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#### SEC **UNITED STATES** SECURITIES AND EXCHANGE COMMISSIONOCESSING Section Washington, D.C. 20549

FORM D

APR - 4 2000

OMB APPROVAL 3235-0076 OMB Number: Expires: May 31, 2005 Estimated average burden hours per response....

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION DVashington, DC .100 *-*SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY				
Prefix		Serial		
	ATE RECEIVED			
	1			

				`		
Name of Offering ( check if this is an amen-	dment and name has ch	anged, and indicate	change.)			
Crestview Partners II, L.P. Filing Under (Check box(es) that apply):	☐ Rule 504	Rule 505	⊠ Rule 506	S ☐ Secti	on 4(6)	ULOE
	Amendment		23			
	THE STATE OF THE PERSON AND ADDRESS OF THE STATE OF THE S	C IDENTIFICATION	DATA			
1. Enter the information requested about the	issuer	resolution, and the desirement of the	ALC CALLED TO SERVICE OF THE SERVICE	BE 35-13-15-15-15-15-15-15-15-15-15-15-15-15-15-		in the second se
Name of Issuer ( check if this is an am Crestview Partners II, L.P.	endment and name has	changed, and indic	ate change.)			
Address of Executive Offices	(Number and Street	, City, State, Zip Co	de)	Telephone Numb	er (Includin	g Area Code)
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street	, City, State, Zip Co	ie)	Telephone Numb	er (Includin	g Area Code)
(A Children Holl Zacocard Children	_			1 4		
Brief Description of Business		ROCESS	20			51222 000 1518 140 <b>1</b> 151 14 <b>0</b>
			_			
		APR 1 5 200	8 4			
		•	$\Box$		100000	08043989
		THOMSON				00042500
Type of Business Organization		FINANCIAL				
☐ corporation	Iimited partnersh	ip, already formed		other (please	specify):	
☐ business trust	limited partnersh	ip, to be formed				
		Month	Year			
Actual or Estimated Date of Incorporation or 0	Organization:			☐ Actual		] Estimated
Jurisdiction of Incorporation or Organization:	(Enter two-letter U.S CN for Canada; FN			ete:		
GENERAL INSTRUCTIONS		· · · · · · · · · · · · · · · · · · ·			***************************************	
Federal:  Who Must File: All issuers making an offering U.S.C. 77d(6).	g of securities in reliance	e on an exemption u	nder Regulation	D or Section 4(6),	17 CFR 23	0.501 et seq. or 15
When to File: A notice must be filed no later	than 15 days after the fi	rst sale of securities	in the offering.	A notice is deemed	d filed with t	he U.S. Securities

and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given 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 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 in 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.

		A BASICIDENTIE	CATION DATA		
2. Enter the information reque	sted for the following:		Control of the Contro		V13-32-33-33-33-33-33-33-33-33-33-33-33-33
,		een organized within the past five	=		
	- '	or dispose, or direct the vote or o	•	• •	ties of the issuer;
		issuers and of corporate general	and managing partners of pa	rtnership issuers; and	
	naging partner of partners		TI = # 055-		N 0
Check Box(es) that Apply:	⊠ Promoter	⊠ Beneficial Owner	Executive Officer	□ Director	□ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Crestvlew Partners II GP, L.F					
Business or Residence Addre	ess (Number and Stree	et, City, State, Zip Code)			
667 Madison Avenue, 10th Flo	oor, New York, NY 100	065			
Check Box(es) that Apply:	⊠ Promoter	Beneficial Owner	☐ Executive Officer	Director	☑ General and/or Managing Partner
Full Name (Last name first, if	•				
Crestview, L.L.C., as general					
Business or Residence Addre	•				
667 Madison Avenue, 10th Flo	oor, New York, NY 100	)65			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Volpert, Barry					
Business or Residence Addre					
do Crestview, L.L.C., 667 Ma	adison Avenue, 10 <sup>th</sup> Fic	oor, New York, NY 10065			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Murphy, Thomas					
Business or Residence Addre					
do Crestview, L.L.C., 667 Ma	adison Avenue, 10 <sup>th</sup> Flo	oor, New York, NY 10065			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Keith, Wing					
Business or Residence Addre					
c/o Crestview, L.L.C., 667 Ma	adison Avenue, 10 <sup>th</sup> Flo	oor, New York, NY 10065			
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, it	individual)				
Rainwater, Richard E.					
Business or Residence Addre	ess (Number and Street Fort Worth, TX 76102				

(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 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. Aggregate Offering Price Type of Security

Debt...... Equity ..... Preferred Convertible Securities (including warrants) \$1,147,650,000 \$1,147,650,000 Partnership Interests..... Other (Specify Total ..... \$1,147,650,000 \$1,147,650,000 Answer also in Appendix, Column 3, if filing under ULOE.

Amount

Already Sold

Aggregate

Alumbar

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."

	Investors	of Purchases
Accredited Investors	83	\$1,147,650,000
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)		\$

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

Answer also in Appendix, Column 4, if filing under ULOE.

Type of offering	Type of <del>Se</del> curity	Dollar Amount Sold
Rule 505		<u>\$</u>
Regulation A		<u>\$</u>
Rule 504		\$
Total		\$

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	<u>\$</u>
Printing and Engraving Costs	\$13,200
Legal Fees	\$1,031,370
Accounting Fees	\$
Engineering Fees	\$
Sales Commissions (specify finders' fees separately)	\$
Other Expenses (identify) 🗵	\$528,000
Total	\$1,572,570

Part C - Question 1.

C. OFFERING PRI	CE, NUMBER OF INVESTORS, EXPENSES A	NDL	ISE OF PROCEEDS	, a ye	
<ul> <li>Enter the difference between the aggregate offering price given in response to Part C</li> <li>Question 1 and total expenses in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."</li> </ul>			<b>\$</b> 1,146,077,430		46,077,430
<ol> <li>Indicate below the amount of the adjusted gro to be used for each of the purposes shown. I furnish an estimate and check the box to the le listed must equal the adjusted gross proceeds — Question 4.b above.</li> </ol>	If the amount for any purpose is not known, if the estimate. The total of the payments				
			Payments to Officers, Directors & Affliates		Payments To Others
Salaries and fees			\$		\$
Purchase of real estate			\$		\$
Purchase, rental or leasing and installation	n of machinery and equipment		\$		\$
Construction or leasing of plant buildings	and facilities		\$		\$
Acquisition of other businesses (Including offering that may be used in exchange for pursuant to a merger)	the value of securities involved in this the assets or securities of another issuer		\$		\$
			\$		\$
• •			\$		\$
=	ity-related investments		\$	$\boxtimes$	\$1,146,077,430
			\$		\$
Column Totals			\$	×	\$1,146,077,430
Total Payments Listed (column totals added)			130		
	D. FEDERAL SIGNATURE				
The issuer has duly caused this notice to be signed constitutes an undertaking by the issuer to furnished by the issuer to any non-accredited investigation.	by the undersigned duly authorized person. If the U.S. Securities and Exchange Commission	this r	notice is filed under Rule	505, (	he following signature
Issuer (Print or Type)	Signature 1,001/		Date		
Crestview Partners II, L.P.	Waheith.		April 3 , 2008	_	
Name of Signer (Print or Type)	Title of Signer (Print or Type)				
Wing Keith	Chief Operating Officer of Crestview, L.L.C General Partner of the Issuer	as G	eneral Partner of Crestvi	ew Pa	rtners II GP, L.P., as



# **ATTENTION**

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