

1459052

OMB APPROVAL

OMB Number: 3235-0076

Expires: February 28, 2009

Estimated average burden hours per response: 4.00

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

LGP LENOX LLC

Jurisdiction of Incorporation/Organization

TEXAS

Year of Incorporation/Organization

(Select one)

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

2009

Yet to Be Formed

Previous Name(s) None

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

6540 E. LAFAYETTE BLVD.

Street Address 2

City

SCOTTSDALE

State/Province/Country

AZ

ZIP/Postal Code

85251

Phone No.

(480) 203-2650

Item 3. Related Persons

Last Name

OLAFSON

First Name

STEVEN

Middle Name

C.

Street Address 1

6540 E. LAFAYETTE BLVD.

Street Address 2

City

SCOTTSDALE

State/Province/Country

ARIZONA

ZIP/Postal Code

85251

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

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Washington, DC 111

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: 02/23/2009 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)

Empty text box for describing other securities.

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)

Empty text box for clarification of response.

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 50,000.00

Item 12. Sales Compensation

Recipient information form including Recipient Name (WFP SECURITIES CORPORATION), Recipient CRD Number (35098), Street Address (6020 CORNERSTONE COURT WEST), City (SAN DIEGO), State (CALIFORNIA), and ZIP (92121). Includes checkboxes for 'None' and 'No CRD Number'.

Item 13. Offering and Sales Amounts

Offering amounts form with fields for (a) Total Offering Amount (\$3,000,000), (b) Total Amount Sold (\$50,000), and (c) Total Remaining to be Sold (\$2,950,000). Includes 'OR Indefinite' options.

Clarification of Response (if Necessary): \$2,200,000 MINIMUM OFFERING AMOUNT. \$3,000,000 MAXIMUM OFFERING AMOUNT.

Item 14. Investors

Investor information form with checkboxes for non-accredited investors and fields for the number of such investors (1).

Item 15. Sales Commissions and Finders' Fees Expenses

Sales commissions and finders' fees form with fields for Sales Commissions (\$187,200) and Finders' Fees. Includes checkboxes for 'Estimate'.

Estimate assumes the sale of \$2,080,000 by the broker/dealer and payment of 8% selling commission and 1% marketing expense allowance.

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.

\$ 154,330

Estimate

Clarification of Response (if Necessary)

Subject to completion of the offering and subject to the acquisition of a 164-unit apartment complex by the issuer.

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.)

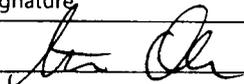
Issuer(s)

LGP LENOX LLC, a Texas limited liability company

Name of Signer

LGP Management III LLC, its Manager By: Steven Olafson

Signature



Title

Manager of LGP Management III LLC

Number of continuation pages attached:

1

Date

2/25/2009

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.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: MASON First Name: SHANNON Middle Name: M

Street Address 1: 6540 E. LAFAYETTE BLVD. Street Address 2:

City: SCOTTSDALE State/Province/Country: ARIZONA ZIP/Postal Code: 85251

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name: SALKELD First Name: MICHAEL Middle Name:

Street Address 1: c/o 7975 N. HAYDEN ROAD Street Address 2: SUITE D263

City: SCOTTSDALE State/Province/Country: ARIZONA ZIP/Postal Code: 85258

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name: SALKELD First Name: DELANE Middle Name:

Street Address 1: c/o 7975 N. HAYDEN ROAD Street Address 2: SUITE D263

City: SCOTTSDALE State/Province/Country: ARIZONA ZIP/Postal Code: 85258

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name: DOXEY First Name: JOHN Middle Name:

Street Address 1: 14855 DEERWOOD STREET Street Address 2:

City: POWAY State/Province/Country: CALIFORNIA ZIP/Postal Code: 92064

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary):

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

END