

FORM D



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

FORM D

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

369591

OMB Approval OMB Number: 3235-0076 Expires: April 30, 2008 Estimated average burden hours per response: 1



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

Interests of a Limited Liability Company

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.)

Belbrook Capital Fund LLC

Address of Executive Offices (Number and Street, City, State, Zip Code) c/o Eaton Vance Management, 255 State Street, Boston, MA 02109

Telephone Number (Including Area Code) (617) 482-8260

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

To offer diversification and tax-sensitive investment management to persons holding large and concentrated positions in equity securities of selected publicly-traded companies

Type of Business Organization

corporation limited partnership, already formed other (please specify) Limited Liability Company business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 05 Year 06 Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State; DE 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

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.

PROCESSED

B JUL 21 2006

THOMSON FINANCIAL



**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)

**Eaton Vance Management**

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

255 State Street, Boston, MA 02109

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

Full Name (Last name first, if individual)

**Steul, William M., Executive Officer of the Manager**

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

c/o Eaton Vance Management, 255 State Street, Boston, MA 02109

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

Full Name (Last name first, if individual)

**Hawkes, James B., Executive Officer of the Manager**

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

c/o Eaton Vance Management, 255 State Street, Boston, MA 02109

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

Full Name (Last name first, if individual)

**Faust, Jr., Thomas E., Executive Officer of the Manager**

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

c/o Eaton Vance Management, 255 State Street, Boston, MA 02109

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

Full Name (Last name first, if individual)

**Dynner, Alan R., Executive Officer of the Manager**

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

255 State Street, Boston, MA 02109

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

Full Name (Last name first, if individual)

**Murphy, A. John, Vice President of the Manager**

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

255 State Street, Boston, MA 02109

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

Full Name (Last name first, if individual)

**Richardson, Duncan W., Executive Officer of the Manager**

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

255 State Street, Boston, MA 02109

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? \$1,000,000\*
- \*Subject to change at the discretion of the Manager
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)

Eaton Vance Distributors, Inc.

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

255 State Street, Boston, MA 02109

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]
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Full Name (Last name first, if individual)

A.G. Edwards & Sons, Inc.

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

One North Jefferson Avenue, St. Louis, MO 63103

Name of Associated Broker or Dealer

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

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Full Name (Last name first, if individual)

Atlantic Trust Co.

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

One South Wacker Drive, Chicago, IL 60606-4685

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

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

**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? \$1,000,000\*

\*Subject to change at the discretion of the Manager

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)

Bank of America Investment Services

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

101 S. Tryon Street, Charlotte, NC 28255-0001

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

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Full Name (Last name first, if individual)

Bank of America

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

100 S. Tryon Street, Charlotte, NC 28255-0001

Name of Associated Broker or Dealer

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Full Name (Last name first, if individual)

Bear Stearns & Co., Inc.

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

383 Madison Avenue, 25<sup>th</sup> Floor, New York, NY 10179

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

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**INFORMATION ABOUT OFFERING**

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 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\*  
 \*Subject to the discretion of the Manager
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)

Charles Schwab & Company, Inc.

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

MS: SF101 MONT-23-160, 101 Montgomery Street, San Francisco, CA 94104

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

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Full Name (Last name first, if individual)

Citicorp Investment Services

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

One Court Square, 24<sup>th</sup> Floor, Long Island City, NY 11120

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

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Full Name (Last name first, if individual)

Citigroup Global Markets, Inc.

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

388 Greenwich Street, 18<sup>th</sup> Floor, New York, NY 10013-2396

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

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**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? \$1,000,000\*  
 \*Subject to change at the discretion of the Manager
3. Does the offering permit joint ownership of a single unit? Yes  No
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Full Name (Last name first, if individual)  
 Credit Suisse Securities (USA)

Business or Residence Address (Number and Street, City, State, Zip Code)  
 11 Madison Avenue, 7<sup>th</sup> Floor, New York, NY 10010

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

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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, New York, NY 10005

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
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Full Name (Last name first, if individual)  
 Fifth Third Bank

Business or Residence Address (Number and Street, City, State, Zip Code)  
 38 Fountain Square Plaza, Cincinnati, OH 45202

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
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Full Name (Last name first, if individual)

McDonald Investments, Inc.

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

800 Superior Avenue, Cleveland, OH 44114

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

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Full Name (Last name first, if individual)

Merrill Lynch, Pierce, Fenner & Smith Incorporated

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

4 World Financial Center, New York, NY 10281

Name of Associated Broker or Dealer

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

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Full Name (Last name first, if individual)

Morgan Keegan & Company, Inc.

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

50 Front Street, Morgan Keegan Tower, Memphis, TN 38103-9980

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

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Full Name (Last name first, if individual)

Morgan Stanley & Co., Incorporated

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

1585 Broadway, New York, NY 10036-8293

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)

Morgan Stanley DW Inc.

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

2000 Westchester Avenue LD, Purchase, NY 10577

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)

Northern Trust Securities, Inc.

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

50 S. LaSalle Street, BB-12, Chicago, IL 60675-0001

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]	<del>[AK]</del>	[AZ]	<del>[AR]</del>	[CA]	[CO]	[CT]	<del>[DE]</del>	<del>[DC]</del>	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	<del>[LA]</del>	<del>[ME]</del>	[MD]	[MA]	[MI]	[MN]	<del>[MS]</del>	[MO]
[MT]	<del>[NE]</del>	[NV]	[NH]	[NJ]	<del>[NM]</del>	[NY]	[NC]	<del>[ND]</del>	[OH]	[OK]	<del>[OR]</del>	[PA]
<del>[RI]</del>	<del>[SC]</del>	[SD]	[TN]	[TX]	[UT]	<del>[VT]</del>	[VA]	[WA]	<del>[WV]</del>	[WI]	[WY]	<del>[PR]</del>

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

**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? \$1,000,000\*  
 \*Subject to change at the discretion of the Manager
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)

Oppenheimer & Co., Inc.

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

125 Broad Street, 16<sup>th</sup> Floor, New York, NY 10004

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]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Raymond James & Associates, Inc.

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

800 Carillon Parkway, St. Petersburg, FL 33716

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]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Raymond James Financial Services, Inc.

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

800 Carillon Parkway, St. Petersburg, FL 33716

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]
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[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)

**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? \$1,000,000\*

\*Subject to change at the discretion of the Manager

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)

Robert W. Baird & Co. Incorporated

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

777 East Wisconsin Avenue, Milwaukee, WI 53202

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]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

SunTrust Bank

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

Attn: Special Processing, GA-ATL-3133, 303 Peachtree Street, Atlanta, GA 30308

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]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

SunTrust Investment Services, Inc.

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

303 Peachtree Center Avenue, Suite 140, Atlanta, GA 30303

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

**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? \$1,000,000\*  
 \*Subject to change at the discretion of the Manager
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)

UBS Financial Services, Inc.

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

1285 Avenue of the Americas, 37<sup>th</sup> Floor, New York, NY 10019

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]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

US Bancorp

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

800 Nicollet Mall, Minneapolis, MN 55402

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]
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[RI]	[ <del>SC</del> ]	[SD]	[TN]	[TX]	[ <del>UT</del> ]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Wachovia Bank NA

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

401 S. Tryon Street, Suite 500, Charlotte, NC 28288-1195

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]
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[MT]	[NE]	[NV]	[NH]	[NJ]	[ <del>NM</del> ]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[ <del>SC</del> ]	[SD]	[TN]	[TX]	[ <del>UT</del> ]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

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**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? \$1,000,000\*  
 \*Subject to change at the discretion of the Manager
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)

Wachovia Securities Financial Network, Inc.

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

901 E. Byrd Street, Mail Code WS 2031, Richmond, VA 23219

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]
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Full Name (Last name first, if individual)

Wachovia Securities, LLC

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

901 E. Byrd Street, Mail Code WS 2031, Richmond, VA 23219

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

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Full Name (Last name first, if individual)

Wells Fargo Investments, LLC

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

420 Montgomery Street, 12th Floor, San Francisco, CA 94104

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

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**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? \$1,000,000\*  
 \*Subject to change at the discretion of the Manager
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)

Stifel, Nicolaus & Company, Inc.

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

One Financial Plaza, N. Broadway, St. Louis, MO 63102

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]
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Full Name (Last name first, if individual)

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

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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

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[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, NO. 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 column below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$	\$
Equity.....	\$	\$
<input type="checkbox"/> Common <input type="checkbox"/> Preferred	\$	\$
Convertible Securities (including warrants)	\$	\$
Partnership Interests.....	\$	\$
Other (Specify: Interests of Limited Liability Company )	\$3,000,000,000	\$0
Total.....	\$3,000,000,000	\$0

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
Non-accredited Investors.....	0	\$0
Total (for filing 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.

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
Total.....	N/A	N/A

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
Printing and Engraving Costs.....	<input type="checkbox"/>	\$0
Legal Fees.....	<input type="checkbox"/>	\$70,000
Accounting Fees.....	<input type="checkbox"/>	\$0
Engineering Fees.....	<input type="checkbox"/>	\$0
Sales Commissions (Specify finder's fees separately).....	<input checked="" type="checkbox"/>	\$15,000,000
Other Expenses (identify): Blue Sky Fees, miscellaneous	<input checked="" type="checkbox"/>	\$16,670
Total.....	<input checked="" type="checkbox"/>	\$15,086,670

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."  \$2,984,913,330\*

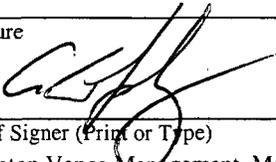
\*based on an estimated aggregate offering of \$3,000,000,000

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 type="checkbox"/> \$0	<input type="checkbox"/> \$0
Purchase of real estate .....	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$0	<input 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 type="checkbox"/> \$0	<input type="checkbox"/> \$0
Repayment of indebtedness.....	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Working Capital .....	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Other (specify) Purchase of Stock	<input type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$2,984,913,330
Column Totals.....	<input type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$2,984,913,330
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$2,984,913,330

**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) Belbrook Capital Fund LLC	Signature 	Date June 19, 2006
Name of Signer (Print or Type) A. John Murphy	Title of Signer (Print or Type) By: Eaton Vance Management, Manager By: A. John Murphy, Vice President	

**ATTENTION**

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