

1352454



FORM D
U.S. Securities and Exchange Commission
Washington, D.C. 20549



06023536

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

Name of Offering: SS CAINE COMPANY LLC

(Check if this is an amendment and name has changed, and indicate change.)

Filed under: Rule 504 Rule 505 x Rule 506
Section 4(6) ULOE

Type of Filing: x New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Name of Issuer: SS CAINE COMPANY LLC

Address of Executive Offices Telephone

c/o Albert Poland
311 West 43rd Street, #203
New York, NY 10036

Tel: 212 956-7050

PROCESSED
FEB 10 2006
THOMSON
FINANCIAL

Address of Principal Business Operations if different:
N/A

Brief Description of Business:

Production of stage play, "THE CAINE MUTINY COURT MARTIAL"

Type of business Organization:
limited liability company

Estimated or actual date of Organization: 6/2005

Estimated X Actual

Jurisdiction of Organization: NY

2.

Categories that apply:

Beneficial Owner, Promoter, Managing Member

Name and Address:

Tonka Productions, Ltd.
180 West 58th Street, Suite 1B
New York, NY 10019

Categories that apply:

Beneficial Owner, Promoter, Managing Member

Name and Address:

Frankel, Jerry
5924 Royal Lane, Suite 251
Dallas, TX 75230

Categories that apply:

Officer and Director of Corporate Managing Member

Name and Address:

Richards, Jeffrey
180 West 58th Street, Suite 1B
New York, NY 10019

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?

YES x NO

2. What is the minimum investment that will be accepted from any individual?

\$5,000

3. Does the offering permit joint ownership?

x YES NO

4. Information about persons receiving commission or similar remuneration for soliciting purchasers: N/A

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

1. Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	0	0
Equity	0	0
Convertible Securities (including warrants)	0	0
Partnership Interests		
Other	0	0
Limited Liability Company Interests	\$2,200,000	0
TOTAL	\$2,200,000	0

2.	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	0	0
Non-Accredited Investors	0	0
TOTAL (for filings under Rule 504 only)	0	0

3. For Filings Under 504, 505, all information for all securities sold by issuer to date in offerings of the types indicated in the 12 months prior to the first sale of securities in this offering.

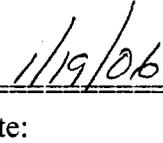
Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	N/A	0
Regulation A	N/A	0
Rule 504	N/A	0
TOTAL	None	0

4. a. Expenses in connection with the issuance and distribution of the securities in this offering,

bonds, deposits, advances; general & administrative; reserve	x \$ 24,000	x\$1,720,000
Column Totals:	x \$ 37,000	x\$2,146,000
Total Payments Listed: (column totals added)	x \$2,183,000	

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: _____ Signature: _____ Date: _____

SS CAINE COMPANY LLC

January 19, 2006

Name of Signer:	Title of Signer:
Jeffrey Richards	President, Tonka Productions, Ltd. Managing Member of the Issuer
