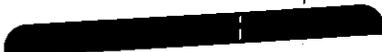
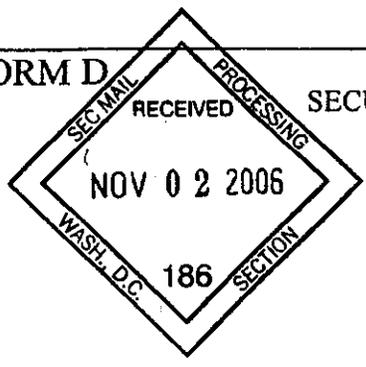


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FORM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: November 30, 2005
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
Prefix Serial
DATE RECEIVED

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

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.)
Guidance All Terrain Fund, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code) **Suite 111, 700 Rockland Road, Rockland, DE 19732** Telephone Number (Including Area Code) **302-573-5087**

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
Investment Fund

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

Actual or Estimated Date of Incorporation or Organization: Month Year Actual : Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State:
CN for Canada; FN for other foreign jurisdiction)

PROCESSED

NOV 17 2006

**J 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)

Guidance Capital GP, LLC

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

Suite 111, 700 Rockland Road, Rockland, DE 19732

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

Member of the General Partner

Full Name (Last name first, if individual)

Ziv, Brian C.

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

30 S. Wacker Drive, Suite 2306, Chicago, IL 60606

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

Member of the General Partner

Full Name (Last name first, if individual)

Elliman, D. Trowbridge III

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

Suite 111, 700 Rockland Road, Rockland, DE 19732

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

Member of the General Partner

Full Name (Last name first, if individual)

Walvoord, Christopher

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

30 S. Wacker Drive, Suite 2306, Chicago, IL 60606

A. BASIC IDENTIFICATION DATA- continued

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
 Member of the General Partner

Full Name (Last name first, if individual)

Brick, Barry

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

Suite 111, 700 Rockland Road, Rockland, DE 19732

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
 Member of the General 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
 Member of the General Partner

Full Name (Last name first, if individual)

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

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?.....
 Subject to waiver in the sole discretion of the General Partner. \$1,000,000
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)

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]

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]

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	\$ _____	\$ _____
Equity	\$ _____	\$ _____
Common Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	Unlimited	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	Unlimited	\$ _____

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	\$5,000,000
Non-Accredited Investors	0	\$0

3. If this filing is 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	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____

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	:	\$ _____
Printing and Engraving Costs	:	\$ _____
Legal Fees	:	\$ _____
Accounting Fees	:	\$ _____
Sales Commission (specify finders' fees separately)	:	\$ _____
Other Expenses (identify)	:	\$ _____
Total	:	\$ 0

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." \$Unlimited

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, and Affiliates	Payments to Others
Salaries and fees.....	\$ _____	\$ _____
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): <u>Investment and reinvestment</u>	\$ _____	<u>\$Unlimited</u>
.....	\$ _____	\$ _____
Column Totals.....	\$0	<u>\$Unlimited</u>
Total Payments Listed (column totals added).....	: <u>\$Unlimited</u>	

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) Guidance All Terrain Fund, L.P.	Signature 	Date October 2, 2006
Name of Signer (Print or Type) Barry Brick	Title of Signer (Print or Type) Member of the General Partner	