

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

FORM D

1087932

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.)

TRIAD TRADING FUND, LP
Offering of Partnership Interests

Filing Under (Check box(es) that apply):

Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

A. BASIC IDENTIFICATION DATA

PROCESSED

1. Enter the information request about the issuer:

FEB 07 2003

TRIAD TRADING FUND, LP.

(Name of Issuer)

THOMSON
FINANCIAL

816 Bunker Hill Road
Houston, Texas 77024
(Address of Executive Offices)

(713) 984-1122
(Telephone Number, including Area Code)

816 Bunker Hill Road
Houston, Texas 77024
(Address of Principal Business Operations)

(713) 984-1122
(Telephone Number, including Area Code)

Brief Description of Business: Commodity Pool Operator

corporation limited partnership, already formed other (please specify):
 business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: October 1994 Actual Estimated

Jurisdiction of Incorporation or Organization: TX

N/A

Full Name (Last name first, if individual)

N/A

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

N/A

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] [VN] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [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 Offering Price	Amount Already Sold
Debt	\$ -0-	\$ -0-
Equity	\$ -0-	\$ -0-
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ -0-	\$ -0-
Partnership Interests	\$100,000,000	\$5,678,206
Other (Specify _____)	\$ -0-	\$ -0-
Total	\$100,000,000	\$5,678,206

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	52	\$5,586,036
Non-accredited Investors	3	\$ 92,170
Total (for filing under Rule 504 only)		N/A

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, 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	N/A	
Regulation A	N/A	
Rule 504	N/A	
Total	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	<input type="checkbox"/>	\$ ___
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$5,000
Legal Fees	<input checked="" type="checkbox"/>	\$2,500
Accounting Fees	<input type="checkbox"/>	\$ ___
Engineering Fees	<input type="checkbox"/>	\$ ___
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ ___
Other Expenses (identify): Finders' fees	<input type="checkbox"/>	\$ ___
Total		\$7,500

4.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. \$99,992,500

This difference is the “adjusted gross proceeds to the issuer.”

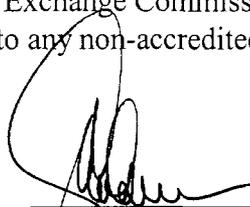
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not know, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted 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	\$3,500,000 [X]	\$ -0- []
Purchases of real estate	\$ -0- []	\$-0- []
Purchases, rental or leasing and installation of machinery and equipment	\$ -0- []	\$ -0- []
Construction or leasing of plant buildings and facilities	\$ -0- []	\$ -0- []
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)	\$ -0- []	\$ ___ []
Repayment of indebtedness	\$ -0- []	\$ ___ []
Working capital	\$96,492,500[X]	\$ ___ []
Other (specify):	\$ -0- []	\$ -0- []
Column Totals	\$ -0- []	\$ ___ []
Total Payments Listed (column totals added)	\$99,992,500[X]	

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.

TRIAD TRADING FUND, LP



Craig S. Wilkinson
President of Treasury Management Services, Inc.
General Partner of Triad Trading Fund, LP

January 3, 2003

1 State	2 Intend to sell to non-accredited investors in State (Part B – Item 1)		3 Type of security and aggregate offering price offered in state (Part C – Item 1)	4 Type of investor and Amount purchased in State (Part C – Item 2)				5 Disqualification under State ULOE (If yes, attach explanation of waiver granted) (Part E – Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-accredited Investors	Amount	Yes	No
GA									
HI									
ID									
IL				2	125,000	1	30,000		
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA				1	25,000				
MI				1	50,547				
MN									
MS									
MO									
MT									
NE									
NV				1	25,000				
NH									
NJ				2	91,876				
NM									
NY				2	100,000	1	37,170		
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX				34	4,358,129				
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									