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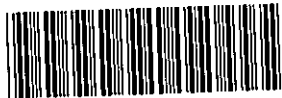
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D SEP 04 2007

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR 182 UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL table with OMB Number 3235-0076, Expires April 30, 2008, and Estimated average burden of 16.00 hours per response.

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields.



07076938

Name of Offering (Morgan Stanley Infrastructure Partners LP) and Filing Under (Rule 506 checked) information.

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer. Name of Issuer: FCC Holdings, Inc.

Address of Executive Offices (3383 North State Road 7, Lauderdale Lakes, FL) and Telephone Number (954) 535-8700.

Brief Description of Business: Operates post-secondary educational institutions.

PROCESSED

SEP 17 2007

THOMSON FINANCIAL

Type of Business Organization (corporation checked).

Actual or Estimated Date of Incorporation or Organization (September 10, 2004).

Jurisdiction of Incorporation or Organization (DE).

GENERAL INSTRUCTIONS: Federal: Who Must File, When to File, Where to File, Copies Required, Information Required, 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.

ATTENTION: Failure to file notice in the appropriate states will not result in a loss of the federal exemption. SEC 1972 (05-05) 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.

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 Director General and/or Managing Partner

Full Name (Last name first, if individual)

Niehaus, Robert H.

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

FCC Holdings, Inc., 3383 North State Road 7, Lauderdale Lakes, FL 33319

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Bousquette, Kevin

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

FCC Holdings, Inc., 3383 North State Road 7, Lauderdale Lakes, FL 33319

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Abrams, David

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

FCC Holdings, Inc., 3383 North State Road 7, Lauderdale Lakes, FL 33319

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Rhodes, Travis

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

FCC Holdings, Inc., 3383 North State Road 7, Lauderdale Lakes, FL 33319

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Knobel, David

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

FCC Holdings, Inc., 3383 North State Road 7, Lauderdale Lakes, FL 33319

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Abrams Capital Partners II, L.P.

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

c/o Abrams Capital, LLC, 222 Berkeley Street, 22nd Floor, Boston, MA 02116

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Greenhill Capital Partners (Employees) II, L.P.

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

c/o Greenhill Capital Partners, LLC, 300 Park Avenue, 23rd Floor, New York, NY 10022

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Greenhill Capital Partners II, L.P.

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

c/o Greenhill Capital Partners, LLC, 300 Park Avenue, 23rd Floor, New York, NY 10022

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

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Riva Capital Partners, LP

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

c/o Abrams Capital, LLC, 222 Berkeley Street, 22nd Floor, Boston, MA 02116

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

McDougall, John

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

FCC Holdings, Inc., 3383 North State Road 7, Lauderdale Lakes, FL 33319

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Brummé, Erik

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

FCC Holdings, Inc., 3383 North State Road 7, Lauderdale Lakes, FL 33319

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Yawn, Neal

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

FCC Holdings, Inc., 3383 North State Road 7, Lauderdale Lakes, FL 33319

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Asher, Jay

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

FCC Holdings, Inc., 3383 North State Road 7, Lauderdale Lakes, FL 33319

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)

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)

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)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

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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)

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)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$0
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.

Full Name (Last name first, if individual)

BMO Capital Markets Corp.

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

111 West Monroe Street, 20th Floor East, Chicago, Illinois 60603

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]	[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 name first, if individual)

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

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]	[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 name first, if individual)

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

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]	[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 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.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$0	\$0
Equity.....	\$129,930,001.28	\$129,930,001.28
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$0	\$0
Partnership Interests.....	\$0	\$0
Other (Specify _____).	\$0	\$0
Total.....	\$129,930,001.28	\$129,930,001.28

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 Amount of Purchases
Accredited Investors.....	14	\$129,930,001.28
Non-accredited Investors.....	0	\$0
Total (for filings under Rule 504 only).....	n/a	n/a

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 Amount 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.....	<input type="checkbox"/>	\$0
Printing and Engraving Costs.....	<input type="checkbox"/>	\$0
Legal Fees.....	<input type="checkbox"/>	\$598,186.45
Accounting Fees.....	<input type="checkbox"/>	\$220,000.00
Engineering Fees.....	<input type="checkbox"/>	\$0
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$4,021,622.00
Other Expenses (identify) <u>Consulting fees, D&O Insurance</u>	<input type="checkbox"/>	\$69,715.00
Total.....	<input type="checkbox"/>	\$4,909,523.45

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

b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer.".....

\$125,020,477.83


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

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	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
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)	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$27,452,096.00
Working capital	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$97,568,381.83
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added).....	<input type="checkbox"/> \$125,020,477.83	

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) FCC Holdings, Inc.	Signature 	Date 8/27/07
Name of Signer (Print or Type) John McDougall	Title of Signer (Print or Type) Chief Financial Officer	

ATTENTION

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

END