

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



05060876

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: April 30, 2008 Estimated average burden hours per form.....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. CMS/KRG Collect America Partners, L.P.: Units of Limited Partnership Interests 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. CMS/KRG Collect America Partners, L.P. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) BalaPointe Office Centre, Suite 249, 111 Presidential Blvd., Bala Cynwyd, PA 19004 610-747-3300 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Same as Executive Offices 610-747-3300 Brief Description of Business The issuer was formed to invest in a holding company formed to acquire a privately held debt collection company based in Denver, Colorado.

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 06 Year 2005 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) DE

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. 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. 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. 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.

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.

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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 Promoter Beneficial Owner Executive Officer Director General Partner of the Issuer
 Box(es) that Apply:

Full Name (Last name first, if individual)

CMS CA Associates, L.P.

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

BalaPointe Office Centre, Suite 249, 111 Presidential Blvd., Bala Cynwyd, PA 19004

Check Promoter Beneficial Owner Executive Officer Director General Partner of the Issuer
 Box(es) that Apply:

Full Name (Last name first, if individual)

CMS 2005 Investment Partners, L.P.

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

BalaPointe Office Centre, Suite 249, 111 Presidential Blvd., Bala Cynwyd, PA 19004

Check Boxes Promoter Beneficial Owner Executive Officer Director General Partner of one of the General Partners of the Issuer
 that Apply:

Full Name (Last name first, if individual)

MSPS CA, Inc.

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

BalaPointe Office Centre, Suite 249, 111 Presidential Blvd., Bala Cynwyd, PA 19004

Check Boxes Promoter Beneficial Owner Executive Officer Director General Partner of one of the General Partners of the Issuer
 that Apply:

Full Name (Last name first, if individual)

CMS 2005, Inc.

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

BalaPointe Office Centre, Suite 249, 111 Presidential Blvd., Bala Cynwyd, PA 19004

Check Boxes Promoter Beneficial Owner Executive Officer of the General Partners of the Issuer Director of the General Partners of the Issuer General Partner and/or Managing Partner
 that Apply:

Full Name (Last name first, if individual)

Solomon, Mark I.

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

1926 Arch Street, Philadelphia, PA 19103

Check Boxes Promoter Beneficial Owner Executive Officer of the General Partners of the Issuer Director of the General Partners of the Issuer General Partner and/or Managing Partner
 that Apply:

Full Name (Last name first, if individual)

Silberberg, Paul

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

1926 Arch Street, Philadelphia, PA 19103

Check Boxes that Apply: Promoter Beneficial Owner Executive Officer of the General Partners of the General Partners of the Issuer Director of the General Partners of the General Partners of the Issuer General Partner and/or Managing Partner

Full Name (Last name first, if individual)
Landman, William A.

Business or Residence Address (Number and Street, City, State, Zip Code)
1926 Arch Street, Philadelphia, PA 19103

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

Full Name (Last name first, if individual)
Welch, Ingrid R.

Business or Residence Address (Number and Street, City, State, Zip Code)
1926 Arch Street, Philadelphia, PA 19103

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

Full Name (Last name first, if individual)
Mitchell, Richard A.

Business or Residence Address (Number and Street, City, State, Zip Code)
1926 Arch Street, Philadelphia, PA 19103

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

Full Name (Last name first, if individual)
Woloszyn, Lisa A.

Business or Residence Address (Number and Street, City, State, Zip Code)
1926 Arch Street, Philadelphia, PA 19103

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? \$500,000.00*

*Partial units will be available for purchase in the discretion of the general partner of the Issuer

3. Does the offering permit joint ownership of a single unit? Yes X 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. **None**

Full Name (Last name first, if individual)

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

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

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

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

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ 0.00	\$ 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.....	\$ 12,000,000.00 (1)	\$ 0.00
(1) The Issuer and another CMS affiliated parallel partnership will be offering a maximum of 24 units. This amount assumes 24 Units will be sold; a closing may occur on a minimum of 15 Units for an aggregate price of \$7,500,000.00.		
Other	\$ 0.00	\$ 0.00
 Total.....	 \$12,000,000.00 (1)	 \$ 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."

(2) Combined total sold by both the Issuer and the affiliated parallel partnership	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).....		\$

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.

Not Applicable

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.....	<input type="checkbox"/>	\$ 0.00
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ 10,000.00
Legal Fees	<input checked="" type="checkbox"/>	\$ 115,000.00
Accounting Fees.....	<input type="checkbox"/>	\$ 0.00
Engineering Fees.....	<input type="checkbox"/>	\$ 0.00
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ 0.00
Other Expense (Identify) Blue Sky filing fees and expenses.....	<input checked="" type="checkbox"/>	\$ 10,000.00
Total.....	<input checked="" type="checkbox"/>	\$ 135,000.00

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".....

\$11,865,000.00(2)

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.

	Payment to Officers, Directors, & Affiliates	Payment To Others
Salaries and fees:	<input checked="" type="checkbox"/> \$ 600,000.00(2)	<input type="checkbox"/> \$ 0.00
Purchase of real estate	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
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"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Repayment of indebtedness	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Working capital and investment in a corporation formed to acquire a debt collection company	<input type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 11,202,500.00(2)
Other (specify): Bridge Loan Costs	<input type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 62,500.00
Column Totals	<input checked="" type="checkbox"/> \$ 600,000.00(2)	<input checked="" type="checkbox"/> \$ 11,265,000.00(2)
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$ 11,865,000.00(2)

(2) Based upon the aggregate amount of the offering of \$12,000,000.00.

D. FEDERAL SIGNATURE

The issuer had 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) CMS/KRG Collect America Partners, L.P.	Signature 	Date AUG 15 2005
Name of Signer (Print or Type) Richard A. Mitchell	Title of Signer (Print or Type) Vice President of MSPS CA, Inc., the General Partner of CMS CA Associates, L.P., the Administrative General Partner of the Issuer	

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?..... 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) CMS/KRG Collect America Partners, L.P.	Signature 	Date AUG 15 2005
Name of Signer (Print or Type) Richard A. Mitchell	Title of Signer (Print or Type) Vice President of MSPS CA, Inc., the General Partner of CMS CA Associates, L.P., the Administrative General Partner of the Issuer	

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

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	Up to \$12,000,000 of Units of limited partnership interests		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										
IN										
IA										
KS										
KY										
LA										
ME										
MD										
MA										
MI										
MN										
MS										
MO										
MT										
NE										
NV										

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		Up to \$12,000,000 of Units of limited partnership interests	Number of Accredited investors	Amount	Number of Non-accredited Investors	Amount	Yes	No
NH										
NJ										
NM										
NY		X	Same	0	0	0	0			x
NC										
ND										
OH										
OK										
OR										
PA		X	Same	0	0	0	0			X
RI										
SC										
SD										
TN										
TX										
UT										
VT										
VA										
WA										
WV										
WI										
WY										
PR										