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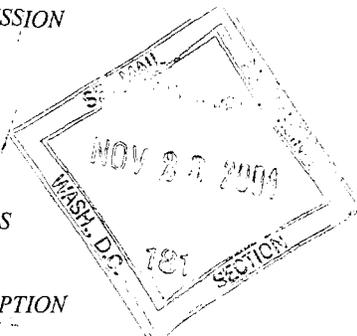
SEC 1972 (6-02)

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.

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 hours per response... 1

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering ( [ ] check if this is an amendment and name has changed, and indicate change.)  
DDJ Total Return Loan Fund, L.P.: Offering of General and Limited Partnership Interests

Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [X] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [X] New Filing [ ] Amendment

A. BASIC IDENTIFICATION DATA



04050462

1. Enter the information requested about the issuer

Name of Issuer ( [ ] check if this is an amendment and name has changed, and indicate change.)  
DDJ Total Return Loan Fund, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
141 Linden Street, Suite S-4, Wellesley, MA 02482 781.283.8500

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)  
N/A

Brief Description of Business  
A limited partnership that purchases public and private securities and other obligations.

Type of Business Organization  
[ ] corporation [X] limited partnership, already formed [ ] other (please specify):  
[ ] business trust [ ] limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: [ 1 ][ 1 ] [ 0 ][ 4 ] [X] 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) [ D ][ E ]

PROCESSED  
NOV 24 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 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 in the notice constitutes a part of this notice and must be completed.

**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)  
**GP Total Return, L.P.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**141 Linden Street, Suite S-4, Wellesley, MA 02482**

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

Full Name (Last name first, if individual)  
**Breazzano, David J.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**141 Linden Street, Suite S-4, Wellesley, MA 02482**

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

Full Name (Last name first, if individual)  
**Mencher, Judy K.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**141 Linden Street, Suite S-4, Wellesley, MA 02482**

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

Full Name (Last name first, if individual)  
**Hockett, Robert L.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**141 Linden Street, Suite S-4, Wellesley, MA 02482**

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

Full Name (Last name first, if individual)  
**Robert Wood Johnson Foundation**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**Route 1 and College Road East, PO Box 2316, Princeton, NJ 08543**

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

Full Name (Last name first, if individual)

**State Street Bank and Trust Company, as Trustee for General Motors Welfare Benefit Trust**

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

**c/o General Motors Investment Management Corporation, 767 Fifth Ave., 16<sup>th</sup> Floor, New York, NY 10153**

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)

**++ Such other institutional investors not to exceed 100 in the aggregate.**

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.)**

**\*\* Each such individual is a managing member or officer of DDJ Capital Management, LLC, the manager of GP Total Return, LLC, the General Partner of GP Total Return, L.P., the General Partner of the Issuer.**

**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  
[ X ]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$5,000,000\*  
\*unless waived by the General Partner

3. Does the offering permit joint ownership of a single unit?..... Yes  
[ ] No  
[ X ]

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]	[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 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 .....	\$ _____	\$ _____
[ ] Common [ ] Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Limited Partnership Interests .....	\$250,000,000	\$195,000,000
Other (Specify: General Partnership Interests) .....	\$ 2,500,000	\$1,970,000
Total .....	\$252,500,000	\$196,970,000

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 .....	13	\$196,970,000
Non-accredited Investors .....	0	\$ 0
Total (for filings under Rule 504 only) .....	N/A	\$ 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 .....	_____	\$ _____
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 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 .....	[ ] \$ *
Printing and Engraving Costs .....	[x] \$ *
Legal Fees .....	[x] \$ *
Accounting Fees .....	[x] \$ *
Engineering Fees .....	[ ] \$ *
Sales Commissions (specify finders' fees separately) .....	[ ] \$ *
Other Expenses (identify) .....	[x] \$ *
Total .....	[x] \$ 1,600,000

\* The issuer will bear up to \$1.6 million in legal and other organizational expenses incurred in connection with its formation and certain other matters contemplated by its governing instruments. Organizational expenses in excess of this amount, if any, will be borne by the issuer's General Partner as additional capital contribution to the issuer.

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."

\$ 250,900,000\*

\* This estimate is based on an assumption that the \$252,500,000 offering is fully subscribed.

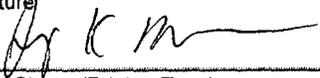
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted 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 checked="" type="checkbox"/> \$3,750,000*	<input type="checkbox"/> \$ 0
Purchase of real estate .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 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) .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Repayment of indebtedness .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Working capital .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Other (specify): .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
<u>Purchases of Fund Investments</u> .....	<input type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 247,150,000
<u>Column Totals</u> .....	<input checked="" type="checkbox"/> \$3,750,000*	<input checked="" type="checkbox"/> \$ 247,150,000
Total Payments Listed (column totals added) .....		<input checked="" type="checkbox"/> \$250,900,000

\* This estimate is based on management fees for a one year period and assumes that the \$252,500,000 offering is fully subscribed.

**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) DDJ Total Return Loan Fund, LP*	Signature 	Date
Name of Signer (Print or Type) Judy K. Mencher	Title of Signer (Print or Type) Member of DDJ Capital Management, LLC, the Manager of GP Total Return, LLC, the General Partner of GP Total Return, LP, the General Partner of the Issuer	

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

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."

\$ 250,900,000\*

\* This estimate is based on an assumption that the \$252,500,000 offering is fully subscribed.

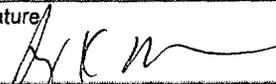
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted 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 checked="" type="checkbox"/> \$3,750,000*	<input type="checkbox"/> \$ 0
Purchase of real estate .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 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) .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Repayment of indebtedness .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Working capital .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Other (specify): .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
<u>Purchases of Fund Investments</u>	<input type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 247,150,000
Column Totals .....	<input checked="" type="checkbox"/> \$3,750,000*	<input checked="" type="checkbox"/> \$ 247,150,000
Total Payments Listed (column totals added) .....		<input checked="" type="checkbox"/> \$250,900,000

\* This estimate is based on management fees for a one year period and assumes that the \$252,500,000 offering is fully subscribed.

**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) DDJ Total Return Loan Fund, LP*	Signature 	Date
Name of Signer (Print or Type) Judy K. Mencher	Title of Signer (Print or Type) Member of DDJ Capital Management, LLC, the Manager of GP Total Return, LLC, the General Partner of GP Total Return, LP, the General Partner of the Issuer	

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

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."

\$ 250,900,000\*

\* This estimate is based on an assumption that the \$252,500,000 offering is fully subscribed.

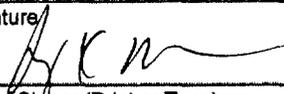
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted 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 .....	[x] \$3,750,000*	[] \$ 0
Purchase of real estate .....	[] \$ 0	[] \$ 0
Purchase, 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	[] \$ 0
Repayment of indebtedness .....	[] \$ 0	[] \$ 0
Working capital .....	[] \$ 0	[] \$ 0
Other (specify): .....	[] \$ 0	[] \$ 0
<u>Purchases of Fund Investments</u> .....	[] \$ 0	[x] \$ 247,150,000
Column Totals .....	[x] \$3,750,000*	[x] \$ 247,150,000
Total Payments Listed (column totals added) .....		[x] \$250,900,000

\* This estimate is based on management fees for a one year period and assumes that the \$252,500,000 offering is fully subscribed.

**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) DDJ Total Return Loan Fund, LP*	Signature 	Date
Name of Signer (Print or Type) Judy K. Mencher	Title of Signer (Print or Type) Member of DDJ Capital Management, LLC, the Manager of GP Total Return, LLC, the General Partner of GP Total Return, LP, the General Partner of the Issuer	

**ATTENTION**  
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**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
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL		X	LP Interest	1	10,000,000	0	0		
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA		X	GP Interest	1	1,970,000	0	0		
MI									
MN									
MS									
MO									
MT									
NE									
NV									
NH									
NJ		X	LP Interest	1	25,000,000	0	0		
NM									
NY		X	LP Interest	5	110,000,000	0	0		
NC									
ND									
OH									
OK									
OR									
PA									
RI		X	LP Interest	1	10,000,000	0	0		
SC									

SD									
TN									
TX	X	LP Interest	3	50,000,000	0	0			
UT									
VT	X	LP Interest	1	5,000,000	0	0			
VA									
WA									
WV									
WI									
WY									
PR									

<http://www.sec.gov/divisions/corpfm/forms/formd.htm>  
 Last update: 06/06/2002