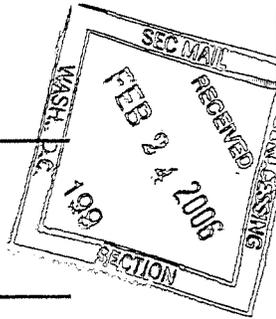


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SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 state exemption unless such exemption is predicated on the filing of a federal notice.

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

Table with OMB APPROVAL, OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response... 1

FORM D

PROCESSED

MAR 14 2006

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

THOMSON FINANCIAL 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.)

McDonnell Loan Opportunity Fund (Offshore) Units of Interest

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

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



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**A. BASIC IDENTIFICATION DATA**

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1. Enter the information requested about the issuer

Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)

**McDonnell Loan Opportunity Fund (Offshore)**

Address of Executive Offices: (Number and Street, City, State, Zip Code)  
**c/o McDonnell Investment Management, LLC  
1515 W. 22<sup>nd</sup> Street, 11<sup>th</sup> Floor, Oak Brook, IL 60523**

Telephone Number (Including Area Code) **(630) 684-8600**

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

Brief Description of Business

**Private Investment Fund**

Type of Business  
Organization

corporation                       limited partnership,  
already formed                       other (please specify): **Cayman Island Unit  
Trust**

business trust                       limited partnership, to  
be formed

Actual or Estimated Date of Incorporation or Organization                      Month      Year  
For                      **March 4, 2005**                       Actual     Estimated

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

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**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.



offering?.....

[ ] [X]

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

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

\$1,000,000.00\*

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.

\* Minimum may be waived by Investment Manager

Full Name (Last name first, if individual)

**Deutsche Bank Securities, Inc.**

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

**60 Wall Street, Mailstop NYC60-0347  
New York, NY 10005-2858**

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) .....

[ X ] 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)

**F. Brian Cerini**

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

**c/o McDonnell Investment Management, LLC, 1515 W. 22<sup>nd</sup> Street, 11<sup>th</sup> Floor, Oak Brook, IL 60523**

Name of Associated Broker or Dealer

**Western International Securities Inc.**

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

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

[ X ] 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)

Donald J. Donahue, Jr.

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

c/o 1<sup>st</sup> Worldwide Financial Partners, LLC, 20 Avenue at the Common, Suite 201 / 202,  
Shrewsbury, NJ 07702

Name of Associated Broker or Dealer

1<sup>st</sup> Worldwide Financial Partners, LLC

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	
Equity .....	\$ 0	
[ ] Common [ ] Preferred		
Convertible Securities (including warrants) .....	\$ 0	\$ 0
Partnership Interests .....	<b>Continuously Offered Units</b>	<b>\$125,000</b>
Other.	\$ 0	\$0
Total .....	\$ 0	<b>\$125,000</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 .....	1	\$125,000
Non-accredited Investors .....	0	\$ 0
Total (for filings under Rule 504 only) .....	0	\$ 0

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 (including all administration fees).....	<input type="checkbox"/> \$ <u>111</u>
Printing and Engraving Costs .....	<input type="checkbox"/> \$ _____
Legal Fees .....	<input type="checkbox"/> \$ <u>15</u>
Accounting Fees .....	<input type="checkbox"/> \$ <u>2</u>
Engineering Fees .....	<input type="checkbox"/> \$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/> \$ _____
Other Expenses (identify) <u>Director fees, Cayman Islands</u>	X \$ <u>57</u>
<u>Registration Fees, Trustee / Custodial Fees, Registered Office Fees</u>	X \$ <u>185</u>
Total .....	X \$ <u>185</u>

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." .....

**\$124,815**

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 .....	\$0	\$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
Column Totals .....	\$0	\$0
Total Payments Listed (column totals added) .....		N/A

**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)  <b>McDonnell Loan Opportunity Fund (Offshore)</b>	Signature 	Date  <b>2-21-06</b>
Name of Signer (Print or Type) <b>By: McDonnell Investment Management, LLC, as investment manager</b>  <b>By: James J. Boyne</b>	Title of Signer (Print or Type)  <b>Chief Operating Officer</b>	

**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  
[ ] [X]

.....  
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) <b>McDonnell Loan Opportunity Fund (Offshore)</b>	Signature 	Date <b>2-21-06</b>
Name of Signer (Print or Type) <b>By: McDonnell Investment Management, LLC, as investment manager</b>  <b>By: James J. Boyne</b>	Title (Print or Type) <b>Chief Operating Officer</b>	

*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	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
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL	X		<b>Units of Interest – Continuously Offered</b>	1	\$125,000	N/A	N/A		X
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									