

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

KIP Partners LP

Jurisdiction of Incorporation/Organization

Delaware

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)



09036945

(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

100 North Central Expressway

Street Address 2

Suite 400

City

Dallas

State/Province/Country

Texas

ZIP/Postal Code

75231

Phone No.

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Item 3. Related Persons

Last Name

Crowley

First Name

Paul

Middle Name

Street Address 1

100 North Central Expressway

Street Address 2

Suite 400

City

Dallas

State/Province/Country

Texas

ZIP/Postal Code

75231

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary)

SEC Mail Processing Section MAR 13 2009 Washington, DC 101

(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)
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: 2/1/2009 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)

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 box for clarification of response.

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 200,000.00

Item 12. Sales Compensation

Recipient (Associated) Broker or Dealer Recipient CRD Number (Associated) Broker or Dealer CRD Number

Street Address 1 Street Address 2 City State/Province/Country ZIP/Postal Code

States of Solicitation All States

Grid of state checkboxes: 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 \$ 650,000.00
(c) Total Remaining to be Sold \$ 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: 3

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.

\$ 50,000.00

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)

KIP Partners LP

Name of Signer

Ila Jehl

Signature

[Handwritten signature]

Title

Manager of KIP Management LLC, which is the General Partner of KIP Partners LP

Number of continuation pages attached:

1

Date

3/3/09

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: Corriveau, First Name: Kosta, Middle Name: [ ]  
Street Address 1: 100 North Central Expressway, Street Address 2: Suite 400  
City: Dallas, State/Province/Country: Texas, ZIP/Postal Code: 75231  
Relationship(s):  Executive Officer,  Director,  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: Jehl, First Name: Ila, Middle Name: [ ]  
Street Address 1: 100 North Central Expressway, Street Address 2: Suite 400  
City: Dallas, State/Province/Country: Texas, ZIP/Postal Code: 75231  
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): [ ]

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

**FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS**

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned KIP Partners LP, a limited partnership organized under the laws of Delaware, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and had been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

KIP Partners LP  
Attention: Ila Jehl  
100 North Central Expressway, Suite 400  
Dallas, TX 75231

Place an "X" before the name of all the States for which the person executing this form is appointing the designated Officer of that State as its attorney in that State for receipt of service of process:

<input type="checkbox"/> ALABAMA	Secretary of State	<input type="checkbox"/> DELAWARE	Securities Commissioner
<input type="checkbox"/> ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<input type="checkbox"/> DISTRICT OF COLUMBIA	Public Service Commission
<input type="checkbox"/> ARIZONA	The Corporation Commission	<input type="checkbox"/> FLORIDA	Department of Banking and Finance
<input type="checkbox"/> ARKANSAS	The Securities Commissioner	<input type="checkbox"/> GEORGIA	Commissioner of Securities
<input checked="" type="checkbox"/> CALIFORNIA	Commissioner of Corporations	<input type="checkbox"/> HAWAII	Commissioner of Securities
<input type="checkbox"/> COLORADO	Securities Commissioner	<input type="checkbox"/> IDAHO	Director, Department of Finance
<input type="checkbox"/> CONNECTICUT	Banking Commissioner	<input type="checkbox"/> ILLINOIS	Secretary of State
		<input type="checkbox"/> INDIANA	Secretary of State

<u>  </u> IOWA	Commissioner of Insurance	<u>  </u> NORTH DAKOTA	Securities Commissioner
<u>  </u> KANSAS	Secretary of State	<u>  </u> OHIO	Secretary of State
<u>  </u> KENTUCKY	Director, Division of Securities	<u>  </u> OKLAHOMA	Securities Administrator
<u>  </u> LOUISIANA	Commissioner of Securities	<u>  </u> OREGON	Director, Department of Insurance and Finance
<u>  </u> MAINE	Administrator, Securities Division	<u>  </u> PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process
<u>  </u> MARYLAND	Commissioner of the Division of Securities	<u>  </u> RHODE ISLAND	Director of Business Regulation
<u>  </u> MASSACHUSETTS	Secretary of State	<u>  </u> SOUTH CAROLINA	Securities Commissioner
<u>  </u> MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce	<u>  </u> SOUTH DAKOTA	Director of the Division of Securities
<u>  </u> MINNESOTA	Commissioner of Commerce	<u>  </u> TENNESSEE	Commissioner of Commerce and Insurance
<u>  </u> MISSISSIPPI	Secretary of State	<u>  </u> X TEXAS	Securities Commissioner
<u>  </u> MISSOURI	Securities Commissioner	<u>  </u> UTAH	Director, Division of Securities
<u>  </u> MONTANA	State Auditor and Commissioner of Insurance	<u>  </u> VERMONT	Commissioner of Banking, Insurance, Securities & Health Administration
<u>  </u> NEBRASKA	Director of Banking and Finance	<u>  </u> VIRGINIA	Clerk, State Corporation Commission
<u>  </u> NEVADA	Secretary of State	<u>  </u> WASHINGTON	Director of the Department of Licensing
<u>  </u> NEW HAMPSHIRE	Secretary of State	<u>  </u> WEST VIRGINIA	Commissioner of Securities
<u>  </u> NEW JERSEY	Chief, Securities Bureau	<u>  </u> WISCONSIN	Commissioner of Securities
<u>  </u> NEW MEXICO	Director, Securities Division	<u>  </u> WYOMING	Secretary of State
<u>  </u> NEW YORK	Secretary of State		
<u>  </u> NORTH CAROLINA	Secretary of State		

Dated this 3<sup>rd</sup> day of March, 2009.

KIP PARTNERS LP  
a Delaware limited partnership

By: KIP Management LLC,  
a Texas limited liability company,  
its general partner

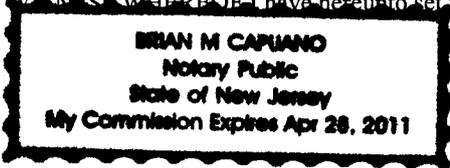
By:   
~~Heidi~~  
Manager

CORPORATE ACKNOWLEDGMENT

STATE OF ~~TEXAS~~ New Jersey )  
 )ss  
 \_\_\_\_\_ COUNTY )

On this 3<sup>rd</sup> day of March, 2007, before me, the undersigned notary public, personally appeared Ila Jehl, personally known to me to be the same person whose name is signed to the attached instrument, and acknowledged to me that he signed it voluntarily for its stated purpose, as Manager of KIP Management LLC, a Texas limited liability company, which is the General Partner of KIP Partners LP.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.



[Signature]  
Notary Public, State of Texas  
Name: BRIAN CAPUANO

My Commission Expires On: 4/28/11

(SEAL)

END