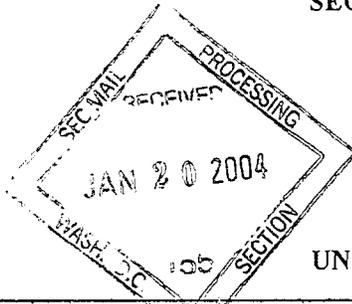


FORM D

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

FORM D

OMB Approval	
OMB Number:	3235-0076
Expires:	November 30, 2001
Estimated average burden hours per response	16.00



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

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

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

TACTICAL MULTISTRATEGY COMMODITY FUND LP

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

1. Enter the information requested about the issuer

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

TACTICAL MULTISTRATEGY COMMODITY FUND LP

Address of Executive Offices (Number and Street, City, State, Zip Code)

2657 Windmill Pky. #220 Henderson NV 89014

Telephone Number (including Area Code)
702-248-8184

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)

89113
6963 Emerald Springs LN. LV, NV

Telephone Number (Including Area Code)
702-248-8184

Brief Description of Business

Investment/Commodity Pool

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization:

Month: 07 Year: 00

Actual Estimated

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

CN for Canada; FN for other foreign jurisdiction)



04005529

PROCESSED

JAN 21 2004

THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance 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, if 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 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 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.

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. 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 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.

Potential persons who are to 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.

Bjm

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 and/or Managing Partner

Full Name (Last name first, if individual)
TACTICAL INVESTMENT MANAGEMENT CORP.

Business or Residence Address (Number and Street, City, State, Zip Code)
2657 Windmill Pkwy #220 Henderson, NV 89014

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

Full Name (Last name first, if individual)
Druz, David S

Business or Residence Address (Number and Street, City, State, Zip Code)
2657 Windmill Pkwy #220 Henderson, NV 89014

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

Full Name (Last name first, if individual)
Haviland, Colleen A.

Business or Residence Address (Number and Street, City, State, Zip Code)
P O Box 976 Haleiwa, HI 96712

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)

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? \$ 10,000
3. Does the offering permit joint ownership of a single unit? Yes No
4. Enter the information requested 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)

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	WJ	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 the 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	\$ <u>0</u>	\$ <u>0</u>
Equity	\$ <u>0</u>	\$ <u>0</u>
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants)	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests	\$ <u>Unlimited</u>	\$ <u>9,573,483.08</u>
Other (Specify _____)	\$ <u>0</u>	\$ <u>0</u>
Total	\$ <u>Unlimited</u>	\$ <u>9,573,483.08</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>64</u>	\$ <u>8,657,387.07</u>
Non-accredited Investors	<u>19</u>	\$ <u>916,096.01</u>
Total (for filings under Rule 504 only)		\$ _____

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>NIA</u>		\$ _____
Regulation A		\$ _____
Rule 504		\$ _____
Total		\$ _____

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 insurer. 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"/>	\$ <u>0</u>
Printing and Engraving Costs	<input type="checkbox"/>	\$ <u>0</u>
Legal Fees	<input checked="" type="checkbox"/>	\$ <u>4,000</u>
Accounting Fees	<input checked="" type="checkbox"/>	\$ <u>5,000</u>
Engineering Fees	<input type="checkbox"/>	\$ <u>0</u>
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ <u>0</u>
Other Expenses (identify) <u>MISC</u>	<input checked="" type="checkbox"/>	\$ <u>1,000</u>
Total	<input checked="" type="checkbox"/>	\$ <u>10,000</u>

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."

\$ unknown

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"/>	\$ <u>0</u>	\$ <u>0</u>
Purchase of real estate.	<input type="checkbox"/>	\$ <u>0</u>	\$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment.	<input type="checkbox"/>	\$ <u>0</u>	\$ <u>0</u>
Construction or leasing of plant buildings and facilities.	<input type="checkbox"/>	\$ <u>0</u>	\$ <u>0</u>
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"/>	\$ <u>0</u>	\$ <u>0</u>
Repayment of indebtedness.	<input type="checkbox"/>	\$ <u>0</u>	\$ <u>0</u>
Working capital.	<input type="checkbox"/>	\$ <u>0</u>	\$ <u>BALANCE</u>
Other (specify) _____	<input type="checkbox"/>	\$ <u>0</u>	\$ <u>0</u>
_____	<input type="checkbox"/>	\$ <u>0</u>	\$ <u>0</u>
Column Totals.	<input type="checkbox"/>	\$ <u>0</u>	\$ <u>0</u>
Total Payments Listed (column totals added)			\$ <u>BALANCE</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) Tactical Multistrategy Commodity Fund, LP	Signature Colleen A. Haviland	Date 1-13-04
Name of Signer (Print or Type) Tactical Inv Mgmt Corp Colleen A. Haviland	Title of Signer (Print or Type) General Partner V.P. of General Partner	

ATTENTION

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

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252 (c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) TACTICAL multistrategy Commodity Fund, LP	Signature 	Date 1-13-04
Name of Signer (Print or Type) TACTICAL Inv. Mgt. Corp. Colleen A. Haviland	Title of Signer (Print or Type) General Partner Vice President	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

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) Partnership Interest	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
AL									
AK	X			11	1,370,672 ⁸⁵	7	459,400		X
AZ	X			3	171,327 ¹⁵	1	25,000		X
AR									
CA	X			7	947,181 ²⁶	3	148,142 ⁰¹		X
CO									
CT									
DE									
DC									
FL	X			3	145,000				X
GA									
HI	X			4	576,543 ⁵⁰	4	135,554 ⁰²		X
ID	X			1	61,009				X
IL	X			14	965,629 ¹¹	1	10,000		X
IN									
IA									
KS	X			2	200,000				X
KY									
LA									
ME									
MD									
MA	X			3	1,060,250				X
MI	X			6	279,497 ³¹	2	38,000		X
MN									
MS									

APPENDIX

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
			Partnership Interest						
MO									
MT									
NE									
NV	X			2	1,212,959 ⁰²				X
NH									
NJ	X			1	37,698. ⁸¹				X
NM	X			1	100,000				X
NY	X			2	440,000				X
NC									
ND									
OH	X					1	100,000		X
OK									
OR	X			1	600,000				X
PA									
RI									
SC									
SD									
TN									
TX	X			1	37,000				X
UT									
VT									
VA									
WA	X			2	110,000				X
WV									
WI	X			3	342,618 ⁹⁰				X

APPENDIX

1	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)	
State	Yes	No	<i>Partnership Interest</i>	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									



Form U-2

Form U-2 Uniform Consent to Service of Process

Know all men by these presents:

That the undersigned Tactical Multistrategy Commodity Fund (a ~~corporation~~), (a ~~partnership~~), a ~~(limited partnership)~~ organized under the laws of Nevada or (an ~~individual~~), [strike out inapplicable nomenclature] for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Tactical Multistrategy Commodity Fund, LP
 (Name)

2657 Windmill Pkwy #220 Henderson, NV 89014
 (Address)

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of each State as its attorney in that State for receipt of service of process:

- | | | | |
|---|--|---|-----------------------------------|
| <u> </u> ALABAMA | Secretary of State | <input checked="" type="checkbox"/> FLORIDA | Department of Banking and Finance |
| <input checked="" type="checkbox"/> ALASKA | Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development | <u> </u> GEORGIA | Commissioner of Securities |
| <input checked="" type="checkbox"/> ARIZONA | The Corporation | <u> </u> GUAM | Administrator, Department of |

	Commission		Finance
<u> </u> ARKANSAS	The Securities Commissioner	<u>X</u> HAWAII	Commissioner of Securities
<u>X</u> CALIFORNIA	Commissioner of Corporations	<u>X</u> IDAHO	Director, Department of Finance
<u> </u> COLORADO	Securities Commissioner	<u>X</u> ILLINOIS	Secretary of State
<u> </u> CONNECTICUT	Banking Commissioner	<u> </u> INDIANA	Secretary of State
<u> </u> DELAWARE	Securities Commissioner	<u> </u> IOWA	Commissioner of Insurance
<u> </u> DISTRICT OF COLUMBIA	Dept. of Insurance and Securities Regulation	<u>X</u> KANSAS	Secretary of State
<u>X</u> KENTUCKY	Director, Division of Securities	<u>X</u> OHIO	Secretary of State
<u> </u> LOUISIANA	Commissioner of Securities	<u>X</u> OREGON	Director, Department of Insurance and Finance
<u> </u> MAINE	Administrator, Securities Division	<u> </u> OKLAHOMA	Securities Administrator
<u>X</u> MARYLAND	Commissioner of the Division of Securities	<u> </u> PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process
<u>X</u> MASSACHUSETTS	Secretary of State	<u> </u> PUERTO RICO	Commissioner of Financial Institutions
<u>X</u> MICHIGAN	Commissioner, Office of Financial and Insurance Services	<u> </u> RHODE ISLAND	Director of Business Regulation
<u> </u> MINNESOTA	Commissioner of Commerce	<u> </u> SOUTH CAROLINA	Securities Commissioner
<u> </u> MISSISSIPPI	Secretary of State	<u> </u> SOUTH	Director of the Division of

		DAKOTA	Securities
<u> </u> MISSOURI	Securities Commissioner	<u> </u> TENNESSEE	Commissioner of Commerce and Insurance
<u> </u> MONTANA	State Auditor and Commissioner of Insurance	<input checked="" type="checkbox"/> TEXAS	Securities Commissioner
<u> </u> NEBRASKA	Director of Banking and Finance	<u> </u> UTAH	Director, Division of Securities
<input checked="" type="checkbox"/> NEVADA	Secretary of State	<u> </u> VERMONT	Commissioner of Banking, Insurance, Securities & Health Administration
<u> </u> NEW HAMPSHIRE	Secretary of State	<input checked="" type="checkbox"/> VIRGINIA	Clerk, State Corporation Commission
<input checked="" type="checkbox"/> NEW JERSEY	Chief, Securities Bureau	<input checked="" type="checkbox"/> WASHINGTON	Director of the Department of Licensing
<input checked="" type="checkbox"/> NEW MEXICO	Director, Securities Division	<u> </u> WEST VIRGINIA	Commissioner of Securities
<input checked="" type="checkbox"/> NEW YORK	Secretary of State	<input checked="" type="checkbox"/> WISCONSIN	Department of Financial Institutions, Division of Securities
<u> </u> NORTH CAROLINA	Secretary of State	<u> </u> WYOMING	Secretary of State
<u> </u> NORTH DAKOTA	Securities Commissioner		

Dated this _____ day of _____, 20____
(SEAL)

Tactical Multistrategy Commodity Fund, LP
By Colleen A. Daur
V.P. Gen'l Partner
Title

Next

W

JURAT

State of Hawaii)
) ss.
City & County of Honolulu)

Subscribed and sworn to (or affirmed) before me this 14th day of January, 2003, by

(1) - Collen A Haviland -
Name of Signer(s)

(2) - N/A -
Name of Signer(s)


Signature of Notary Public

***** AILEEN TAMANAHA *****
Print Notary's Name

My Commission expires: **APRIL 01, 2007**

OPTIONAL

Though the information in this section is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Form U-2 Uniform Consent to Service of Process

Document Date: 1/14/04 Number of Pages: 3

Signer(s) Other Than Named Above: N/A