ATTENTION

Failure to file notice in the appropriate states will not result in a 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.



RECD S.E.C. OCT **5** - 2005 077 OMB APPROVAL

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Prefix Serial

DATE RECEIVED

FORM D

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

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION /340949
PROCESSED
MOCT 11 2005
PROMESS

Name of Offering (check if this is an amendment and name has changed, and indicate change.) AN OFFERING OF LIMITED PARTNERSHIP INTERESTS IN ALPINE EQUITY, L.P.						
Type of Filing: [✓] New Filing [] Amendment						
	A. BASIC II	DENTIFICATIO	N DATA			
1. Enter the information requested about t	he issuer					
Name of Issuer (check if this is an amendm Alpine Equity, L.P. (the "Fund" or "I		as changed, and in	ndicate change.)			
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) c/o Pine Creek Equity Partners, LLC, 1055 Thomas Jefferson Street, NW, Suite 218, Washington, DC 20007 (202) 494-0464						



	А. І	BASIC IDENTIFICATION DA	NTA
Address of Principal (if different from Exe		er and Street, City, State, Zip Co	de) Telephone Number (Incl. Area Code)
Brief Description of I Operate as a small by certain industries inc government contract	ısiness investment company ı cluding financial services, sele	under the SBIC Act and target in ect consumer products, education	vestments in small, growing companies and nal products and services and select federal
Type of Business Organization [] corporation	[x] limited partnership, 1	newly-formed [] other (p	lease specify):
[] business trust	[] limited partnership, to	•	
Organization: (Enter two-letter U.S	Date of Incorporation or 5. Postal Service abbreviation or other foreign jurisdiction)	Month Year [0][9] [0][4] for State: [D][E]	[x] Actual [] Estimated

GENERAL INSTRUCTIONS

Federal:

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 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.

State:

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 in the notice constitutes a part of this notice and must be completed.

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. [] Director [x] General Partner (GP) Check Box(es) that [] Promoter [] Beneficial Owner [] Executive Apply: Officer Full Name (Last name first, if individual) Pine Creek Equity Partners, LLC **Business or Residence Address** (Number and Street, City, State, Zip Code) 1055 Thomas Jefferson Street, NW, Suite 218, Washington, DC 20007 [] Executive Officer [] Director [x] Manager of GP [] Promoter [] Beneficial Check Box(es) that Apply: Owner Full Name (Last name first, if individual) Rickertsen, Rick **Business or Residence Address** (Number and Street, City, State, Zip Code) c/o Pine Creek Equity Partners LLC, 1055 Thomas Jefferson Street, NW, Suite 218, Washington, DC 20007 [x] Manager of GP Check Box(es) that [] Promoter [] Beneficial Owner [] Executive [] Director Apply: Officer Full Name (Last name first, if individual) McCabe, Jr., George L. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Pine Creek Equity Partners LLC, 1055 Thomas Jefferson Street, NW, Suite 218, Washington, DC 20007

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

					B. INFO	RMATI	ON ABO	UT OFF	ERING			-	
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?					g?	Yes	No					
	Answer also in Appendix, Column 2, if filing under ULOE.							[]	[x]				
2.	What is the minimum investment that will be accepted from any individual?							\$250,000 by a Limited Partner					
3⋅	- V						Yes	No []					
	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. NONE												
Full	Name (Las	t name fir	st, if indi	vidual)		•							
Busi	iness or Res	idence Ac	ldress		(Numb	er and St	reet, City	, State, Zi	ip Code)				
Nan	ne of Associ	ated Brok	er or Dea	ler									
	es in Which eck "All Stat					ds to Soli	icit Purch	asers			[] A	ll States	
[AL]		[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]	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR PROCEEDS

•	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "o" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Maximum Target Aggregate Capital Commitment	Capital Commitments to Fund
	Debt	\$0 \$0	\$ <u>o</u> \$
	[] Common Stock:		
	Convertible Securities	¢ 0	\$ o
		\$o	φ0
	Limited Partnership Interests in the Fund ("LP Interests") in maximum offering amount of not less than \$10,000,000 or more than \$100,000,000	\$100,000,000	\$ <u>24,975,000</u>
	Other (Specify). Total	\$ <u> </u>	\$0
	Answer also in Appendix, Column 3, if filing under ULOE.	\$ <u>100,000,000</u>	\$ <u>24,975,000 </u>
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 <u>Rule 504</u> , 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 of Investors	Aggregate Dollar Amount of Common Stock Purchased
	Accredited Investors	39 0 0	\$ <u>24,975,000</u> \$ \$
3.	If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, 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 Amount Sold
	Rule 505	N/A	N/A
	Regulation A Rule 504	N/A N/A	N/A N/A
	Total	$\frac{N/A}{N/A}$	$\frac{N/A}{N/A}$

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR PROCEEDS

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		[] \$
b.	Enter the difference between the aggregate offering price given in response to Part C- Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		Gross Proceeds/Aggregate Capital Commitment of \$100,000,000 - all expenses to be paid out of capital of General Partner
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.		
		Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees	[]\$ <u>o</u>	_[]\$ <u>o</u>
	Purchase of real estate	[]\$	[]\$
	Purchase, rental or leasing and installation of machinery and equipment	[]\$	_[]\$ <u> </u>
	Construction or leasing of plant buildings and facilities	[]\$o	[]\$
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$o	_[]\$o
	Repayment of indebtedness	[]\$o	_[]\$ <u> </u>
	Working capital and other expenses	Ø \$ <u>14,000,000</u>	<u>o</u> ☑ \$ <u>1,000,000</u>
	Other (specify): To fund investments	[]\$o	[]\$85,000,000
	Column Totals	Ø \$ <u>14,000,000</u>	5 ☑ \$86,000,000
	Total Payments Listed (column totals added)	[✓] \$;	100,000,000

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)

Alpine Equity, L.P.

By: Pine Creek Equity Partners, LLC, General Partner

Name of Signer (Print or Type)

George L. McCabe, Jr.

Signature Les I. Maker Date

September 30, 2005

Title of Signer (Print or Type)

Manager

ATTENTION

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