

SEC MAIL RECEIVED AUG 11 2003 SEC USE ONLY OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 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

Name of Offering ( ) check if this is an amendment and name has changed, and indicate change. Gamma Income Fund LP Filing Under (Check box(es) that apply): Rule 504 Rule 505 X Rule 506 Section 4(6) ULOE Type of Filing: X New Filing Amendment

1178092

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. Gamma Income Fund LP

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 75 Montebello Road, Suffern, NY 10901 845-368-2900 Address of Principal Business Operations (if different from Executive Offices) Telephone Number (Including Area Code)

Brief Description of Business Hedge Fund Investments

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

Actual or Estimated Date of Incorporation or Organization: Month Year 04 02 X 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) DE

PROCESSED AUG 12 2003 THOMSON FINANCIAL

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. 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. Information Required: A new filing must contain all information requested. 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.

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.

Handwritten mark

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)

Gary Goldberg Planning Services Incorporated

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

75 Montebello Road, Suffern, NY 10901

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

Full Name (Last name first, if individual)

Goldberg, Gary M.

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

75 Montebello Road, Suffern, NY 10901

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

Full Name (Last name first, if individual)

Carbonari, William

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

200 East Post Road, White Plains, NY 10601

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

Full Name (Last name first, if individual)

Reiter, Arnold

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

2 North Bayard Lane, PO Box 915, Mahwah, NJ 07430

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)

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

**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? ..... \$ 50,000. -
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) Gary Goldberg Company, Inc

Business or Residence Address (Number and Street, City, State, Zip Code)  
75 Montebello Road, Suffern, NY 10901

Name of Associated Broker or Dealer Gary Goldberg Company, Inc.

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	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 the 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>10,000,000</u>	\$ <u>2,894,000</u>
Other (Specify _____) .....	\$ <u>0</u>	\$ <u>0</u>
<b>Total</b> .....	\$ <u>10,000,000</u>	\$ <u>2,894,000</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>13</u>	\$ <u>2,145,000</u>
Non-accredited Investors .....	<u>11</u>	\$ <u>749,000</u>
<b>Total (for filings under Rule 504 only)</b> .....		\$ _____

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>N/A</u>	\$ <u>N/A</u>
Regulation A .....	<u>N/A</u>	\$ <u>N/A</u>
Rule 504 .....	<u>N/A</u>	\$ <u>N/A</u>
<b>Total</b> .....	<u>N/A</u>	\$ <u>N/A</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 insurer. 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"/>	\$ _____
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	\$ <u>2,200</u>
Legal Fees .....	<input checked="" type="checkbox"/>	\$ <u>20,000</u>
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input checked="" type="checkbox"/>	\$ <u>140,000</u>
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
<b>Total</b> .....	<input type="checkbox"/>	\$ <u>162,200.-</u>

**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.”

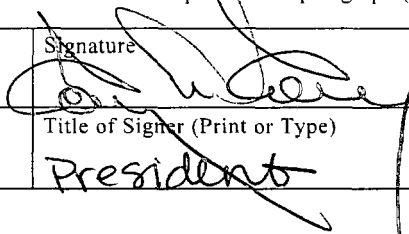
\$ 9,837,800

5. Indicate below the amount of the adjusted gross proceed 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"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
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"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): <u>Investment Activities</u> .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>9,837,800</u>
.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added) .....		<input checked="" type="checkbox"/> \$ <u>9,837,800</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) <u>Gamma Income Fund LP</u>	Signature 	Date <u>8/7/03</u>
Name of Signer (Print or Type) <u>Gary M. Goldberg</u>	Title of Signer (Print or Type) <u>President</u>	

**ATTENTION**

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

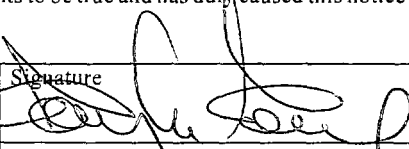
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? ..... Yes  No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Gamma Income Fund IV	Signature 	Date 8/7/03
Name (Print or Type) Gary M. Goldberg	Title (Print or Type) President	

*Instruction:*

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT		X	Limited Partnership Interests 60,000			1	60,000		X
DE									
DC									
FL		X	161,000	1	50,000	2	111,000.-		X
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									

**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO									
MT									
NE									
NV									
NH									
NJ		X	186,000	1	186,000				X
NM									
NY		X	2,287,000	10	1,709,000	8	578,000		X
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA		X	200,000	1	200,000				X
WA									
WV									
WI									



**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, Gamma Income Fund LP, a limited partnership organized under the laws of the State of Delaware, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be serviced any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Gary M. Goldberg  
Gary Goldberg Planning Services Incorporated  
75 Montebello Road  
Suffern, NY 10901

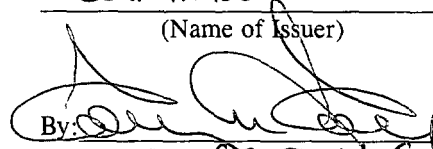
Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of that State as its attorney in that State for receipt of service of process:

<input type="checkbox"/> ALABAMA	Secretary of State
<input type="checkbox"/> ALASKA	Commissioner of Commerce and Economic Development
<input type="checkbox"/> ARIZONA	The Corporation Commission
<input type="checkbox"/> ARKANSAS	The Securities Commissioner
<input type="checkbox"/> CALIFORNIA	Commissioner of Corporations
<input type="checkbox"/> COLORADO	Securities Commissioner
<input checked="" type="checkbox"/> CONNECTICUT	Banking Commissioner
<input type="checkbox"/> DELAWARE	Securities Commissioner
<input type="checkbox"/> DISTRICT OF COLUMBIA	Public Service Commission
<input checked="" type="checkbox"/> FLORIDA	Department of Banking and Finance
<input type="checkbox"/> GEORGIA	Commissioner of Securities
<input type="checkbox"/> GUAM	Administrator, Department of Finance
<input type="checkbox"/> HAWAII	Commissioner of Securities
<input type="checkbox"/> IDAHO	Director, Department of Finance
<input type="checkbox"/> ILLINOIS	Secretary of State
<input type="checkbox"/> INDIANA	Secretary of State
<input type="checkbox"/> IOWA	Commissioner of Insurance
<input type="checkbox"/> KANSAS	Secretary of State
<input type="checkbox"/> KENTUCKY	Director, Division of Securities
<input type="checkbox"/> LOUISIANA	Commissioner of Securities
<input type="checkbox"/> MAINE	Administrator, Securities Division
<input type="checkbox"/> MARYLAND	Commissioner of the Division of Securities
<input type="checkbox"/> MASSACHUSETTS	Secretary of State

<input type="checkbox"/> MICHIGAN	Administrator, Corporation and Securities Bureau Department of Commerce
<input type="checkbox"/> MINNESOTA	Commissioner of Commerce
<input type="checkbox"/> MISSISSIPPI	Secretary of State
<input type="checkbox"/> MISSOURI	Securities Commissioner
<input type="checkbox"/> MONTANA	State Auditor and Commissioner
<input type="checkbox"/> NEBRASKA	Director of Banking and Finance
<input type="checkbox"/> NEVADA	Secretary of State
<input type="checkbox"/> NEW HAMPSHIRE	Secretary of State
<input checked="" type="checkbox"/> NEW JERSEY	Chief, Securities Bureau
<input type="checkbox"/> NEW MEXICO	Director, Securities Division
<input checked="" type="checkbox"/> NEW YORK	Secretary of State
<input type="checkbox"/> NORTH CAROLINA	Secretary of State
<input type="checkbox"/> NORTH DAKOTA	Securities Commissioner
<input type="checkbox"/> OHIO	Secretary of State
<input type="checkbox"/> OREGON	Director, Department of Insurance and Finance
<input type="checkbox"/> OKLAHOMA	Securities Administrator
<input checked="" type="checkbox"/> PENNSYLVANIA	Pennsylvania does not require filing of a consent to Service of Process
<input type="checkbox"/> PUERTO RICO	Commissioner of Financial Institutions
<input type="checkbox"/> RHODE ISLAND	Director of Business Regulation
<input type="checkbox"/> SOUTH CAROLINA	Secretary of State
<input type="checkbox"/> SOUTH DAKOTA	Director of Division of Securities
<input type="checkbox"/> TENNESSEE	Commissioner of Commerce and Insurance
<input type="checkbox"/> TEXAS	Securities Commissioner
<input type="checkbox"/> UTAH	Director, Division of Insurance
<input type="checkbox"/> VERMONT	Commissioner of Banking, Insurance and Securities
<input checked="" type="checkbox"/> VIRGINIA	Clerk, State Corporation Commission
<input type="checkbox"/> WASHINGTON	Director of the Department of Licensing
<input type="checkbox"/> WEST VIRGINIA	Commissioner of Securities
<input type="checkbox"/> WISCONSIN	Commissioner of Securities
<input type="checkbox"/> WYOMING	Secretary of State

Dated this 7 day of AUGUST, 2003

Gamma Income Fund LP  
(Name of Issuer)


By:   
Name: Gary M. Goldberg  
Title: President

ACKNOWLEDGMENT

STATE OF New York )  
 ) ss.:  
COUNTY OF Rockland )

On the 7 day of August, 2003, before me, the undersigned officer, GARY M. GOLDBERG personally appeared before me personally known and known to me to be President of the above named entity and that he/she, as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the entity by himself/herself as such officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

  
Notary Public

**NORMAN TREISTMAN**  
**Notary Public, State of New York**  
No. 4983676  
**Qualified in Rockland County**  
**Commission Expires July 1, 2007**