

FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission
Washington, DC 20549

(See instructions beginning on page 5)

328 Mail
Unit Processing
Section

1453448

OMB APPROVAL	
OMB Number: 3235-0076	
Expires: November 30, 2008	
Estimated average burden hours per response: 4.00	

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

Item 1. Issuer's Identity

Name of Issuer	Previous Name(s)	<input checked="" type="checkbox"/> None	Entity Type (Select one)
Washington Century Fund, LP			<input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Business Trust <input type="checkbox"/> Other (Specify)
Jurisdiction of Incorporation/Organization			
Delaware			
Year of Incorporation/Organization (Select one)		<input type="checkbox"/> Yet to Be Formed	
<input type="checkbox"/> Over Five Years Ago <input checked="" type="checkbox"/> Within Last Five Years (specify year)	2006		

(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	Street Address 2		
c/o Potomac Capital Advisors, LLC, Two Bethesda Metro Center, Ste. 1550			
City	State/Province/Country	Zip/Postal Code	Phone No.
Bethesda	MD	20814	301-961-9096

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Item 3. Related Persons

Last Name	First Name	Middle Name
Washington Century Fund GP, LLC		
Street Address 1	Street Address 2	
c/o Potomac Capital Advisors, LLC, Two Bethesda Metro Center, Ste. 1550		
City	State/Province/Country	Zip/Postal Code
Bethesda	MD	20814
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) General Partner		

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

Item 4. Industry Group (Select one)

<input type="checkbox"/> Agriculture <input checked="" type="checkbox"/> Banking and Financial Services <input type="checkbox"/> Commercial Banking <input type="checkbox"/> Insurance <input type="checkbox"/> Investing <input type="checkbox"/> Investment Banking <input type="checkbox"/> Pooled Investment Fund if selecting this industry group, select one fund type below and answer the question below: <input type="checkbox"/> Hedge Fund <input type="checkbox"/> Private Equity Fund <input type="checkbox"/> Venture Capital Fund <input type="checkbox"/> Other investment Fund is the issuer registered as an investment company under the Investment Company Act of 1940? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Other Banking & Financial Services	<input type="checkbox"/> Business Services <input checked="" type="checkbox"/> Energy <input type="checkbox"/> Electric Utilities <input type="checkbox"/> Energy/Conservation <input type="checkbox"/> Coal Mining <input type="checkbox"/> Environmental Services <input type="checkbox"/> Oil & Gas <input type="checkbox"/> Other Energy <input type="checkbox"/> Health Care <input type="checkbox"/> Biotechnology <input type="checkbox"/> Health Insurance <input type="checkbox"/> Hospitals & Physicians <input type="checkbox"/> Pharmaceuticals <input type="checkbox"/> Other Health Care <input type="checkbox"/> Manufacturing <input type="checkbox"/> Real Estate <input type="checkbox"/> Commercial	<input type="checkbox"/> Construction <input type="checkbox"/> REITS & Finance <input type="checkbox"/> Residential <input checked="" type="checkbox"/> Other Real Estate <input type="checkbox"/> Retailing <input type="checkbox"/> Restaurants <input type="checkbox"/> Technology <input type="checkbox"/> Computers <input type="checkbox"/> Telecommunications <input type="checkbox"/> Other Technology <input type="checkbox"/> Travel <input type="checkbox"/> Airlines & Airports <input type="checkbox"/> Lodging & Conventions <input type="checkbox"/> Tourism & Travel Services <input type="checkbox"/> Other Travel <input type="checkbox"/> 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 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(b)

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: **May 1, 2006** 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 * **One year, with one time right to extend up to five months.**

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

- Equity
- Debt
- Option, Warranty 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)

Limited Partnership Interests

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)

FORM D

U.S. Securities and Exchange Commission
Washington, DC 20549***

Item 11. Minimum Investment

Minimum investment accepted from any outside investor **\$300,000.00***

***(Minimum investment amount may be waived at the discretion of the general partner)**

Item 12. Sales Compensation

Recipient

Recipient CRD Number

Not Applicable

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

- | | | | | | | | | | | | | |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input type="checkbox"/> AL | <input type="checkbox"/> AK | <input type="checkbox"/> AZ | <input type="checkbox"/> AR | <input type="checkbox"/> CA | <input type="checkbox"/> CO | <input type="checkbox"/> CT | <input type="checkbox"/> DE | <input type="checkbox"/> DC | <input type="checkbox"/> FL | <input type="checkbox"/> GA | <input type="checkbox"/> HI | <input type="checkbox"/> ID |
| <input type="checkbox"/> IL | <input type="checkbox"/> IN | <input type="checkbox"/> IA | <input type="checkbox"/> KS | <input type="checkbox"/> KY | <input type="checkbox"/> LA | <input type="checkbox"/> ME | <input type="checkbox"/> MD | <input type="checkbox"/> MA | <input type="checkbox"/> MI | <input type="checkbox"/> MN | <input type="checkbox"/> MS | <input type="checkbox"/> MO |
| <input type="checkbox"/> MT | <input type="checkbox"/> NE | <input type="checkbox"/> NV | <input type="checkbox"/> NH | <input type="checkbox"/> NJ | <input type="checkbox"/> NM | <input type="checkbox"/> NY | <input type="checkbox"/> NC | <input type="checkbox"/> ND | <input type="checkbox"/> OH | <input type="checkbox"/> OK | <input type="checkbox"/> OR | <input type="checkbox"/> PA |
| <input type="checkbox"/> RI | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> 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 **\$50,000,000** OR Indefinite

(b) Total Amount Sold **\$30,636,842.00**

(c) Total Remaining to be Sold **\$0.00** OR Indefinite

(Subtract (a) from (b))
Clarification of Response (if Necessary)

End of offering period was October 1, 2007.

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: **71**

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 **\$0.00** Estimate

Finders' Fees **\$0.00** Estimate

Clarification of Response (If Necessary)

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.

\$ 0.00

Estimate

Clarification of Response (If Necessary)

Signature and Submission

Please verify the information you have entered and review the Term of Submissions below before submitting this notice.

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

Notify 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 Administration 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 Market Improvement Act of 1996 ("NSMIA") (Publ. 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)

Washington Century Fund, LP

Name of Signer

James M. Powers

Signature



Title

President of Washington Century Fund GP, LLC, the General Partner

Number of continuation pages attached: 1

Date 12-5-08

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.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
McNamara	J. Paul	
Street Address 1	Street Address 2	
c/o Potomac Capital Advisors, LLC, Two Bethesda Metro Center, Suite 1550		
City	State/Province/Country	Zip/Postal Code
Bethesda	MD	20814
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Powers	James	M.
Street Address 1	Street Address 2	
c/o Potomac Capital Advisors, LLC, Two Bethesda Metro Center, Suite 1550		
City	State/Province/Country	Zip/Postal Code
Bethesda	MD	20814
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Ryan	John	J.
Street Address 1	Street Address 2	
c/o Potomac Capital Advisors, LLC, Two Bethesda Metro Center, Suite 1550		
City	State/Province/Country	Zip/Postal Code
Bethesda	MD	20814
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

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

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		X	Limited Partnership Interests	1	\$300,000	0	0		X
AK		X							X
AZ		X							X
AR		X							X
CA		X	Limited Partnership Interests	1	\$300,000	0	0		X
CO		X							X
CT		X							X
DE		X							X
DC		X	Limited Partnership Interests	16	\$5,600,000	0	0		X
FL		X							X
GA		X							X
HI		X							X
ID		X							X
IL		X							X
IN		X							X
IA		X							X
KS		X							X
KY		X							X
LA		X							X
ME		X							X
MD		X	Limited Partnership Interests	35	\$16,036,842	0	0		X
MA		X							X
MI		X							X

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
MN		X	Limited Partnership Interests	1	\$300,000	0	0		X
MS		X							X
MO		X							X
MT		X							X
NE		X	Limited Partnership Interests	2	\$2,000,000	0	0		X
NV		X							X
NH		X							X
NJ		X	Limited Partnership Interests	1	\$600,000	0	0		X
NM		X							X
NY		X	Limited Partnership Interests	3	\$1,200,000	0	0		X
NC		X							X
ND		X							X
OH		X							X
OK		X							X
OR		X	Limited Partnership Interests	1	\$300,000	0	0		X
PA		X							X
RI		X							X
SC		X							X
SD		X							X
TN		X							X
TX		X							X
UT		X							X
VT		X							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
VA		X	Limited Partnership Interests	10	\$4,000,000	0	0		X
WA		X							X
WV		X							X
WI		X							X
WY		X							X
PR		X							X

END