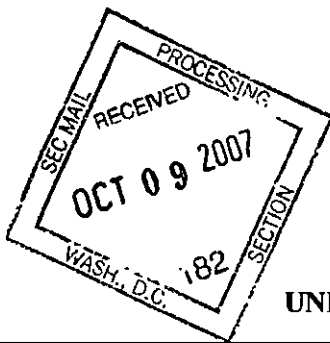


1414650



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

OMB APPROVAL table with OMB Number 3235-0076, Expires April 30, 2008, Estimated average burden 16.00

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

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

Name of Offering () check if this is an amendment and name has changed, and indicate change.)

Offering of limited partnership interests in Western-Mountain View II Investors(1)

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOE. Type of Filing: New Filing, Amendment

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

Name of Issuer () check if this is an amendment and name has changed, and indicate change.)



07079554

Western-Mountain View II Investors, a California limited partnership

Table with fields for Address of Executive Offices, Address of Principal Business Operations, Telephone Number, and Brief Description of Business

Ownership of interest in a multi-family real estate property.

Type of Business Organization

- corporation, limited partnership, already formed, Other (please specify), business trust, limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 08, Year 71

Jurisdiction of Incorporation or Organization (Enter two-letter U.S. Postal Service abbreviation for State: CA)

PROCESSED

OCT 11 2007

THOMSON FINANCIAL

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. 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.

(1) The limited partners and general partners of the Issuer (the "Existing Partners") were offered the opportunity to continue to hold an investment in the Issuer in the form of units of limited partnership interests in the Issuer ("Units") under the terms of an amended Partnership Agreement and Restructuring Agreement.

SEC 1972 (5-05) Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Partner

Full Name (Last name first, if individual)

Essex Management Corporation, a California corporation

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

925 East Meadow Drive, Palo Alto, CA 94303

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer⁽²⁾ Director⁽²⁾ General and/or Managing Partner

Full Name (Last name first, if individual)

Guericke, Keith R.

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

c/o Essex Management Corporation, 925 East Meadow Drive, Palo Alto, CA 94303

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer⁽²⁾ Director⁽²⁾ General and/or Managing Partner

Full Name (Last name first, if individual)

Zimmerman, Craig K.

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

c/o Essex Management Corporation, 925 East Meadow Drive, Palo Alto, CA 94303

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer⁽²⁾ Director⁽²⁾ General and/or Managing Partner

Full Name (Last name first, if individual)

Eudy, John D.

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

c/o Essex Management Corporation, 925 East Meadow Drive, Palo Alto, CA 94303

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer⁽²⁾ Director⁽²⁾ General and/or Managing Partner

Full Name (Last name first, if individual)

Kelly, Gerald E.

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

c/o Essex Management Corporation, 925 East Meadow Drive, Palo Alto, CA 94303

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer⁽²⁾ Director General and/or Managing Partner

Full Name (Last name first, if individual)

Schall, Michael J.

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

c/o Essex Management Corporation, 925 East Meadow Drive, Palo Alto, CA 94303

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer⁽²⁾ Director General and/or Managing Partner

Full Name (Last name first, if individual)

Dance, Michael T.

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

c/o Essex Management Corporation, 925 East Meadow Drive, Palo Alto, CA 94303

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer⁽²⁾ Director General and/or Managing Partner

Full Name (Last name first, if individual)

Ritter, Jordan E.

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

c/o Essex Management Corporation, 925 East Meadow Drive, Palo Alto, CA 94303

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

(2) of corporate General Partner

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⁽²⁾ Director General and/or Managing Partner

Full Name (Last name first, if individual)

Miki, Mark J.

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

c/o Essex Management Corporation, 925 East Meadow Drive, Palo Alto, CA 94303

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer⁽²⁾ Director General and/or Managing Partner

Full Name (Last name first, if individual)

Alexander, Erik

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

c/o Essex Management Corporation, 925 East Meadow Drive, Palo Alto, CA 94303

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)

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)

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

(2) of corporate General Partner

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? \$ N/A
3. Does the offering permit joint ownership of a single unit? Yes No
4. Enter the information required 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)

NOT APPLICABLE

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]

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]

(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	\$ _____	\$ _____
Equity	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including Warrants)	\$ _____	\$ _____
Partnership Interests(1)	\$ <u>4,867,512⁽³⁾</u>	\$ <u>4,423,053⁽⁴⁾</u>
Other (Specify _____)	\$ _____	\$ _____
Total	\$ <u>4,867,512⁽³⁾</u>	\$ <u>4,423,053⁽⁴⁾</u>

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	<u>24</u>	\$ <u>4,423,053</u>
Non-accredited Investors	<u>-0-</u>	\$ <u>-0-</u>
Total (for filings under Rule 504 only)	<u>N/A</u>	\$ <u>N/A</u>

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	<u>N/A</u>	\$ <u>N/A</u>
Regulation A	<u>N/A</u>	\$ <u>N/A</u>
Rule 504	<u>N/A</u>	\$ <u>N/A</u>
Total	<u>N/A</u>	\$ <u>N/A</u>

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"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input checked="" type="checkbox"/>	\$ <u>150,000⁽⁵⁾</u>
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify)	<input type="checkbox"/>	\$ _____
Total	<input type="checkbox"/>	\$ <u>(5)</u>

(1) The limited partners and general partners of the Issuer (the "Existing Partners") were offered the opportunity to continue to hold an investment in the Issuer in the form of units of limited partnership interests in the Issuer ("Units") under the terms of an amended Partnership Agreement and Restructuring Agreement. Existing Partners had the right to elect to receive, in exchange for their interests in the Issuer, (i) cash, (ii) Units, or (iii) a combination of cash and Units. Only accredited investors could elect to receive Units.

(3) Represents the value of the aggregate amount of Units offered for exchange under the Agreements (to the extent the Existing Partners were accredited investors).

(4) Represents the value of the actual number of Units exchanged under the Agreements.

(5) The Issuer did not receive funds in connection with the offering of Units under the Agreements. Therefore, the legal fees were not paid from proceeds of the Offering.

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 furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

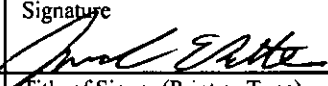
\$ (6)

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 lease 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"/>	\$ _____
Working capital	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Other (specify) _____				
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals	<input type="checkbox"/>	\$ <u>(6)</u>	<input type="checkbox"/>	\$ <u>(6)</u>
Total Payments Listed (column totals added)		<input type="checkbox"/> \$ <u>(6)</u>		

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) Western-Mountain View II Investors	Signature 	Date 10-2-07
Name of Signer (Print or Type) Jordan E. Ritter	Title of Signer (Print or Type) Senior Vice President of Essex Management Corporation, General Partner of the Issuer	

(6) The Issuer did not receive funds in connection with the offering of Units under the Agreements.

END

ATTENTION

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