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** UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number:
Expires:
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Name of Offering (☑ check if this is an a	mendment and name ha	s changed, an	d indicate (change.)	GEC M	
The Willowbridge Fund L.P. Name ha	s changed to RFMC W	/illowbridge	Fund, L.P			RECEIVED
Filing Under (Check box(es) that apply):	□ Rule 504 □ Rule 5	05 🗹 Rule 50	6 🗆 Sect	ion 4(6) 🔲 U	LOE \ SEP	NA NA
Type of Filing: ☐ New Filing ☑ Amend	lment ,				[]	01 2
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1. Enter the information requested about	the issuer				ि र	
Name of Issuer (☑ check if this is an am	endment and name has	changed, and	indicate ch	ange.)	11.	SECTION
The Willowbridge Fund L.P. Name ha	s changed to RFMC W	Villowbridge	Fund, L.P	•	_	SEA SEA
Address of Executive Offices	(Nı	ımber and Str	eet, City, S	tate, Zip Code) Telephone Number (Including Area Code)
4 Benedek Road, Princeton, New Jerse	y 08540				609-921-0717	
Address of Principal Business Operations	i (Nu	ımber and Str	eet, City, S	tate, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices)						
Brief Description of Business						DDOOFOO
Trading and investments						PROCESSED
Type of Business Organization						
☐ corporation	☑ limited partnership	, already form	red	other	(please specify);	SEP 1 1 2007
☐ business trust	☐ limited partnership	, to be formed	<u> </u>			THOMSON
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Actual or Estimated Date of Incorporation	n or Organization:	01	86	☑ Actual [☐ Estimated	
Jurisdiction of Incorporation or Organiza	tion:	(Enter two	-letter U.S.	. Postal Service	abbreviation for State:	
		CN for Ca	nada; FN f	or other foreign	ı jurisdiction)	D E

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 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 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 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) **Ruvane Fund Management Corporation** Business or Residence Address (Number and Street, City, State, Zip Code) 4 Benedek Road, Princeton, New Jersey 08540 Check Box(es) that Apply: □ Beneficial Owner ☑ Executive Officer ☑ Director ☐ General and/or Managing Partner ☐ Promoter Full Name (Last name first, if individual). Lerner, Robert L. Business or Residence Address (Number and Street, City, State, Zip Code) 4 Benedek Road, Princeton, New Jersey 08540 ☐ Executive Officer ☑ Director Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) □ Beneficial Owner ☐ Executive Officer Check Box(es) that Apply: ☐ Promoter □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Beneficial Owner ☐ Executive Officer □ Director □ Promoter ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, 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 individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Promoter □ Beneficial Owner □ Executive Officer Check Box(es) that Apply: □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual)

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Business or Residence Address (Number and Street, City, State, Zip Code)

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В.	INFORMATION	ABOUT	OFFERING	(CONT'D)
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Full Name (Last name first, if individual)

National Financial Services, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

200 Liberty Street, New York, NY 10281

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

[HI] [ID] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [AL] [ME] [MI] [MN] [MS] [MO] [IL] [IN] [IA] [KS] [KY] [LA] [MD] [MA] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [MT] [NE] ITN [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] (RII (SC) (SD)

Full Name (Last name first, if individual)

Charles Schwab & Co., Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

101 Montgomery Street, San Francisco, CA94104

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)

..... 🗹 All States

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Full Name (Last name first, if individual)

Wachovia Securities, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

901 East Byrd Street, Richmond, VA 23219

Name of Associated Broker or Dealer

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· [R	ij (sc	[SD]	[TN]	[TX]☑	[UT] ☑	[VT]	[VA]☑	[WA]	[WV]	[WI] 	[WY]	[PR]
Full Name (I	ast name fi	st, if individu	al)									
PrimeVest F	Financial Se	vices, Inc.										
Business or I	Residence A	dress (Numl	er and Stree	t, City, Sta	te, Zip Co	ie)						
400 Et 4 E4	reat Couth	nite 300. St	Clond, MN	56301								
400 First Sti	teet South,	<u> </u>	Cioud, III.	30301								
	•	-	Civac, IVII	30301								
	•	-										
	sociated Bro	er or Dealer		_	icit Purcha	sers						
Name of Ass States in Wh	sociated Bro	er or Dealer	icited or Inte	ends to Sol							☑ A	.II States
Name of Ass States in Wh (Check	sociated Bro	er or Dealer isted Has So or check ind	icited or Inte	ends to Sol			[DE]	[DC]	(FL)	[GA]		ill States [ID]
Name of Ass States in Wh (Check	ich Person L "All States"	er or Dealer isted Has So or check ind	icited or Inte	ends to Sol	•••••	•••••						
Name of Ass States in Wh (Check [A	ich Person L "All States"	er or Dealer isted Has So. or check ind [AZ]	icited or Intervidual State	ends to Sol s)[CA]	[CO]	(CT)	[DE]	[DC]	[FL]	[GA]	(HI)	(ID)
Name of Ass States in Wh (Check [A	ich Person L "All States" AL) [Al-	isted Has So or check ind [AZ] [IA]	icited or Inte vidual State [AR] [KS]	ends to Sol s)[CA] [KY]	[CO] [LA]	(CT)	[DE]	[DC] [MA]	(FL) [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
(Check {A [II [N	ich Person L "All States" AL) [Al- L] [IN AT] [NE	isted Has So or check ind [AZ] [IA] [NV]	icited or Inte vidual State [AR] [KS] [NH]	ends to Sol s)[CA] [KY] [NJ]	[CO] [LA] [NM]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [MA] [ND]	(FL) [MI] (OH)	[GA] [MN] [OK]	[HI] [MS] [OR]	(ID) (MO) (PA)
Name of Ass States in Wh (Check [A [II]	ich Person L "All States" AL) [AF L] [IN MT] [NE RI] [SC Last name fi	isted Has So or check ind [AZ] [IA] [NV]	icited or Inte vidual State [AR] [KS] [NH]	ends to Sol s)[CA] [KY] [NJ]	[CO] [LA] [NM]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [MA] [ND]	(FL) [MI] (OH)	[GA] [MN] [OK]	[HI] [MS] [OR]	(ID) (MO) (PA)
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Name of Ass States in Wh (Check [A [II] [M [R Full Name (I	ich Person L "All States" AL) [Al- L] [IN AT] [NE RI] [SC Last name fit stments, Inc	isted Has So. or check ind [IA] [NV] [SD] st, if individual	icited or Intervidual State [AR] [KS] [NH] [TN] ai)	ends to Sol s) [CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC]	[DC] [MA] [ND]	(FL) [MI] (OH)	[GA] [MN] [OK]	[HI] [MS] [OR]	(ID) (MO) (PA)
Name of Ass States in Wh (Check [A] [II] [N] [R] Full Name (I] Pavek Invest	ich Person L "All States" AL) [AF L] [IN MT] [NE RI] [SC Last name fire stments, Inc Residence A Brantwood A	isted Has Soo or check ind [AZ] [IA] [NV] [SD] st, if individual	icited or Intervidual State [AR] [KS] [NH] [TN] ai)	ends to Sol s) [CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC]	[DC] [MA] [ND]	(FL) [MI] (OH)	[GA] [MN] [OK]	[HI] [MS] [OR]	(ID) (MO) (PA)
States in Wh (Check [A [II] [N [R Full Name (I Pavek Inves Business or I 2419 West E	ich Person L "All States" AL	isted Has So or check ind [AZ] [IA] [SD] st, if individual dress (Number venue, Gler	icited or Inte vidual State [AR] [KS] [NH] [TN] al) er and Stree dale WI 53	ends to Sol s) [CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC]	[DC] [MA] [ND]	(FL) [MI] (OH)	[GA] [MN] [OK]	[HI] [MS] [OR]	(ID) (MO) (PA)
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States in Wh (Check [A] [III] [N] [R] Full Name (I Pavek Invest Business or I 2419 West E Name of Ass States in Wh (Check	ich Person L "All States" AL) [Al- L] [IN MT] [NE RI] [SC Last name fit stments, Inc Residence A Brantwood a sociated Bro	isted Has So. or check ind [IA] [INV] [SD] st, if individual dress (Numl venue, Gler er or Dealer	icited or Intervidual State [AR] [KS] [NH] [TN] al) er and Stree dale WI 53	ends to Sol s)	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	(FL) [MI] (OH) [WV)	[GA] [MN] [OK] {WI]	[HI] [MS} [OR] [WY]	(ID) (MO) (PA) (PR)
States in Wh (Check [A] [II] [N] [R] Full Name (I Pavek Invest Business or I 2419 West E Name of Ass States in Wh (Check	ich Person L "All States" AL	isted Has So or check ind [[AZ] [[IA]] [NV] [[SD] st, if individual dress (Number ovenue, Gler er or Dealer	icited or Intervidual State [AR] [KS] [NH] [TN] al) er and Stree dale WI 53	ends to Sol s)	[CO] [LA] [NM] [UT] te, Zip Cod	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
States in Wh (Check [A] [II] [N] [R] Full Name (I Pavek Invest Business or I 2419 West E Name of Ass States in Wh (Check [A]	ich Person L "All States" AL	isted Has Soor check ind [AZ] [IA] [NV] [SD] st, if individual idress (Numicated Has Soor check ind [AZ] [AZ] [AZ] [AZ] [AZ] [AZ] [AZ] [AZ]	icited or Intervidual State [AR] [KS] [NH] [TN] al) er and Stree dale WI 53: icited or Intervidual State [KS] [KS]	ends to Sol s)	[CO] [LA] [NM] [UT] te, Zip Cod	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	(FL) [MI] (OH) (WV)	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	(ID) [MO] [PA] [PR]

B. INFORMATION ABOUT OFFERING (CONT'D)

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

B.	INFORMATION	ABOUT	OFFERING (CONT'D)
			O. I. B. I.

Full Name (Last name first, if individual)

Polar Investment Council

Business or Residence Address (Number and Street, City, State, Zip Code)

28798 Cramer Court, Burlington WI 53105

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States [AR] [AL] [AK] [AZ] [CA] [CO] [CT] (HI) [DE] [DC] (FL) [GA] [ID][IL] [IN] [IA] (KS) [KY] [LA] (ME) [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [HO] [OK] [OR] [PA] (RI) ISCI ISDI ITN [XT] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

The Strategic Financial Alliance, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

3384 Peachtree Road, Suite 900, Atltanta, GA 30326

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] IINI [[A]] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] (HO) [OK] (OR) [PA] [SC] [UT] [RI] [SD] [TN] [TX] [VT] [WA] [WV] [WI] [WY] [PR] [VA]

Full Name (Last name first, if individual)

Pacific West Securities, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

555 S. Renton Village Place, Suite 700, Renton, WA 98055

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States [AL] [AK] [AZ] [AR] [CO] [DE] [HI] [CA] [CT] [DC] [FL] [GA] [ID] [IL] [IN] [lA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NY] [NC] [ND] [NM] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

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

			В	. INFOR	MATION	ABOUT (OFFERING	G (CONT	D)			
Full Name (Last na)						<u> </u>			
Futures Investmen												
Business or Resider 5916 N. 300 West,			and Street	, City, Stat	e, Zip Cod	e)						٠
Name of Associated	l Broker o	r Dealer			-							
States in Which Per	son Listed	Has Solici	ted or Inte	nds to Soli	cit Purchas	ers						
(Check "All S	tates" or c	heck indivi	dual States)							🗆 Al	l States
[AL]	[AK]	[AZ] ☑	[AR]	[CA]☑	[CO]☑	[CT]☑	[DE]	[DC]	[FL]☑	[GA]☑	(HI)☑	[ID]☑
[‼L] ☑	[IN]☑	[IA]☑	[KS]☑	[KY]☑	[LA]☑	[ME]	[MD]☑	[MA]☑	[MI]☑	[MN]Ø	[MS]	[MO]☑
[MT]☑	[NE]	[NV]Ø	[HN]	[N]] ☑	[NM]☑	[NY]☑	[NC]	[ND]	[ОН]🖾	[OK]☑	[OR]☑	[PA]☑
(RI)	[SC]☑	[SD]	[TN]	[TX]☑	[UT]☑	[VT]☑	(VA)Ø	[WA]☑	[WV]☑	(WI)☑	[WY]Ø	(PR)
Full Name (Last na	me first, if	individual)									
Heritage Financia	l Systems	Inc.										
Business or Resider One E. Uwchlan A		-		•	te, Zip Cod	le)						
Name of Associate											-	
States in Which Per	rson Listed	l Has Solic	ited or Inte	nds to Soli	cit Purchas	sers						
(Check "All S												l 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]	[NJ]☑	[NM]	(NY)	[NC]	[ND]	(OH)	[OK]	[OR]	[PA]☑
{RI}	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (Last na Geneos Wealth M)									
Business or Reside			and Steam	City Star	a Zin Cod							
4700 S. Syracuse I		-		•	ic, 24p Coo	ic)						
Name of Associate												
States in Which Pe		•										
(Check "All S												
[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]
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			В	. INFOR	MATION	ABOUT (FFERING	G (CONT	D)			
Full Name (Last na American Securit)					• ·	· · · · ·			
				Cinc Sec	- 7:- C-d	1-1						
Business or Reside 400 S. Dixie Highe				-	e, Zip Cod			,				
Name of Associate	d Broker o	r Dealer						•				
States in Which Pe	rson Listed	Has Solici	ited or Inte	nds to Soli	cit Purchas	sers		· · · · · · · · · · · · · · · · · · ·				
(Check "All S	itates" or cl	heck indivi	dual States	s)(s							🗹 Al	l States
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[R1]	[SC]	[SD]	(TN)	[TX]	(UT)	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (Last na Thomas McDonal)									
Business or Reside				•	e, Zip Coo	ie)			•			
Name of Associate			anu, Ori		•							
												
States in Which Pe												
(Check "All S				-								
[AL]☑	[AK]☑	[AZ]☑	[AR]	[CA]☑	[CO] ☑	[CT]	(DE)☑	[DC]	(FL)☑	[GA]⊠	(HI)	[ID]☑
(IL)☑	(IN)Ø	[IA]	(KS)	[KY]Ø	[LA]	[ME]	[MD]Ø	[MA]☑	[MI]Ø	[MN]☑	[MS]	[MO]☑
(MT)☑	[NE]	(NV)☑	[NH]	(NJ)⊠	(NM)	[NY]Ø	[NC]☑	[ND]	[OH]☑	[OK]	(OR)☑	(PA)☑
(RI)	[SC]☑	(SD)	[TN]Ø	[TX]☑		[VT]☑	[VA]☑	[WA]Ø	[WV]Ø	[WI]Ø	[WY]	[PR]
Full Name (Last na Alternative Wealt)									
Business or Reside			r and Stree	t City Stat	e. Zin Cor	le)	<u>.</u> .					
1040 N. Kings Hig				-	,p COC	,						
Name of Associate	d Broker o	r Dealer		-								
States in Which Pe	rson Listed	l Has Solic	ited or Inte	ends to Soli	cit Purcha	sers	 -					
(Check "All S	States" or c	heck indivi	idual State	s)(s			••••		••••••	•••••	🗆 Ai	ll States
[AL]	[AK]	[AZ]	[AR]	[CA]☑	[CO]☑	[CT]Ø	[DE]	{DC}	[FL]☑	[GA]☑	[HI]☑	[ID]
(IL)☑	[N] ☑	[IA]☑	[KS]☑	[KY]☑	[LA]	[ME]	[MD]☑	[MA]☑	[MI]☑	[MN]☑	[MS]	[MO]
[MT]	[NE]☑	[NV]	[NH]Ø	[NJ]☑	[NM]	[NY]☑	[NC]☑	[ND]☑	[OH] ☑	(OK)	[OR]☑	[PA]☑

[VT] (Use blank sheet, or copy and use additional copies of this sheet, if necessary.)

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 $[WV] {\ensuremath{\mbox{$\not$}}} \ [W1] {\ensuremath{\mbox{\not}}} \]$

[WY]

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(RI)☑

[SC]☑

[SD]

[TN]☑

[TX]☑

(UT)

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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 \(\square\$ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.					
	Type of Security	_	Aggregate	Amount Already		
	D.I.		Offering Price		Sold	
	Debt	-	-0-	<u> </u>	-0-	
	Equity	<u>\$</u>	-0-	<u>\$</u>	-0-	
	□ Common □ Preferred					
	Convertible Securities (including warrants)			\$	-0-	
	Partnership Interests	<u>\$</u>	100,000,000	<u>\$</u>	61,526,645	
	Other (Specify)	<u>\$</u>	-0-	<u>\$</u>	-0-	
	Total	<u>\$</u>	100,000,000	<u>\$</u>	61,526,645	
	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."	l				
				_	Aggregate	
			Number Investors		Oollar Amount of Purchases	
	Accredited Investors		711	•	61.526.645	
	Accreditivesiors	_	/11	<u>. </u>	01,320,043	
	Non-accredited Investors	_	-0-	<u>\$</u>	-0-	
	Total (for filings under Rule 504 only)	_	-0-	<u>\$</u>	-0-	
	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	E	Oollar Amount Sold	
	Rule 505		<u> </u>	<u>\$</u>		
	Regulation A			\$		
	Rules 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		☑	\$	-0-	
	Printing and Engraving Costs				500	
	Legal Fees			\$	15,000	
	Accounting Fees				5,000	
	Engineering Fees				-0-	
	Sales Commissions (specify finders' fees separately)				237,000	
	Other Expenses (identify) filing fees				6,500	
	Total				264,000	

	· · · · · · · · · · · · · · · · · · ·	Question 4.a. This difference is the "adjusted gross proceeds to t				<u>*</u> _		<u>,736,000</u>
	Indicate below the amount of the adju of the purposes shown. If the amount	isted gross proceeds to the issuer used or proposed to be used for t of any purpose is not known, furnish an estimate and check the b the payments listed must equal the adjusted gross proceeds to the	each ox to	0				
					Payments to Officers, Directors, & Affiliates		1	Payments to Others
	Salaries and fees		. 🗆	\$	-0-		<u>\$</u>	-0
	Purchase of real estate		. 🗖	<u>\$</u>	-0-	. \square	<u>\$</u>	-0-
	Purchase, rental or leasing and installation of machinery and equipment						<u>\$</u>	-0
Construction or leasing of plant buildings and facilities					-0-		\$	-0-
		<u>\$</u>	-0-		<u>\$</u>	-0-		
	Repayment of indebtedness						<u>\$</u>	-0
	Working capital		. 🗖	\$_	-0-		<u>\$</u>	0
	Other (specify): trading and investme	ents	. 🗹	\$_	-0-	☑	<u>\$_</u>	99,736,000
	Column Totals		. 0	<u>\$</u>	-0-	☑	\$	99,736,000
	Total Payments Listed (column totals	added)	•		Ø <u>\$ 99,</u>	/30.1	<u> </u>	
		D. FEDERAL SIGNATURE						
constitute	es an undertaking by the issuer to furni	ned by the undersigned duly authorized person. If this notice is fi ish to the U.S. Securities and Exchange Commission, upon written exestor pursuant to paragraph (b)(2) of Rule 502.						
•	rint of Type) Villowbridge Fund, L.P.	Signature Date Augu	, 20	07	•		·	
Name of	Signer (Print or Type)	Title of Signer (Print or Type)					• •	
Robert L	Lerner	President of Ruvane Fund Management Corporation, t	he G	ene	ral Partner o	f the	Iss	uer

