 38305

Name of Associated Broker or Dealer
 SILVER OAKS SECURITIES (OVER 5 ASSOCIATED PERSONS)

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)
 MHA FINANCIAL

Business or Residence Address (Number and Street, City, State, ZIP Code)
 4 PHEASANT HILL STREET, WESTWOOD MA 02090

Name of Associated Broker or Dealer
 MHA FINANCIAL (OVER 5 ASSOCIATED PERSONS)

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

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? \$ 25,000.
 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.

Full Name (Last name first, if individual)
 American Investors Company

Business or Residence Address (Number and Street, City, State, ZIP Code)
 2682 Bishop Drive, Suite 123, San Ramon CA 94583

Name of Associated Broker or Dealer
 Dennis Weiss

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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| 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)
 Direct Capital Securities, Inc.

Business or Residence Address (Number and Street, City, State, ZIP Code)
 1250 S. Capital of Texas Highway Building 1, Suite 410 Austin TX 78746

Name of Associated Broker or Dealer
 Linda Bak

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

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|----|----|----|----|----|----|----|----|----|----|----|----|----|
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| 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 the 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 | \$ 0. | \$ 0. |
| Other (Specify <u>NOTES</u>) | \$ 10,000,000. | \$ 9,572,000. |
| Total | \$ 10,000,000. | \$ 9,572,000. |

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 | 96 | \$ 9,572,000. |
| Non-accredited Investors | 0 | \$ 0. |
| Total (for filings under Rule 504 only) | 96 | \$ 9,572,000. |

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 | | \$ 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 insurer. 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"/> | \$ 1,000. |
| Legal Fees | <input checked="" type="checkbox"/> | \$ 10,000. |
| Accounting Fees | <input type="checkbox"/> | \$ 0. |
| Engineering Fees | <input type="checkbox"/> | \$ 0. |
| Sales Commissions (specify finders' fees separately) | <input checked="" type="checkbox"/> | \$ 550,390. |
| Other Expenses (identify) <u>ORGANIZATION & PORTFOLIO STRUCT.</u> | <input checked="" type="checkbox"/> | \$ 406,810. |
| Total | <input checked="" type="checkbox"/> | \$ 968,200. |

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

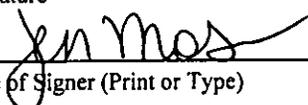
b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” \$ 9,031,800.

5. Indicate below the amount of the adjusted gross proceed 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"/> \$ 0. | <input type="checkbox"/> \$ 0. |
| Purchase of real estate | <input type="checkbox"/> \$ 0. | <input type="checkbox"/> \$ 0. |
| Purchase, rental or leasing and installation of machinery and equipment | <input type="checkbox"/> \$ 0. | <input type="checkbox"/> \$ 0. |
| Construction or leasing of plant buildings and facilities | <input type="checkbox"/> \$ 0. | <input type="checkbox"/> \$ 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. | <input type="checkbox"/> \$ 0. |
| Repayment of indebtedness | <input type="checkbox"/> \$ 0. | <input type="checkbox"/> \$ 0. |
| Working capital..... | <input type="checkbox"/> \$ 0. | <input type="checkbox"/> \$ 0. |
| Other (specify): <u>PURCHASE OF REAL ESTATE SECURITIES</u> | <input type="checkbox"/> \$ 0. | <input checked="" type="checkbox"/> \$ 9,031,800. |
| | <input type="checkbox"/> \$ 0. | <input type="checkbox"/> \$ 0. |
| Column Totals | <input type="checkbox"/> \$ 0. | <input type="checkbox"/> \$ 9,031,800. |
| Total Payments Listed (column totals added) | <input type="checkbox"/> \$ 9,031,800. | |

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) MPF SENIOR NOTE PROGRAM II, LP | Signature  | Date 10/27/2008 |
| Name of Signer (Print or Type) JEN MOSER | Title of Signer (Print or Type) VP OF MACKENZIE PATTERSON FULLER, SOLE MEMBER OF MPF-GP 2, LLC - GENERAL PARTNER | |

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

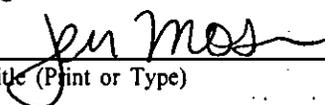
E. STATE SIGNATURE

- 1. Is any party described in 17 CFR 230.262 presently subject to any of the 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 |
| MPF SENIOR NOTE PROGRAM II, LP |  | 10/27/2008 |
| Name (Print or Type) | Title (Print or Type) | |
| JEN MOSER | VP OF MACKENZIE PATTERSON FULLER, LP-SOLE MEMEBER OF MPF-GP 2, LLC - GENERAL PARTNER | |

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 | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No |
| AL | | | | | | | | | |
| AK | | | | | | | | | |
| AZ | X | | NOTES 10,000,000. | 0 | 0. | 0 | 0. | | X |
| AR | | | | | | | | | |
| CA | X | | NOTES 10,000,000. | 16 | 2,375,000. | 0 | 0. | | X |
| CO | X | | NOTES 10,000,000. | 6 | 420,000. | 0 | 0. | | X |
| CT | | | | | | | | | |
| DE | | | | | | | | | |
| DC | | | | | | | | | |
| FL | X | | NOTES 10,000,000. | 8 | 650,000. | 0 | 0. | | X |
| GA | | | | | | | | | |
| HI | | | | | | | | | |
| ID | | | | | | | | | |
| IL | X | | NOTES 10,000,000. | 5 | 275,000. | 0 | 0. | | X |
| IN | | | | | | | | | |
| IA | X | | NOTES 10,000,000. | 5 | 330,000. | 0 | 0. | | X |
| KS | | | | | | | | | |
| KY | | | | | | | | | |
| LA | X | | NOTES 10,000,000. | 8 | 1,350,000. | 0 | 0. | | X |
| ME | | | | | | | | | |
| MD | | | | | | | | | |
| MA | | | | | | | | | |
| MI | | | | | | | | | |
| MN | | | | | | | | | |
| MS | | | | | | | | | |

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 | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No |
| MO | | | | | | | | | |
| MT | | | | | | | | | |
| NE | | | | | | | | | |
| NV | X | | NOTES 10,000,000. | 1 | 150,000. | 0 | 0. | | X |
| NH | | | | | | | | | |
| NJ | X | | NOTES 10,000,000. | 3 | 300,000. | 0 | 0. | | X |
| NM | | | | | | | | | |
| NY | X | | NOTES 10,000,000. | 8 | 550,000. | 0 | 0. | | X |
| NC | | | | | | | | | |
| ND | | | | | | | | | |
| OH | | | | | | | | | |
| OK | X | | NOTES 10,000,000. | 5 | 540,000. | 0 | 0. | | X |
| OR | X | | NOTES 10,000,000. | 1 | 50,000. | 0 | 0. | | X |
| PA | | | | | | | | | |
| RI | | | | | | | | | |
| SC | | | | | | | | | |
| SD | X | | NOTES 10,000,000. | 1 | 50,000. | 0 | 0. | | X |
| TN | X | | NOTES 10,000,000. | 1 | 30,000. | 0 | 0. | | X |
| TX | X | | NOTES 10,000,000. | 22 | 1,847,000. | 0 | 0. | | X |
| UT | | | | | | | | | |
| VT | | | | | | | | | |
| VA | X | | NOTES 10,000,000. | 4 | 325,000. | 0 | 0. | | X |
| WA | X | | NOTES 10,000,000. | 1 | 80,000. | 0 | 0. | | X |
| WV | | | | | | | | | |
| WI | X | | NOTES 10,000,000. | 1 | 250,000. | 0 | 0. | | X |

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 | Number of Non-Accredited Investors | Amount | Yes | No |
| WY | | | | | | | | | |
| PR | | | | | | | | | |

Form U-2

Form U-2 Uniform Consent to Service of Process

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned MPF SENIOR NOTE PROGRAM II, LP.
 (a corporation), (a partnership), a () organized under the laws of California
 or (an individual), [strike out inapplicable nomenclature] for purposes of complying with the laws of the
 States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably
 appoints the officers of the States so designated hereunder and their successors in such offices, its attorney
 in those States so designated upon whom may be served any notice, process or pleading in any action or
 proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the
 aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or
 proceeding against it may be commenced in any court of competent jurisdiction and proper venue within
 the States so designated hereunder by service of process upon the officers so designated with the same
 effect as if the undersigned was organized or created under the laws of that State and have been served
 lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

JEN MOSER C/O MACKENZIE PATTERSON FULLER, LP

(Name)

1640 SCHOOL STREET MORAGA CA 94556

(Address)

Place an "X" before the names of all the States for which the person executing this form is appointing the designated
 Officer of each State as its attorney in that State for receipt of service of process:

- | | | | |
|----------------|--|----------------|--|
| <u> </u> AL | Secretary of State | <u> </u> FL | Dept. of Banking and Finance |
| <u> </u> AK | Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development | <u> </u> GA | Commissioner of Securities |
| <u> </u> X AZ | The Corporation Commission | <u> </u> GUAM | Administrator, Department of Finance |
| <u> </u> AR | The Securities Commissioner | <u> </u> HI | Commissioner of Securities |
| <u> </u> X CA | Commissioner of Corporations | <u> </u> ID | Director, Department of Finance |
| <u> </u> X CO | Securities Commissioner | <u> </u> X IL | Secretary of State |
| <u> </u> CT | Banking Commissioner | <u> </u> IN | Secretary of State |
| <u> </u> DE | Securities Commissioner | <u> </u> X IA | Commissioner of Insurance |
| <u> </u> DC | Dept. of Insurance & Securities Regulation | <u> </u> KS | Secretary of State |
| <u> </u> KY | Director, Division of Securities | <u> </u> OH | Secretary of State |
| <u> </u> X LA | Commissioner of Securities | <u> </u> X OR | Director, Department of Insurance and Finance |

| | | | |
|--|--|--|---|
| <input type="checkbox"/> ME | Administrator, Securities Division | <input checked="" type="checkbox"/> OK | Securities Administrator |
| <input type="checkbox"/> MD | Commissioner of the Division of Securities | <input type="checkbox"/> PA | Pennsylvania does not require filing of a Consent to Service of Process |
| <input type="checkbox"/> MA | Secretary of State | <input type="checkbox"/> PR | Commissioner of Financial Institutions |
| <input type="checkbox"/> MI | Commissioner, Office of Financial and Insurance Services | <input type="checkbox"/> RI | Director of Business Regulation |
| <input type="checkbox"/> MN | Commissioner of Commerce | <input type="checkbox"/> SC | Securities Commissioner |
| <input type="checkbox"/> MS | Secretary of State | <input checked="" type="checkbox"/> SD | Director of the Division of Securities |
| <input type="checkbox"/> MO | Securities Commissioner | <input checked="" type="checkbox"/> TN | Commissioner of Commerce and Insurance |
| <input type="checkbox"/> MT | State Auditor and Commissioner of Insurance | <input checked="" type="checkbox"/> TX | Securities Commissioner |
| <input type="checkbox"/> NE | Director of Banking and Finance | <input type="checkbox"/> UT | Director, Division of Securities |
| <input checked="" type="checkbox"/> NV | Secretary of State | <input type="checkbox"/> VT | Commissioner of Banking, Insurance, Securities & Health Administration |
| <input type="checkbox"/> NH | Secretary of State | <input checked="" type="checkbox"/> VA | Clerk, State Corporation Commission |
| <input checked="" type="checkbox"/> NJ | Chief, Securities Bureau | <input checked="" type="checkbox"/> WA | Director of the Department of Licensing |
| <input type="checkbox"/> NM | Director, Securities Division | <input type="checkbox"/> WV | Commissioner of Securities |
| <input checked="" type="checkbox"/> NY | Secretary of State | <input checked="" type="checkbox"/> WI | Department of Financial Institutions, Division of Securities |
| <input type="checkbox"/> NC | Secretary of State | <input type="checkbox"/> WY | Secretary of State |
| <input type="checkbox"/> ND | Securities Commissioner | | |

Dated this 27th day of October, 2008
 (SEAL)


 By JEN MOSER
 VP OF MACKENZIE PATTERSON FULLER, LP - SOLE MEMBER OF MPP-GP 2, LLC GP
 Title

ACKNOWLEDGMENT

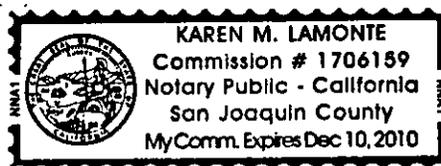
State of California
County of Contra Costa

On October 27, 2008 before me, Karen M. LaMonte, Notary Public
(insert name and title of the officer)

personally appeared Jen Moser
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature Karen M. LaMonte (Seal)

END