

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

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

| OMB APPROVAL  |              |
|---|--------------|
| OMB Number:   | 3235-0076    |
| Expires:  | May 31, 2005 |
| Estimated average burden<br>hours per response..... | 16.00        |

| SEC USE ONLY  |        |
|---------------|--------|
| Prefix        | Serial |
| DATE RECEIVED |        |

Name of Offering (  Check if this is an amendment and name has changed, and indicate change.)  
The Fulcrum Fund Limited Partnership

1022174

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.)  
The Fulcrum Fund Limited Partnership

Address of Executive Offices (Number and Street, City, State, Zip Code)  
116 Village Boulevard, #210 Princeton Forrestal Village Princeton NJ 08540

Telephone Number (Including Area Code)  
609-514-1801

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

Telephone Number (Including Area Code)

PROCESSED

Brief Description of Business: Commodities Trading Partnership

AUG 17 2004



04040694

Type of Business Organization

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

THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization: MONTH YEAR  Actual  Estimated  
0 6 9 6

Jurisdiction of Incorporate of Organization: (Enter two-letter U.S. Postal Service abbreviation for state:  
CN for Canada; FN for other foreign jurisdiction) **CT**

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 77 d(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 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.

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

2. Enter the information requested for the following:

- i. Each promoter of the issuer, if the issuer has been organized within the past five years;
- ii. 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;
- iii. Each executive officer and director of corporate issuers and of corporate general managing partners of partnership issuers; and
- iv. 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)

Beacon Management Corporation (USA)

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

116 Village Boulevard, #210, Princeton Forrestal Village Princeton NJ 08540

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

Full Name(Last name first, if Individual)

Nash Thomas J

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

116 Village Boulevard, #210, Princeton Forrestal Village Princeton NJ 08540

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

Full Name(Last name first, if Individual)

Schaumburg Jr. Grant W

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

116 Village Boulevard, #210, Princeton Forrestal Village Princeton NJ 08540

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

Full Name(Last name first, if Individual)

Fryback John W

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

116 Village Boulevard, #210, Princeton Forrestal Village Princeton NJ 08540

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

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Full Name(Last name first, if Individual)

**Stratton Mark S**

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

**116 Village Boulevard, #210,Princeton Forrestal Village Princeton NJ 08540**

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

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Full Name(Last name first, if Individual)

**Zaramba Karen L**

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

**116 Village Boulevard, #210,Princeton Forrestal Village Princeton NJ 08540**

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**B. INFORMATION ABOUT OFFERING**

- |   |                                     |                          |
|---|-------------------------------------|--------------------------|
|   | Yes                                 | No                       |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?.....<br>Answer also in Appendix, Column 2, if filing under ULOE.   | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 2. What is the minimum investment that will be accepted from any individual?.....   | \$                                  | <u>\$ 26,250.00</u>      |
|   | Yes                                 | No                       |
| 3. Does the offering permit joint ownership of a single unit?.....  | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 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 purchases 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) **Man Securities, Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**440 S. LaSalle Street, 20th Fl Chicago, IL 60605**

Name of Associated Broker or Dealer **Man Securities, Inc.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers  
(Check "All States or check individual States).....  All States

|      |                          |      |                          |      |                          |      |                          |      |                          |      |                          |      |                          |      |                          |      |                          |      |                          |      |                          |      |                          |      |                          |
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| [IL] | <input type="checkbox"/> | [IN] | <input type="checkbox"/> | [IA] | <input type="checkbox"/> | [KS] | <input type="checkbox"/> | [KY] | <input type="checkbox"/> | [LA] | <input type="checkbox"/> | [ME] | <input type="checkbox"/> | [MD] | <input type="checkbox"/> | [MA] | <input type="checkbox"/> | [MI] | <input type="checkbox"/> | [MN] | <input type="checkbox"/> | [MS] | <input type="checkbox"/> | [MO] | <input type="checkbox"/> |
| [MT] | <input type="checkbox"/> | [NE] | <input type="checkbox"/> | [NV] | <input type="checkbox"/> | [NH] | <input type="checkbox"/> | [NJ] | <input type="checkbox"/> | [NM] | <input type="checkbox"/> | [NY] | <input type="checkbox"/> | [NC] | <input type="checkbox"/> | [ND] | <input type="checkbox"/> | [OH] | <input type="checkbox"/> | [OK] | <input type="checkbox"/> | [OR] | <input type="checkbox"/> | [PA] | <input type="checkbox"/> |
| [RI] | <input type="checkbox"/> | [SC] | <input type="checkbox"/> | [SD] | <input type="checkbox"/> | [TN] | <input type="checkbox"/> | [TX] | <input type="checkbox"/> | [UT] | <input type="checkbox"/> | [VT] | <input type="checkbox"/> | [VA] | <input type="checkbox"/> | [WA] | <input type="checkbox"/> | [WV] | <input type="checkbox"/> | [WI] | <input type="checkbox"/> | [WY] | <input type="checkbox"/> | [PR] | <input type="checkbox"/> |

Full Name (Last name first, if individual) **Kenmar Securities, Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**Two Amercian Lane, PO Box 5150 Greenwich, CT 06831**

Name of Associated Broker or Dealer **Kenmar Securities, Inc.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers  
(Check "All States or check individual States).....  All States

|      |                          |      |                          |      |                          |      |                          |      |                          |      |                                     |      |                                     |      |                                     |      |                          |      |                          |      |                          |      |                          |      |                          |
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| [IL] | <input type="checkbox"/> | [IN] | <input type="checkbox"/> | [IA] | <input type="checkbox"/> | [KS] | <input type="checkbox"/> | [KY] | <input type="checkbox"/> | [LA] | <input type="checkbox"/>            | [ME] | <input type="checkbox"/>            | [MD] | <input checked="" type="checkbox"/> | [MA] | <input type="checkbox"/> | [MI] | <input type="checkbox"/> | [MN] | <input type="checkbox"/> | [MS] | <input type="checkbox"/> | [MO] | <input type="checkbox"/> |
| [MT] | <input type="checkbox"/> | [NE] | <input type="checkbox"/> | [NV] | <input type="checkbox"/> | [NH] | <input type="checkbox"/> | [NJ] | <input type="checkbox"/> | [NM] | <input type="checkbox"/>            | [NY] | <input type="checkbox"/>            | [NC] | <input type="checkbox"/>            | [ND] | <input type="checkbox"/> | [OH] | <input type="checkbox"/> | [OK] | <input type="checkbox"/> | [OR] | <input type="checkbox"/> | [PA] | <input type="checkbox"/> |
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Full Name (Last name first, if individual) **Futures Investment Co**  
 Business or Residence Address (Number and Street, City, State, Zip Code)  
**5196 North 300 West, Fremont, IN 46737**  
 Name of Associated Broker or Dealer **Futures Investment Co**

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]   
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Full Name (Last name first, if individual) **American Eastern Securities, Inc.**  
 Business or Residence Address (Number and Street, City, State, Zip Code)  
**865 South Figueroa Street, Suit Los Angeles, CA 90017**  
 Name of Associated Broker or Dealer **American Eastern Securities, Inc.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers  
 (Check "All States or check individual States).....  All States

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 [RI]  [SC]  [SD]  [TN]  [TX]  [UT]  [VT]  [VA]  [WA]  [WV]  [WI]  [WY]  [PR]

Full Name (Last name first, if individual) **Capital Management Partners, Inc.**  
 Business or Residence Address (Number and Street, City, State, Zip Code)  
**1100 North 4th Street Suite 741 Fairfield, IA 52556**  
 Name of Associated Broker or Dealer **Capital Management Partners, Inc.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers  
 (Check "All States or check individual States).....  All States

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Full Name (Last name first, if individual) **ABN Amro, Inc**

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

**208 South LaSalle Street Chicago, IL 60604**

Name of Associated Broker or Dealer **ABN Amro, Inc**

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]
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Full Name (Last name first, if individual) **A.G. Edwards and Sons, Inc.**

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

**1 North Jefferson Ave. St. Louis, MO 63103**

Name of Associated Broker or Dealer **A.G. Edwards & Sons, Inc.**

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]
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Full Name (Last name first, if individual) **Brookstreet Securities Corporation**

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

**2361 Campus Drive, Suite 210, Irvine, CA 92612**

Name of Associated Broker or Dealer **Brookstreet Securities Corporation**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States).....

All States

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Full Name (Last name first, if individual) **RBC Dain Rauscher, Inc**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**60 South Sixth Street, Minneapolis, MN 55402**

Name of Associated Broker or Dealer **RBC Dain Rauscher, Inc**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers  
 (Check "All States or check individual States).....  All States

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Full Name (Last name first, if individual) **Prudential Equity Group, LLC**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**One New York Plaza, 15th Floor New York, NY 10292**

Name of Associated Broker or Dealer **Prudential Equity Group, LLC**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers  
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Full Name (Last name first, if individual) **Wachovia Securities, LLC**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**901 East Byrd Street Richmond, VA 23219**

Name of Associated Broker or Dealer **Wachovia Securities, LLC.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers  
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Full Name (Last name first, if individual) **Legg Mason Wood Walker, Inc.**

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

**100 Light Street Baltimore, MD 21203**

Name of Associated Broker or Dealer **Legg Mason Wood Walker, Inc.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States).....

All States

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Full Name (Last name first, if individual) **Morgan Keegan & Company, Inc.**

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

**50 Front Street Memphis, TN 38103**

Name of Associated Broker or Dealer **Morgan Keegan & Company, Inc.**

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]
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Full Name (Last name first, if individual) **Merrill Lynch**

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

**200 Middle Neck Road Great Neck, NY 11021**

Name of Associated Broker or Dealer **Merrill Lynch**

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]
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Full Name (Last name first, if individual) **Parker Global Strategies, LLC**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1177 Summer Street, 5th Floor Stamford, CT 06905**

Name of Associated Broker or Dealer **Parker Global Strategies, LLC**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers  
(Check "All States or check individual States).....  All States

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Full Name (Last name first, if individual) **Confidential Management Financial Services**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**555 South Old Woodward Ave., Su Birmingham, MI 48009**

Name of Associated Broker or Dealer **Confidential Management Financial Services**

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) **Source Capital Group**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1221 Post Rd. East West Port, CT 06880**

Name of Associated Broker or Dealer **Source Capital Group**

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) **B.B.Graham & Company, Inc.**

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

**1700 W.Katella Ave. Orange, CA 92867**

Name of Associated Broker or Dealer **B.B.Graham & Company, Inc.**

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States or check individual States).....

All States

|      |                                     |      |                                     |      |                                     |      |                                     |      |                                     |      |                                     |      |                                     |      |                                     |      |                                     |      |                                     |      |                                     |      |                                     |      |                                     |                                     |
|------|-------------------------------------|------|-------------------------------------|------|-------------------------------------|------|-------------------------------------|------|-------------------------------------|------|-------------------------------------|------|-------------------------------------|------|-------------------------------------|------|-------------------------------------|------|-------------------------------------|------|-------------------------------------|------|-------------------------------------|------|-------------------------------------|-------------------------------------|
| [AL] | <input type="checkbox"/>            | [AK] | <input checked="" type="checkbox"/> | [AZ] | <input checked="" type="checkbox"/> | [AR] | <input type="checkbox"/>            | [CA] | <input type="checkbox"/>            | [CO] | <input checked="" type="checkbox"/> | [CT] | <input checked="" type="checkbox"/> | [DE] | <input checked="" type="checkbox"/> | [DC] | <input type="checkbox"/>            | [FL] | <input type="checkbox"/>            | [GA] | <input checked="" type="checkbox"/> | [HI] | <input checked="" type="checkbox"/> | [ID] | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| [IL] | <input checked="" type="checkbox"/> | [IN] | <input checked="" type="checkbox"/> | [IA] | <input checked="" type="checkbox"/> | [KS] | <input type="checkbox"/>            | [KY] | <input type="checkbox"/>            | [LA] | <input checked="" type="checkbox"/> | [ME] | <input type="checkbox"/>            | [MD] | <input type="checkbox"/>            | [MA] | <input checked="" type="checkbox"/> | [MI] | <input checked="" type="checkbox"/> | [MN] | <input checked="" type="checkbox"/> | [MS] | <input type="checkbox"/>            | [MO] | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |
| [MT] | <input type="checkbox"/>            | [NE] | <input type="checkbox"/>            | [NV] | <input type="checkbox"/>            | [NH] | <input checked="" type="checkbox"/> | [NJ] | <input type="checkbox"/>            | [NM] | <input checked="" type="checkbox"/> | [NY] | <input type="checkbox"/>            | [NC] | <input checked="" type="checkbox"/> | [ND] | <input checked="" type="checkbox"/> | [OH] | <input type="checkbox"/>            | [OK] | <input checked="" type="checkbox"/> | [OR] | <input type="checkbox"/>            | [PA] | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| [RI] | <input type="checkbox"/>            | [SC] | <input type="checkbox"/>            | [SD] | <input type="checkbox"/>            | [TN] | <input type="checkbox"/>            | [TX] | <input checked="" type="checkbox"/> | [UT] | <input checked="" type="checkbox"/> | [VT] | <input checked="" type="checkbox"/> | [VA] | <input type="checkbox"/>            | [WA] | <input checked="" type="checkbox"/> | [WV] | <input checked="" type="checkbox"/> | [WI] | <input type="checkbox"/>            | [WY] | <input checked="" type="checkbox"/> | [PR] | <input type="checkbox"/>            | <input type="checkbox"/>            |

**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.....   | \$ <u>100,000,000.00</u>        | \$ <u>24,242,866.56</u>        |
| Other(Specify _____ ).....   | \$ _____                        | \$ _____                       |
| <b>Total.....</b>  | <b>\$ <u>100,000,000.00</u></b> | <b>\$ <u>24,242,866.56</u></b> |

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 of Investors | Aggregate Dollar Amount of Purchases |
|---|---------------------|--------------------------------------|
| Accredited Investors.....                         | <u>464</u>          | \$ <u>21,928,061.44</u>              |
| Non-accredited Investors.....                     | <u>30</u>           | \$ <u>2,314,805.12</u>               |
| <b>Total(for filing under Rule 504 only).....</b> | <b>_____</b>        | <b>\$ _____</b>                      |

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 securities | Dollar Amount Sold |
|---------------------|--------------------|--------------------|
| Rule 505.....       | _____              | \$ _____           |
| Regulation A.....   | _____              | \$ _____           |
| Regulation 504..... | _____              | \$ _____           |
| <b>Total.....</b>   | <b>_____</b>       | <b>\$ _____</b>    |

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 checked="" type="checkbox"/>        | <u>\$0.00</u>                |
| Printing and Engraving Costs.....                         | <input checked="" type="checkbox"/>        | <u>\$3,000.00</u>            |
| Legal Fees.....   | <input checked="" type="checkbox"/>        | <u>\$25,000.00</u>           |
| Accounting Fees.....                                      | <input checked="" type="checkbox"/>        | <u>\$0.00</u>                |
| Engineering Fees.....                                     | <input checked="" type="checkbox"/>        | <u>\$0.00</u>                |
| Sales Commissions (specify finders' fees separately)..... | <input checked="" type="checkbox"/>        | <u>\$5,000,000.00</u>        |
| Other Expenses(Identify).....                             | <input checked="" type="checkbox"/>        | <u>\$0.00</u>                |
| <b>Total.....</b>   | <b><input checked="" type="checkbox"/></b> | <b><u>\$5,028,000.00</u></b> |

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."

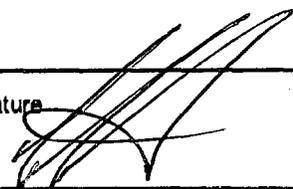
\$ 94,972,000.00

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<br>Officers,<br>Directors, &<br>Affiliates      | Payments to<br>Others                                       |
|---|---|---|
| Salaries and fees.....  | <input checked="" type="checkbox"/> \$ <u>0.00</u>          | <input checked="" type="checkbox"/> \$ <u>0.00</u>          |
| Purchase of real estate.....  | <input checked="" type="checkbox"/> \$ <u>0.00</u>          | <input checked="" type="checkbox"/> \$ <u>0.00</u>          |
| Purchase, rental or leasing and installation of machinery and equipment.....  | <input checked="" type="checkbox"/> \$ <u>0</u>             | <input checked="" type="checkbox"/> \$ <u>0.00</u>          |
| Construction or leasing of plant buildings and facilities.....  | <input checked="" type="checkbox"/> \$ <u>0.00</u>          | <input checked="" type="checkbox"/> \$ <u>0.00</u>          |
| Acquisition of other business (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 checked="" type="checkbox"/> \$ <u>0.00</u>          | <input checked="" type="checkbox"/> \$ <u>0.00</u>          |
| Repayment of indebtedness.....  | <input checked="" type="checkbox"/> \$ <u>0.00</u>          | <input checked="" type="checkbox"/> \$ <u>0.00</u>          |
| working capital.....  | <input checked="" type="checkbox"/> \$ <u>0.00</u>          | <input checked="" type="checkbox"/> \$ <u>94,972,000.00</u> |
| Other(specify): _____   |   |   |
| _____   | <input checked="" type="checkbox"/> \$ <u>0.00</u>          | <input checked="" type="checkbox"/> \$ <u>0.00</u>          |
| Column Totals.....  | <input checked="" type="checkbox"/> \$ <u>0.00</u>          | <input checked="" type="checkbox"/> \$ <u>94,972,000.00</u> |
| Total Payments Listed(column totals added).....   | <input checked="" type="checkbox"/> \$ <u>94,972,000.00</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 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)<br>The Fulcrum Fund Limited Partnership | Signature<br> | Date<br>08/09/2004 |
| Name of Signer(Print or Type)<br>Mark S. Stratton             | Title of Signer(Print or Type)<br>President  |                    |

**ATTENTION**

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