

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

OMB APPROVAL						
OMB Number:	3235-0076					
Expires:	May 31, 2005					
Estimated avera	ige burden					
hours per respor	nse16.00					

SEC US	SE ONLY
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DATE R	ECEIVED
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Great Circle Family Foods, LLC	ent and name has changed, and indicate change.)  lie 504 Rule 505 Rule 506 Section 4(6) t	ULOF
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issue	· · · · · · · · · · · · · · · · · · ·	03057877
Name of Issuer ( check if this is an amendment	and name has changed, and indicate change.)	03037677
Great Circle Family Foods, LLC		
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (including Area Code)
550 South Hope Street, 20th Floor, Los Ar	ngeles, CA 90071	(213) 489-2340
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  Develop and operate facilities that offer an	d serve food products and beverages	
Type of Business Organization corporation limite	ed partnership, already formed other (p	please specify): PROCESSE
And I region of Date of Landson	Month Year	MAY O 2 COO3
Actual or Estimated Date of Incorporation or Organi Jurisdiction of Incorporation or Organization: (Enter	zation: 011 98 X Actual Esti r two-letter U.S. Postal Service abbreviation for State:	mated ( )
	N for Canada; FN for other foreign jurisdiction)	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. 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 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 predictated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who 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.

1 of 9



			BASIC IDE	ENTI	FICATION DATA	•			
2. Enter the information re	quested for the fo	llowin	g:						
• Each promoter of th	• Each promoter of the issuer, if the issuer has been organized within the past years;								
• Each beneficial owner	• 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 office	r and director of o	orpor	ate issuers and of co	rpora	te general and man	aging 1	partners of	partner	ship issuers; and
• Each general and ma	-			•	· ·	00.	•	•	,
Check Box(es) that Apply:	Promoter	X	Beneficial Owner	<u>K</u> X	Executive Officer	XX	Director		General and/or Managing Partner
Full Name (Last name first, if	individual)								
Reinis, Richard G.									
Business or Residence Addre	ess (Number and S	treet,	City, State, Zip Cod	e)					
550 S. Hope Street, 20th	h Floor, Los Ar	ngele	s, CA 90071						
Check Box(es) that Apply:	Promoter	X	Beneficial Owner	X	Executive Officer	X	Director		General and/or Managing Partner
Full Name (Last name first, if	individual)								
Glickman, Roger E.									
Business or Residence Addre	ess (Number and S	treet,	City, State, Zip Code	e)					
550 S. Hope Street, 20th	n Floor, Los Ar	igele:	s, CA 90071						
Check Box(cs) that Apply:	Promoter		Beneficial Owner		Executive Officer	X	Director		General and/or Managing Partner
Full Name (Last name first, if	individual)	· · · · · ·							
Podell, Anthony	•								·
Business or Residence Addre	ess (Number and S	treet,	City, State, Zip Code	e)					
550 S. Hope Street, 20th	n Floor, Los Ar	igele:	s, CA 90071						
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer	X	Director		General and/or Managing Partner
Full Name (Last name first, if	individual)								<u> </u>
Weinstein, Ronald A.									
Business or Residence Addre	ss (Number and S	treet,	City, State, Zip Code	e)					, i , i , i , i , i , i , i , i , i , i
550 S. Hope Street, 20th	n Floor, Los Ar	igele:	s, CA 90071						
Check Box(es) that Apply:	Promoter	X	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if	individual)								
Weinstein Family L.P.									
Business or Residence Addre	ess (Number and S	treet,	City, State, Zip Code	e)					
4823 Lake Washington	Blvd., N.E., #1	, Kir	kland, WA 9803.	3					
Check Box(es) that Apply:	Promoter	X	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if	individual)								
Turner, Victor									
Business or Residence Addre	ess (Number and S	treet,	City, State, Zip Code	e)	· · · · · · · · · · · · · · · · · · ·				
9858 Firestone Blvd., D	owney, CA 90	241							
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer	X	Director		General and/or Managing Partner
Full Name (Last name first, if	individual)								
Cherng, Peggy Tsiang									
Business or Residence Addre	ess (Number and S	treet,	City, State, Zip Cod-	e)			·		
550 S. Hope Street, 20th	h Floor, Los Ai	ngele	s. CA 90071						

### BASIC IDENTIFICATION DATA Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past 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 General and/or Managing Partner Full Name (Last name first, if individual) Gilfenbain, Steve Business or Residence Address (Number and Street, City, State, Zip Code) 550 S. Hope Street, 20th Floor, Los Angeles, CA 90071 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer ★ Director General and/or Managing Partner Full Name (Last name first, if individual) Levy, Mark A. Business or Residence Address (Number and Street, City, State, Zip Code) 550 S. Hope Street, 20th Floor, Los Angeles, CA 90071 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer 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: Beneficial Owner Executive Officer Promoter General and/or Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Beneficial Owner Check Box(es) that Apply: Executive Officer Director General and/or Promoter 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: Beneficial Owner Executive Officer General and/or Promoter Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

				В.	INFORMA	TION ABO	OUT OFFER	UNG				
I. Has the	issuer sol	d. or does	the issuer	intend to s	ell. to non	-accredited	d investors	in this off	ering?		Yes 	No 🔀
I . Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									ت	(E)		
2. What is the minimum investment that will be accepted from any individual?  ———————————————————————————————————								<u>s N/</u>	<b>A</b>			
2 D 4b									Yes	No		
<ul><li>3. Does the offering permit joint ownership of a single unit?</li><li>4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly,</li></ul>									_			
commiss If a person or states	sion or sim on to be lis , list the na	ilar remun sted is an a ame of the	eration for ssociated p broker or d	solicitatior erson or ag ealer. It mo	of purcha ent of a brore than five	sers in cons oker or dea re (5) perso	nection with ler register ons to be list or dealer or	n sales of s ed with the ted are asso	ecurities in SEC and/	the offe <del>ri</del> or with a s	ng. tate	
Full Name	(Last name	e first, if in	dividual)						Malgaganahook	Carrilla divide (Al	noch danger voor als	
Business or	r Residenc	e Address	(Number a	nd Street. (	City, State.	Zip Code)						
Name of A	ssociated	Broker or	Dealer									Santae Santae Sona
States in V	Vhich Pers	on Listed	Has Solicit	ed or Inten	ds to Solic	it Purchase	ers					
			k individua								_ 🗇 🗗	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] [ RI ]	[NE ] [SC ]	[NV] [SD]	[NH] [ TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[NH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [ PR]
[ Kd ]	[SC]	[50]	[ 114]	[17]	[01]	[ 7 1]	[17]	["A]	[11.1]	[ ** 1]	[** 1]	[ I K]
Full Name Business o	r Residenc	e Address	(Number a	and Street,	City, State	, Zip Code	) had jud					
Name of A	ssociated	Broker or	Dealer									
States in V	Vhich Pers	on Listed	Has Solicit	ed or Inter	ds to Solic	it Purchase	ers					Salahan dip persang pe
(Chec	k "All Stat	es" or chec	k individua	al States)				•••••	•••••		📳	All States
[AL] [ IL ] [MT] [ RI ]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]		[CT] [ME] [NY] [VT]	[DE] [MD] <b>[</b> NC] [VA]			[GA] [MN] [OK] [WI]		[ID] [MO] [PA] [ PR]
Full Name	(Last nam	e first. if in	dividual)									
Business o	or Residenc	e Address	(Number a	and Street,	City, State	, Zip Code	) 					
Name of A			Mahii									
			Has Solicit			et Purchas	ers				<del></del>	A 11 CA-A
[AL]	K "All Stat [AK]	es" of chec	k individu: [AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	🛅 · [HI]	All States [ID]
[ IL ] [MT] [ RI ]		[AZ] [IA] [NV] [SD]	[KS] [NH] [TN]	[KY] [NJ] [TX]	[LA] [NM] [UT]	[ME] [NY] [VT]	[MD] [NC] [VA]	[MA] [ND] [WA]		[OA] [MN] [OK] [WI]	[MS] [OR] [WY]	[ID] [MO] [PA] [ PR]

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "U" 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   Sold   13064666   13064666   13064666   13064666   13064666   13064666   13064666   13064666   13064666   13064666   13064666   13064666   13064666   13064666   13064666   13064666   130646	L	OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF	PROCEEDS	
Debt	1.	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		
Equity		Type of Security		•
Convertible Securities (including warrants)  Partnership Interests		Debt	§ 3,904,846	\$ 3,904,846
Convertible Securities (including warrants)  Partnership Interests.  Other (Specify Class D Units)  Total  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 "O" if answer is "none" or "zero."  Number Investors  Accredited Investors.  Total (for filings 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 504  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 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.  Printing and Engraving Costs  Legal Fees.  Printing and Engraving Costs  Sales Commissions (specify finders' fees separately)  Other Expenses (identify)  Mailing/Miscellancous		Equity	\$	\$
Partnership Interests. Other (Specify Class D Units) Total.  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 "O" if answer is "none" or "zero."  Accredited Investors.  Non-accredited Investors.  Total (for filings under Rule 504 only) 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 Rule 504 Regulation A 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 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.  Printing and Engraving Costs Legal Fees.  Printing and Engraving Costs  Legal Fees.  Sales Commissions (specify finders' fees separately) Other Expenses (identify)  Mailing/Miscellaneous		Common Preferred		
Total		Convertible Securities (including warrants)	\$	S
Total		Partnership Interests	\$	\$
Total		Other (Specify Class D Units.	S 1*	\$ 1.*
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 "O" if answer is "none" or "zero."    Number   Num			§ 3,904,847	\$ 3,904,847
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 "O" if answer is "none" or "zero."    Number		Answer also in Appendix, Column 3. if filing under ULOE.		
Accredited Investors	2.	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		
Accredited Investors of Purchases Non-accredited Investors.  Total (for filings under Rule 504 only)  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 Rule 505  Regulation A  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 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.  Printing and Engraving Costs  Legal Fees.  Printing and Engraving Costs  Engineering Fees  Sales Commissions (specify finders' fees separately)  Other Expenses (identify)  Mailing/Miscellaineous  Office Index of Purchases  of Purchases  Sales Commissions (specify finders' fees separately)  Other Expenses (identify)  Mailing/Miscellaineous			Number	
Non-accredited Investors		,		
Total (for filings under Rule 504 only)  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 Offering  Rule 505  Regulation A  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 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  Printing and Engraving Costs  Legal Fees.  Accounting Fees  Engineering Fees  Sales Commissions (specify finders' fees separately)  Other Expenses (identify)  Mailing/Miscellaneous		Accredited Investors	45	§ 3,904,847
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 Offering  Rule 505  Regulation A  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 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  Printing and Engraving Costs  Legal Fees.  Printing and Engraving Costs  Engineering Fees  Sales Commissions (specify finders' fees separately)  Other Expenses (identify)  Mailing/Miscellaneous		Non-accredited Investors	0	<b>S</b> 0
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 Offering  Rule 505  Regulation A  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 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  Printing and Engraving Costs  Legal Fees.  Printing and Engraving Costs  Engineering Fees  Sales Commissions (specify finders' fees separately)  Other Expenses (identify)  Mailing/Miscellaneous				S
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 I.  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 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 Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Mailing/Miscellaneous  Miling/Miscellaneous				
Type of Offering Rule 505 Regulation A Rule 504 Total 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 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 Printing and Engraving Costs Legal Fees. Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Mailing/Miscellaneous Sold S Signal S S	<b>3.</b> i	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		
Type of Offering Rule 505 Regulation A Rule 504 Total 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 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 Printing and Engraving Costs Legal Fees. Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Mailing/Miscellaneous Sold S Signal S S			Type of	Dollar Amount
Regulation A  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 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  Printing and Engraving Costs  Legal Fees  Accounting Fees  Engineering Fees  Sales Commissions (specify finders' fees separately)  Other Expenses (identify)  Mailing/Miscellaneous				Sold
Rule 504  Total		Rule 505	- Annual Control of the Control of t	<u>S</u>
Total		Regulation A		S
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  Printing and Engraving Costs  Legal Fees.  Accounting Fees  Engineering Fees  Sales Commissions (specify finders' fees separately)  Other Expenses (identify)  Mailing/Miscellaneous  **Sales Commissions**  Mailing/Miscellaneous  **Sales Commissions**  Mailing/Miscellaneous  **Sales Commissions**  **Sales Commissi		Rule 504		S
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  Printing and Engraving Costs  Legal Fees  Accounting Fees  Engineering Fees  Sales Commissions (specify finders' fees separately)  Other Expenses (identify)  Mailing/Miscellaneous  **Signature**		Total		\$
Printing and Engraving Costs  Legal Fees  Accounting Fees  Engineering Fees  Sales Commissions (specify finders' fees separately)  Other Expenses (identify)  Mailing/Miscellaneous  S  \$ 15,000	4	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		
Legal Fees.  Accounting Fees.  Engineering Fees  Sales Commissions (specify finders' fees separately)  Other Expenses (identify)  Mailing/Miscellaneous  \$ 15000		Transfer Agent's Fees		\$
Accounting Fees S  Engineering Fees Sales Commissions (specify finders' fees separately)  Other Expenses (identify) Mailing/Miscellaneous S 1,000		Printing and Engraving Costs		\$
Accounting Fees S  Engineering Fees S  Sales Commissions (specify finders' fees separately) S  Other Expenses (identify) Mailing/Miscellaneous S  \$ 1,000		Legal Fees.	<b>🔀</b>	\$ 15,000
Sales Commissions (specify finders' fees separately)  Other Expenses (identify)  Mailing/Miscellaneous  \$\strice{\mathbb{L}}\$ \strice{\mathbb{L}}\$ \strice{\mathbb{L}}\$ \strice{\mathbb{L}}\$ \strice{\mathbb{L}}\$		Accounting Fees	_	\$
Sales Commissions (specify finders' fees separately)  Other Expenses (identify)  Mailing/Miscellaneous  \$\frac{1}{2}\$ \$\frac{1}{		Engineering Fees		S
Other Expenses (identify) Mailing/Miscellaneous \$ 1,000		Sales Commissions (specify finders' fees separately)	=	S
Fig. graph and the minimum former			_	\$_1,000
				Charles have been been been a

OFFERING PRICE, NU	UMBER OF INVESTORS, EXPENSES AND USE O	F PROCEEDS	
and total expenses furnished in response to Par proceeds to the issuer."	offering price given in response to Part C-Question rt CQuestion 4.a. This difference is the "adjusted gr	ross	<u>s</u> 3,888,847
each of the purposes shown. If the amount for	ss proceed to the issuer used or proposed to be used for any purpose is not known, furnish an estimate a otal of the payments listed must equal the adjusted gr to Part CQuestion 4.b above.	nd	
		Payments to Officers. Directors, & Affiliates	Payments to Others
Salaries and fees		S	3
		<u> </u>	S
Purchase, rental or leasing and installation of and equipment	f machinery	\$	<b>5</b> S
Construction or leasing of plant buildings an	d facilities	<b>5</b>	S
Acquisition of other businesses (including th offering that may be used in exchange for the issuer pursuant to a merger)	ne value of securities involved in this e assets or securities of another	S	S
Repayment of indebtedness		S	S
Working capital		S	<b>₹</b> \$3,888,847
Other (specify):		S	
		S	SS
Column Totals		S	<b>≥</b> \$ 3,888,847
Total Payments Listed (column totals added)		<b>¥</b> \$ <u>3,</u> 8	88,847
	D. FEDERAL SIGNATURE		
ignature constitutes an undertaking by the issuer	by the undersigned duly authorized person. If this no to furnish to the U.S. Securities and Exchange Com- accredited investor pursuant to paragraph (b)(2) of	mission, upon written	e 505, the following request of its staff,
ssuer (Print or Type)	Signatura A. A.:	Date	
Great Circle Family Foods, LLC	1 Ton VVV	1 5/10	3
Name of Signer (Print or Type)	Title of Signer (Print or Type)		
Roger Glickman	President		

**ATTENTION** 

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