

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% of 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 *
* General Partner

Full Name (Last name first, if individual)
Chilton Investment Company, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
1266 East Main Street, 7th Floor, Stamford, CT 06902

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

Full Name (Last name first, if individual)
Chilton, Richard L., Jr.

Business or Residence Address (Number and Street, City, State, Zip Code)
1266 East Main Street, 7th Floor, Stamford, CT 06902

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

Full Name (Last name first, if individual)
Bosek, James

Business or Residence Address (Number and Street, City, State, Zip Code)
1266 East Main Street, 7th Floor, Stamford, CT 06902

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

Full Name (Last name first, if individual)
Cahill, Michael T.

Business or Residence Address (Number and Street, City, State, Zip Code)
1266 East Main Street, 7th Floor, Stamford, CT 06902

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

Full Name (Last name first, if individual)
Mallon, Patricia

Business or Residence Address (Number and Street, City, State, Zip Code)
1266 East Main Street, 7th Floor, Stamford, CT 06902

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

Full Name (Last name first, if individual)
Wainwright, Jonathan M.

Business or Residence Address (Number and Street, City, State, Zip Code)
One World Financial Center, New York, NY 10281

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

* of General Partner

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- 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)
Champ, III, Norman B.

Business or Residence Address (Number and Street, City, State, Zip Code)
1266 East Main Street, 7th Floor, Stamford, CT 06902

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

Full Name (Last name first, if individual)
Foster, Jennifer L.

Business or Residence Address (Number and Street, City, State, Zip Code)
1266 East Main Street, 7th Floor, Stamford, CT 06902

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

Full Name (Last name first, if individual)
Szemis, Daniel

Business or Residence Address (Number and Street, City, State, Zip Code)
1266 East Main Street, 7th Floor, Stamford, CT 06902

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

Full Name (Last name first, if individual)
Khouw, Jeffrey

Business or Residence Address (Number and Street, City, State, Zip Code)
1266 East Main Street, 7th Floor, Stamford, CT 06902

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

Full Name (Last name first, if individual)
Ferguson, Colleen

Business or Residence Address (Number and Street, City, State, Zip Code)
1266 East Main Street, 7th Floor, Stamford, CT 06902

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

Clark, Michael W.

Business or Residence Address (Number and Street, City, State, Zip Code)
1266 East Main Street, 7th Floor, Stamford, CT 06902

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* of General Partner

A. BASIC IDENTIFICATION DATA

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- 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)
Steinthal, James

Business or Residence Address (Number and Street, City, State, Zip Code)
1266 East Main Street, 7th Floor, Stamford, CT 06902

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

Full Name (Last name first, if individual)
Denny, Christopher

Business or Residence Address (Number and Street, City, State, Zip Code)
1266 East Main Street, 7th Floor, Stamford, CT 06902

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

Full Name (Last name first, if individual)
Goehring, Leigh

Business or Residence Address (Number and Street, City, State, Zip Code)
1266 East Main Street, 7th Floor, Stamford, CT 06902

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

Full Name (Last name first, if individual)
Cox, Melissa

Business or Residence Address (Number and Street, City, State, Zip Code)
1266 East Main Street, 7th Floor, Stamford, CT 06902

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

Full Name (Last name first, if individual)
Malley, James

Business or Residence Address (Number and Street, City, State, Zip Code)
1266 East Main Street, 7th Floor, Stamford, CT 06902

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

Full Name (Last name first, if individual)
Rae, Christopher

Business or Residence Address (Number and Street, City, State, Zip Code)
1266 East Main Street, 7th Floor, Stamford, CT 06902

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

* of General Partner

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? \$ 1,000,000.00 *
* may be waived by General Partner

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)

Lyster Watson Securities, Inc.

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

888 Seventh Ave., 40th Floor, New York, NY 10019

Name of Associated Broker or Dealer

Same

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] X	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD] X	[MA] X	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ] X	[NM]	[NY] X	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA] X	[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]

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	\$ <u>0</u>	\$ <u>0</u>
Equity	\$ <u>0</u>	\$ <u>0</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests	\$ <u>200,000,000</u>	\$ <u>2,295,000</u>
Other (Specify _____)	\$ <u>0</u>	\$ <u>0</u>
Total	\$ <u>200,000,000</u>	\$ <u>2,295,000</u>

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	<u>5</u>	\$ <u>2,295,000</u>
Non-accredited Investors	<u> </u>	\$ <u> </u>
Total (for filings under Rule 504 only)	<u> </u>	\$ <u> </u>

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	<u> </u>	\$ <u> </u>
Regulation A	<u> </u>	\$ <u> </u>
Rule 504	<u> </u>	\$ <u> </u>
Total	<u> </u>	\$ <u> </u>

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"/>	\$ <u> 0</u>
Printing and Engraving Costs	<input type="checkbox"/>	\$ <u> 0</u>
Legal Fees	<input checked="" type="checkbox"/>	\$ <u>280,000</u>
Accounting Fees	<input checked="" type="checkbox"/>	\$ <u>319,475</u>
Engineering Fees	<input type="checkbox"/>	\$ <u> 0</u>
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ <u> 0</u>
Other Expenses (identify) _____	<input type="checkbox"/>	\$ <u> 0</u>
Total	<input checked="" type="checkbox"/>	\$ <u>599,475</u>

¹ Lyster Watson Securities, Inc. is compensated annually for referring investors to the Issuer from brokerage commissions equal to 1.5% of the assets invested with the Issuer or one of the other funds managed by Chilton Investment Company, LLC by each investor referred by Lyster Watson Securities, Inc., adjusted for additional investments or withdrawals. No referral fees are deducted from the amounts contributed to the Issuer by investors.

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."


\$199,400,525

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"/> \$ _____ ²	<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
Acquisitions 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 checked="" type="checkbox"/> \$ 199,400,525
Other (specify):	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ _____ 0
.....	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ _____ 0
.....	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ _____ 0
Column Totals:	<input type="checkbox"/> \$ _____ 0	<input checked="" type="checkbox"/> \$ 199,400,525
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$199,400,525	

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
Chilton Opportunity Trust, L.P.		10 - 20 , 2006
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
James Steintal	Managing Director & General Counsel - Funds Chilton Investment Company, LLC, General Partner	

² As set forth in the Partnership Agreement, the Partnership paid its own organizational expenses, and will pay its own operating expenses (or will reimburse the General Partner to the extent such expenses are incurred by the General Partner). In addition, the Partnership will pay a fixed fee to the General Partner computed at an annual rate of 1.5% or 1.75%, as determined by the General Partner in its sole discretion. This fixed fee will be paid quarterly and will be calculated based on the value of the Capital Accounts of the Limited Partners at the beginning of each fiscal quarter, and will be deducted respectively from the appropriate Capital Account of each Limited Partner. The General Partner will also receive a performance allocation equal to 20% of the net profit allocated to each Limited Partner's Capital Account at the end of each fiscal year. However, no performance allocation will be made in respect of a fiscal year until any net loss previously allocated to the Capital Account of a Limited Partner has been offset by subsequent net profits allocated to the Capital Account of each Limited Partner. Such expenses, fixed fee and performance allocation cannot be qualified at present.

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