

MAR 16 2009

FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

110

(See instructions beginning on page 5)

OMB APPROVAL table with OMB Number: 3235-0076, Expires: February 28, 2009, Estimated average burden hours per response: 4.00

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

1461497

Item 1. Issuer's Identity

Name of Issuer

M.D. Sass Re/Enterprise Partners, L.P.

Jurisdiction of Incorporation/Organization

Delaware

Year of Incorporation/Organization (Select one)

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

Previous Name(s)

None



09038979

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

Re/Enterprise Asset Management, L.L.C.

City

New York

State/Province/Country

New York

Street Address 2

1185 Avenue of the Americas, 18th Floor

ZIP/Postal Code

10036

Phone No.

(212) 730-2000

Item 3. Related Persons

Last Name

Re/Enterprise Asset Management, L.L.C.

First Name

Middle Name

Street Address 1

1185 Avenue of the Americas, 18th Floor

City

New York

State/Province/Country

New York

Street Address 2

ZIP/Postal Code

10036

Relationship(s): Executive Officer Director 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)

- 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
Amendment

Date of First Sale in this Offering: 7/1/2004 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]

FORM D

U.S. Securities and Exchange Commission

Washington, DC 20549

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 0

Item 12. Sales Compensation

Recipient

M.D. Sass Securities, L.L.C.

Recipient CRD Number

139760

No CRD Number

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number

No CRD Number

Street Address 1

1185 Avenue of the Americas

Street Address 2

City

New York

State/Province/Country

New York

ZIP/Postal Code

10036-2699

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 \$ Indefinite

(b) Total Amount Sold \$ 50,765,260

(c) Total Remaining to be Sold \$ 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: 77

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 \$ 14,451.85 Estimate

Clarification of Response (if Necessary)

Finders' Fees \$ 0 Estimate

Adviser pays a portion of its advisory fees, which may vary from time to time, to the selling agents.

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

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)

M.D. Sass Re/Enterprise Partners, L.P.

Name of Signer

Bobby Liu

Signature

[Handwritten signature]

Title

General Counsel

Number of continuation pages attached:

2

Date

March 13, 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: Sass
 First Name: Martin
 Middle Name: D
 Street Address 1: c/o Re/Enterprise Asset Management, L.L.C.
 Street Address 2: 1185 Avenue of the Americas, 18th Floor
 City: New York
 State/Province/Country: New York
 ZIP/Postal Code: 10036
 Relationship(s): Executive Officer Director Promoter
 Clarification of Response (if Necessary):

Last Name: Lamle
 First Name: Hugh
 Middle Name: R
 Street Address 1: c/o Re/Enterprise Asset Management, L.L.C.
 Street Address 2: 1185 Avenue of the Americas, 18th Floor
 City: New York
 State/Province/Country: New York
 ZIP/Postal Code: 10036
 Relationship(s): Executive Officer Director Promoter
 Clarification of Response (if Necessary):

Last Name: Haney
 First Name: Byron
 Middle Name: J
 Street Address 1: c/o Re/Enterprise Asset Management, L.L.C.
 Street Address 2: 1185 Avenue of the Americas, 18th Floor
 City: New York
 State/Province/Country: New York
 ZIP/Postal Code: 10036
 Relationship(s): Executive Officer Director Promoter
 Clarification of Response (if Necessary):

Last Name: West
 First Name: Todd
 Middle Name: K
 Street Address 1: c/o Re/Enterprise Asset Management, L.L.C.
 Street Address 2: 1185 Avenue of the Americas, 18th Floor
 City: New York
 State/Province/Country: New York
 ZIP/Postal Code: 10036
 Relationship(s): Executive Officer Director Promoter
 Clarification of Response (if Necessary):

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

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Liu
 First Name: Bobby
 Middle Name:
 Street Address 1: c/o Re/Enterprise Asset Management, L.L.C.
 Street Address 2: 1185 Avenue of the Americas, 18th Floor
 City: New York
 State/Province/Country: New York
 ZIP/Postal Code: 10036
 Relationship(s): Executive Officer Director Promoter
 Clarification of Response (if Necessary):

Last Name: Sivin
 First Name: Philip
 Middle Name: M
 Street Address 1: c/o Re/Enterprise Asset Management, L.L.C.
 Street Address 2: 1185 Avenue of the Americas, 18th Floor
 City: New York
 State/Province/Country: New York
 ZIP/Postal Code: 10036
 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.)