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

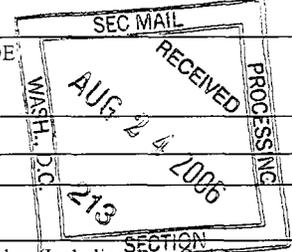
OMB APPROVAL table with OMB Number: 3235-0076, Expires: April 30, 2008, Estimated average burden hours per response: 16.00

FORM D

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

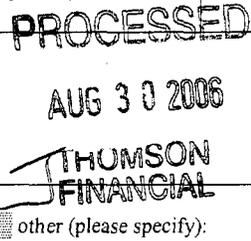
SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields

Name of Offering (Alinda Infrastructure Fund I, L.P.), Filing Under (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 (Alinda Infrastructure Fund I, L.P.), Address of Executive Offices, Telephone Number, Address of Principal Business Operations, Telephone Number, Brief Description of Business, Investments



Type of Business Organization (corporation, limited partnership, already formed, business trust, limited partnership, to be formed, other)

Actual or Estimated Date of Incorporation or Organization (06/06), Jurisdiction of Incorporation or Organization (D, E)

GENERAL INSTRUCTIONS

Federal: Who Must File, When to File, Where to File, Copies Required, Information Required, 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.

Persons who 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.



**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)  
Alinda GP I, L.P. (the "General Partner")

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o Alinda Capital Partners LLC, 599 Lexington Avenue, Suite 1803, New York, NY 10022

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

Full Name (Last name first, if individual)  
Alinda Capital Partners LLC (the "General Partner of the General Partner")

Business or Residence Address (Number and Street, City, State, Zip Code)  
599 Lexington Avenue, Suite 1803, New York, NY 10022

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

Full Name (Last name first, if individual)  
Beale, Christopher W.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o Alinda Capital Partners LLC, 599 Lexington Avenue, Suite 1803, New York, NY 10022

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

Full Name (Last name first, if individual)  
Khettry, Sanjay

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o Alinda Capital Partners LLC, 599 Lexington Avenue, Suite 1803, New York, NY 10022

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)

\* of the General Partner. \*\* Managing Member of the General Partner of the General Partner. \*\*\* of the General Partner of the General Partner.

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

**B. INFORMATION ABOUT OFFERING**

Yes No

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

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

2. What is the minimum investment that will be accepted from any individual? \$10,000,000\*

\* The General Partner reserves the right to accept capital commitments of lesser amounts. Yes No

3. Does the offering permit joint ownership of a single unit?

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)

C.P. Eaton Partners, LLC

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

143 Rowayton Avenue, Rowayton, CT 06853

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]
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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

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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, 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 .....	\$1,000,000,000* _____	\$107,571,428 _____
Other (Specify _____) .....	\$0 _____	\$0 _____
Total .....	\$1,000,000,000* _____	\$107,571,428 _____

\* In the aggregate, with one or more affiliated funds that the General Partner may establish. The General Partner retains the right to accept total capital commitments in excess of this amount.  
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 .....	10	\$107,571,428 _____
Non-accredited Investors .....	0	\$0 _____
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.

	Type of Security	Dollar Amount Sold
Type of offering .....	_____	\$ _____
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 checked="" type="checkbox"/>	\$* _____
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	\$* _____
Legal Fees .....	<input checked="" type="checkbox"/>	\$* _____
Accounting Fees .....	<input checked="" type="checkbox"/>	\$* _____
Engineering Fees .....	<input type="checkbox"/>	\$0 _____
Sales Commissions (specify finders' fees separately) .....	<input checked="" type="checkbox"/>	\$* _____
Other Expenses (identify) .....	<input checked="" type="checkbox"/>	\$* _____
Total .....	<input checked="" type="checkbox"/>	\$1,500,000* _____

\* The Fund and the affiliated funds will bear all legal and other expenses incurred in the formation of the Fund and the offering of the interests (other than placement fees), up to a combined amount not to exceed \$1.5 million. Organizational expenses in excess of this amount, and any placement fees, will be paid by the Fund and the affiliated funds but borne by its manager through a 100% offset against the management fee.

**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." ..... \$998,500,000#

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 .....	■ \$20,000,000*#	□ \$
Purchase of real estate .....	□ \$	□ \$
Purchase, rental or leasing and installation of machinery and equipment .....	□ \$	□ \$
Construction or leasing of plant buildings and facilities .....	□ \$	□ \$
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) .....	□ \$	□ \$
Repayment of indebtedness .....	□ \$	□ \$
Working capital .....	□ \$	□ \$
Other (specify): Investments .....	□ \$	■ \$978,500,000#
.....	□ \$	□ \$
.....	□ \$	□ \$
Column Totals .....	■ \$20,000,000*#	■ \$978,500,000#
Total Payments Listed (columns totals added) .....	■ \$998,500,000#	

**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) Alinda Infrastructure Fund I, L.P.	Signature 	Date <b>August 21, 2006</b>
Name of Signer (Print or Type) Sanjay Khetry	Title of Signer (Print or Type) President of Alinda Capital Partners LLC, the general partner of Alinda GP I, L.P., the general partner of Alinda Infrastructure Fund I, L.P.	

\* Estimate of 12 months' management fee assuming capital commitments in the amount of the Aggregate Offering Price.

# Dollar amount represents the combined dollar amounts of the Fund and the affiliated funds.

**ATTENTION**

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