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FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

OMB APPROVAL
OMB Number: 3235-0076
Expires: September 30, 2008
Estimated average burden hours per response: 00.40

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

Item 1. Issuer's Identity

Name of Issuer: Lee Equity Partners Fund, L.P.

Jurisdiction of Incorporation/Organization: Delaware

Previous Name(s) [X] None

Entity Type (Select one)
- ( ) Corporation
- (•) Limited Partnership
- ( ) Limited Liability Company
- ( ) General Partnership
- ( ) Business Trust
- ( ) Other (Specify.

Year of Incorporation/Organization (Select one)
- ( ) Over Five Years Ago
- (•) Within Last Five Years (specify year) 2007
- ( ) Yet to Be Formed

(If more than one issuer is filing this notice, check this box [X] 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: 650 Madison Avenue

Street Address 2: 21st Floor

City: New York

State/Province/Country: New York

ZIP/Postal Code: 10022

Phone No.: (212) 888-1500

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Item 3. Related Persons

Last Name: Rotberg

First Name: Joseph

Middle Name: B.

Street Address 1: 650 Madison Avenue

Street Address 2: 21st Floor

City: New York

State/Province/Country: New York

ZIP/Postal Code: 10022

Relationship(s): [X] Executive Officer [ ] Director [ ] Promoter

Clarification of Response (if Necessary): Officer of Lee Equity Partners GP, LLC, the General Partner

09036210

(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 & Physcians
- ( ) 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**

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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)

- ☐ Rule 504(b)(1) (not (i), (ii) or (iii))
- ☐ Rule 504(b)(1)(i)
- ☐ Rule 504(b)(1)(ii)
- ☐ Rule 504(b)(1)(iii)
- ☐ Rule 505
- ☒ Rule 506
- ☐ Securities Act Section 4(6)

Investment Company Act Section 3(c)

- ☒ Section 3(c)(1)
- ☐ Section 3(c)(2)
- ☐ Section 3(c)(3)
- ☐ Section 3(c)(4)
- ☐ Section 3(c)(5)
- ☐ Section 3(c)(6)
- ☒ Section 3(c)(7)
- ☐ Section 3(c)(9)
- ☐ Section 3(c)(10)
- ☐ Section 3(c)(11)
- ☐ Section 3(c)(12)
- ☐ Section 3(c)(13)
- ☐ Section 3(c)(14)

Item 7. Type of Filing

○ New Notice **OR** ◉ Amendment

Date of First Sale in this Offering: 12/21/2007 **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)

- ☒ Equity
- ☐ Debt
- ☐ Option, Warrant or Other Right to Acquire Another Security
- ☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- ☒ Pooled Investment Fund Interests
- ☐ Tenant-in-Common Securities
- ☐ Mineral Property Securities
- ☐ 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)

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Item 11. Minimum Investment

Minimum investment accepted from any outside investor $ 0

Item 12. Sales Compensation

Recipient

Recipient CRD Number

☐ No CRD Number

(Associated) Broker or Dealer ☐ None

Credit Suisse Securities (USA) LLC

(Associated) Broker or Dealer CRD Number

816

☐ No CRD Number

Street Address 1

11 Madison Avenue

Street Address 2

City

New York

State/Province/Country

NY

ZIP/Postal Code

10010

States of Solicitation ☒ 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	

(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 $ ____ OR ☒ Indefinite

(b) Total Amount Sold $ 1,039,952,000

(c) Total Remaining to be Sold (Subtract (a) from (b)) $ ____ OR ☒ Indefinite

Clarification of Response (if Necessary)

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: ____

Enter the total number of investors who already have invested in the offering: 92

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 $ 15,000,000 ☒ Estimate

Finders' Fees $ 750,000 ☒ Estimate

Clarification of Response (if Necessary)

Estimate reflects Sales Commissions paid by the Fund together with any parallel vehicles. The Limited Partners will not bear any such fees.

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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.

$ 0 ☐ 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)	Name of Signer
All	Joseph B. Rotberg
Signature	Title
	Officer of Lee Equity Partners GP, LLC, the General Partner
Number of continuation pages attached: 5	Date: March 10 , 2009

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.

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Items 1 and 2 Continuation Page

Item 1 and 2. Issuer's Identity and Contact Information (Continued)

Name of Issuer: Lee Equity Strategic Partners Fund, L.P.

Jurisdiction of Incorporation/Organization: Delaware

Previous Name(s): [X] None

Entity Type (Select one): ( ) Corporation (●) Limited Partnership ( ) Limited Liability Company ( ) General Partnership ( ) Business Trust ( ) Other (Specify)

Year of Incorporation/Organization (Select one): ( ) Over Five Years Ago (●) Within Last Five Years (specify year) 2007 ( ) Yet to Be Formed

At your option, supply separate contact information for this issuer:

Street Address 1: 650 Madison Avenue

Street Address 2: 21st Floor

City: New York

State/Province/Country: New York

ZIP/Postal Code: 10022

Phone No.: (212) 888-1500

Name of Issuer: Lee Equity Strategic Partners Fund (Offshore), L.P.

Jurisdiction of Incorporation/Organization: Cayman Islands

Previous Name(s): [X] None

Entity Type (Select one): ( ) Corporation (●) Limited Partnership ( ) Limited Liability Company ( ) General Partnership ( ) Business Trust ( ) Other (Specify)

Year of Incorporation/Organization (Select one): ( ) Over Five Years Ago (●) Within Last Five Years (specify year) 2007 ( ) Yet to Be Formed

At your option, supply separate contact information for this issuer:

Street Address 1: 650 Madison Avenue

Street Address 2: 21st Floor

City: New York

State/Province/Country: New York

ZIP/Postal Code: 10022

Phone No.: (212) 888-1500

Name of Issuer:

Jurisdiction of Incorporation/Organization:

Previous Name(s): [ ] None

Entity Type (Select one): ( ) Corporation ( ) Limited Partnership ( ) Limited Liability Company ( ) General Partnership ( ) Business Trust ( ) Other (Specify)

Year of Incorporation/Organization (Select one): ( ) Over Five Years Ago ( ) Within Last Five Years (specify year) ( ) Yet to Be Formed

At your option, supply separate contact information for this issuer:

Street Address 1:

Street Address 2:

City:

State/Province/Country:

ZIP/Postal Code:

Phone No.:

(Copy and use additional copies of this page as necessary.)

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Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Gormley
First Name: Mark
Middle Name: K.
Street Address 1: 650 Madison Avenue
Street Address 2:
City: New York
State/Province/Country: New York
ZIP/Postal Code: 10022
Relationship(s): [X] Executive Officer [ ] Director [ ] Promoter
Clarification of Response (if Necessary): Officer of Lee Equity Partners GP, LLC, the General Partner

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Last Name: Kim
First Name: Yoo
Middle Name: Jin
Street Address 1: 650 Madison Avenue
Street Address 2:
City: New York
State/Province/Country: New York
ZIP/Postal Code: 10022
Relationship(s): [X] Executive Officer [ ] Director [ ] Promoter
Clarification of Response (if Necessary): Officer of Lee Equity Partners GP, LLC, the General Partner

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Last Name: Morrison
First Name: David
Middle Name: J.
Street Address 1: 650 Madison Avenue
Street Address 2:
City: New York
State/Province/Country: New York
ZIP/Postal Code: 10022
Relationship(s): [X] Executive Officer [ ] Director [ ] Promoter
Clarification of Response (if Necessary): Officer of Lee Equity Partners GP, LLC, the General Partner

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Last Name: Hochberg
First Name: Benjamin
Middle Name:
Street Address 1: 650 Madison Avenue
Street Address 2: 21st Floor
City: New York
State/Province/Country: New York
ZIP/Postal Code: 10022
Relationship(s): [X] Executive Officer [ ] Director [ ] Promoter
Clarification of Response (if Necessary): Officer of Lee Equity Partners GP, LLC, the General Partner

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Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Lee
First Name: Thomas
Middle Name: H.
Street Address 1: 650 Madison Avenue
Street Address 2:
City: New York
State/Province/Country: New York
ZIP/Postal Code: 10022
Relationship(s): ☒ Executive Officer ☐ Director ☐ Promoter
Clarification of Response (if Necessary): Officer of Lee Equity Partners GP, LLC, the General Partner

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Last Name:
First Name:
Middle Name:
Street Address 1:
Street Address 2:
City:
State/Province/Country:
ZIP/Postal Code:
Relationship(s): ☐ Executive Officer ☐ Director ☐ Promoter
Clarification of Response (if Necessary):

Last Name:
First Name:
Middle Name:
Street Address 1:
Street Address 2:
City:
State/Province/Country:
ZIP/Postal Code:
Relationship(s): ☐ Executive Officer ☐ Director ☐ Promoter
Clarification of Response (if Necessary):

Last Name:
First Name:
Middle Name:
Street Address 1:
Street Address 2:
City:
State/Province/Country:
ZIP/Postal Code:
Relationship(s): ☐ Executive Officer ☐ Director ☐ Promoter
Clarification of Response (if Necessary):

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Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient:

Recipient CRD Number: ☐ No CRD Number

(Associated) Broker or Dealer: ☐ None

Bluff View Capital, L.P.

(Associated) Broker or Dealer CRD Number: 120563 ☐ No CRD Number

Street Address 1: 100 Crescent Court

Street Address 2: Suite 440

City: Dallas

State/Province/Country: TX

ZIP/Postal Code: 75201

States of Solicitation ☐ 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

Recipient:

Recipient CRD Number: ☐ No CRD Number

(Associated) Broker or Dealer: ☐ None

DAV/Wetherly Financial, L.P.

(Associated) Broker or Dealer CRD Number: 119951 ☐ No CRD Number

Street Address 1: 11601 Wilshire Boulevard

Street Address 2: Suite 300

City: Los Angeles

State/Province/Country: CA

ZIP/Postal Code: 90025

States of Solicitation ☐ 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

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Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient: Cambridge Financial Services Corp.

Recipient CRD Number: [ ] ☒ No CRD Number

(Associated) Broker or Dealer: [ ] ☒ None

(Associated) Broker or Dealer CRD Number: [ ] ☐ No CRD Number

Street Address 1: 1617 N. Flagler Blvd.

Street Address 2:

City: West Palm Beach

State/Province/Country: FL

ZIP/Postal Code: 33407

States of Solicitation: ☐ 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

Recipient:

Recipient CRD Number: [ ] ☐ No CRD Number

(Associated) Broker or Dealer: [ ] ☐ None

(Associated) Broker or Dealer CRD Number: [ ] ☐ No CRD Number

Street Address 1:

Street Address 2:

City:

State/Province/Country:

ZIP/Postal Code:

States of Solicitation: ☐ 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

END

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