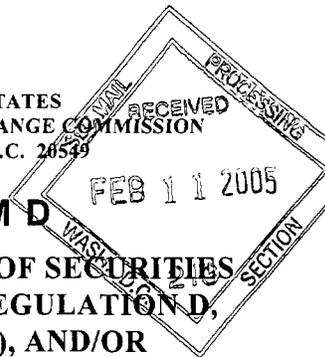


FORM D

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

1156341



OMB APPROVAL	
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average burden hours per response:	16.00



05004372

FORM D

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.)
name change

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.)
Post Road Value Fund, LP (formerly known as Lego Capital Fund, LP)

Address of Executive Offices (Number and Street, City, State, Zip Code) <u>383 Main Ave., 7th Floor, Norwalk, CT 06851</u>	Telephone Number (Including Area Code) <u>(203) 840-3631</u>
Address of Principal Business Operations (if different from Executive Offices) <u>Same as above</u>	Telephone Number (Including Area Code) <u>Same as above.</u>

Brief Description of Business
Limited Partnership engaged in seeking capital appreciation through investment.

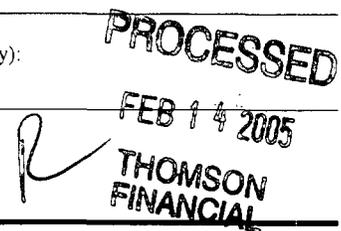
Type of Business Organization

corporation limited partnership, already formed other (please specify):

business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 07 Year 01 Actual Estimated

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



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.



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)

Post Road Capital Partners, LLC (formerly known as Lego Capital Partners, LLC)

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

383 Main Ave., 7th Floor, Norwalk, CT 06851

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

Full Name (Last name first, if individual)

Eigen, David L.

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

383 Main Ave., 7th Floor, Norwalk, CT 06851

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)

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? \$ 5,000,000.00
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)
 Not applicable

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

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	\$ 0.00	\$ 0.00
Equity	\$ 0.00	\$ 0.00
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants)	\$ 0.00	\$ 0.00
Partnership Interests	\$ 100,000.00	\$ 0.00
Other (Specify _____)	\$ 0.00	\$ 0.00
Total	\$ 100,000.00	\$ 0.00

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	0	\$ 0.00
Non-accredited Investors	0	\$ 0.00
Total (for filings under Rule 504 only)	0	\$ 0.00

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	n/a	\$ _____
Regulation A	n/a	\$ _____
Rule 504	n/a	\$ _____
Total		\$ 0.00

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"/>	\$ 0.00
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ 2,000.00
Legal Fees	<input checked="" type="checkbox"/>	\$ 20,000.00
Accounting Fees	<input checked="" type="checkbox"/>	\$ 8,000.00
Engineering Fees	<input type="checkbox"/>	\$ 0.00
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ 0.00
Other Expenses (identify) <u>various blue sky filings</u>	<input checked="" type="checkbox"/>	\$ 5,000.00
Total	<input type="checkbox"/>	\$ 35,000.00

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

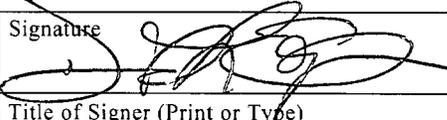
b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” \$ 65,000.00

5. Indicate below the amount of the adjusted gross proceed 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"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
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"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>99,965.00</u>
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ <u>0.00</u>	<input checked="" type="checkbox"/> \$ <u>99,965.00</u>
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ <u>99,965.00</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 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) Post Road Value Fund, LP	Signature 	Date February 8, 2005
Name of Signer (Print or Type) Post Road Capital Partners, LLC by David L. Eigen	Title of Signer (Print or Type) Managing Member	

ATTENTION

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

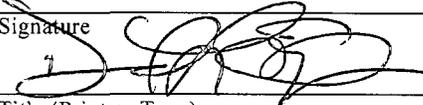
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 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)	Signature	Date
Post Road Value Fund, LP		February 8, 2005
Name (Print or Type)	Title (Print or Type)	
Post Road Capital Partners, LLC by David L. Eigen	Managing Member	

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)	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		X							X
AK		X							X
AZ		X							X
AR		X							X
CA	X								X
CO		X							X
CT	X		X	0	\$0.00	0	\$0.00		X
DE		X							X
DC		X							X
FL	X		X	0	\$0.00	0	\$0.00		X
GA		X							X
HI		X							X
ID		X							X
IL		X							X
IN		X							X
IA		X							X
KS		X							X
KY		X							X
LA		X							X
ME		X							X
MD		X							X
MA	X		X	0	\$0.00	0	\$0.00		X
MI		X							X
MN		X							X
MS		X							X

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO		X							X
MT		X							X
NE		X							X
NV		X							X
NH		X							X
NJ		X							X
NM		X							X
NY	X		X	0	\$0.00	0	\$0.00		X
NC		X							X
ND		X							X
OH		X							X
OK		X							X
OR		X							X
PA		X							X
RI		X							X
SC		X							X
SD		X							X
TN		X							X
TX		X							X
UT		X							X
VT		X							X
VA		X							X
WA		X							X
WV		X							X
WI		X							X

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>
PR	<input type="checkbox"/>	<input checked="" type="checkbox"/>						<input type="checkbox"/>	<input checked="" type="checkbox"/>

EXHIBIT A

Management Fee. As compensation for its services, the Manager shall receive a management fee ("Management Fee"), payable quarterly and in advance, equal to 0.375% (1.50%) annually) of each Limited Partner's share of the Partnership's Net Worth (determined as of the first day of each Fiscal Quarter). A pro rata Management Fee will be charged to Limited Partners on any amounts permitted to be invested during any Fiscal Quarter. No part of the Management Fee will be refunded in the event that a Limited Partner withdraws all or any of the value in the Limited Partner's capital account during a Fiscal Quarter. The Manager may, in its sole and absolute discretion, waive all or any portion of the Management Fee with respect to certain persons (e.g., family, employees, affiliates and certain strategic investors) for any period of time and may agree with any such person to apply a different Management Fee for such person.

Performance Allocation to General Partner. The General Partner shall have reallocated by credit to its capital account and debit to each Limited Partner's capital account during each Fiscal Year (as defined in this Memorandum) (on the accrual basis of accounting) (the "General Partner Allocation"), net income of the Partnership attributable to each Limited Partner (net increase in Net Worth) as follows: (i) in any Fiscal Year in which the net income of the Partnership attributable to each Limited Partner does not exceed eight (8.0%) percent (the "Preferred Return"), there will be no General Partner Allocation; (ii) in any Fiscal Year in which the net income of the Partnership attributable to each Limited Partner exceeds the Preferred Return but which is not greater than a rate of ten (10%) percent, the General Partner Allocation shall be equal to all of the net income in excess of the Preferred Return up to and including a rate of ten (10%) percent; and (iii) in any Fiscal Year in which the net income of the Partnership attributable to each Limited Partner exceeds a rate of ten (10%) percent, the General Partner Allocation shall, in addition to the General Partner Allocation provided for in subsection (ii) above, include twenty (20%) percent of such net increase in Net Worth in excess of a rate of ten (10%) percent allocated to each Limited Partner.

The General Partner shall receive a pro rata General Partner Allocation on all funds permitted to be invested and withdrawn during each Fiscal Year whether voluntary or involuntary and upon dissolution of the Partnership. The General Partner Allocation shall be in addition to the proportionate allocations of income and profits, or losses, to the General Partner based upon its capital account relative to the capital accounts of all Partners. The General Partner, in its sole discretion, may waive all or any portion of the General Partner Allocation with respect to certain persons (e.g., family, employees, affiliates and certain strategic investors) for any period of time and may agree with any such person to apply a different General Partner Allocation for such person.

Special Situation Investments: The General Partner Allocation shall not include the value of any security position held in a Sub-Account until such time as such positions have been reallocated to the capital accounts of participating Partners.

Expenses. The Partnership pays or reimburses the General Partner and/or the Manager for (i) all expenses related to organizing the Partnership, including but not limited to, legal and accounting fees, printing and mailing expenses and government filing fees, and (ii) all expenses incurred in connection with the offer and sale of Interests, including but not limited to printing this Memorandum and exhibits thereto, documentation of performance and the

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limited Partners. The Partnership intends to amortize organizational expenses over a period of 60 months from the date the Partnership commences operations because it believes such treatment is more equitable than expensing the entire amount of the Partnership's organizational expenses in the Partnership's first year of operation, as required by generally accepted accounting principles.

The Partnership pays or reimburses the General Partner and/or Manager for all non-administrative operating expenses of the Partnership including, but not limited to (i) tax preparation fees, governmental fees and taxes, and ongoing legal, accounting and bookkeeping fees and expenses, (ii) all Partnership trading costs and expenses (e.g. brokerage commissions, margin interest, expenses related to short sales and clearing and settlement charges), (iii) all investment related fees including travel to visit companies, fees for research reports and periodicals, travel to industry-related conferences and symposia and other related fees, and (iv) research, legal and/or accounting fees related to prospective and/or portfolio investments.

The Partnership will not have its own separate employees or office, and it will not reimburse the General Partner or the Manager for salaries, secretarial services, communication service, utilities, computers, supplies, furniture, fixtures, equipment, office rent and other general overhead costs of the General Partner or the Manager other than those costs described in the preceding paragraph or in the ensuing paragraph in the form of "Soft Dollars."

In addition, the General Partner and/or the Manager may use "soft dollar" commissions or a rebate by brokerage firms of commissions generated by Partnership securities transactions executed through those firms to pay expenses that the General Partner and/or the Manager might otherwise have to bear or that otherwise provide benefits to the General Partner, the Manager and their affiliates. For example, the General Partner and/or the Manager may use "soft dollars" to pay expenses related to newswire and quotation equipment and services (e.g., Reuters, Bloomberg, Bridge, First Call), data processing charges, periodical subscription fees (e.g., The Financial Times, The Wall Street Journal, The New York Times, Investors Business Daily), computer equipment used for brokerage or research services (e.g., computers, computer hardware, hard drives, monitors, PDAs, LANs), telephone charges such as installation and telephone equipment (e.g., telephones, telephone call recording instrumentation, headsets, cordless phones, speaker phones, telephone switchboards and monthly and long distance telephone charges), expenses incurred in connection with investigating issuers of securities and attending research conferences (e.g., air fare, hotel accommodations and meals) and other reasonable expenses as determined by the General Partner.