



## FUND II



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***THIS MEMORANDUM IS FOR PROSPECTIVE ADDITIONAL GENERAL AND/OR LIMITED PARTNERS  
AND THEIR FINANCIAL AND/OR LEGAL ADVISORS OR REPRESENTATIVES.***

**FOR ACCREDITED INVESTORS ONLY**

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***FOR MORE INFORMATION, PLEASE CONTACT OUR MANAGING GENERAL PARTNER:***

[REDACTED] LLC  
[REDACTED] USA  
Telephone: [REDACTED] E-mail: [REDACTED]

The Effective Date of this Memorandum is  
June 1, 20[REDACTED]

Memorandum No.: \_\_\_\_\_

This cover page is continued on the following pages.



FUND II LP

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

FUND II LP

**Units of Limited Partner and/or Additional General Partner Interest**

**\$30,000 per Unit**

**Maximum Offering: \$2,250,000 (75 Units)<sup>1</sup>  
No Minimum Offering**

**Minimum Subscription: 1 Unit (\$30,000)**

████████████████████ FUND II LP (“we”, “our”, “us”, or the “Partnership”) is a limited partnership formed to:

- ❖ Acquire direct working interest and/or otherwise invest in the ██████████ Prospect or such other oil and gas Prospect as identified by our Managing General Partner in its sole discretion (the “Prospect”);
- ❖ Develop the Prospect for hydrocarbons in commercial paying quantities; and
- ❖ Provide cash distributions to the Partners out of sales of produced oil and/or natural gas or other revenues derived from the Prospect.

There can be no assurance that these objectives will be achieved. (See “Partnership Objectives, Strategies and Proposed Activities”).

We are organized as a “private investment company” in reliance upon available exemptions from registration under Section 3(c)(9) of the Investment Company Act of 1940, as amended, and applicable state law.

We are offering Units of limited partner and/or additional general partner interest (the “Units”) in reliance upon available exemptions from registration under Section 4(2) and/or Regulation D Rule 506 of the Securities Act of 1933, as amended (the “Act”), and applicable state law.

This document is our confidential private placement memorandum (this “Memorandum”). This is not a public offering.

**This investment involves a high degree of risk further described in the “Risk Factors” section of this Memorandum. Subscription of these securities should be considered only if you can afford a possible total loss of your investment.**

**Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of this offering or determined if this Memorandum is truthful or complete. Any representation to the contrary is a criminal offense.**

<sup>1</sup> May be increased in the Managing General Partner’s sole discretion.



	PRICE	DISCOUNTS AND FEES (1)	NET PROCEEDS (2)(3)
Per Unit	\$30,000	\$3,000	\$27,000
Total Minimum (4)	N/A	N/A	N/A
Total Maximum (5)	\$2,250,000	\$225,000	\$2,025,000

## FOOTNOTES:

- (1) In connection with the sale of Units it is estimated that sales commissions and/or finder fees of approximately ten percent (10%) may be paid where permitted by law (See “Capitalization and Use of Proceeds”). Only licensed issuer-agents or FINRA-registered brokers may receive sales commissions. Only third-party finders may receive finder fees. Where permitted by law, the Managing General Partner and/or its Affiliates may also allocate a portion of its Percentage Interest in the Partnership and/or an interest in the Prospect to such persons in connection with the placement of Units. The Managing General Partner, in its sole discretion, may authorize the waiver of all or any part of the payment of sales commissions and/or finder fees.
- (2) Net proceeds are calculated before deducting due diligence, marketing, legal, compliance, accounting, bookkeeping, administrative, printing, offering, and/or other non-accountable expenses incurred in connection with the offering (See “Capitalization and Use of Proceeds”).
- (3) May be paid to Affiliates.
- (4) No minimum number of Units need be sold for the offering to proceed. Funds will not be escrowed and will become immediately available to the Partnership to proceed with its business plan and objectives and will not be conditioned upon any event precedent.
- (5) This offering may be increased in the Managing General Partner’s sole discretion by selling more than 75 Units to handle oversubscriptions or for other purposes. Such action may have a dilutive effect on your percentage interest in the Partnership and your interest in the allocation of revenue, capital, or other disposition of Partnership assets, after expenses. Any Units not sold to Investor Partners will be retained by the Managing General Partner.

**IMPORTANT NOTICE ABOUT INFORMATION PRESENTED IN THIS MEMORANDUM**

**No dealer, salesman or other person unaffiliated with the Partnership has been authorized to give you any information or make any representations other than those contained in this Memorandum. If so given or made, you must not rely upon such information or representations as having been authorized by us.**

**The information contained in this Memorandum is confidential and is furnished for your use only as a potential additional general partner and/or limited partner. By receiving this Memorandum, you agree that you will not transmit, reproduce or make available this Memorandum or any related exhibits or documents to any other person or entity. Any action to the contrary may place you in violation of various state and/or federal securities laws.**

**Investment in our Units of additional general partner and/or limited partner interests involve significant risks due to, among other things, the nature of the Partnership’s investments in oil and gas drilling, production, and/or field development. There can be no assurance that our objectives will be realized or that there will be any return of your invested capital.**

**Investment in our Partnership is suitable only for “accredited” investors. You should have the financial**



ability and willingness to accept the risks (including the risk of total loss of your investment and lack of liquidity) that are characteristic of the investment described herein. You should consult your advisors regarding the appropriateness of investing in oil and gas ventures.

The Units are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Securities Act of 1933, as amended, and applicable state securities laws, pursuant to registration or exemption therefrom. You should be aware that you will be required to bear the financial risks of this investment for an indefinite period of time. The securities offered hereby involve a high degree of risk and should only be purchased if you can afford a total loss of your investment.

These securities have not been registered under the Securities Act of 1933 nor any other applicable securities law. These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor has the U.S. Securities and Exchange Commission (the "Commission") or any state securities commission passed upon the accuracy or truthfulness of this confidential private placement memorandum. Any representation to the contrary is a criminal offense.

These securities can only be offered to you in the context of a private, non-public offering consistent with the parameters of Section 4(2) and/or Regulation D Rule 506 of the Securities Act of 1933, as amended, and applicable state law exemptions. Accordingly, by subscribing for Units you represent that you meet the minimum qualifications pursuant such rules and statutes as they may be applicable.

This Memorandum does not constitute an offer to sell any Units in any jurisdiction or to any person to whom it is unlawful to make such an offer in such jurisdiction. An offer may be made only by an authorized representative of the Partnership and/or Managing General Partner and must be accompanied by an original numbered and dated copy of this Memorandum.

The Units will be offered by the Partnership through the Managing General Partner. FINRA (NASD) licensed broker/dealers may be retained from time to time on a "best efforts" basis.

Payment for the Units offered hereby should be made payable to the order of " [REDACTED] FUND II LP".

This Memorandum does not constitute an offer or solicitation by anyone in any state in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

The Commission does not pass upon the merits of any securities offered or the terms of this offering, nor does it pass upon the accuracy or completeness of or give its approval to any offering memorandum or other selling literature. These securities are offered pursuant to an exemption from registration with the Commission. However, the Commission has not made an independent determination that the securities offered hereunder are exempt from registration. The Units purchased in this offering may not be transferred in the absence of an effective registration statement unless the prospective transferee establishes, to the satisfaction of the Partnership, that an exemption from registration is available.

The securities offered hereby have not been registered with nor approved or disapproved by the securities regulatory authority of any state, nor has any such authority passed upon or endorsed the merits of this offering or the accuracy or adequacy of this Memorandum. Any representation to the contrary is unlawful.

Investment in these securities may not be suitable for you if you do not meet the suitability requirements established by the Partnership or if you cannot afford a total loss of your investment.

U.S. federal, state, local and foreign tax treatment of limited partnerships and their partners and investments is extremely complex and involves, among other things, significant issues as to the timing and



character of the realization of income, gain and losses. Although this Memorandum touches briefly on tax considerations of oil and gas investing, it does not set forth specific individual tax consequences that may be applicable to you. Accordingly, you are urged to consult your own tax advisor concerning the U.S. federal, state, local and foreign tax consequences of an investment in the Partnership in light of your own particular situation. You are not to treat the contents of this Memorandum as advice relating to legal, taxation or investment matters. You are advised to consult your own professional advisors concerning your investment in the Partnership.

We will make available to you and/or your advisors or representatives the opportunity to ask us questions and to receive answers concerning the terms and conditions of this offering, and to obtain any additional information, to the extent that we possess such information or can acquire it without unreasonable effort or expense, necessary to verify the accuracy of the information set forth in this Memorandum. The information contained in this Memorandum, which does not purport to be complete, is deemed current as of the date on its cover. Subsequent material changes may occur at any time without notice. While we may endeavor to amend and/or supplement this Memorandum with new information from time to time there can be no assurance this will occur.

#### NOTICE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this Memorandum including, but not limited to, statements, estimates, and projections of future trends and of the anticipated future performance of the Partnership constitute “forward-looking statements” within the meaning of section 27A of the Securities Act of 1933, as amended, including, without limitation, statements regarding the Partnership’s expectations, beliefs, or future strategies that are signified by the words “expects,” “anticipates,” “intends,” “believes,” or similar language. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the Partnership, or industry results, to differ materially from any future results, performance or achievement implied by such forward-looking statements. Prospective investors should carefully consider the information set forth below under the heading “Risk Factors” in addition to the other information set forth herein.

Statements in this Memorandum that are forward-looking and involve numerous risks and uncertainties that could cause actual results to differ materially from expected results are based on the Partnership’s current beliefs and assumptions regarding a large number of factors affecting its intended business. Actual results may differ materially from expected results. There can be no assurance that (i) the Managing General Partner has correctly measured or identified all of the factors potentially affecting the Partnership’s business or the extent of their likely impact; (ii) the available information with respect to these factors on which the Managing General Partner’s analysis is based is complete or accurate; (iii) the Managing General Partner’s analysis is correct; or (iv) the Partnership’s strategy, which is based in part on this analysis, will be successful.

**IF YOU OR YOUR REPRESENTATIVE(S) DESIRE ADDITIONAL INFORMATION,**

**PLEASE CONTACT OUR MANAGING GENERAL PARTNER:**

Telephone: [REDACTED]

E-mail: [REDACTED]

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