1406964

FORM D

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

# FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
ORM LIMITED OFFERING EXEMPT

OMB APPROVAL							
OMB Number:	3235-0076						
Expires:	April 30, 2008						
Estimated average	burden						
hours per response	1						

SEC USE ONLY							
Prefix Serial							
DATE RE	CEIVED						

SONIFORM LIMITED OFFERING EXEM	PHON
Name of Offering (Deheck if this is an amendment and name has changed, and indicate change.)	
Up to \$500,000,000 in limited partnership interests of Court Square Capital Partner.	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule  Type of Filing: New Filing Amendment	506 Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	A COMPANY OF THE PARTY OF THE P
Enter the information requested about the issuer	
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	
Court Square Capital Partners II-A, L.P.	07071555
Address of Executive Offices (Number and Street, City, State, Zip Code) 399 Park Avenue, 14 <sup>th</sup> Floor, New York, NY 10043	Telephone Numt. 212-559-1127
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	,
D. CD.	PROCESSE
Brief Description of Business  Making investments in equity securities of companies.	FIIOOLOGE
	JUL_ 1 8 2007
Type of Business Organization	THOMSE
☐ corporation ☐ limited partnership, already formed ☐ business trust ☐ limited partnership, to be formed	other (please specify): THOMSUN FINANCIAL
Month Year	1 114/11/11
Actual or Estimated Date of Incorporation or Organization: 0 3 0 6	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation of CN for Canada: FN for other foreign jurisdiction)	or State: DE
GENERAL INSTRUCTIONS	DL
Federal:	
Who Must File: All issuers making an offering of securities in reliance on an exemption under Reg	gulation 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 off	
Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the after the date on which it is due, on the date it was mailed by United States registered or certified m	
Where to File: U.S. Securities and Exchange Commission, 450 Fißh 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 t	nanually 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 on	ly report the name of the issuer and offering, any
changes thereto, the information requested in Part C, and any material changes from the information Appendix need not be filed with the SEC.	n previously supplied in Parts A and B. Part E and the
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 are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim.	he Securities Administrator in each state where sales 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 la	w. 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 e appropriate federal notice will not result in a loss of an available state exemption un	xemption. Conversely, failure to file the
filing of a federal notice.	soo soon exemption is predicated on the

SEC 1972 (5-05)

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 control number.

1 of 9

			A. BASIC IDENTII	FICATION DATA							
2. Enter the i	nformation reques	sted for the followir	ng:								
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	Director	☑ General and/or Managing Partner					
Full Name (La	st name first, if ir	ndividual)									
Court S	 quare Capital (	GP, LLC									
Business or Re	sidence Address	(Number and Street	t, City, State, Zip Code)		-						
399 Park Avenue, 14th Floor, New York, NY 10043											
Check Box(es	) that Apply:	Promoter	☐ Beneficial Owner		□ Director	General and/or Managing Partner					
Full Name (La	st name first, if ir	ndividual)									
Comfor	t, William T.										
Business or Re	esidence Address	(Number and Stree	ı, City, State, Zip Code)								
399 Par	k Avenue, 14 <sup>d</sup>	<sup>h</sup> Floor, New Yo	ork, NY 10043								
Check Box(es	) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner					
Full Name (La	st name first, if ir	ndividual)	<del></del>								
	, David F.										
Business or R	esidence Address	(Number and Stree	t, City, State, Zip Code)								
399 Раг	k Avenue, 14 <sup>t</sup>	<sup>h</sup> Floor, New Yo	ork, NY 10043								
Check Box(es	) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner					
Full Name (La	st name first, if it	ndividual)									
McWill	iams, Thomas	F.									
Business or R	esidence Address	(Number and Stree	t, City, State, Zip Code)								
399 Par	k Avenue, 14th	<sup>h</sup> Floor, New Yo	ork, NY 1 <u>0043</u>								
Check Box(es	that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner					
Full Name (La	ast name first, if i	ndividual)									
Delane	y, Michael A.										
Business or R	esidence Address	(Number and Stree	t, City, State, Zip Code)								
399 Par	k Avenue, 14 <sup>t</sup>	h Floor, New Y	ork, NY 10043								
Check Box(es	that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner					
Full Name (La	ast name first, if i	ndividual)									
	i, Joseph M.										
Business or R	esidence Address	(Number and Stree	n, City, State, Zip Code)								
399 Par	k Avenue, 14	<sup>th</sup> Floor, New Y	ork, NY 1 <u>0043</u>								
Check Box(es	s) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (L	ast name first, if i	ndiviđual)									
	John D.										
	[		et, City, State, Zip Code)								
399 Par	k Avenue, 14	th Floor, New Y	ork, NY 10043								
<del> </del>											
	1										

#### A. BASIC IDENTIFICATION DATA 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 □ Director General and/or Managing Partner Full Name (Last name first, if individual) Urry, James A. Business or Residence Address (Number and Street, City, State, Zip Code) 399 Park Avenue, 14th Floor, New York, NY 10043 Check Box(es) that Apply: Promoter □ Beneticial Owner □ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Corpening, Charles E. Business or Residence Address (Number and Street, City, State, Zip Code) 399 Park Avenue, 14th Floor, New York, NY 10043 Check Box(es) that Apply: □ Promoter Beneficial Owner Executive Officer □ Director General and/or **Managing Partner** Full Name (Last name first, if individual) Highet, Ian D. Business or Residence Address (Number and Street, City, State, Zip Code) 399 Park Avenue, 14th Floor, New York, NY 10043 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Gollner, Michael S. Business or Residence Address (Number and Street, City, State, Zip Code) 399 Park Avenue, 14th Floor, New York, NY 10043 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Civantos, John P. Business or Residence Address (Number and Street, City, State, Zip Code) 399 Park Avenue, 14th Floor, New York, NY 10043 Check Box(es) that Apply: ☐ Promoter Beneficial Owner □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Gesell, Andrew S. Business or Residence Address (Number and Street, City, State, Zip Code) 399 Park Avenue, 14th Floor, New York, NY 10043 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Director ■ Executive Officer ☐ General and/or Managing Partner Full Name (Last name first, if individual) Kim, John K. Business or Residence Address (Number and Street, City, State, Zip Code) 399 Park Avenue, 14th Floor, New York, NY 10043

				В.	INFORMA	TION ABO	OUT OFFE	RING				
			<del></del>							<del></del> -	Yes	No
1. Has	the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?											$\boxtimes$
	Answer also in Appendix, Column 2, if filing under ULOE.											
2. What is the minimum investment that will be accepted from any individual?												,000*
*The general partner reserves the right to accept smaller participation.  3. Does the offering permit joint ownership of a single unit?											Yes . ⊠	No
4. 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.												
	me (Last n ko Gordia			1)								
				r and Stree	t, City, Sta	te, Zip Co	de)					
	<del>*                                    </del>			Shinkawa	, Tokyo, 1	04-8271,	Japan					
Name o	of Associate	ed Broker o	or Dealer									
States in (Che	n Which Po	erson Listed ates" or ch	d Has Solic eck individ	cited or Inte	ends to Sol	icit Purcha	sers			,,,,,,,,,,,	🛭 All States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[RI]		[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
	me (Last n		f individua	l)								
	s or Reside		· · · · · · · · · · · · · · · · · · ·		et, City, Sta 01	te, Zip Co	de)					
Name o	of Associate	ed Broker o	or Dealer									
	1				ends to Sol						🛭 All States	
[AL]	[ÅK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL] [MT]	[NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS} [OR]	[MO] [PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
	me (Last n e Citigrou			•	J.A.					•		
	s or Reside Park Ave		•		t, City, Sta	te, Zip Co	de)					
Name o	of Associate	ed Broker o	or Dealer									
					ends to Sol			•••••			🛛 All States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL] [MT]	[NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[RI]	[\$C]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this 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 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 Aggregate Amount Already Type of Security Offering Price Sold Debt Equity ☐ Common ☐ Preferred Convertible Securities (including warrants) \$500,000,000 \$500,000,000 Partnership Interests Other (Specify \_\_\_\_) Total ..... \$500,000,000 \$500,000,000 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." Aggregate Number **Dollar Amount** Investors of Purchases Accredited Investors.... \$500,000,000 Non-accredited Investors.... Total (for filings under Rule 504 only)..... 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 **Dollar Amount** Type of Offering Security Sold Rule 505..... Regulation A Rule 504 ..... Total..... 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.... $\boxtimes$ \$10,000 Legal Fees \$20,000 ⊠ Accounting Fees $\boxtimes$ Engineering Fees \$ -0-Sale's Commission (specify finders' fees separately)(Placement Agent Fees)..... $\boxtimes$ \$ -0-Other Expenses (identify) Miscellaneous Expenses including market research, contingency fees and X \$20,000 travel fees Total..... **\$**50,000

		C. OFFERING PRIC	CE, NUMBER OF INVESTORS, EXPENSES AND U	SE O	FPROCEEDS		
an	d tot	al expenses furnished in response	ate offering price given in response to Part C – Que to Part C – Question 4.a. This difference is the "a	djust	ed	<u>\$</u> 4	99,950,000
ea ch	ch of eck t	the purposes shown. If the amounte box to the left of the estimate.	ed proceeds to the issuer used or proposed to be us int for any purpose is not known, furnish an estima The total of the payments listed must equal the ad response to Part C – Question 4.b above.	ite an	đ		
					Payments to Officers, Directors & Affiliates		Payments To Others
	Sal	aries and fees		. 🗆	\$		\$
	Pu	chase of real estate		. 🗆	<u>\$</u>		
			llation of machinery and equipment				<u>s</u>
	Co	nstruction or leasing of plant buil	dings and facilities	. 🗆	\$		\$
	offe	ring that may be used in exchang	luding the value of securities involved in this ge for the assets or securities of another issuer		_		
	- 1						\$499,950,000
	- 1						<u>s</u>
							<u>\$</u>
	Oth	er (specify):		. 🗆	\$		<u>\$</u>
	=			. 🗆	\$		\$
	Col	umn Totals		. 🗆	\$		s
	- 1		s added)			9,950	,000
	Ì		D. FEDERAL SIGNATURE				<del> </del>
followir	ıg sig	mature constitutes an undertaking	gned by the undersigned duly authorized person.  By by the issuer to furnish to the U.S. Securities and by the issuer to any non-accredited investor pursua	Excl	ange Commissio	n, up	on written
Issuer (l	Print	or Type)	Signature	-	Date		
Court S	quare	Capital Partners II-A, L.P.	9		June 29, 2007		
Name o	f Sign	ner (Print or Type)	Title of Signer (Print or Type)	•			
Joseph l	M. Si	lvestri	Managing Partner of the General Partner				
			ATTENTION				

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

		E. STA	TE SIGNATURE			
	party described in 17 CFR 230.262				Yes	No ⊠
		See Appendix, Co	lumn 5, for state	response.		
2. The und Form D	fersigned issuer hereby undertake: (17 CFR 239.500) at such times a	s to furnish to any st as required by state l	ate administrator aw.	of any state in which this notice	e is filed, a not	tice on
	dersigned issuer hereby undertake o offerees.	es to furnish to the	state administrat	ors, upon written request, inform	mation furnish	ed by the
Limited	lersigned issuer represents that the Offering Exemption (ULOE) of exemption has the burden of estable	the state in which th	is notice is filed	and understands that the issuer	itled to the Un claiming the av	iform vailability
	has read this notification and known diduly authorized person.	ws the contents to l	e true and has o	luly caused this notice to be sign	ned on its beh	alf by the
Issuer (Prin	nt or Type)	Signature		Date		
Court Squa	re Capital Partners II-A, L.P.	)	7	June 29, 20	07	
Name (Pri	nt or Type)	Title (Print or Typ	e)	· <del></del>		
Joseph M.	 Silvestri	Managing Partner	of the General P	artner		

#### Instruction:

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

#### APPENDIX 2 3 4 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of offered in state waiver granted) investors in State amount purchased in State (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) (Part C-Item 1) Number of Number of Accredited Non-Accredited State Yes No Investors Investors Yes No Amount Amount ΑL $\mathsf{AK}$ AZAR $\times$ $\boxtimes$ CA Up to -1-\$250,000,000 -0--0-\$500,000,000 in limited partnership interests CO CT DE DC FL GA HI lD s lL IN lA KS $\boxtimes$ $\boxtimes$ KY LA ME MD MA ΜI MN MS MO MT

## APPENDIX

1		2	3			4			5	
	Inten- to non- investo	d to sell accredited rs in State 3-Item 1)	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)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
				Number of Accredited		Number of Non-Accredited				
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No C	
NE		0						0		
NV								0		
NH										
NJ										
NM										
NY		⋈	Up to \$500,000,000 in limited partnership interests	-1-	\$100,000,000	-0-	-0-		Ø	
NC										
ND										
ОН										
ОК										
OR										
PA										
RI										
SC										
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