

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

AMENDMENT NO. 6
TO
FORM S-1
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

COMPASS DIVERSIFIED TRUST

(Exact name of Registrant as specified in charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7363
(Primary Standard Industrial
Classification Code Number)

57-6218917
(I.R.S. Employer
Identification Number)

COMPASS GROUP DIVERSIFIED HOLDINGS LLC

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7363
(Primary Standard Industrial
Classification Code Number)

20-3812051
(I.R.S. Employer
Identification Number)

**Sixty One Wilton Road
Second Floor
Westport, CT 06880
(203) 221-1703**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**I. Joseph Massoud
Chief Executive Officer
Compass Group Diversified Holdings LLC
Sixty One Wilton Road
Second Floor
Westport, CT 06880
(203) 221-1703**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Steven B. Boehm
Cynthia M. Krus
Christopher M. Zochowski
Sutherland Asbill & Brennan LLP
1275 Pennsylvania Avenue, N.W.
Washington, DC 20004
(202) 383-0100
(202) 637-3593 — Facsimile**

**Ralph F. MacDonald, III
Michael P. Reed
Alston & Bird LLP
One Atlantic Center
1201 West Peachtree Street
Atlanta, GA 30309
(404) 881-7000
(404) 253-8272 — Facsimile**

Approximate date of commencement of proposed sale to the public:

As soon as practicable after the effective date of this registration statement

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

Compass Diversified Trust and Compass Group Diversified Holdings LLC are filing this Amendment No. 6 to the Registration Statement on Form S-1 (File No. 333-130326) solely for the purpose of filing exhibits 5.1, 5.2, and 23.10 thereto, and no changes or additions are being made hereby to the prospectus that forms a part of the Registration Statement. Accordingly, the prospectus is being omitted from this filing.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 13. Other Expenses of Issuance and Distribution.

The estimated expenses payable by us in connection with the offering described in this registration statement (other than the underwriting discount and commissions and the representative non-accountable expense allowance) will be as follows:

SEC Registration Fee	\$ 30,763
Financial Advisory Fee	\$ 525,000
NASD Filing Fee	\$ 29,250
Listing Application Fee	\$ 5,000
Accounting Fees and Expenses	\$ 1,635,000
Printing and Engraving Expenses	\$ 750,000
Legal Fees and Expenses	\$ 2,800,000
Hart Scott Rodino Filing Fee	\$ 125,000
Miscellaneous(1)	\$ 104,987
Total	\$ 6,000,000

(1) This amount represents additional expenses that may be incurred by the company or underwriters in connection with the offering over and above those specifically listed above, including distribution and mailing costs.

Item 14. Indemnification of Directors and Officers.

Certain provisions of our LLC agreement are intended to be consistent with Section 145 of the Delaware General Corporation Law, which provides that a corporation has the power to indemnify a director, officer, employee or agent of the corporation and certain other persons serving at the request of the corporation in related capacities against amounts paid and expenses incurred in connection with an action or proceedings to which he is, or is threatened to be made, a party by reason of such position, if such person shall have acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal proceedings, if such person had no reasonable cause to believe his conduct was unlawful; provided that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the adjudicating court determines that such indemnification is proper under the circumstances.

Our LLC agreement includes a provision that eliminates the personal liability of its directors for monetary damages for breach of fiduciary duty as a director, except for liability:

- for any breach of the director's duty of loyalty to the company or its members;
- for acts or omissions not in good faith or a knowing violation of law;
- regarding unlawful dividends and stock purchases analogous to Section 174 of the Delaware General Corporation Law; or
- for any transaction from which the director derived an improper benefit.

Our LLC agreement provides that:

- we must indemnify our directors and officers, manager and members to the equivalent extent permitted by Delaware General Corporation Law;
- we may indemnify our other employees and agents to the same extent that we indemnified our officers and directors, unless otherwise determined by the company's board of directors; and
- we must advance expenses, as incurred, to our directors and executive officers in connection with a legal proceeding to the extent permitted by Delaware law and may advance expenses as incurred to our other employees and agents, unless otherwise determined by the company's board of directors.

The indemnification provisions contained in our LLC agreement are not exclusive of any other rights to which a person may be entitled by law, agreement, vote of members or disinterested directors or otherwise.

In addition, we will maintain insurance on behalf of our directors and executive officers and certain other persons insuring them against any liability asserted against them in their respective capacities or arising out of such status.

Pursuant to the Underwriting Agreement filed as Exhibit 1.1 to this registration statement, we have agreed to indemnify the underwriters and the underwriters have agreed to indemnify us against certain civil liabilities that may be incurred in connection with this offering, including certain liabilities under the Securities Act.

Item 15. Recent Sales of Unregistered Securities.

Not Applicable

Item 16. Exhibits and Financial Statement Schedules.

(a) The following exhibits are filed as part of this Registration Statement:

Exhibit No.	Description
1.1	Form of Underwriting Agreement**
2.1	Form of Stock Purchase Agreement by and among Compass Group Diversified Holdings LLC, Compass Group Investments, Inc., Compass CS Partners, L.P., Compass CS II Partners, L.P., Compass Crosman Partners, L.P., Compass Advanced Partners, L.P. and Compass Silvue Partners, L.P.‡
3.1	Certificate of Trust of Compass Diversified Trust†
3.2	Trust Agreement dated as of November 18, 2005 of Compass Diversified Trust†
3.3	Certificate of Formation of Compass Group Diversified Holdings LLC†
3.4	LLC Agreement dated as of November 18, 2005 of Compass Group Diversified Holdings LLC*
3.5	Amended and Restated Trust Agreement of Compass Diversified Trust*
3.6	Amended and Restated Operating Agreement of Compass Group Diversified Holdings LLC*
4.1	Specimen certificate evidencing a share of trust of Compass Diversified Trust (included in Exhibit 3.5)*
4.2	Specimen certificate evidencing an interest of Compass Group Diversified Holdings LLC (included in Exhibit 3.6)*
5.1	Form of Opinion of Richards, Layton & Finger, P.A.
5.2	Form of Opinion of Richards, Layton & Finger, P.A.
8.1	Form of Tax Opinion**
10.1	Form of Management Services Agreement among Compass Group Diversified Holdings LLC and Compass Group Management LLC*
10.2	Form of Option Plan**
10.3	Form of Registration Rights Agreement**
10.4	Form of Supplemental Put Agreement by and between Compass Group Management LLC and Compass Group Diversified Holdings LLC*
10.5	Employment Agreement by and between Compass Group Management LLC and James Bottiglieri dated as of September 28, 2005‡
10.6	Form of Share Purchase Agreement by and between Compass Group Diversified Holdings LLC, Compass Diversified Trust and CGI Diversified Holdings, LP**
10.7	Form of Share Purchase Agreement by and between Compass Group Diversified Holdings LLC, Compass Diversified Trust and Pharos I LLC**
10.8	Form of Credit Agreement by and between Compass Group Diversified Holdings LLC and each of the initial businesses*
10.9	Shareholders' Agreement for holders of CBS Personnel Holdings, Inc. Class C common stock‡
10.10	Stockholder's Agreement for holders of Crosman Acquisition Corp. common stock‡

Exhibit No.	Description
10.11	Stockholder's Agreement for holders of Compass AC Holdings, Inc. common stock‡
10.12	Stockholder's Agreement for holders of Silvue Technologies Group, Inc. common stock‡
10.14	Diablo Marketing LLC Members Agreement‡
10.15	Management Services Agreement by and between Compass CS Inc. and Kilgore Consulting II LLC dated as of October 13, 2000‡
10.16	Form of Amendment of Management Services Agreement by and between Compass CS Inc. and Kilgore Consulting II LLC‡
10.17	Management Services Agreement by and between Crosman Corporation and Kilgore Consulting III LLC dated as of February 10, 2004‡
10.18	Form of Amendment of Management Services Agreement by and between Crosman Corporation and Kilgore Consulting III LLC‡
10.19	Management Services Agreement by and between Advanced Circuits, Inc. and WAJ, LLC dated as of September 20, 2005‡
10.20	Form of Amendment of Management Services Agreement by and between Advanced Circuits, Inc. and WAJ, LLC‡
10.21	Management Services Agreement by and between SDC Technologies, Inc. and Kilgore Consulting III LLC dated as of September 2, 2004‡
10.22	Form of Second Amendment of Management Services Agreement by and between SDC Technologies, Inc. and Kilgore Consulting III LLC‡
10.23	Form of Amendment to Stockholders' Agreement for holders of Silvue Technologies Group, Inc. common stock‡
10.24	Commitment Letter by and among Compass Group Diversified Holdings LLC The Compass Group International LLC and Ableco Finance LLC‡
23.1	Consent of Grant Thornton LLP‡
23.2	Consent of Grant Thornton LLP‡
23.3	Consent of PricewaterhouseCoopers LLP‡
23.4	Consent of PricewaterhouseCoopers LLP‡
23.5	Consent of Bauerle and Company, P.C.‡
23.6	Consent of White, Nelson & Co. LLP‡
23.7	Consent of Grant Thornton LLP‡
23.8	Consent of Grant Thornton LLP‡
23.9	Consent of Sutherland, Asbill & Brennan LLP (included in Exhibit 8.1)**
23.10	Consent of Richards, Layton & Finger, P.A. (included in Exhibits 5.1 and 5.2)
24	Powers of Attorney†
99.1	Consent of Duff & Phelps LLC‡

† Previously filed on December 14, 2005.

‡ Previously filed on April 13, 2006.

* Previously filed on April 26, 2006.

** Previously filed on May 5, 2006.

(b) All financial statement schedules required pursuant to this item were either included in the financial information set forth in the prospectus or are inapplicable, and, therefore, have been omitted.

Item 17. Undertakings.

The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registration or its securities provided by or on behalf of the undersigned registrant; and
- (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

The undersigned registrant hereby undertakes to provide to the underwriters at the closing specified in the underwriting agreements certificates in such denominations and registered in such names as required by the underwriters to permit prompt delivery to each purchaser.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers, and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit, or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Amendment No. 6 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Westport, in the State of Connecticut, on May 9, 2006.

COMPASS DIVERSIFIED TRUST

By: COMPASS GROUP DIVERSIFIED
HOLDINGS LLC, as Sponsor

By: _____ /s/ I. JOSEPH MASSOUD

I. Joseph Massoud
Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
5.1	Opinion of Richards, Layton & Finger, P.A.
5.2	Opinion of Richards, Layton & Finger, P.A.
23.10	Consent of Richards, Layton & Finger, P.A. (included in Exhibits 5.1 and 5.2)

RICHARDS, LAYTON & FINGER
A PROFESSIONAL ASSOCIATION
ONE RODNEY SQUARE
920 NORTH KING STREET
WILMINGTON, DELAWARE 19801
(302) 651-7700
FAX: (302) 651-7701
WWW.RLF.COM

May 9, 2006

Compass Diversified Trust
Sixty One Wilton Road
Second Floor
Westport, Connecticut 06880

Re: Compass Diversified Trust

Ladies and Gentlemen:

We have acted as special Delaware counsel for Compass Diversified Trust, a Delaware statutory trust (the "Trust"), in connection with the matters set forth herein. At your request, this opinion is being furnished to you.

For purposes of giving the opinions hereinafter set forth, our examination of documents has been limited to the examination of originals or copies of the following:

- (a) The Certificate of Trust of the Trust (the "Certificate of Trust"), as filed with the office of the Secretary of State of the State of Delaware (the "Secretary of State") on November 18, 2005;
 - (b) The Trust Agreement, dated as of November 18, 2006 among Compass Diversified Holdings LLC (the "Company") and the trustees named therein;
 - (c) Amendment No. 3 to the Registration Statement, as amended (the "Registration Statement"), on Form S-1 (No. 333-130326), including a preliminary prospectus (the "Prospectus") relating to the shares of the Trust representing beneficial interests in the assets of the Trust (each, a "Share" and collectively, the "Shares"), filed by the Company and the Trust with the Securities and Exchange Commission on April 13, 2006;
 - (d) The Amended and Restated Trust Agreement for the Trust (the "Trust Agreement"), dated as of April 25, 2006, entered into among the Company and the trustees of the Trust named therein (including the form of Share certificate attached thereto as Exhibit A), attached as exhibit 3.5 to Amendment No. 4 to the Registration Statement; and
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(e) A Certificate of Good Standing for the Trust, dated May 3, 2006, obtained from the Secretary of State.

For purposes of this opinion, we have not reviewed any documents other than the documents listed in paragraphs (a) through (e) above. We have conducted no independent factual investigation of our own, but rather have relied solely upon the foregoing documents, the statements and information set forth therein and the additional matters recited or assumed herein, all of which we have assumed to be true, complete and accurate in all material respects.

Capitalized terms used herein and not otherwise defined are used as defined in the Trust Agreement.

With respect to all documents examined by us, we have assumed (i) the authenticity of all documents submitted to us as originals, (ii) the conformity with the originals of all documents submitted to us as copies or forms, and (iii) the genuineness of all signatures.

For purposes of this opinion, we have assumed (i) that the Trust Agreement and the Certificate of Trust will be in full force and effect and will not be amended as of the date the Shares are issued, (ii) the due organization or due formation, as the case may be, and valid existence in good standing of each party to the documents (other than the Trust or, to the extent covered in the opinion of Richards, Layton & Finger, P.A. of even date herewith, the Company) examined by us under the laws of the jurisdiction governing its organization or formation, (iii) the legal capacity of natural persons who are signatories to the documents examined by us, (iv) that each of the parties to the documents (other than the Trust or, to the extent covered in the opinion of Richards, Layton & Finger, P.A. of even date herewith, the Company) examined by us has the power and authority to execute and deliver, and to perform its obligations under, such documents, (v) the due authorization, execution and delivery by all parties thereto of all documents (other than the Trust or, to the extent covered in the opinion of Richards, Layton & Finger, P.A. of even date herewith, the Company) examined by us, (vi) the receipt by each Person to whom a Share is to be issued by the Trust (collectively, the "Shareholders") of either (A) a Share Certificate for such Share or (B) confirmation of the Trust's registration in the Share Register of such Person as the registered owner of such Share, and the payment for such Share, in accordance with the Trust Agreement and the Registration Statement as of the date the Shares are issued, and (vii) that the Shares will be authenticated, issued and sold to the Shareholders in accordance with the Trust Agreement and the Registration Statement. We have not participated in the preparation of the Registration Statement or the Prospectus and assume no responsibility for their contents, other than this opinion.

This opinion is limited to the laws of the State of Delaware (excluding the blue sky laws of the State of Delaware), and we have not considered and express no opinion on the laws of any other jurisdiction, including federal laws and rules and regulations relating thereto. Our opinions are rendered only with respect to Delaware laws and rules, regulations and orders thereunder which are currently in effect.

Based upon the foregoing, and upon our examination of such questions of law and statutes of the State of Delaware as we have considered necessary or appropriate, and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that:

1. The Trust has been duly created and is validly existing in good standing as a statutory trust under the Statutory Trust Act.
2. The Shares of the Trust will be validly issued, fully paid and nonassessable beneficial interests in the assets of the Trust.
3. The Shareholders, as beneficial owners of the Trust, will be entitled to the same limitation of personal liability extended to stockholders of private corporations for profit organized under the General Corporation Law of the State of Delaware.

We consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement. We hereby consent to the use of our name under the heading "Legal Matters" in the Prospectus. In giving the foregoing consents, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Richards, Layton & Finger, P.A.

[LETTERHEAD OF RICHARDS, LAYTON & FINGER, P.A.]

May 9, 2006

Compass Group Diversified Holdings LLC
Sixty One Wilton Road
Second Floor
Westport, Connecticut 06880

Re: Compass Group Diversified Holdings LLC

Ladies and Gentlemen:

We have acted as special Delaware counsel for Compass Group Diversified Holdings LLC, a Delaware limited liability company (the "LLC"), in connection with the matters set forth herein. At your request, this opinion is being furnished to you.

For purposes of giving the opinions hereinafter set forth, our examination of documents has been limited to the examination of originals or copies of the following:

- (a) The Certificate of Formation of the LLC, dated November 18, 2005, as filed in the office of the Secretary of State of the State of Delaware (the "Secretary of State") on November 18, 2005, as amended by the Certificate of Amendment thereto, as filed in the office of the Secretary of State on May 2, 2006 (as so amended, the "LLC Certificate");
 - (b) The Operating Agreement of the LLC, dated as of November 18, 2005, entered into by Compass Group Management LLC, as the sole member of the Company (the "Initial Member");
 - (c) Amendment No. 3 to the Registration Statement, as amended (the "Registration Statement") on Form S-1, filed with the Securities and Exchange Commission on April 13, 2006, including a related preliminary prospectus (the "Prospectus"), relating to the Trust Interests of the LLC (each, a "Trust Interest" and collectively, the "Trust Interests"), and the shares representing beneficial interests of Compass Diversified Trust, a Delaware statutory trust (the "Trust");
 - (d) The Amended and Restated Operating Agreement for the LLC (the "LLC Agreement"), dated as of April 25, 2006, entered into between the Trust and the Initial Member, as members, attached as exhibit 3.6 to Amendment No. 4 to the Registration Statement; and
-

(e) A Certificate of Good Standing for the LLC, dated May 4, 2006, obtained from the Secretary of State.

Capitalized terms used herein and not otherwise defined are used as defined in the LLC Agreement.

For purposes of this opinion, we have not reviewed any documents other than the documents listed in paragraphs (a) through (e) above. We have conducted no independent factual investigation of our own, but rather have relied solely upon the foregoing documents, the statements and information set forth therein and the additional matters recited or assumed herein, all of which we have assumed to be true, complete and accurate in all material respects.

With respect to all documents examined by us, we have assumed (i) the authenticity of all documents submitted to us as authentic originals, (ii) the conformity with the originals of all documents submitted to us as copies or forms, and (iii) the genuineness of all signatures.

For purposes of this opinion, we have assumed (i) that the LLC Agreement and the LLC Certificate will be in full force and effect and will not have been amended as of the date on which the Trust Interests are issued, (ii) that each of the parties (other than the LLC or, to the extent covered in the opinion of Richards, Layton & Finger, P.A. of even date herewith, the Trust) to the documents examined by us has been duly created, organized or formed, as the case may be, and is validly existing in good standing under the laws of the jurisdiction governing its creation, organization or formation, (iii) the legal capacity of natural persons who are signatories to the documents examined by us, (iv) that each of the parties (other than the LLC or, to the extent covered in the opinion of Richards, Layton & Finger, P.A. of even date herewith, the Trust) to the documents examined by us has the power and authority to execute and deliver, and to perform its obligations under, such documents, (v) that each of the parties to the documents examined by us will have duly authorized, executed and delivered such documents as of the date on which the Trust Interests are issued, (vi) that each Person to whom a Trust Interest is to be issued by the LLC (each, a "Trust Interest Holder" and collectively, the "Trust Interest Holders") will receive a Trust Interest Certificate for such Trust Interest and will pay for the Trust Interest acquired by it, in accordance with the LLC Agreement and the Registration Statement, (vii) that the books and records of the LLC set forth the names and addresses of all Persons to be admitted as members of the LLC and the dollar value of each such member's contribution to the LLC, and (viii) that the Trust Interests are issued and sold to the Trust Interest Holders in accordance with the Registration Statement and the LLC Agreement. We have not participated in the preparation of the Registration Statement or the Prospectus and assume no responsibility for their contents, other than this opinion.

This opinion is limited to the laws of the State of Delaware (excluding the blue sky laws of the State of Delaware), and we have not considered and express no opinion on the laws of any other jurisdiction, including federal laws and rules and regulations relating thereto. Our opinions are rendered only with respect to Delaware laws and rules, regulations and orders thereunder which are currently in effect.

Based upon the foregoing, and upon our examination of such questions of law and statutes of the State of Delaware as we have considered necessary or appropriate, and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that:

1. The LLC has been duly formed and is validly existing in good standing as a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.) (the "LLC Act").

2. The Trust Interests will be validly issued and, subject to the qualifications set forth in paragraph 3 below, fully paid and nonassessable limited liability company interests in the LLC.

3. A Trust Interest Holder shall not be obligated personally for any of the debts, obligations or liabilities of the LLC, whether arising in contract, tort or otherwise, solely by reason of being a member of the LLC, except as a Trust Interest Holder may be obligated to repay any funds wrongfully distributed to it. We note that a Trust Interest Holder may be obligated pursuant to the LLC Agreement to provide the Transfer Agent sufficient indemnity in connection with the issuance of replacement Trust Interest Certificates.

We consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement. In addition, we hereby consent to the use of our name under the heading "Legal Matters" in the Prospectus. In giving the foregoing consents, we do not thereby admit that we come within the category of persons or entities whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Richards, Layton & Finger, P.A.



Ferris, Baker Watts, Incorporated
Investments
Member NYSE, SIPC
100 Light Street
Baltimore, MD 21202
(410) 685-2600

May 9, 2006

Via Facsimile (202-772-9205) and EDGAR

Mr. Larry Spigel
Securities and Exchange Commission
Division of Corporate Finance
100 F Street, NE
Washington, DC 20549

Re: **Compass Diversified Trust (the "Trust") and Compass Group Diversified Holdings LLC (the "Company")
Registration Statement on Form S-1 (File Nos. 333-130326; 333-130326-01)
Delivery of Preliminary Prospectuses**

Ladies and Gentlemen:

We have acted as Representative of the several underwriters in connection with the issuance and sale of shares of the Trust.

Pursuant to Rule 461 of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Act of 1933, as amended, we, acting on behalf of the several underwriters, wish to advise you that, between April 13, 2006 and May 9, 2006, we distributed 9,500 copies of the Preliminary Prospectus dated April 13, 2006, of which 7,000 copies were distributed to other underwriters, 0 to other securities dealers and approximately 500 to investors, including individuals and institutions. Copies of the Preliminary Prospectus were available to anyone requesting the same at the offices of the underwriters.

Very truly yours,

FERRIS, BAKER WATTS, INCORPORATED

By: 

Samer S. Tahboub
Vice President

cc: Cliff Booth
Michael P. Reed, Esq.