RECEIVED

FORM D



03055123

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

FORM D

NOTICE OF SALE OF SECURAT

PURSUANT TO REGULATION DIPR 1

SECTION 4(6), AND/OR

SEC USE ONLY Serial Prefix

OMB APPROVAL

Estimated average burden hours per response

3235-0076

May 31,2005

OMB Number:

Expires:

DATE RECEIVED

	ON TOKA CHALLED OF EKING EXEMPLY TO	
	ONFORM ENTITED OFFERING EXEMPLY	55/87
Name of Offering (check if this is	an amendment and name has changed, and indicate change	
MW Post Traditional High Yield Fund		<i>f</i>
Filing Under (Check box(es) that apply	y): 🔲 Rule 504 🔲 Rule 505 🔀 Rule 506 🔲 S	ection 4(6) ULOE
Type of Filing: New Filing	Amendment	
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested abo	out the issuer	
Name of Issuer (check if this is	an amendment and name has changed, and indicate change	.)
MW Post Traditional High Yield Fund	, L.P.	
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone number (Including Area Code)
11766 Wilshire Blvd., Suite 1660, Los		(310) 996-9600
Address of Principal Business Operation	ons (Number and Street, City, State, Zip Code)	Telephone number (Including Area Code)
(if different from Executive Offices)		
Brief Description of Business		PROCESSED
		PROCESSES
Type of Business Organization		4 2002
· · ·	(C) Comit of a contract state of a real of Comment	APR 14 2003
corporation corporation	☑ limited partnership, already formed □ □ o	ther (please specify):
☐ business trust	☐ limited partnership, to be formed	ther (please specify): "HONSON FINANCIAL
	Month Year	
Actual or Estimated Date of Incorporate	tion or Organization $0 2 0 3$	
Jurisdiction of Incorporation or Organ	tization: (Enter two-letter U.S. Postal Service abbreviation t	for State: D E
	CN for Canada: EN for other foreign jurisdiction)	

GENERAL INSTRUCTIONS

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, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies 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.

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 on 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 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.

> Potential persons who are to 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.

SEC 1972 (7-00)



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% or 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 General and/or Director Managing Partner Full Name (Last name first, if individual) MW Post Advisory Group, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 11766 Wilshire Blvd., Suite 1660, Los Angeles, California 90025 ☐ Promoter Check Box(es) that Apply: ☐ Beneficial Owner ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Goldsmith, Carl Business or Residence Address (Number and Street, City, State, Zip Code) 11766 Wilshire Blvd., Suite 1660, Los Angeles, California 90025 ☐ Promoter ■ Beneficial Owner Executive Officer ☐ Director Check Box(es) that Apply: General and/or Managing Partner Full Name (Last name first, if individual) Klein, Scott M. Business or Residence Address (Number and Street, City, State, Zip Code) 11766 Wilshire Blvd., Suite 1660, Los Angeles, California 90025 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Director General and or Managing Partner Full Name (Last name first, if individual) Post, Lawrence A. Business or Residence Address (Number and Street, City, State, Zip Code) 11766 Wilshire Blvd., Suite 1660, Los Angeles, California 90025 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Schweitzer, Allan E. Business or Residence Address (Number and Street, City, State, Zip Code) 11766 Wilshire Blvd., Suite 1660, Los Angeles, California 90025 Check Box(es) that Apply: ☐ Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Shustak, Robert Business or Residence Address (Number and Street, City, State, Zip Code) 11766 Wilshire Blvd., Suite 1660, Los Angeles, California 90025 General and/or Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner Director Managing Partner Full Name (Last name first, if individual) Mitchell, Patrick L. Business or Residence Address (Number and Street, City, State, Zip Code) 11766 Wilshire Blvd., Suite 1660, Los Angeles, California 90025

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% or 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. ☐ Promoter ☐ Beneficial Owner □ Director General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Spurge, Lorraine F. Business or Residence Address (Number and Street, City, State, Zip Code) 11766 Wilshire Blvd., Suite 1660. Los Angeles, California 90025 \boxtimes Executive Officer Director Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner General and/or Managing Partner Full Name (Last name first, if individual) Lachance, James J. Business or Residence Address (Number and Street, City, State, Zip Code) 11766 Wilshire Blvd., Suite 1660, Los Angeles, California 90025 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner Executive Officer ☐ Director \Box General and/or Managing Partner Full Name (Last name first, if individual) Porrazzo, Mark S. Business or Residence Address (Number and Street, City, State, Zip Code) 11766 Wilshire Blvd., Suite 1660, Los Angeles, California 90025 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Lee, Kathy H. S. Business or Residence Address (Number and Street, City, State, Zip Code) 11766 Wilshire Blvd., Suite 1660. Los Angeles, California 90025 Executive Officer Director General and/or Check Box(es) that Apply: Promoter Beneficial Owner Managing Partner Full Name (Last name first, if individual) Presidents and Fellows of Middlebury College Business or Residence Address (Number and Street, City, State, Zip Code) Service Building 220, c/o Derek J. Hammel, Attn.: Derek Hammel, Middlebury, VT 05853 Check Box(es) that Apply: ☐ Promoter Beneficial Owner ☐ Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) McDonald, William W. Business or Residence Address (Number and Street, City, State, Zip Code) One Office Park Circle, Suite 300, Birmingham, AL 35223 General and/or Check Box(es) that Apply: ☐ Promoter \boxtimes Beneficial Owner ☐ Executive Officer Director Managing Partner Full Name (Last name first, if individual) Mitchell-Fink, Elizabeth Business or Residence Address (Number and Street, City, State, Zip Code) c/o Mark Cirilli, 20 Marshall Street, Suite 300, South Norwalk, CT 06854

		· · · · · · · · · · · · · · · · · · ·		B. IN	FORMAT	ION ABO	UT OFFE	RING				2,24-1
											Yes	No
1. Has the	issuer sold	l, or does th						-				\boxtimes
2 What is	the minim	um invactm					g under UL(\$3,000	1000*
2. Wildt is	s are minim	am myesin	ent mat wii	i de aeceja	ou from any	marvidaai			***************		3 <u>2,000.</u> Yes	No
3. Does the offering permit joint ownership of a single unit?												
4. Enter the commission person states, I	ne informat ssion or sim to be listed ist the nam	ion requesta ilar remune is an associ	ed for each pration for stated person ker or deale	person who olicitation of or agent of or. If more	has been o of purchase f a broker o than five (5	r will he pa rs in connec r dealer reg) persons to	id or given, ction with sa istered with be listed ar	directly or	indirectly, a rities in the id/or with a	iny offering. If state or		
Full Name	: (Last nam	e first, if inc	dividual)									
Business o	or Residenc	e Address (Number and	i Street. Ci	y, State, Zi	p Code)						
Name of A	Associated I	Broker or D	ealer									
	-	on Listed H							 			· · · · · · · · · · · · · · · · · · ·
(Check "A	dl States" o	or check ind	ividual Stat	es):		······································					🗆 А	ll States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	(DCL	[F1.]	[GA]	[141]	[ID]
(IL)	[N]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NH]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	(WII	[WY]	(PR)
run Name	: (Last nam	e first, if in	aividuai)									
Business o	or Residenc	e Address (Number and	l Street, Ci	ty, State, Zi	p Code)						
Name of A	Associated	Broker or D	ealer									
States in V	Which Perso	on Listed H	as Solicited	or Intends	to Solicit P	urchasers	***					
							****************				🗆 А	II 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]	[NH]	[MM]	[NY]	[NC]	[ND]	[011]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name	e (Last nam	ne first. if in	dividual)									
Business	or Residenc	ce Address (Number an	d Street, Ci	ty, State, Zi	p Code)		· · · · · · · · · · · · · · · · · · ·				
Name of a	Associated	Broker or D)ealer					<u>. </u>				
States in '	Which Pers	on Listed H	as Solicited	or Intends	to Solicit P	urchasers		-				
(Check "A	All States"	or check inc	lividual Sta	tes)						***************************************	🗆 A	II 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]	[HN]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
subject to v	vaiver in ge				py and use	additional	copies of th	is 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 the answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\subseteq \) 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	S	\$
Equity	··	s
Common Preferred		Φ
Convertible Securities (including warrants)	e-	\$
	S	
Partnership Interests	\$27,300,000	\$ <u>27,300,000</u>
Other (Specify)	\$	\$
Total	\$27,300,000	\$ <u>27,300,000</u>
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 Amoun of Purchases
Accredited Investors	7	\$27,300,000
Non-accredited Investors		\$
Total (for filings under Rule 504 only)		S
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 Amoun Sold
Rule 505	occurry.	\$
Regulation A		
		·>
Rule 504		3
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 issuer. 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		\$
Printing and Engraving Costs		\$
Legal Fees		\$
Accounting Fees		\$
Engineering Fees	_	s
Sales Commissions (specify finders' fees separately)		\$
Other Expenses (identify)		\$

	b. Enter the difference between the aggregate offeri and total expenses furnished in response to Part C – gross proceeds to the issuer."	Question 4.a. This difference is the "adj	usted			\$ <u>27,300,000</u>
	Indicate below the amount of the adjusted gross pro- each of the purposes shown. If the amount for any p check the box to the left of the estimate. The total o- gross proceeds to the issuer set forth in response to f	ourpose is not known, furnish an estimate f the payments listed must equal the adju	and	for		
		, :		Payme Offic Direct Affil	cers. ors. &	Payment to Other
	Salaries and fees			\$		\$
	Purchase of real estate			\$] \$
	Purchase, rental or leasing and installation of made	chinery and equipment		\$		\$
	Construction or leasing of plant buildings and fac	rilities		\$] \$
	Acquisition of other businesses (including the va that may be used in exchange for the assets or sec merger	curities of another issuer pursuant to a		\$] \$
	Repayment of indebtedness			s] \$
	Working capital			\$] s
	Other (specify): Securities			\$		\$27,300,000
				S] s
				\$] \$
	Column Totals			\$] \$
	Total Payments Listed (column totals added),			\$27.300	0.000
_		D. FEDERAL SIGNATURE				
fo	te issuer has duly caused this notice to be signed by tellowing signature constitutes an undertaking by the is staff, the information furnished by the issuer to any	ssuer to furnish to the U.S. Securities and	Excha	ange Com	mission, upon	
ls: M	suer (Print or Type) W Post Traditional High Yield Fund, L.P.	Signature Nobert Shortal			Date April 8, 2003	
		Title of Signer (Print or Type) President and Chief Operating Officer, N	1W Po	st Advisor	ry Group, LLC	C. General Part

ATTENTION

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

		•	Yes	No
Is any party described in 17 CFR 230.262 pre of such rule?	sently subject to any of the disqualification provisi	ons		\boxtimes
	See Appendix, Column 5, for state response.			
2. The undersigned issuer hereby undertakes to (17 CFR 239.500) at such times as required b	furnish to any state administrator of any state in why state law.	nich this notice is filed, a notice c	n Forn	n D
3. The undersigned issuer hereby undertakes to offerees.	furnish to the state administrators, upon written rec	quest, information furnished by th	ne issue	r to
· ·	uer is familiar with the conditions that must be sati hich this notice is filed and understands that the is: these conditions have been satisfied.	·		ted
The issuer has read this notification and knows tundersigned duly authorized person.	he contents to be true and has duly caused this noti	ce to be signed on its behalf by t	he	
Issuer (Print or Type) MW Post Traditional High Yield Fund, L.P.	Signature Robert Shortak	Date April 8, 2003		
Name of Signer (Print or Type) Robert Shustak	Title of Signer (Print or Type) President and Chief Operating Officer, MW	Post Advisory Group, LLC, Ger	neral Pa	artner

E. STATE SIGNATURE

Instruction:

Print the name and title of signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually typed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	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)	Type of security and aggregate offering price Offered in state Type of investor and amount purchased in State				Disqualific State UL(attach exp waiver	sation under DE (if yes, lanation of granted) - Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		X	LP Interests	2	7,500,000	0	0		X
AK									
AZ									
AR									Į.
CA		X	LP Interests	1	2,000,000	0	0		X
со									
СТ		X	LP Interests	2	6,500,000	0	0		X
DE									
DC									
FL									
GA									
н									
ID		X	LP Interests	1	1,000,000	0	0		X
IL									
IN									
IA									
KS			·						
KY									
LA									
ME									
MD									
MA									
MI									
MN				-					
MS									
МО									

APPENDIX

1	Intend t non-acc investors (Part B-	o sell to credited s in State	3 Type of security and aggregate offering price offered in state (Part C – Item 1)		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)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
MT											
NE											
NV											
NH							-				
NJ											
NM											
NY							1				
NC				-		-					
ND											
ОН											
ОК											
OR											
PA											
RI											
SC											
SD											
TN											
TX											
UT											
VT		X	LP Interests	1	10,300,000	0	0		X		
VA											
WA											
wv											
WI											
WY				1							
PR											