

1388095

OMB APPROVAL
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FORM D
Notice of Exempt
Offering of Securities

Washington, DC
JAN 15 2009
SEC Mail
U.S. Securities and Exchange Commission
Division of Registration

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
Sustainable Woodlands Fund II, L.P.

Jurisdiction of Incorporation/Organization
Delaware

Year of Incorporation/Organization
(Select one)
 Over Five Years Ago Within Last Five Years (specify year) 2006

Previous Name(s) None
PROCESSED
JAN 28 2009

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: 4265 San Felipe, 8th Floor
City: Houston State/Province/Country: Texas ZIP/Postal Code: 77027 Phone No.: 713-993-4675

Item 3. Related Persons

Last Name: Sherman First Name: Arthur Middle Name: Haag

Street Address 1: 4265 San Felipe, 8th Floor
City: Houston State/Province/Country: Texas ZIP/Postal Code: 77027



Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary)

(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)

- 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)

- | | |
|---|---|
| <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| <input checked="" 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 checked="" type="checkbox"/> Pooled Investment Fund Interests |
| <input 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)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 2,000,000, subject to General Partner waiver

Item 12. Sales Compensation

Recipient Wells Fargo Investments, LLC Recipient CRD Number 10582
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number 2540933
Street Address 1 5340 Kietzke Ln., 1st Floor, Suite 101 Street Address 2
City Reno State/Province/Country Nevada ZIP/Postal Code 89511

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 \$ 300,000,000 OR Indefinite
(b) Total Amount Sold \$ 136,278,000
(c) Total Remaining to be Sold \$ 163,722,000 OR Indefinite
(Subtract (a) from (b))

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: 124

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 \$ 0 Estimate

Finders' Fees \$ 0 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.

\$ 6,000,000

Estimate

Clarification of Response (if Necessary)

[Empty box for clarification of response]

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)

Sustainable Woodlands Fund II, L.P.

Signature

By: [Handwritten Signature]

Name of Signer

Sustainable Woodlands Partners, L.L.C., general partner of Sustainable Woodlands Fund II, L.P.

Title

Authorized Agent of Sustainable Woodlands Partners, L.L.C., general partner of Sustainable Woodlands Fund II, L.P.

Number of continuation pages attached:

4

January 14, 2009

L.P.

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: Linbeck, First Name: Andrew, Middle Name: Baird
Street Address 1: 4265 San Felipe, 8th Floor, Street Address 2: [Blank]
City: Houston, State/Province/Country: Texas, ZIP/Postal Code: 77027
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): [Blank]

Last Name: Lyle, First Name: Robert, Middle Name: Lewis
Street Address 1: 654 North State Street, Street Address 2: [Blank]
City: Jackson, State/Province/Country: Mississippi, ZIP/Postal Code: 39202
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): [Blank]

Last Name: McCree, First Name: Michael, Middle Name: Thomason
Street Address 1: 119 South President St., 2nd Floor, Street Address 2: [Blank]
City: Jackson, State/Province/Country: Mississippi, ZIP/Postal Code: 39201
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): [Blank]

Last Name: Molphus, First Name: Dick, Middle Name: Henderson
Street Address 1: 654 North State Street, Street Address 2: [Blank]
City: Jackson, State/Province/Country: Mississippi, ZIP/Postal Code: 39202
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary): [Blank]

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

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Winstead, First Name: Terrell, Middle Name: Elton
Street Address 1: 654 North State Street, Street Address 2: [Blank]
City: Jackson, State/Province/Country: Mississippi, ZIP/Postal Code: 39202
Relationship(s): Executive Officer, Director, Promoter
Clarification of Response (if Necessary): [Blank]

Last Name: Scott, First Name: David, Middle Name: Andrew
Street Address 1: 119 South President St., 2nd Floor, Street Address 2: [Blank]
City: Jackson, State/Province/Country: Mississippi, ZIP/Postal Code: 39201
Relationship(s): Executive Officer, Director, Promoter
Clarification of Response (if Necessary): [Blank]

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

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

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

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient

Wells Fargo Investments, LLC

(Associated) Broker or Dealer None

Stephen Scholler

Street Address 1

146 Monroe Ctr., Suite 1000

City

Grand Rapids

State/Province/Country

Michigan

ZIP/Postal Code

49503

Recipient CRD Number

10582

No CRD Number

(Associated) Broker or Dealer CRD Number

2538987

No CRD Number

Street Address 2

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

Wells Fargo Investments, LLC

(Associated) Broker or Dealer None

John Murtha

Street Address 1

700 South Water Street

City

Northfield

State/Province/Country

Minnesota

ZIP/Postal Code

55057

Recipient CRD Number

10582

No CRD Number

(Associated) Broker or Dealer CRD Number

2353973

No CRD Number

Street Address 2

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

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient

Wells Fargo Investments, LLC

(Associated) Broker or Dealer None

Jeffrey T. Grubb

Street Address 1

11665 SW Lynnridge Ave.

City

Portland

State/Province/Country

Oregon

ZIP/Postal Code

97225

Recipient CRD Number

10582

No CRD Number

(Associated) Broker or Dealer CRD Number

2494536

No CRD Number

Street Address 2

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

(Associated) Broker or Dealer None

Street Address 1

City

Recipient CRD Number

No CRD Number

(Associated) Broker or Dealer CRD Number

No CRD Number

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