

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

TEMPORARY  
FORM D

1070073

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	December 31, 2008
Estimated average burden	
hours per response.....	4.00

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

SEC Mail Processing

Section

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

Limited Partnership Interests

Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  ULOE

Type of Filing:  New Filing  Amendment

FEB 10 2009

A. BASIC IDENTIFICATION DATA

Washington, DC

1. Enter the information requested about the issuer

111

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

Williamson McAree Investment Partners, L.P.

Address of Executive Offices

(Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

One Drum Road, Rowayton, CT 06853

(203) 838-6583

Address of Principal Business Operations

(Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

(if different from Executive Offices)

Same as executive Offices

Brief Description of Business

Investing in securities

Type of Business Organization

corporation

business trust

limited partnership, already formed

limited partnership, to be formed

other (please specify):

PROCESSED

MAR 02 2009

Actual or Estimated Date of Incorporation or Organization:

Month  
0 7

Year  
9 8

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)

THOMSON REUTERS

D E

**GENERAL INSTRUCTIONS:** Note: This is a special Temporary Form D (17 CFR 239.500T) that is available to be filed instead of Form D (17 CFR 239.500) only to issuers that file with the Commission a notice on Temporary Form D (17 CFR 239.500T) or an amendment to such a notice in paper format on or after September 15, 2008 but before March 16, 2009. During that period, an issuer also may file in paper format an initial notice using Form D (17 CFR 239.500) but, if it does, the issuer must file amendments using Form D (17 CFR 239.500) and otherwise comply with all the requirements of § 230.503T.

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, 100 F Street, N.W., Washington, D.C. 20549.

**Copies Required:** Two (2) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be a photocopy 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 upon 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.

SEC 1972 (9-08)

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 control number.

1 of 9

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% of 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

Full Name (Last name first, if individual)

Williamson McAree Investment Partners LLC

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

One Drum Road, Rowayton, CT 06853

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner\*

Full Name (Last name first, if individual)

B. Robert Williamson, Jr.

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

One Drum Road, Rowayton, CT 06853

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner\*

Full Name (Last name first, if individual)

Edward J. McAree

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

One Drum Road, Rowayton, CT 06853

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)

\*Managing Member of General Partner

**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
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)

137 Rowaton Avenue, Rowayton, CT, 06853

Name of Associated Broker or Dealer

Fairview 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)

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

150 East 52nd Street, 3rd floor, New York, NY 10022

Name of Associated Broker or Dealer

Dominick & Dominick 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)

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

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.....	\$ 0	\$ 0
Equity.....	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ 0	\$ 0
Partnership Interests.....	\$ 100,000,000	\$ 79,730,892.74
Other (Specify _____).....	\$ 0	\$ 0
<b>Total.....</b>	<b>\$ 100,000,000</b>	<b>\$ 79,730,892.74</b>

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.....	113	\$ 79,730,892.74
Non-accredited Investors.....	0	\$ 0
<b>Total (for filings under Rule 504 only).....</b>		<b>\$</b>

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.....	_____	\$ _____
<b>Total.....</b>		<b>\$ _____</b>

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"/>	\$ 2,946
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 35,600
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ 63,000
Engineering Fees.....	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/>	\$ *
Other Expenses (identify).....	<input type="checkbox"/>	\$ 0
<b>Total.....</b>	<input checked="" type="checkbox"/>	<b>\$ 101,546</b>

\* The General Partner has agreed to pay Fairview Securities, Inc. and Dominick & Dominick LLC an amount equal to 30% of the advisory and performance fees it receives attributable to Limited Partnership Interests sold by Fairview Securities, Inc. and Dominick & Dominick LLC. Such amounts are not calculable at this time.

**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		Limited Partnership Interest	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
AL									
AK									
AZ									
AR									
CA		X	\$100,000,000	5	\$3,631,000	-0-	-0-	N/A	N/A
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									

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	Yes	No		Limited Partnership Interest	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
AL									
AK									
AZ									
AR									
CA									
CO		X	\$100,000,000	1	\$1,000,000	-0-	-0-	N/A	N/A
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
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	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT		X	\$100,000,000	8	\$8,490,127.20	-0-	-0-	N/A	N/A
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
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AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA		X	\$100,000,000	1	\$99,900	-0-	-0-	N/A	N/A
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
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MA									
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MN									
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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		X	\$100,000,000	1	\$150,000	-0-	-0-	N/A	N/A
MA									
MI									
MN									
MS									

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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		X	\$100,000,000	5	\$4,731,758.38	-0-	-0-	N/A	N/A
MN									
MS									

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AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
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IN									
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ME									
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MS									

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	Yes	No		Limited Partnership Interest	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
MO									
MT									
NE									
NV									
NH									
NJ		X	\$100,000,000	5	\$2,800,000	-0-	-0-	N/A	N/A
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									

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	Yes	No		Limited Partnership Interest	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC		X	\$100,000,000	32	\$24,102,065.04	-0-	-0-	N/A	N/A
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									

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	Yes	No		Limited Partnership Interest	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH		X	\$100,000,000	9	\$3,883,000	-0-	-0-	N/A	N/A
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									

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	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK		X	\$100,000,000	1	\$500,000	-0-	-0-	N/A	X
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									

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	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA		X	\$100,000,000	1	\$944,220.40	-0-	-0-	N/A	N/A
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									

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	Yes	No		Limited Partnership Interest	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC		X	\$100,000,000	1	\$300,000	-0-	-0-	N/A	N/A
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									

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	Yes	No		Limited Partnership Interest	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN		X	\$100,000,000	4	\$3,750,000.00	-0-	-0-	N/A	N/A
TX									
UT									
VT									
VA									
WA									
WV									
WI									

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	Yes	No		Limited Partnership Interest	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA		X	\$100,000,000	2	\$642,141.06	-0-	-0-	N/A	N/A
WA									
WV									
WI									

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	Yes	No		Limited Partnership Interest	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
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									

**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)  Limited Partnership Interest	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
WY									
PR									

*END*