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.

1220706 SEC 1972 (6-99)

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.

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

APR 1 (2003)

FORM D

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

OMB API	PROVAL
QMBsNumbers ortan 0076	1 form.d.offshore.lp.wpd235
Expires:	May 31, 2002
Estimated average hours per respons	

SEC USE ONLY					
Prefix	Serial				
DATE	RECEIVED				

	(□check if this is an a fshore Utility and Ene		e has changed, and in	ndicate change.)		
	eck box(es) that apply):	□Rule 504	□Rule 505	⊠Rule 506	☐ Section 4(6)	□ ULOE
Type of Filing:	□New Filing	⊠Amendment				
		A.	BASIC IDENTIFI	CATION DATA	# 31 1 1	
1. Enter the inform	nation requested about	the issuer				
Name of Issuer FrontPoint Of	(□check if this is an a fshore Utility and Éne		e has changed, and in	ndicate change.)		03055996
Address of Execu	tive Offices		(Number and Stree	t, City, State, Zip C	ode) Telephone Numbe	r (Including Area Code)
Address of Princip	oal Business Operations		(Number and Street	t, City, State, Zip C	ode) Telephone Number	r (Including Area Code)
				nt Utility and Energ	gy Fund, L.P., a Delav	vare limited partnership
Type of Business	Organization					
corporation		□ limited	l partnership, already	formed	□other (please specify):	PROCESSES
□business trus	st	☐ limited	I partnership, to be fo	ormed		ADD 162003
	ed Date of Incorporation	-	etter U.S. Postal Serv	Month Vice abbreviation fo	Year ☐ Act	ual EstimationsON FINANCIAL
			ada; FN for other for	eign 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 in the notice constitutes a part of this notice and must be completed.

CRAH

A. BASI			

- 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 inc	lividual)			·····	
AT (BVI) Limited					
Business or Residence Address	(Number and Str	eet, City, State, Zip Code)			
Sterling House, 3rd Floor, 16 \	Nesley Street, Ha	milton HM 11, Bermuda			
Check Box(es) that Apply:	□ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	□ General and/or Managing Partner
Full Name (Last name first, if inc	lividual)		· · · · · · · · · · · · · · · · · · ·		· · · · · · · · · · · · · · · · · · ·
Citgo Global Custody (NA) N.		or Usissimo			
Business or Residence Address	(Number and Str	eet, City, State, Zip Code)		-	
Kaya Flamboyan 9, P.O. Box	707, Curacao, Ne	etherlands Antilles			
Check Box(es) that Apply:	□ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	□ General and/or Managing Partner
Full Name (Last name first, if inc	dividual)	· · · · · · · · · · · · · · · · · · ·			
Ivy Sentinel International Fund	d, Ltd.				
Business or Residence Address	(Number and Stre	eet, City, State, Zip Code)			
P.O. Box 2003 GT, 802 West	t Bay Road, Grand	d Cayman, Cayman Island	ds, B.W.I.		
Check Box(es) that Apply:	□ Promoter	⊠Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if inc	lividual)				
Oxford Alternative Strategy Fu					
Business or Residence Address	(Number and Str	eet, City, State, Zip Code)			
P.O. Box 474 Helvetia Court,	South Esplanade	, St. Peter Port, Guernsey	, Channel Islands, GY	1 6A2	
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if inc	lividual)				
Business or Residence Address	(Number and Stre	eet, 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 inc	lividual)				
Business or Residence Address	(Number and Str	eet, City, State, Zip Code)			
	(Use blank s	heet, or copy and use addition	onal copies of this sheet.	as necessary.)	

					В. І	NFORMAT	ION ABOU	I <mark>T OFFERI</mark>	NG				
											,	Yes	No
1.	Has the	issuer so	ld, or does th	ne issuer inter	nd to sell, to	non-accredite	ed investors i	in this offerin	ıg?			. 🗆	
					Answer als	o in Appendi	ix, Column 2	, if filing und	ler ULOE.				
2.	What is	the mini	mum investn	nent that will	be accepted	from any inc	dividual?					. \$	
												Yes	No
3.	Does th	ne offering	g permit joint	t ownership o	of a single un	it?						. 🗆	
4.	similar an asso or deal	remunera ciated per er. If mo:	ntion for soli rson or agent re than five	citation of protect of a broker (5) persons	urchasers in or dealer reg to be listed	connection sistered with are associate	with sales of the SEC and ted persons	f securities in d/or with a s of such a b	the offering tate or states, proker or dea	g. If a persor , list the nam aler, you ma	commission on to be listed in the of the broke y set forth the	s r e	
Full N	Vame (L	ast name	fīrst, if indivi	idual)			· · · · · · · · · · · · · · · · · · ·						
		au.											
Busin	ness or R	Lesidence	Address	(Number and	Street, City	, State, Zip C	ode)						
													
Name	e of Asso	ociated Br	oker or Deal	er									
						icit Purchase						_	
(C	heck "A	Il States"	or check ind	ividual States	s)							Ц	All States
[AL	.]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
			[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
ΓMΊ	_	[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 N	Vame (L	ast name	first, if indivi	idual)	-						•		
Busin	ness or R	Lesidence	Address	(Number and	l Street, City	, State, Zip C	ode)						

Name	e of Asso	ociated Br	oker or Deal	er									
						icit Purchase							
(C	heck "A	Il States"	or check ind	ividual States	s)							🗆	All States
[AL	,]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
]	[N]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[M]	_	[NE]	[NV]	[NH]	[N1]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full N	Vame (L	ast name	first, if indivi	idual)									
Busin	ness or R	Lesidence	Address	(Number and	l Street, City	, State, Zip C	ode)						
Name	e of Asso	ociated Br	oker or Deal	er									
States	s in Whic	ch Person	Listed Has	Solicited or I	ntends to Sol	icit Purchase	ers						
(C	heck "A	Il States"	or check ind	ividual States	s)							🗆	All States
[AL	.]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
		[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[M]		[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

	check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	A A -		A
	Type of Security	Aggregate Offering Price		Amount Already Sold
	Debt \$ _		\$_	
	Equity\$ _ Common Preferred		\$_	
	Convertible Securities (including warrants)		\$_	
	Partnership Interests		\$_	
	Other (specify participating, non-voting shares)	99,150,000	_ \$_	99,150,000
	Total \$ _	99,150,000	_ \$_	99,150,000
	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	20	_ \$_	99,150,000
	Non-accredited Investors		_ \$_	
	Total (for filings under Rule 504 only)		\$_	
	Answer also in Appendix, Column 4, if filing under ULOE.			
	The work also in Tappendin, Colonia 1, it fining under CDCD.			
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.			Dollar Amount
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 –	Type of Security		Dollar Amount Sold
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.		\$_	
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			Sold
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 Rule 505		\$_	Sold
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 Rule 505. Regulation A		\$	Sold
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 Rule 505. Regulation A Rule 504.		\$	Sold
	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 Rule 505 Regulation A Rule 504 Total 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		\$ _ _ \$ _ _ \$ _	Sold
	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 Rule 505 Regulation A Rule 504 Total 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.		\$_ \$_ \$_	Sold
	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 Rule 505 Regulation A Rule 504 Total 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		\$_ \$_ \$_	Sold 0
	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 Rule 505 Regulation A Rule 504 Total 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		\$ \$ \$ \$	Sold 0 0 35,000
	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 Rule 505 Regulation A Rule 504 Total 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			Sold 0 0 35,000
	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 Rule 505 Regulation A Rule 504 Total 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			Sold 0 0 35,000 0
	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 Rule 505. Regulation A Rule 504. Total 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 Engineering Fees			Sold 0 0 35,000 0

	C. OFFERING PRICE	, NUMBER OF INVESTORS, EXPENSE	S AND U	SE OF PROCEEDS	
	b. Enter the difference between the aggreg Question 1 and total expenses furnished in rest the "adjusted gross proceeds to the issuer."		nce is	\$	99,115,000
5.	Indicate below the amount of the adjusted g used for each of the purposes shown. If the estimate and check the box to the left of the est the adjusted gross proceeds to the issuer set fo	amount for any purpose is not known, furnitimate. The total of the payments listed must	ish an equal		
		·		Payments to Officers, Directors & Affiliates	Payments to Others
	Salaries and fees		□ s _	□ s	
	Purchase of real estate		□ s _		
		of machinery and equipment			
		and facilities			
	Acquisition of other businesses (including offering that may be used in exchange to	ng the value of securities involved in this or the assets or securities of another issuer			
			_		
	Other (specify): <u>Investments in limited</u>	partnership interests of affiliated entity.	_ U \$ _	& §	99,115,000
			-		
			□ _{\$} _	□ s .	
	Column Totals		□ _{\$}	⊠	99,115,000
	Total Payments Listed (column totals adde	d)		⊠ _{\$99,115,}	000
		D. FEDERAL SIGNATURE			
con	e issuer has duly caused this notice to be signed to stitutes an undertaking by the issuer to furnish to the issuer to any non-accredited investor pursuant	by the undersigned duly authorized person. If the U.S. Securities and Exchange Commissio	this notice	e is filed under Rule 505, th	
Issı	ner (Print or Type)	Signature		Date	
Fro Ltd	ntPoint Offshore Utility and Energy Fund,	1 / Wall		April 1, 2003	
_	ne of Signer (Print or Type)	Title of Signer (Print or Type)			
Nai		Attorney-in-Fact for FrontPoint Utility a		E 100110	

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