FORM D

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

## FORM D

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

134/31

OMB A	APPROVAL	
OMB NUMBER:	3235-0076	
Expires:	May 30, 2005	
Estimated average burden	•	
hours per response	1.00	

Prefix		
Í	05068483	

Name of Offering (□ check if this is an amend	ment and name has changed, and indicate change.)	
Non-voting, redeemable participating shares	5	
Filing Under (Check box(es) that apply):	□ Rule 504 □ Rule 505 ■ Rule 506 □ Section	4(6) □ ULOE RECEIVED
Type of Filing: ■ New Filing □ Amendmen	t	
	A. BASIC IDENTIFICATION DATA	\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\
Enter the information requested about the is	suer	
Name of Issuer ( check if this is an amendme	nt and name has changed, and indicate change.)	185/4
Dundonald Offshore Ltd.		
Address of Executive Offices (Number at	nd Street, City, State, Zip Code)	Telephone Number (Including Area Code)
C/o M &C Corporate Services, P.O. Box 309 Cayman Islands	GT, Ugland House, George Town, Grand Cayman,	(345) 945-6264
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Brief Description of Business:		OCT 73 5002
Investment fund		THOMSON
Type of Business Organization		- PRENCENT
□ corporation	<ul> <li>limited partnership, already formed</li> </ul>	■ other (please specify): A Cayman Islands exempted
□ business trust	☐ limited partnership, to be formed	company.
	Month Year	
Actual or Estimated Date of Incorporation or O		
Jurisdiction of incorporation or Organization: (.	Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)	FN
GENERAL INSTRUCTIONS	C	

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 USC 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.

When 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 a 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 to the notice constitutes a part of this notice and must be completed.

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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.



		A. BASIC IDENT	TIFICATION DATA		
2. Enter the information requested for t	he following:				
Each promoter of the issuer, if the issuer has been organized within the past five years;					
<ul> <li>Each beneficial owner having</li> </ul>	the power to vote	e or dispose, or direct the	vote or disposition of, 10		ass of equity securities of the issuer;
Each executive officer and dire			general and managing pa	rtners of partners	hip issuers; and
Each general and managing pa	nner of panners	nip issuers.			
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
McSweeney, Timothy J.					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	ide)	<del></del>	
	(1.4111001 4110 1	, accor, 6.1.5, 21a.10, 2.1p 00	<b></b>		
One Post Office Square, 38th floor, Bost	on, MA 02109				
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ Manager of G.P.
Full Name (Last name first, if individual)					
Det the Dist					
Brinkley, Blair Business or Residence Address	(Number and S	Street, City, State, Zip Co		<del></del>	
Business of Residence Address	(Maimper and a	street, City, State, Zip Co	ide)		
C/o M &C Corporate Services, P.O. Bo	x 309GT, Uglan	d House, George Town	, Grand Cayman, Caym	an Islands	
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
dms Management Ltd	(NI	t	1.5		
Business or Residence Address C/o M &C Corporate Services, P.O. Box		treet, City, State, Zip Coo		an Iclande	
Com ac corporate services, 1.0. Do.	A 307G1, Ogian	d House, George Town	, Orana Cayman, Caym	an Islands	
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		1 10 - 10 - 10 - 10 - 10 - 10 - 1			
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)		
Check Box(es) that Apply:	D. D	_ pe.i-10	D. Francisco Officer	= Dimeter	Committee Managine Destruction
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	□ Executive Officer	☐ Director	☐ General and/or Managing Partner
Tun Name (Last name mst, m marviduar)					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
Check Box(es) that Apply:	D. D	= P	E Emanting Officer	= Dimenter	Consultant/ant/anti-anti-anti-anti-anti-anti-anti-anti-
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Tuli Name (Last name mst, ii murviduai)					•
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
Check Box(es) that Apply:	5 D	= D	D.F	5 D'	T Consoling Managing Program
Full Name (Last name first, if individual)	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Tun Name (Last name mst, n morviduar)					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:					
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
ruii Name (Last name first, ii individual)					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
		•			
			<del> </del>		
	(Use blank sh	eet, or copy and use addit	tional copies of this sheet,	as necessary.)	
dates commenced the commenced and commenced					

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?	\$ 1	00,000				
2. What is the minimum investment that will be accepted from any individual?	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 a 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) none						
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 _ [IL] _ [IN] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN _ [MT] _ [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK[RI] [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	N] _ [MS] C] _ [OR]	_ [ID] _ [MO] _ [PA] _ [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 _ [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN _ [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK _ [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	[] _ [MS] ] _ [OR]	_ [ID] _ [MO] _ [PA] _ [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] _[IL] _[IL] _[IN] _[IN] _[KS] _[KY] _[LA] _[ME] _[ME] _[MD] _[MA] _[MI] _[MN] _[MT] _[MT] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK] _[RI] _[SC] _[SD] _[TN] _[TX] _[TX] _[VT] _[VA] _[WA] _[WV] _[WV] _[WV]	[] _ [MS] ] _ [OR]	_ [ID] _ [MO] _ [PA] _ [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 $\square$ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity Non-voting, redeemable participating shares	\$ <u>Indefinite</u>	\$ <u>0</u>
	□ Common □ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$Indefinite	\$ <u>0</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 of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	0	<u>\$0</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		φ
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	. <del></del>	<b>3</b>
	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		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)	,	<u> </u>
		٥	•
	Other Expenses (identify)		3
	Total		\$ <u>0</u>

	b. Enter the difference between the aggregate off l and total expenses furnished in response to Part "adjusted gross proceeds to the issuer."	C - Question 4.a. This difference is the			\$ <u>Indefinite</u>	
5.	Indicate below the amount of the adjusted gross p for each of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in r	r any purpose is not known, furnish an estil total of the payments listed must equal the	nate			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	- Salaries and fees			\$		\$
	Purchase of real estate			\$		\$
	Purchase, rental or leasing and installation of mac	hinery and equipment		\$		\$
	Construction or leasing of plant buildings and fac	ilities		\$		\$
	Acquisition of other business (including the value					
	that may be used in exchange for the assets or sec merger)			\$		\$
	Repayment of indebtedness			\$		\$
	Working capital			\$		\$
*	Other (specify): <u>investments, organizational expermanagement</u> , legal, administrative and accounting			\$	•	\$ <u>Indefinite</u>
				¢.		
		to the control of the	T	<b>D</b>	□· ·	\$ <u></u> .
	Column Totals			\$		\$ <u>Indefinite</u>
	Total Payments Listed (column totals added)			■ \$ <u>I</u>	ndefinite	
		D. FEDERAL SIGNATUR	E			
an u	issuer has duly caused this notice to be signed by the dertaking by the issuer to furnish to the U.S. Secu-accredited investor pursuant to paragraph (b)(2) of	rities and Exchange Commission, upon wri				
	er (Print or Type) idonald Offshore Ltd.	Signature Tuolf In heavey		Date September 3 Q 2005		
Nan	ne of Signer (Print or Type)	Title of Signer (Print or Type)			-	
Tim	othy J. McSweeney	Director				

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

ATTENTION

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