

1353426

FORM D

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

OMB APPROVAL table with OMB Number 3235-0076, Expires April 30, 2008, Estimated average burden 1.00



06022737

FORM D

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

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields

Name of Offering ( ) check if this is an amendment and name has changed, and indicate change. GPS Income Fund (Cayman) Ltd. (the "Issuer")

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. GPS Income Fund (Cayman) Ltd.

Address of Executive Offices (Number and Street, City, State, ZIP Code) Telephone Number (Including Area Code) c/o Citco Fund Services (Cayman Islands) Limited, c/o Citco (Canada) Inc., 2 Bloor Street East, Suite 2700, Toronto, Ontario Canada (416) 969-6700

Address of Principal Business Operations (if different from Executive Offices) Telephone Number (Including Area Code) same as above

Brief Description of Business To invest in equity securities with yields greater than the five year U.S. Treasury bond, including but not limited to, master limited partnerships, energy trusts, utilities, real estate investment trusts, high end dividend stocks, business trusts, convertible securities and closed end funds.

Type of Business Organization: corporation, limited partnership, already formed, other (please specify): Cayman Islands Exempted Company, business trust, limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 08, Year 05, 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) FN

PROCESSED FEB 16 2006 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. Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., 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. 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.

**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)

**GPS Partners LLC (the "Investment Advisor")**

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

**100 Wilshire Boulevard, Suite 900, Santa Monica, California 90401**

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

Full Name (Last name first, if individual)

**Messing, Brett S.**

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

**c/o GPS Partners LLC, 100 Wilshire Boulevard, Suite 900, Santa Monica, California 90401**

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

Full Name (Last name first, if individual)

**Sugarman, Steven A.**

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

**c/o GPS Partners LLC, 100 Wilshire Boulevard, Suite 900, Santa Monica, California 90401**

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

Full Name (Last name first, if individual)

**Farron, Jeffrey J.**

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

**c/o GPS Partners LLC, 100 Wilshire Boulevard, Suite 900, Santa Monica, California 90401**

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

Full Name (Last name first, if individual)

**Gruver, William**

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

**c/o GPS Partners LLC, 100 Wilshire Boulevard, Suite 900, Santa Monica, California 90401**

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

Full Name (Last name first, if individual)

**Murugesu, Vijayabalan**

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

**c/o Ogier, 113 South Church Street, P.O. Box 1234, George Town, Grand Cayman, Cayman Islands**

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

Full Name (Last name first, if individual)

**Sargison, David**

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

**c/o Ogier, 113 South Church Street, P.O. Box 1234, George Town, Grand Cayman, Cayman Islands**

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**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)

**Flora and Morris Mizel Foundation II**

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

**4350 South Monaco Street, 5<sup>th</sup> Floor, Denver, Colorado 80237**

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

Full Name (Last name first, if individual)

**Seedlings Foundation Inc.**

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

**984 Main Street, Branford, Connecticut 06405**

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

Full Name (Last name first, if individual)

**Solar Fund Class A**

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

**2<sup>nd</sup> Floor Waterfront Centre, 28 North Church Street, George Town, Grand Cayman**

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

Full Name (Last name first, if individual)

**The Master Trust Bank of Japan, Ltd. acting as Trustee for Trust Fund No. 400045597**

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

**11-3 Hamamatsucho 2-Chomo, Minato-ku Tokyo 105-8579 Japan**

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? ..... \$2,500,000\*

\* Subject to the discretion of the Directors to lower such amount.  
 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)

**Cole Partners**

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

449 North Wells, Suite 2E, Chicago, Illinois 60610

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]	[CO]	<input checked="" type="checkbox"/>	[DE]	[DC]	<input checked="" type="checkbox"/>	[GA]	[HI]	[ID]	
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	<input checked="" type="checkbox"/>	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	<input checked="" type="checkbox"/>	[NM]	<input checked="" type="checkbox"/>	[NC]	[ND]	<input checked="" type="checkbox"/>	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	<input checked="" type="checkbox"/>	[UT]	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	[WV]	[WI]	<input checked="" type="checkbox"/>	[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 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	\$0
Equity .....	\$0	\$0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$0	\$0
Partnership Interests .....	\$0	\$0
Other (Specify <u>Participating Shares ("Shares")</u> ) (a) .....	\$50,000,000 (b)	\$8,500,000
<b>Total</b> .....	<b>\$50,000,000 (b)</b>	<b>\$8,500,000</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 Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	4	\$8,500,000
Non-accredited investors .....	0	\$0
<b>Total (for filings under Rule 504 only)</b> .....	<b>N/A</b>	<b>\$N/A</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 Security	Dollar Amount Sold
Rule 505 .....	N/A	\$N/A
Regulation A .....	N/A	\$N/A
Rule 504 .....	N/A	\$N/A
<b>Total</b> .....	<b>N/A</b>	<b>\$N/A</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"/>	\$0
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	\$32,000
Legal Fees .....	<input checked="" type="checkbox"/>	\$70,000
Accounting Fees .....	<input checked="" type="checkbox"/>	\$32,000
Engineering Fees .....	<input checked="" type="checkbox"/>	\$0
Sales Commissions (specify finders' fees separately) .....	<input checked="" type="checkbox"/>	\$0
Other Expenses (identify) <u>Filing Fees</u> .....	<input checked="" type="checkbox"/>	\$16,000
<b>Total</b> .....	<input checked="" type="checkbox"/>	<b>\$150,000</b>

- (a) The Issuer has issued two classes of Participating Shares, Class A shares for investors who may participate in New Issues and Class B shares for holders who may not participate in New Issues. In all other respects the two classes are identical.  
 (b) Open-end fund; estimated maximum aggregate offering amount.

**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 proceed proceeds to the issuer."

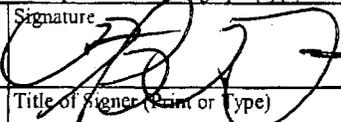
\$49,850,000

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"/> \$0	<input checked="" type="checkbox"/> \$0
Purchase of real estate.....	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Purchase, rental or leasing and installation of machinery and equipment.....	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Construction or leasing of plant buildings and facilities.....	<input checked="" type="checkbox"/> \$0	<input checked="" 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 checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Repayment of indebtedness.....	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Working capital.....	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Other (specify): <u>Portfolio Investments</u> .....	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$49,850,000
.....	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Column Totals.....	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$49,850,000
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> \$49,850,000

**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)	Signature	Date
GPS Income Fund (Cayman) Ltd.		2.8.2006
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Jeffrey J. Farron	Chief Financial Officer of the Investment Advisor	

**ATTENTION**

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