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 JNIFORM LIMITED OFFERING EXEMPTION

	OMB API	PROVAL
Expires: Estimate	ed average	3235-0076 April 30, 2008 burden 16.00
	SEC US	E ONLY
Prefix		Serial
	1	1
	DATE RE	CEIVED
	1	1

Name of Offering ( check in Limited Partnership Interests of	f this is an amendment and nam • Edge Partners II, LP	e has changed, and ir	dicate change.)		
Filing Under (Check box(es) that a Type of Filing:	apply): Rule 504	☐ Rule 505	⊠ Rule 506	Section 4(6)	ULOE
	A. BAS	IC IDENTIFICAT	ON DATA	BEGEIVED	
1. Enter the information reques	ted about the issuer		D.		
Name of Issuer	this is an amendment and name	has changed, and in	dicate change.	gīd 1 0 1999	
Address of Executive Offices c/o Edge Asset Management, LL				NC /	mber (Including Area Code) (404) 264-3573
Address of Principal Offices (if different from Executive Offices		(Number and Stree	t, City, State, Zip Co	de) Telephone Nu	mber (Including Area Code)
Brief Description of Business: Private Investment Company	SEP 2 4 2007				
Type of Business Organization ☐ corporatio ☐ business t		d partnership, already d partnership, to be fo	formed med	other (please sp	ecify)
Actual or Estimated Date of Incorporation or Organization	ganization: (Enter two-letter U.S	Month  1 1  . Postal Service Abbre CN for Canada; FN fo		6 ⊠ Act	ual 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 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 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.

> 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.

SEC 1972 (5-05)

		A. BASIC II	DENTIFICATION DATA	4	
<ul><li>Each beneficial own</li><li>Each executive office</li></ul>	ne issuer, if the iss ner having the pov cer and director of	uer has been organized wi ver to vote or dispose, or di			a class of equity securities of the issuer; rtnership issuers; and
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☑ General and/or Managing Partner
Full Name (Last name first,	if individual):	Edge Asset Manager	ment, LLC		
Business or Residence Add 1000, Atlanta, GA 30327	ress (Number and	Street, City, State, Zip Coo	de): c/o Edge Asset Mar	nagement, LLC, 1	380 West Paces Ferry Road, Suite
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	☑ General and/or Managing Partner
Full Name (Last name first, i	if individual):	Henry M. T. Jones (M	Managing Member)		
Business or Residence Add 1000, Atlanta, GA 30327	ress (Number and	Street, City, State, Zip Coo	de): c/o Edge Asset Mar	nagement, LLC, 1	380 West Paces Ferry Road, Suite
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☑ General and/or Managing Partner
Full Name (Last name first, i	if individual):	William A. Maner IV	(Managing Member)		
Business or Residence Add 1000, Atlanta, GA 30327	ress (Number and	Street, City, State, Zip Coo	de): c/o Edge Asset Mar	nagement, LLC, 1	380 West Paces Ferry Road, Suite
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	f individual):	Jones, Charles			
Business or Residence Add 1000, Atlanta, GA 30327	ress (Number and	Street, City, State, Zip Coo	de): c/o Edge Asset Mar	nagement, LLC, 1	380 West Paces Ferry Road, Suite
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual):				
Business or Residence Add	ress (Number and	Street, City, State, Zip Coo	de):		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual):				
Business or Residence Add	ress (Number and	Street, City, State, Zip Cox	de):		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual):				
Business or Residence Add	ress (Number and	Street, City, State, Zip Coo	de):	<del></del>	
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, i	f individual):		* · · · · · · · · · · · · · · · · · · ·		
Business or Residence Add	ess (Number and	Street, City, State, Zip Coo	te):	<del></del>	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner

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

			<u>.</u>			B.	INFORM	MATION	ABOUT	OFFER	ING			
	ı													
1.	Has the	e issuei	r sold, or o	loes the is	suer inten			edited inve endix, Co					☐ Yes	⊠ No
2.	2. What is the minimum investment that will be accepted from any individual?										0,000 ay be waived			
														•
													Yes	□No
	any co offering and/or	mmissions. g. If a p with a s	on or simil person to b state or sta	lar remune be listed is ates, list th	ration for a an associ e name of	solicitation ated perso the broke	of purcha in or agen r or dealei	r will be pa sers in cor t of a broke t. If more t the inform	nnection w er or deale than five (5	ith sales of r registere b) persons	i securities d with the to be liste	in the SEC d are		
Full	Name (I	Last na	me first, if	individual	)									
Busi	ness or	Reside	ence Addro	ess (Numb	er and Str	eet, City, S	State, Zip	Code)					-	
Nam	e of As	sociate	d Broker o	or Dealer										
State						tends to Se		nasers						☐ All States
	_					•					☐ [GA]	☐ (HI)	□ (ID)	☐ All States
<u> </u>		] (IN]	☐ (IA)	☐ [KS]				☐ [MD]			☐ [MN]	☐ [MS]	☐ [MO]	
<b>[</b> ]	/T) [	] (NE)	□ [NV]	□ (NH)	□ [NJ]	□ [NM]	□ [NY]	□ [NC]	☐ [ND]	□ [OH]	□ [OK]	□ [OR]	□ [PA]	
<b>□</b> [F	RI) 🗆	] [SC]	☐ [SD]	□ [TN]	□ [TX]		□ [VT]	□ [VA]	□ [WA]	□ [WV]	□ [WI]	□ [WY]	☐ [PR]	
Full	Name (	Last na	me first, if	individual	)									
Busi	ness or	Reside	ence Addr	ess (Numb	er and Str	eet, City, S	State, Zip	Code)				-		
Nam	e of As	sociate	d Broker o	or Dealer										
State						tends to Ses)		nasers						☐ All States
<b>□</b> (4	L]	[AK]	[AZ]	□ [AR]	CA]	☐ [CO]		(DE)		[FL]	□ [GA]	☐ [HI]	(ID)	
ו) 🗆	L] [	[NI]	□ [IA]	☐ [KS]	☐ [KY]			☐ [MD]	☐ [MA]	[iM]	[MN]	☐ [MS]	[OM]	
	/IT) [	] [NE]	□ [NV]	□ (NH)	[nn]	[MM]	☐ [NY]	□ [NC]	□ [ND]	[HO]		□ (OR)	□ [PA]	
<b> </b>	RI) [	] [SC]			[XT]		□ [VT]	□ [VA]	□ [WA]		□ [Wi]		☐ (PR)	
Full	Name (i	Last na	me first, if	individual	)									
Busi	ness or	Reside	ence Addre	ess (Numb	er and Str	eet, City, S	State, Zip	Code)						
Nam	e of As	sociate	d Broker o	or Dealer								·		
State				neck indivi	dual State:									☐ All States
	-	_	☐ [AZ]					☐ [DE]			☐ [GA]	☐ [HI]	□ (ID)	
□ (II		[IN]	□ [iA]					☐ (MD)			☐ [MN]			
_ (M		] [NE]	☐ [NV]		[NJ]			☐ [NC]						
☐ (F	ii) [	] [SC]	□ (SD)	□ [TN]	[TX]	[TU]	□ [\(\sigma\)]	[AV]	[WA]	[VV]	[WI]		□ [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.				
	Type of Security		Aggregate Offering Price		Amount Already Sold
	Debt	<u>\$</u>	0	\$	0
	Equity	. <u>\$</u>	0	\$	0
	☐ Common ☐ Preferred				
	Convertible Securities (including warrants)	. <u>\$</u>	0	\$	0
	Partnership Interests	. <u>\$</u>	100,000,000	\$	13,397,520
	Other (Specify)	. <u>\$</u>	0	<u>\$</u>	0
	Total	\$	100,000,000	\$	13,397,520
	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 Investors		Dollar Amount of Purchases
	Accredited Investors		20	\$	13,397,520
	Non-accredited Investors	,	0	\$	0
	Total (for filings under Rule 504 only)		0	\$	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		Types of Security		Dollar Amount Sold
	Rule 505		N/A	\$	N/A
	Regulation A		N/A	\$	N/A
	Rule 504		N/A	\$	N/A
	Total		N/A	\$	N/A
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		🗖	\$	0
	Legal Fees		🛛	\$	36,758
	Accounting Fees		🗆	\$	0
	Engineering Fees		🗆	\$	0
	Sales Commissions (specify finders' fees separately)		🗖	\$	0
	Other Expenses (identify)	•••••		\$	0
	Total	•••••	🛮	\$	36,758

	C. OFFERING PRICE, NUMBER	OF INVESTORS, EXP	ENSES A	ND USE OF	PRO	CEED	S	
4	b. Enter the difference between the aggregate offering pr Question 1 and total expenses furnished in response to Par "adjusted gross proceeds to the issuer."	rt C-Question 4.a. This differe	ence is the			<u>\$</u>	99,963	,242
5	Indicate below the amount of the adjusted gross proceeds t used for each of the purposes shown. If the amount for any estimate and check the box to the left of the estimate. The the adjusted gross proceeds to the issuer set forth in response	y purpose is not known, furnish total of the payments listed m	h an ust equal	Payments Officers Directors Affiliates	&			nents to thers
	Salaries and fees			\$	0	_ 🗆	\$	0
	Purchase of real estate			\$	0		\$	0
	Purchase, rental or leasing and installation of machi	inery and equipment		\$	0		\$	0
	Construction or leasing of plant buildings and facilities	es		\$	0		\$	0
	Acquisition of other businesses (including the value offering that may be used in exchange for the assets pursuant to a merger	s or securities of another issue	er	\$	0	_ 🗆	<u>\$</u>	0
	Repayment of indebtedness			\$	0	_ 🗆	\$	0
	Working capital			\$	0	☒	\$99,9	63,242
	Other (specify):			\$	0		\$	0
				\$	0		\$	0
	Column Totals			\$	0	⋈	\$99,9	63,242
	Total payments Listed (column totals added)				<b>\$</b> 0	9,963	3,242	
	0	D. FEDERAL SIGNATU	RE	<del></del>				
CO	is issuer has duly caused this notice to be signed by the undinstitutes an undertaking by the issuer to furnish to the U.S. Sithe issuer to any non-accredited investor pursuant to paragraph.	Securities and Exchange Comp						
		Signature			Dá	ate		
	ge Partners II, LP	N/W/			S	epter	ber 19	,2007
		Fitle of Signer (Print or Type) Managing Memper of the Ge	noral Partne	r Fdae Aeet M	anana	ment l	ıc	
	,	wanaging weinder or the dec	incidi i di tine	i, Edge Abat in	anage			
		, ,						

## **ATTENTION**

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

		E. STATE SIGNATURE	
1. ,	Is any party described in 17 CFR 230.262 pres provisions of such rule?	ently subject to any of the disqualification	Yes 🖾 No
	See A	ppendix, Column 5, for state response.	
2.	The undersigned issuer hereby undertakes to f (17 CFR 239.500) at such times as required by	urnish to any state administrator of any state in which state law.	this notice is filed a notice on Form D
3.	The undersigned issuer hereby undertakes to f	urnish to the state administrators, upon written reque	st, information furnished by the issuer to offerees.
4.		uer is familiar with the conditions that must be satisfic tice is filed and understands that the issuer claiming satisfied.	
	suer has read this notification and knows the conte zed person.	ents to be true and has duly caused this notice to be	signed on its behalf by the undersigned duly
	(Print or Type) Partners II, LP	Signature	Date September 19,2007
	of Signer (Print or Type) M. T. Jones	Title of Signer (Ptint or Type)  Managing Member of the General Partner, E	dge Asset Management, LLC
		<del></del>	<del></del>

# 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.

				APP	ENDIX	· · · · · · · · · · · · · · · · · · ·				
			<del></del>					<u></u>		
1	2	2	3		•	4		5		
	investors	to sell ccredited s in State - Item 1)	Type of security and aggregate offering price offered in state (Part C – Item 1)	•	amount purch	vestor and nased in State - Item 2)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E - Item 1)		
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL										
AK										
AZ					•					
AR										
CA		Х	\$100,000,000	1	\$250,000	0	\$0		Х	
СО										
СТ										
DE										
DC										
FL		х	\$100,000,000	3	\$5,400,000	0	\$0		Х	
GA		х	\$100,000,000	7	\$4,137,519	0	\$0		х	
HI		Х	\$100,000,000	2	\$700,000	0	\$0		х	
QI										
IL					- <u></u>					
IN										
IA							-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1			
KS		_								
KY										
LA		X	\$100,000,000	1	\$500,000	0	\$0		Х	
ME					,					
MD									ļ	
MA										
MI										
MN										
MS		<u></u>								
МО									ļ	
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NH		ļ <u>-</u>								
NJ		<del> </del> -								
NM										

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1		2	3			4		5		
	to non-a investor	I to sell ccredited s in State 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)					
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
NY										
NC		x	\$100,000,000	1	\$250,000	0	\$0		Х	
ND										
ОН		:								
ок										
OR										
PA										
RI										
sc										
SD										
TN										
тх		×	\$100,000,000	4	\$12,500,000	0	\$0		X	
UT										
VT			<u> </u>							
VA		X	\$100,000,000	1	\$200,000	0	\$0		X	
WA									<u> </u>	
wv									<u> </u>	
WI									<u> </u>	
WY									<u> </u>	
PR									<u> </u>	

