

FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

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

Item 1. Issuer's Identity

Name of Issuer

Kruse Technology Partnership, L.P.

Jurisdiction of Incorporation/Organization

California

Year of Incorporation/Organization (Select one)

Over Five Years Ago Within Last Five Years (specify year)

Previous Name(s) None

PROCESSED
DEC 24 2008
THOMSON REUTERS

Entity Type (Select one)

- Corporation
- Limited Partnership
- Limited Liability Company
- General Partnership
- Business Trust
- Other (Specify)

(If more than one issuer is filing this notice, check this box and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1

1 121 North Crosby Way, Unit G

City

Anaheim

State/Province/Country

California

Street Address 2

ZIP/Postal Code

92806

Phone No.

714-632-8811

Item 3. Related Persons

Last Name

Kruse

First Name

Douglas

Middle Name

C.

Street Address 1

1121 North Crosby Way, Unit G

City

Anaheim

State/Province/Country

California

Street Address 2

ZIP/Postal Code

92806



08070184

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary) Managing Partner

(Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

- Agriculture
- Banking and Financial Services
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund

If selecting this industry group, also select one fund type below and answer the question below:

- Hedge Fund
- Private Equity Fund
- Venture Capital Fund
- Other Investment Fund

Is the Issuer registered as an investment company under the Investment Company Act of 1940? Yes No

Other Banking & Financial Services

- Business Services
- Energy
 - Electric Utilities
 - Energy Conservation
 - Coal Mining
 - Environmental Services
 - Oil & Gas
 - Other Energy

- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care

- Manufacturing
- Real Estate
 - Commercial

- Construction
- REITS & Finance
- Residential
- Other Real Estate
- Retailing
- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology
- Travel
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
- Other

Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- | | | |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | Investment Company Act Section 3(c) | |
| <input type="checkbox"/> Rule 504(b)(1)(i) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504(b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 505 | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input checked="" type="checkbox"/> Rule 506 | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Securities Act Section 4(6) | <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| | <input type="checkbox"/> Section 3(c)(7) | |

Item 7. Type of Filing

- New Notice OR Amendment

Date of First Sale in this Offering: OR First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year? Yes No

Item 9. Type(s) of Securities Offered (Select all that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input checked="" type="checkbox"/> Debt | <input type="checkbox"/> Tenant-In-Common Securities |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (Describe) |

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

2015 Wall
Street
Processing
Section
2015 Wall
Street
Processing
Section
Washington
DC
20549

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 1,500.00

Item 12. Sales Compensation

Recipient

[Empty box for Recipient Name]

Recipient CRD Number

[Empty box for Recipient CRD Number]

No CRD Number

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number

[Empty box for (Associated) Broker or Dealer CRD Number]

No CRD Number

Street Address 1

[Empty box for Street Address 1]

Street Address 2

[Empty box for Street Address 2]

City

[Empty box for City]

State/Province/Country

[Empty box for State/Province/Country]

ZIP/Postal Code

[Empty box for ZIP/Postal Code]

States of Solicitation All States

Grid of state checkboxes: 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

(Identify additional person(s) being paid compensation by checking this box and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 300,000.00 OR Indefinite

(b) Total Amount Sold \$ 182,000.00

(c) Total Remaining to be Sold (Subtract (a) from (b)) \$ 118,000.00 OR Indefinite

Clarification of Response (if Necessary)

[Empty box for Clarification of Response]

Item 14. Investors

Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

2

Enter the total number of investors who already have invested in the offering:

14

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ [Empty box] Estimate

Clarification of Response (if Necessary)

Finders' Fees \$ [Empty box] Estimate

[Empty box for Clarification of Response]

Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$

Estimate

Clarification of Response (If Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

Kruse Technology Partnership, L.P.

Name of Signer

Douglas C. Kruse

Signature

Title

General Partner

Number of continuation pages attached:

Date

12-9-2008

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

FORM U-2 - UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned **Kruse Technology Partnership, L.P.**, a California limited partnership, organized under the laws of the State of California, for purpose 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:

Bruce W. McRoy, Esq.
Reicker, Pfau, Pyle & McRoy LLP
1421 State Street, Suite B
Santa Barbara, California 93101

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

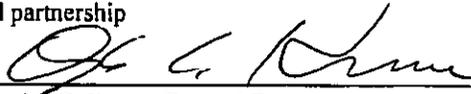
<input type="checkbox"/> ALABAMA	Secretary of State.	<input type="checkbox"/> DELAWARE	Securities Commissioner.
<input type="checkbox"/> ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development.	<input type="checkbox"/> DISTRICT OF COLUMBIA	Public Service Commission.
<input type="checkbox"/> ARIZONA	The Corporation Commission.	<input type="checkbox"/> FLORIDA	Department of Banking and Finance.
<input type="checkbox"/> ARKANSAS	The Securities Commissioner.	<input type="checkbox"/> GEORGIA	Commissioner of Securities.
<input type="checkbox"/> CALIFORNIA	Commissioner of Corporations.	<input type="checkbox"/> GUAM	Administrator, Department of Finance.
<input type="checkbox"/> COLORADO	The Securities Commissioner.	<input type="checkbox"/> HAWAII	Commissioner of Securities.
<input type="checkbox"/> CONNECTICUT	The Banking Commissioner.	<input type="checkbox"/> IDAHO	Director, Department of Finance.
		<input type="checkbox"/> ILLINOIS	Secretary of State.
		<input type="checkbox"/> INDIANA	Secretary of State.

__ IOWA	Commissioner of Insurance.	__ NORTH DAKOTA	Securities Commissioner.
__ KANSAS	Secretary of State.	__ OHIO	Secretary of State.
__ KENTUCKY	Director, Division of Securities.	__ OREGON	Director, Department of Insurance and Finance.
__ LOUISIANA	Commissioner of Securities.	__ OKLAHOMA	Securities Administrator.
__ MAINE	Administrator, Securities Division.	***PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process.
__ MARYLAND	Commissioner of the Division of Securities.	__ PUERTO RICO	Commissioner of Financial Institutions.
__ MASSACHUSETTS	Secretary of State.	__ RHODE ISLAND	Director of Business Regulation.
__ MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce.	__ SOUTH CAROLINA	Secretary of State.
__ MINNESOTA	Commissioner of Commerce	__ SOUTH DAKOTA	Director of the Division of Securities.
__ MISSISSIPPI	Secretary of State	__ TENNESSEE	Commissioner of Commerce and Insurance.
__ MISSOURI	Securities Commissioner.	__ TEXAS	Securities Commissioner.
__ MONTANA	State Auditor and Commissioner of Insurance.	__ UTAH	Director, Division of Securities.
__ NEBRASKA	Director of Banking and Finance.	__ VERMONT	Secretary of State.
__ NEVADA	Secretary of State	__ VIRGINIA	Clerk, State Corporation Commission.
__ NEW HAMPSHIRE	Secretary of State	__ WASHINGTON	Director of Department Licensing.
__ NEW JERSEY	Chief, Securities Bureau.	__ WEST VIRGINIA	Commissioner of Securities.
__ NEW MEXICO	Director, Securities Division	__ WISCONSIN	Commissioner of Securities.
__ NEW YORK	Secretary of State	__ WYOMING	Secretary of State.
__ NORTH CAROLINA	Secretary of State		

Dated this 9 day of December, 2008

[SEAL]

Kruse Technology Partnership, L.P., a California limited partnership

By: 
Douglas C. Kruse, General Partner

ACKNOWLEDGMENT

State of California }
County of ~~Santa Barbara~~ } ss.
 ORANGE

On this 9TH day of December, 2008, before me, GREGORY V VEIX, a notary public, personally appeared Douglas C. Kruse, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument for the use and purpose therein set forth.

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

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

[SEAL]

Douglas Kruse
Notary Public/Commissioner of Oaths
My Commission expires 11/24/2009

