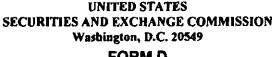
# FORM D

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FORM D



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•								
Name of Offering (Cl check if this an amendment and name has changed, and indicate change.)  PMorgan IIF Tax-Exempt LP - Offering of Partnership Interests								
Filing Under (Check box(es) that apply):	□ Rufe 504	☐ Rule 505	☑ Rule 506	Section 4(6)	□ ULOE			
Type of Filing: 🔞 New Filing	O Amendment							
		IC IDENTIFICATIO	N DATA	DECT AVAIL A	DIE COPY			
1. Enter the information requested about the				<u> </u>	DEF COLL			
Name of Issuer (C) check if this is an amen IPMorgan IIF Tax-Exempt LP	dment and name has changed, a	nd indicate change.)						
Address of Executive Offices	(Numb	er and Street, City, Stat	z, Zip Code)	Telep	hone Number (Including Area			
c/o J.P. Morgan Investment Management 1	nc., 245 Park Avenue, Floor 2, N	lew York, New York I	0167	Code	) (212) 648-2158			
Address of Principal Business Operations (if different from Executive Offices)	PROCESSED	et, City, State, Zip Code	<del>:)</del>	Telep Code	hone Number (Including Area )			
Brief Description of Business  Private investment fund	DEC 2 0 2006 1	۷			SEINED ERGO			
Type of Business Organization	THUMSON			<del></del>	10			
Corporation	FINALWONA Portner			a other (1)	29 2008			
O business trust	D limited partners	thip, to be formed			<u></u>			
Actual or Estimated Date of Incorporation  Jurisdiction of Incorporation or Organization	nn: (Enter two-letter U.S. Postal		r State:	Actual D E	C Estimated			
	CNRT	Canada; FN for other fo	ғенді <u>Ішізанейоп)</u>		<b>N</b> Y			

# **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 natice 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

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 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.

A. BASIC IDENTIFICATION DATA							
2. Enter the information requested for the following:							
, T	Each promoter of the issuer, if the issuer has been organized within the past five years;						
		•	•		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 ma	maging partner of	рогизствлир изхиств.					
Chock Box(es) that Apply:	2 Promoter	☐ Beneficial Owner	☐ Executive Officer	O Director	☐ General and/or Managing Partner		
Full Name (Last name first, if ir J.P. Morgan Investment Manage	•						
Business or Residence Address 245 Park Avenue, Floor 2, New							
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☑ General and/or Managing Partner		
Full Name (Last name first, if in IIF Manager, LLC	dividual)						
Business or Residence Address				<del></del>			
245 Park Avenue, Floor 2, New Check Box(cs) that Apply:	York, New York  D Promoter	10167  D Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner		
Full Name (Lost name first, if in							
Campbell, James							
Business or Residence Address 245 Park Avenue, Floor 2, Nev		eet, City, State, Zip Code)					
Check Box(cs) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner		
Full Name (Lost name first, if in Daniels, Randy	dividual)		· · · · · · · · · · · · · · · · · ·				
Business or Residence Address 245 Park Avenue, Floor 2, New							
Check Box(es) that Apply:	D Promoter	☐ Beneficial Owner	D Executive Officer	☑ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if in Reid, Tetence C. W.	dividual)						
Business or Residence Address 245 Park Avenue, Flour 2, New							
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if in	dividual)	<del></del>					
Business or Residence Address	(Number and Str	ect, City, State, Zip Code)					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if in	dividual)						
Business or Residence Address	(Number and Str	eet, City, State, Zip Code)		·			
Check Box(es) that Apply:	C) Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Business or Residence Address	(Number and Str	eet, City, State, Zip Code)					
(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)							

							JT OFFERI				Yes	No
l. Has the	issuer sold, or	does the issu	er intend to se	ll, to no <del>n-acc</del>	redited investo	es in this offe	ring?			••-	0	<u> 2</u>
· .·	·			Answer a	ulso in Appen	dix, Column	l, if filing und	er ULOE.				
	the minimum	investment th	at will be acco	epted from an	y individual?.	***************************************	***************************************	***************************************		\$ <u>10.0</u>	<u>*00.00</u>	
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	offering perm										Φ.	
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	Residence Ac				ip Code)							
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<sup>\*</sup>The investment minimum may be waived.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF I	ROCEEDS	
<ol> <li>Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" 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.</li> </ol>		
Type of Security	Aggregate Offering Price*	Amount Already Sold
Debt	\$	<u> </u>
Equity	\$ <u> </u>	s <u> </u>
□ Common □ Preferred		
Convertible Securities (including warrants)	\$0	\$ <u>0</u>
Partnership Interests	\$200,000,000	<u> </u>
Other (specify)	\$ <u> </u>	\$ <u> </u>
Total	\$200,000,000	\$0
Answer also in Appendix, Column 3, if filing under ULOE.  2. Enter the number of accredited and non-accredited investors who have purchased accurities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased accurities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
pune of zero.	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	0	\$ <u> </u>
Non-accredited Investors	0	S <u> </u>
Total (for filings under Rule 504 only)	n/a	\$ <u></u>
Answer also in Appendix, Column 4, if filing under ULOE.		
<ol> <li>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.</li> </ol>		
Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$ <u>n/a</u>
Regulation A		\$ <u>n/n</u>
Rule 504		\$ <u>n/a</u>
Total	<u></u>	\$ <u>n/a</u>
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 Foes	0	\$ <u> </u>
Printing and Engraving Costs	٥	\$0
Legal Fees	æ	\$_50,000
Accounting Fees	۵	\$ <u> </u>
Engineering Fees	0	\$ <u> </u>
Sales Commissions (specify finders' fees separately)	0	\$ <u> </u>
Other Expenses (identify)	٥	\$0
Total  * Estimated amount. As an investment fund with no fixed life and the ability to accept commitments continuously, there is no	E	\$_50,000

	C. OFFERING PR	CE, NUMBER OF INVESTORS, EXPE	NSES A	ND USE OF PROCEEDS		
	b. Enter the difference between the aggregate of expenses furnished in response to Part C - Question				\$ 199.95	0.000
5.	Indicate below the amount of the adjusted gross proposes shown. If the amount for any purpose is the estimate. The total of the payments listed must equipart C - Question 4.b above.	not known, furnish an estimate and check th	e box to	the left of the		
	Salaries and fees		ם	Payments to Officers, Directors, & Affiliates  \$0	D	Puyments To Others \$0
	Purchase of real estate		0	\$ <u> </u>	Ò	s <u> </u>
	Purchase, rental or leasing and installation of m	achinery and equipment	0	s <u> </u>	0	\$ <u> </u>
	Construction of leasing of plant buildings and for	ncilities	0	\$ <u> </u>	0	<b>\$</b> 0
	Acquisition of other businesses (including the v					
	offering that may be used in exchange for the as issuer pursuant to a merger)		0	<b>so</b>	o	\$ <u> </u>
	Repayment of indebtedness		0	\$ <u> </u>	0	\$ <u>0</u>
	Working capital		0	\$ <u> </u>	<b>13</b>	\$ <u>199.950.000</u>
	Other (specify):		D	\$0	0	\$ <u> </u>
			0	\$ <u> </u>	0	\$ <u> </u>
	Column Totals	***************************************	0	\$ <u> </u>	<b>@</b>	\$199,950,000
	Total Payments Listed (column totals added)	***************************************	<b>\$ 199.950,000</b>			
		D. FEDERAL SIGNATURI	E			
und	issuer has duly caused this notice to be signed by the staking by the issuer to furnish to the U.S. Securities dited investor pursuant to paragraph (b)(2) of Rule 50	s and Exchange Commission, upon written				
İssu	ra (Print or Type)	Signature / /		Date		
ЉΨ	organ IIF Tax-Exempt LP	It M. XIm	<del>}</del>	November 2	2006	
Nan	e of Signer (Print or Type)	Title of Signer (Print or Type)		•		
Sten	Steven Greenspan Authorized Signatory of UF Manager, LLC, the General Partner of JPMorgan IIF Tax-Exempt LP					

**ATTENTION** 

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