## FORM D FORM D RECEIVED 1 9 2007

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

OMB APPROVAL OMB Number 3235-0076 Expires: April 30, 2008 Estimated average burden hours per response . . . . . . . 16.00

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DATI	E RECEIVED
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NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering Check if this is an amendment and name has changed, and indicate change	c.)	
Limited Partnership Interest Offering		
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506	Section 4(6)	EZ ULOE
Type of Filing: Amendment	4	
A. BASIC IDENTIFICATION DATA		
1.Enter the information requested about the issuer		
Name of Issuer ( C check if this is an amendment and name has changed, and indicate change.)		
Sustainable Woodlands Fund II. L.P.		
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Numb	07078365
4265 San Felipe, 8th Floor, Houston, Texas 77027	713-993-4675	07076365
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number	(EKINGER AICS COOL)
(if different from Executive Offices)		
Brief Description of Business:		
Investment fund		
Type of Business Organization	<u></u>	POCEOSE-
☐ corporation	j ni <del>t</del> u	NOCESSED
	-uy	
□ business trust □ limited partnership, to be formed		SEP 2 / 2007
Month Year	_ (	2 4 ZUU/
Actual or Estimated Date of Incorporation or Organization: 05 2006	☐ Estimated /	THOMAS
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:		THOMSON
CN for Canada; FN for other foreign jurisdiction)	DE	FINANCIAL
CPMPDAI INCEDICERONS		

Federal:

Who Must File: All issuers making an offering of securities in reflance 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, it 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 Requested: 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 (ULCE) for sales of securities in those states that have adopted ULCE and that have adopted this form. Issuers relying on ULCE 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.

SEC 1972 (6-02)

Persons wherespond to the collection of roombilion conquired in this form the figure of the spond unless the form displays a currently valid OMB control number.

		A. BASIC ID	ENTIFICATION DAT	A		
2. Enter the information requested for	the following:					
Each promoter of the issuer, if	the issuer has been	organized within the p	est five years;			
Fach beneficial owner having				or more of a class of equ	rity securities	of the issuer;
Each executive officer and directions						
Each general and managing page						
					·	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director		ieneral and/or Managing Partner
Full Name (Last name first, if ind	ividual)		· · · · · · · · · · · · · · · · · · ·		· · · · · · · · · · · · · · · · · · ·	
Sherman, A. Haag		Committee to the	1 10 a 1 a 1 a 1 a 1 a		· · · · · · · · · · · · · · · · · · ·	
Business or Residence Address		nd Street, City, State		•	4 1	
4265 San Felipe, 8th Floor, Hous		the back of the			1 13	
Check Box(es) that Apply:		Beneficial Owner	Executive Officer	Director		leneral and/or Managing Partner
Full Name (Last name first, if ind					<del></del>	
Linbeck, Andrew B.	. **, }*	S. S. San Da 10	• •			
Business or Residence Address	(Number ar	nd Street, City, State	e, Zip Code)			
4265 San Felipe, 8th Floor, Hous	ton, Texas 77027					
Check Box(es) that Apply:	Promoter C	Beneficial Owner	Executive Officer	Director		ieneral and/or
** * * * * * * * * * * * * * * * * * *	n - 1 + -1 t		•• ••			Managing Partner
Full Name (Last name first, if ind	ividual)					
Lyle, Bob						
Business or Residence Address	(Number at	nd Street, City, State	, Zip Code)	•	1' '	
654 North State Street, Jackson, I	Mississippi 39202	, to st	, * t	¥.	•	, r
Check Box(es) that Apply:	Promoter C	Beneficial Owner	Executive Officer	Director	· 52 c	leneral and/or Managing Partner
Full Name (Last name first, if ind	ividual)		-			
Sustainable Woodlands Partners,	LLC.					
Business or Residence Address		nd Street, City, Stitu	c, Zip Code)			
119 South President Street, 2nd F	oor Jackson, Mi	ssissippi 39201				
Check Box(es) that Apply:	Promoter C	Beneficial Owner	☐ Executive Officer	☑ Director	0 0	leneral and/or Managing Partner
Full Name (Last name first, if ind		.   •• • •	1 (5			· .
McCree, Michael T.	· •					· ·
Business or Residence Address		nd Street, City, State	, Zip Code)	+4"	1:	
119 South President Street, 2nd F		asissippi 39201		15		. 1.
Check Box(es) that Apply:	Promoter C	Beneficial Owner	Executive Officer	Director	10 0	ieneral and/or Managing Partner
Pull Name (Last name first, if ind	iviđual)					
Molpus, Dick						
Business or Residence Address			e; Zip Code)			
654 North State Street, Jackson, 1						
Check Box(es) that Apply:	Promoter C	Beneficial Owner	Z Executive Officer	Director	u c	leneral and/or Managing Partner
Full Name (Last name first, if ind	lividual) 1 🕝	10 Sec. 1 1 1 1 1 1				
Winstead, Terrell		<u> </u>				
Business or Residence Address		nd Street, City, Stati	e, Zip Code)	- · <del></del>	14 1	
654 North State Street, Jackson, I			11	· · · · · · · · · · · · · · · · · · ·		· · · · · · · · · · · · · · · · · · ·
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					INFORM/	ATION ABO	OUT OFFER	UNO		<del>-,</del>		
1. Has ti	he issuer sol	d, or does th		nd to sell, to	non-accre	dited investo	os in this of	fering?		***************************************	YES	K <u>O</u>
	, A	nswer also i	n Appendix.	Column 2, i	f filing und	er ULOE.						
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Z. WRA	is the minin	num mvesm	REM (DER WILL	be accepted	пош апу г	BOTANDIN L	<b>, 32,</b> 1	,000,000, sub	year an warv	er by the Ge	ilciai Paitiic	
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or s is a brol	imilar remu n associated ker or dealer	neration for person or a . If more th	solicitation ( gent of a bro	person who of purchasers ker or dealer ersons to be only.	in connect registered	tion with sal with the SE	es of securit C and/or wi	ies in the of th a state or :	fering. If a p states, list th	person to be to name of the	listed 16	•
Full Nan Wells Fa	ne (Last nam rgo	e first, if in	dividual)					•		٠	· · ·	۲,
				Street, City, 01								
Name of Rick Rol	Associated binson	Broker or D	ealer '	01	ggen in see	are soli na ana		1				
States in	Which Pers	on Listed H	as Solicited	or Intends to	Solicit Pu	rchasers						
(Ch	eck "All Sta	tes" or chec	k individual	States	************	•••••••	*************			***********	🔲 Ali Su	£CS
[AL]	[AK]	[AZ]	[AR]	[CA]✓	(CO)	(CT)	[DE]	[DC]	(FL) '	[GA]	(HII)	(ID)
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Full Nan Wells Fa	ne (Last nan		dividual)			1		<u> </u>	<del></del>	· <del>-</del>		
Business 747 N. E	or Resident	ce Address (	Number and	Street, City ka 68901	State, Zip	Code)	1	4.1				
	Associated	Broker or D	ealer, .	·	<del> </del>		<del></del>		**.			
States in	Which Pers	on Listed H	as Solicited	or Intends to	Solicit Pu	rchasers	<del></del>	<del></del>	**.	<del></del>		
(Ch	eck "All Sta	tes" or chec	k individual	States	********					**********	🗀 Ali Sta	ties
[AL]	[AK]	[AZ]	[AR]	[CA]	[ <b>CO</b> ]	(CT)	[DE]	[DC]	'- (FL)	[GA]	(HI)	( <b>ID</b> )
<b>[IL</b> ]	[IN]	{IA}	[KS]	[KY]	[LA]	(ME)	(MD)	[MA]	(MI)	(MN)	(MS)	[MO] ✓
[MT] [RI]	(NE) (SC)	[NV] {SD}	(NH) (TN)	(NJ) (TX)	(NM) (UT)	[NY] <b>{VT]</b>	(NC) (VA)	[ND] - [WA]	(OH) (WV)	(OK) (WI)	[OR] [WY]	[PA] [PR] ~
Full Nan Frost Ba	ne (Last nan		dividual)	J			. 1	• •				
Business 100 Wes	or Resident t Houston S	ce Address ( treet San A	(Number and ntonio, Texa	Street, City is 78205			-	·				
Name of Julia Wa	Associated rden	Broker or D	)ealer		···		1 4 44		-	٠.	•	
				or Intends to					*******	*************	🗖 Ali Sta	tes.
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[MT]	[NE]	[NV]	(NH)	[NJ]	[NM]	[NY]	[NC]	(ND)	[OH]	(OK)	[OR]	[PA]
(RI)	(SC)	(SD)	(TN)	[TX] ✓ '	(VI)	(VT)	[VA]	(WA)	[WV]	[WI]	[ <b>WY</b> ]	(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	Amount Already Sold
	Debt	Offering Price	\$080
		V	-
	Equity	\$_300,000,000	\$_42,533,000,00*
	Convertible Securities (including warrants)	•	•
	•	·····	***************************************
	Limited Partnership Interests	\$ <u>300.000.000</u>	\$_42,533,000,00*
	Other (Specify)	\$	\$
	Total	\$_300.000.000-	\$ 42,533,000.00*
		<u> </u>	<u> Тамилионо</u>
	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	* Subject to the Gener	al Partner's acceptance.
	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	1	•
	of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	•	•
			Aggregate
	•	Number	Dollar Amount
	*	Investors 45	of Purchases
	Accredited Investors	43	\$_42,533,000,00
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)	\$	\$
		· · ·	
	Answer also in Appendix, Column 4, if filing under ULOE.		en de la companya de La companya de la co
	Answer also in Appendix, Column 4, if filing under ULOE.		en familier og det en
3.	Answer also in Appendix, Column 4, if filing under ULOB.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all		en e
3.	Answer also in Appendix, Column 4, if filing under ULOE.  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		e francisco de Servicio de Ser
3.	Answer also in Appendix, Column 4, if filing under ULOE.  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)		to to the second
3.	Answer also in Appendix, Column 4, if filing under ULOE.  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	Type of	Dollar Amount
3.	Answer also in Appendix, Column 4, if filing under ULOE.  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 Security	to the second
3.	Answer also in Appendix, Column 4, if filing under ULOE.  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	Dollar Amount
3.	Answer also in Appendix, Column 4, if filing under ULOE.  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  Rule 505	Type of Security	Dollar Amount
3.	Answer also in Appendix, Column 4, if filing under ULOE.  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  Rule 505  Regulation A	Type of Security N/A	Dollar Amount
3.	Answer also in Appendix, Column 4, if filing under ULOE.  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  Rule 505	Type of Security N/A N/A	Dollar Amount Sold \$
3.	Answer also in Appendix, Column 4, if filing under ULOE.  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  Rule 505  Regulation A	Type of Security N/A	Dollar Amount Sold  \$
4. the	Answer also in Appendix, Column 4, if filing under ULOE.  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  Rule 505  Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of securities in this offering. Exclude amounts relating solely to organization expenses of the	Type of Security N/A	Dollar Amount Sold  \$
4. the	Answer also in Appendix, Column 4, if filing under ULOE.  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  Rule 505  Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of securities in this offering. Exclude amounts relating solely to organization expenses of the uer. The information may be given as subject to future contingencies. If the amount of an	Type of Security N/A	Dollar Amount Sold \$
4. the	Answer also in Appendix, Column 4, if filing under ULOB.  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  Rule 505  Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of securities in this offering. Exclude amounts relating solely to organization expenses of the user. The information may be given as subject to future contingencies. If the amount of an senditure is not known, furnish an estimate and check the box to the left of the estimate.	Type of Security N/A N/A N/A N/A	Dollar Amount Sold  \$ \$ \$ \$
4. the	Answer also in Appendix, Column 4, if filing under ULOE.  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  Rule 505  Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of securities in this offering. Exclude amounts relating solely to organization expenses of the user. The information may be given as subject to future contingencies. If the amount of an benditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees	Type of Security N/A	Dollar Amount Sold  \$  \$  \$  \$  None
4. the	Answer also in Appendix, Column 4, if filing under ULOE.  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  Rule 505  Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of securities in this offering. Exclude amounts relating solely to organization expenses of the user. The information may be given as subject to future contingencies. If the amount of an benditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs	Type of Security N/A N/A N/A N/A	Dollar Amount Sold  \$ \$ \$ None \$None
4. the	Answer also in Appendix, Column 4, if filling under ULOE.  If this filling 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  Rule 505  Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of securities in this offering. Exclude amounts relating solely to organization expenses of the user. The information may be given as subject to future contingencies. If the amount of an benditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs	Type of Security N/A N/A N/A N/A  Type of Security N/A  N/A  Type of Security N/A  N/A  Type of Security N/A	Dollar Amount Sold  \$  \$  \$  None  \$ None  \$ 300.000
4. the	Answer also in Appendix, Column 4, if filing under ULOE.  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  Rule 505  Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of securities in this offering. Exclude amounts relating solely to organization expenses of the user. The information may be given as subject to future contingencies. If the amount of an benditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs.  Legal Fees  Accounting Fees	Type of Security N/A N/A N/A N/A	Dollar Amount
4. the	Answer also in Appendix, Column 4, if filing under ULOE.  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  Rule 505  Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of securities in this offering. Exclude amounts relating solely to organization expenses of the user. The information may be given as subject to future contingencies. If the amount of an benditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs.  Legal Fees  Accounting Fees  Engineering Fees	Type of Security N/A N/A N/A N/A  Security  Se	Dollar Amount   Sold
4. the	Answer also in Appendix, Column 4, if filing under ULOE.  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  Rule 505  Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of securities in this offering. Exclude amounts relating solely to organization expenses of the user. The information may be given as subject to future contingencies. If the amount of an senditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs  Legal Fees  Accounting Fees  Engineering Fees  Engineering Fees  Sales Commissions (specify finders' fees separately)	Type of Security N/A N/A N/A N/A	Dollar Amount
4. the	Answer also in Appendix, Column 4, if filing under ULOE.  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  Rule 505  Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of securities in this offering. Exclude amounts relating solely to organization expenses of the use. The information may be given as subject to future contingencies. If the amount of an penditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs  Legal Fees  Accounting Fees  Engineering Fees  Sales Commissions (specify finders' fees separately)  Other Expenses (identify)	Type of Security N/A N/A N/A N/A  Security  Se	Dollar Amount   Sold
4. the	Answer also in Appendix, Column 4, if filing under ULOE.  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  Rule 505  Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of securities in this offering. Exclude amounts relating solely to organization expenses of the user. The information may be given as subject to future contingencies. If the amount of an senditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs  Legal Fees  Accounting Fees  Engineering Fees  Engineering Fees  Sales Commissions (specify finders' fees separately)	Type of Security N/A N/A N/A N/A S	Dollar Amount   Sold

	s proceeds to the issuer."	•	\$ <u>299.700.000</u>
be used for each of the purposes furnish an estimate and check th	the adjusted gross proceeds to the issuer used or proposed to a shown. If the amount for any purpose is not known, the box to the left of the estimate. The total of the payments proceeds to the issuer set forth in response to Part C -		
Amening Ain doore.	•	Payments to	
	The second of th	Officers, Directors, &	Payments To
	the property of the state of the state of	Affiliates	Others
Salaries and fees	***************************************	E \$ 6.000.000* *	☑ \$**
Purchase of real estate		S None	M S None
Purchase, rental or leasing and	installation of machinery and equipment.	S None	☑ \$ None
Construction or leasing of plant	t buildings and facilities	S S None	₩sNone
	including the value of securities involved in	: .	
	n exchange for the assets or securities of another	☑ \$ None	☑ \$ None
-		☑ \$ None	SS None
• •		S \$ None	<b>2</b> \$ 293,700,000
Other (specify)	gradient de la companya de la compan	El \$ None	☑ \$ None
		E \$ 6.000.000	<b>☑</b> \$ 293,700,000
	totals added)		9.700.000
estment management and other expe	irst year of operations it will pay total annual expenses in the cases, including forestry management fees paid by the Fund, as, periodic appraisal expenses and other organizational and D. FEDERAL SIGNATURE	counsel and accountants f	ees and expenses, due
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e issuer has duly caused this notice t nature constitutes an undertaking by	to be signed by the undersigned duly authorized person. If the issuer to furnish to the U.S. Securities and Exchange Coany non-accredited investor pursuant to paragraph (b)(2) of R	mmission, upon written n	
e issuer has duly caused this notice t nature constitutes an undertaking by ormation furnished by the issuer to a	the issuer to furnish to the U.S. Securities and Exchange Co	mmission, upon written n	equest of its staff, the
e issuer has duly caused this notice t nature constitutes an undertaking by ormation furnished by the issuer to a uer (Print or Type)	the issuer to furnish to the U.S. Securities and Exchange Co any non-accredited investor pursuant to paragraph (b)(2) of R	mmission, upon written n tule 502.	
e issuer has duly caused this notice t nature constitutes an undertaking by	the issuer to furnish to the U.S. Securities and Exchange Co any non-accredited investor pursuant to paragraph (b)(2) of R	mmission, upon written n tule 502.	equest of its staff, the

				<u>.</u>			SIGNATURE				
1.	Is any pa	rty des	cribed in	17 CFR	230.262 presently s	subject to any o	f the disqualifica	ation provisions	of such rule?	Yes	No 🗹
		•	.•		1 _	1				1	. •
				•	See /	Appendix, Colu	mn 5, for state n	esponse.			•
2.					indertakes to furnish red by state law.	to any state adi	ministrator of any	y state in which	this notice is filed	à notice on F	orm D (17 CFR
3	The unc	lersign	ed issue	r hereby o	indertakes to furnish	to the state adm	i ninistrators, upos	written reques	t, information furn	ished by the is	suer to offerces
4.	Exempt	ion (Ŭ	LOE) of	the state	us that the issuer is f in which this notice ions have been satis	is filed and und	conditions that extands that the	must be satisfied issuer claiming	i to be entitled to the availability of	he Uniform L	imited Offering has the burden
Their	ecues has	anad sh	is soulfi		d knows the content	n to be true and	has duly assessed	! Lébia mastan sa h	n signad on its he	half by the pr	dominand duly
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Name	e of Signe	r (Prin	or Typ	C), +-	Title of Signer (	Print or Type)	· <del> </del>	• •		4.	
John	E. Price	-	<del>.</del> -	i to or	Authorized Ager partner of Sustai	nt, Sustainable \ inable Woodlan	Woodlands Partr ds Fund II, I.P.	iers, L.L.C., ger	necal.		) 
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1	Intend to non-accre investors i (Part B-lt	edited n State	Type of security and aggregate offering price offered in state (Part C - Item 1		and amount pr	f investor rechased in State -Item 2)		State UL attach ex waiver gra	5 cation under OE (if yes, planation of ated) (Part E- an 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK			* 174 * * * * *		-1				
AZ		•	Limited Partnership Interest - \$300,000,000	1	\$250,000	0	\$0		No
AR		-							
CA		€	Limited Partnership Interest • \$300,000,000	13	\$6,750,000	0	\$0		No
œ									
CŢ		• •							
DE	-		a markan markan ar 1 1 markan ar 1 markan ar		. 11	-			
DC					an ann an an an an an an				
FL.		. <b>V</b>	Limited Partnership- Interest - \$300,000,000	1 1	\$3,000,000	. <del></del> 0.	\$0 `	/ t = mb	No
GA -									<u> </u>
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IA				··		- 15 50			!
KS						gapenas as its			
KY						<del></del>			
LA		~	e de la companya de l						
ME			-						
MD.		<b>V</b>	Limited Partnership Interest - \$300,000,000	1	\$2,000,000	0	\$0		No
МА							****		
MI						•	n-++++ +		A
MN	٠	1	Limited Partnership Interest - \$300,000,000	3	\$900,000	0	<b>\$0</b>	· m.	No -
MS		•		age of the same of		<b></b> . <b></b> .			
МО	-	· <b>4</b>	Limited Partnership Interest - \$300,000,000	1	\$250,000	0	\$0		No

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1	Intend to non-accor investors i (Part B-li	edited n State	Type of security and aggregate offering price offered in state (Part C - Item 1		Type of and amount pu	f investor irchased in State :-hem 2)		State UL attach exp waiver gran	5 cation under OE (if yes, planation of nted) (Part E- m 1)
State	Yes	No		Number of Accredited- Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
МT			,						
NE		•	Limited Partnership Interest - \$300,000,000	, 9	\$1,628,000	0	\$0 ,	,	No
NV.		1	Limited Partnership Interest - \$300,000,000	.† <b>2</b>	\$750,000	0:	· • \$0 ···	,	No
NH									
NJ		4	Limited Partnership Interest - \$300,000,000	1	\$10,000,000	0	\$0		No
NM		₫.	Limited Partnership Interest - \$300,000,000	1	\$500,000	0	\$0		No
NY	,								
NC		1	Limited Partnership Interest - \$300,000,000	1 10%	\$250,000	0	\$0		No
ND		·	,					·	,
он		1	Limited Partnership Interest - \$300,000,000	1	\$3,000,000	3,1	·		, 1 '
ОК		•	Limited Partnership Interest - \$300,000,000	2	\$550,000	0	\$0	,	No
OR		1	Limited Partnership Interest - \$300,000,000	1	\$250,000	0	\$0		No
PA									
RI				1.50					
SC		1.	• 1						
SD				, i h					
TN									
тх		1	Limited Partnership Interest - \$300,000,000	7	\$12,455,000	, 0	\$0		No
ហ					`		t <sub>e</sub>		
VT									
VA									
WA		ļ							· · · ·
WV		ļ							
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	or Residenc Street MAC 1				, State, Zip	Code)						
Name of Curt Lev	Associated l	Broker or D	)ealer									
States in	Which Perso	on Listed H	as Solicited	or intends to	Solicit Pur	chasers	·				,	·····
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(AL) (IL)	(AK) (IN)	[AZ] [IA]	(AR) [KS]	[CA] [KY]	[CO] [LA]	(CT) (ME)	[DE] (MD)	[DC] [MA]	(FL) (MI)	[GA] [MN]	(HI) (MS)	[ID] · [MO]
[MT] [RI]	(NE) ✓ (SC)	[NV] [SD]	[NH] [TN]	(נאז) (TX)	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	(OH) (WV)	[OK] [WI]	[OR] [WY]	[PA] [PR]
	ne (Last nam		dividual)	- 11	h	<del></del>	<del> </del>	,				
Business	or Residence	e Address (		i Street, City		Code)	· · · · · · · · · · · · · · · · · · ·					
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Name of John Eas	Associated l	Broker or D	)ealer	- nt 1		whosen						
Name of John Eas	Associated	Broker or D	)ealer	- nt 1		chasers						
Name of John Eas States in	Associated l	Broker or D	Dealer las Solicited	or Intends to	o Solicit Pur		***************************************		************		. 🗀 Ali Su	ntes
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Name of John East States in (Ch	Associated die Which Personeck "All State [AK]	Broker or E on Listed H tes" or chec [AZ]	Dealer las Solicited & individual	or Intends to States	Solicit Pur	(ch	[DE]	(DC)	[FL]	[GA]	(HI)	[ID]
Name of John East States in (Ch [AL] [IL]	Associated die Which Personeck "All State	Broker or D on Listed H tes" or chec	Dealer las Solicited	or Intends to	o Solicit Pur	······································	•	•	· t,	• •		
Name of John East States in (Ch [AL] [IL] [MT]	Associated die Which Personeck "All State [AK] [IN]	Broker or E on Listed H ies" or chec [AZ] [IA] [NV] [SD]	las Solicited  k individual  (AR)  (KS)  (NH)  (TN)	or Intends to States [CA] [KY]	Solicit Pur	[ČT]	[DE] [MD]	(DC) [MA]	. (, [FL] [M]	(GA) [MN]	(HI) [MS]	[ID] [MO]
Name of John East States in (Ch [AL] [IL] [MT] [RI]	Associated die Which Personeck "All State [AK] [IN] [NE] [SC]	on Listed H tes" or chec [AZ] [IA] [NV] [SD]	lea Solicited the individual (AR) (KS) (NH) (TN)	or Intends to States [CA] [KY] [NJ] [TX]	Solicit Pur (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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Name of John East States in (Ch [AL] [IL] [MT] [RI] Full Nar Wells Fi Business	Associated die Which Personeck "All State [AK] [IN] [NE] [SC]	Broker or E on Listed H ies" or chec [AZ] [IA] [NV] [SD] e first, if in	las Solicited  k individual  (AR]  (KS)  (NH)  (TN)  dividual)	or Intends to States	(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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Name of John East States in (Ch [AL] [IL] [MT] [RI] Full Name of Steve Gi	Associated die Which Personeck "All State [AK] [IN] [NE] [SC]  The (Last naming of the control o	on Listed H tes" or chec [AZ] [IA] [NV] [SD] te first, if in the Address ( ester, NY 5 Broker or E	las Solicited  k individual  [AR]  [KS]  [NH]  [TN]  dividual)  (Number and 5903  Dealer	or Intends to States	(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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[MT] [RI]	[SC]	[NV] [SD]	(NH) (TN)	[NJ) [TX]	[NM] / [UT]	(NY) (VT)	(NC) (VA)	(ND) (WA)	(OH) (WV)	(OK) [WI]	(OR) (WY)	[PA] [PR]
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Full Name The Rikot Business	(SC) e (Last namon Group or Residen	(SD) ne first, if inc	(TN) tividual) Number and	(TX)		(VT)	[NC]	(ND)	(OH)		(OR)	[PA]
Full Name The Rikov Business 1421 Luis	e (Last namon Group or Resident ta Street, S	(SD) ne first, if income Address (	(TN) tividual) Number and Fe, NM 8	(TX)	(ហា	(VT)	[NC]	(ND)	(OH)		(OR)	[PA]
Full Name The Rikot Business 1421 Luis Name of Juliana H	e (Last name on Group or Residentia Street, Statement of Associated conderson	[SD] ne first, if income Address (inte R, Santa Broker or D	(TN) lividual) Number and Fe, NM 8	[TX]	(ហា	(VT)	[NC]	(ND)	(OH)		(OR)	[PA]
Full Name The Rikot Business 1421 Luis Name of Juliana H	e (Last name on Group or Residente Street, Statement of Street, Statement of Street, Statement of Street on Street on Street of Street on Street of Street on Street o	[SD]  De first, if income Address (unite R, Santa  Broker or D  On Listed H	(TN) lividual) Number and Fe, NM 8 ealer as Solicited	i Street, City7505	(UT)	Code)	(VA)	(ND) (WA)	(OH) (WV)	(WI)	(OR) (WY)	(PA) (PR)

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