SEC

Potential persons who are to respond to the collection of information

1972 (6- contained in this form are not required to respond unless the form displays

02)

03059903

a currently valid OMB control number.

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 state exemption unless such exemption is predicated on the filing of a federal notice.

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

AUG 2 5 2003

FORM DISS

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response... 1

PROCESSED

AUG 262003

HOMSON INANCIAL

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

SEC USE ONLY							
	Serial						
RECEI	VED						
-	USE ON E RECEI						

Name of Offering ([] check if this i change.)	s an amendme	ent and name h	nas changed, ar	nd indicate	******
Filing Under (Check box(es) that apply):	[] Rule 504	[] <u>Rule 505</u>	[x] Rule 506	[] Section 4(6)	 []ULOE
Type of Filing: [x] New Filing [] Amendmer	nt			
Α.	BASIC IDENT	IFICATION DA	\TA		.

Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indiciate change.) RTM Media, LP

Address of Executive Office 77055-7413; (713) 463-740	, , , , , , , , , , , , , , , , , , , ,
Address of Principal Busine Telephone Number (Including (if different from Executive Company)	
Brief Description of Busines	s OUTDOOR ADVERTISING BUSINESS
Type of Business Organizat	ion [x] limited partnership, already formed [] other (please specify):
[] business trust	[] limited partnership, to be formed
	Month Year Incorporation or Organization: [0]9]0]2] [x]Actual []Estimated or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [T][X]

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 manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

Λ	BASIC	IDENT	IEIC V.	$FI \cap N$	DATA	
М.		INFIA			DAIA	

- 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 [x]	Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last nam	e first, if individual)	Geoffrey D.	Robe	rts, Jr.		
Business or Residen 1175 Adkins Road, S	•			, State, Zip Co	de) P.O.Box 8026	528,
Check Box(es) that Apply:	[] Promoter [x]	Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last nam	e first, if individual)	Anthony C.	Dueni	ner		
Business or Residen 1175 Adkins Road, S				, State, Zip Co	de) P.O.Box 8026	528,
Check Box(es) that Apply:	[] Promoter [x]	Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last nam	e first, if individual)	Curtis Brook	ΚS			
Business or Residen 1175 Adkins Road, S				, State, Zip Co	de) P.O.Box 8020	528, ·
Check Box(es) that Apply:	[] Promoter [x]	Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner

Full Name (Last name	first, if individu	al) Gregory S. Ja	annasch		
Business or Residenc 1175 Adkins Road, Su	•	· ·	• • • • • • • • • • • • • • • • • • • •	de) P.O.Box 8026	28,
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director []	General and Managing Partner
Full Name (Last name	first, if individu	al) Steven T. Fyl	ke		
Business or Residence 1175 Adkins Road, Su				de) P.O. Box 8026	528,
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director []	General and Managing Partner
Full Name (Last name	first, if individua	al)			
Business or Residence	e Address (Num	nber and Street,	City, State, Zip Coo	le)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director []	General and Managing Partner
Full Name (Last name	first, if individua	al)			unir inidita din Ala
Business or Residence	e Address (Num	nber and Street,	City, State, Zip Coo	le)	ek karla samu uru urusus filo sa eskan kur
(Use blank shee	et, or copy and	use additional	copies of this she	et, as necessary	<i>(.</i>)
	B. INFO	RMATION ABO	UT OFFERING		and all of the second section 4.00
Has the issuer sold, offering?	or does the iss	suer intend to se	ll, to non-accredited	investors in this	Yes [
O Mile et in the empirican		, ,	olumn 2, if filing und		T40
What is the minimulDoes the offering per		·	•		\$18, Yes
3. Does the onering pe	anni joini owne	ramp or a single	urner]
4. Enter the informatio or indirectly, any commute sales of securities broker or dealer regist or dealer. If more than dealer, you may set for	nission or simila in the offering. ered with the S five (5) person	ar remuneration If a person to be EC and/or with a s to be listed are	for solicitation of pu e listed is an associ a state or states, list e associated person	rchasers in conne ated person or ag the name of the b	ection gent of a proker

Busin	ess or R	esidenc	e Addre	ss (Num	nber and	Street, 0	City, Stat	e, Zip Co	ode)	***************************************		•
Name	of Asso	ciated E	Broker o	Dealer	······································					***************************************	 	•
States	in Whic	h Perso	n Listec	Has So	olicited o	r Intends	to Solic	it Purcha	sers			•
(Chec	k "All	States"	or chec	k indiv	idual St	ates)				[] All St	tates
[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]	[HN]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full N	ame (La	st name	first, if i	ndividua	al)							
Busine	ess or R	esidenc	e Addre	ss (Num	ber and	Street, 0	City, Stat	e, Zip Co	ode)			
Name	of Asso	ciated E	Broker or	Dealer	~			tientalle tillenbeser ent beste ter en d		***		
States	in Whic	h Perso	n Listed	Has So	licited o	r Intends	to Solic	it Purcha	sers			
(Chec	k "All	States"	or chec	k indiv	idual St	ates)	• • • • • • • • • • • • • • • • • • • •			[] All St	ates
[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]	[MM]	[NY]	[NC]	[ND]	[HO]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full N	ame (La	st name	first, if i	ndividua	al)			A 144-14-14 A 144 A				
Busine	ess or R	esidenc	e Addre	ss (Num	ber and	Street, (City, Stat	e, Zip Co	ode)			
Name	of Asso	ciated E	Broker or	Dealer				***************************************				
States	in Whic	h Perso	n Listed	Has Sc	licited o	r Intends	to Solic	t Purcha	sers			
(Chec	k "All	States"	or chec	k indiv	idual St	ates)	• • • • • • • • • • • • • • • • • • • •	•		[] All St	ates
[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]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[TU]	[VT]	[VA]	[WA]	[VV]	[WI]	[WY]	[PR]

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

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

^{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 " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	
Debt	-	2 \$ 3,696,720.82
Equity	\$	\$
[] Common [] Preferred		······································
Convertible Securities (including warrants)	\$	\$
Partnership Interests		\$ 495,000.00
Other (Specify).	\$ 495,000.00	¢ 495,000.00
Total		2 \$ 4,191,720.82
Answer also in Appendix, Column 3, if filing under ULOE.	Ψ 4,191,720.02	Ψ 4,101,720.02
Answer also in Appendix, Column 3, it ming under OLOE.		
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."		
	•	Aggregate
	Number	Dollar Amount
	Investors	of Purchases
Accredited Investors	7	\$ 4,191,720.82
Non-accredited Investors		_\$
Total (for filings under Rule 504 only)	7	\$ 4,191,720.82
Answer also in Appendix, Column 4, if filing under ULOE.		
information requested for all securities sold by the issuer, to date, in offerings of the types indicated, 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
Type of offering	Type of Geoding	3010
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 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.	3	
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		[] \$0
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	 	[] \$0
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		[] \$0 [X]\$10,000
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		[] \$0 [X]\$10,000 [] \$0
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		[] \$0 [X]\$10,000

Other Expenses (identify)			\$0]\$10,000
b. Enter the difference between the aggregate offering question 1 and total expenses furnished in response to difference is the "adjusted gross proceeds to the issue 5. Indicate below the amount of the adjusted gross proor proposed to be used for each of the purposes show purpose is not known, furnish an estimate and check the estimate. The total of the payments listed must equal the proceeds to the issuer set forth in response to Part C -	price given in response to Part C - Question 4.a. Thr."	o Part C -	\$4,181,720.82
proceeds to the issuer set forth in response to Part C -	Question 4.5 above.	Affiliates	Payments To Others
Salaries and fees		[] \$	[] \$
Purchase of real estate		[] \$	[] \$
Purchase, rental or leasing and installation of madand equipment		[]	[]
Construction or leasing of plant buildings and faci	lities	[] \$	[] \$
Acquisition of other businesses (including the valusecurities involved in this offering that may be us exchange for the assets or securities of another in pursuant to a merger)	ed in ssuer	[]	[]
Repayment of indebtedness		[x] \$125,000.00	[] \$
Working capital		[] \$	[x] \$4,056,720.82
Other (specify):		[]	[] \$
		[] \$	[] \$
Column Totals		[]	[]
Total Payments Listed (column totals added)		-	81,720.82
D. FEDERAL SIGN	IATURE		
The issuer has duly caused this notice to be signed by this notice is filed under <u>Rule 505</u> , the following signatut to furnish to the U.S. Securities and Exchange Commininformation furnished by the issuer to any non-accredit <u>Rule 502</u> .	ure constitutes an underta ssion, upon written reques	king by the is st of its staff,	ssuer the
Issuer (Print or Type)	Signature	Date	gang dag dag dag dag dag dag dag dag dag da
RTM Media, LP	JUM//	8/21/03	
Name of Signer (Print or Type)	Title of Signer (Print or 7	Гуре)	لیمن نی بلغه با تحقیقات و پروپوری و پرتی بر این نام ۱۳۰۰ ترکیف در به برای در در مرابع
(Marso D: DA N-		⊿ຕາ. _ຄ ∡

	welfaller with the state of the	
		menter anno a inverse investigation de la side de la si
ATTENTION Intentional misstatements or omissions of fact constitution U.S.C. 1001.)	ite federal criminal violations. (See 18	N. T. S.
E. STATE SIGNATU	RE	
Is any party described in 17 CFR 230.262 presently subprovisions of such rule?		Yes No
See Appendix, Column 5, for sta	ate response.	
2. The undersigned issuer hereby undertakes to furnish to which this notice is filed, a notice on Form D (17 CFR 239 law.		
3. The undersigned issuer hereby undertakes to furnish to request, information furnished by the issuer to offerees.	the state administrators, upon written	
4. The undersigned issuer represents that the issuer is far satisfied to be entitled to the Uniform limited Offering Exernotice is filed and understands that the issuer claiming the burden of establishing that these conditions have been sa	nption (ULOE) of the state in which this availability of this exemption has the	
The issuer has read this notification and knows the contennotice to be signed on its behalf by the undersigned duly a	•	
Issuer (Print or Type) RTM MENIA, LP	Signature Date 9/2	1/03
Name of Signer (Print or Type) GOTFRY D. RUSGET, TR.	Title (Print or Type) MEMBUR, RTM IAN (LC, GENERAL PAR	
	RIM MEDIA, LI))
Instruction:		
Print the name and title of the signing representative under this form. One copy of every notice on Form D must be ma signed must be photocopies of the manually signed copy of	anually signed. Any copies not manually	

APPENDIX

1	2		3	carriero con i en visi. Comence viga aparello as por deserva esta e e	esta de la composição de La composição de la compo	4	e de la companya de l	A special principal for transporting and the special principal and the		
	Intend to non-ac investors (Part B-	to sell credited in State	Type of security and aggregate offering price		Disqualification under State UL (if yes, attaction of amount purchased in State) (Part C-Item 2) Disqualification of under State under State UL (if yes, attaction of explanation of waiver grante) (Part E-Item 2)			te ULOE attach tion of ranted)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL					, 11100111				110	
AK		127704		**************************************		inches de la companya	***************************************	<u> </u>		
ΑZ	received and an experience of					an dan dan dan dan dikerbindika dan dan Mar dibak tidak di basa di basa di 1922a				
AR			AMERICA PARAMETERS CONTROL OF THE STATE OF T			A STATE OF THE STA	- Water in the later in the lat		and the second s	
CA				and the second principle (Supplied Lags of Supplied Lags	indiana ya maningi ya kata wa kata na k					
СО	en en en de la companya de la compa			,						
СТ	and the spiritual and the interest of the spiritual and the spirit					iki narika sala palitishka dispilitish isi kadimin da dispilitish isi da dispilitish da dispilitish da dispilit				
DE			distributivo sub-ses a estatoria de requisir a escue atrevera e succesión e distributiva de vibras.			gel men kitala da da da da kasa da kasa da kasa da	هيار دائية (دونمية ماهيات دوي دار			
DC			All and the state of the state		and the second of the second o					
FL			alania. Ni mista parpapata alamban persana karan 1940 km in 1940 km					<u></u>		
GA	and a second of the second									
н										
ID										
IL										
IN			ASSESSED TO SELECT THE							
IA						Links all the control of the control				
KS								والمراور وال		
KY										
LA					والمساورة					
ME					, which is a section as you have boardy, countries of a					
MD	iii. aa siisiin liikkiin ka kalaas		de a colonidado de acesta de a							
MA			on, deposition and the first of the bounds and the last at 100 life beautiful 17 fc.			ļumas raitus saudas saud			<u> </u>	
MI									<u> </u>	
MN	a, and part of the second second second			. 4104400	aran arang kalang arang kang aran					
MS	indes profesion spill Habilitan in					A CONTRACTOR OF THE STATE OF TH		<u> </u>		
MO										
MT	namental and the state of the s				namental de l'action de la colonia de l'action de l'ac	and the charter of th		•		
NE		والمتعادية والمتعادية والمستعددة							internation	
NV							** **			

NH		minte as industribular (propries	interestant in magnitude in colonia in the desiration and the instance and an along singuity, so as since it	- A Con Horston and the Shirth American States and Associate Sales	alangai kana terbishi bira (paping) dagiyah hayan siganing mingat (papi ana	en prime a chaethair a riche (na mhiannia chiadh), cuadh ann an inigh, ing capain 	1	·	magnet ski derestin komunika na Mina ataut K
	1	wat sindu ikwen y ewin	÷ į	. The state of the				A grande had communicate state should be supply as in the same state of the same sta	a ale esseries services since
NJ		verster charles land a second by			and the state of t			or produkte incline the training and the	
NM		in The State of the State of S	engle omelær (komis om skinske deletak, grav, samet kolika kolika kan siga.						
NY		Similaria da la caracta de		And the same of th					
NC		90000 S 20100 FO BOO						haring an Pierra albah Mengada dari ya 129 kada 155 an bayai Barangan dari ya 156 kata 156 Barangan dari ya 156 kata 156	i politici de la Partido UNISTA.
ND								<u> </u>	
ОН									
OK						Anterior to the first of the fi			
OR	2012/04/2017			A Commence and a commence of the second					***************************************
PA								**************************************	and the same of th
RI									
SC				5					aa maadaa
SD		A Charles of the Common control					and the second s		
TN	To the second	***************************************						N. C.	
TX		X	LP Interest/ \$4,191,720.82	7	\$4,191,720.82	0	0	A-4004.00.104.005.007.007.00	x
UT		eer on to out the seni source tresses to							ALESANDON CONTRACTO
VT				ى يى مەرىسىدىرىك ئالىكىلىدىدىدىدىدىدىدىدىدىدىدىدىدىدىدىدىدى		э. эт такжи оо такжи тэт жиг аймын ал оты тоод одо одо	در <u>ر رو</u> یوسیان بیار در واسیا		
VA			CONTRACTOR CONTRAC		ان روز <u>ر دو روز</u> ر از دو	المرابق <u>المطلق من ورو</u> ر و مرود ويونون المائية المرابط المستقد المستقد المستقد المستقد المستقد المستقد المستقد الم 		on and and an entropy of the contract of the c	A SECURE A CONTRACTOR
WA				ويسروان يهريها وقت يناجيك تشاسخا لقاصك ف		المحقود والمتال المراجعة المتال ا			
WV				ad kallistaa (kan-) kan a darigi in yaa da'aa gaaraa ka		91 (1864) - Millio Sando Mario (1964) - Mario Sando (1866) - Mario (1866) - Mario (1866)	eakenderden.com	Maria de Labado Lebado do 1910 Lingue	أوامينا و الماسطة حدث منسنة. أ
WI			Control of the Lentenberg Control of the Control of	ية والمنظمة المنطقة الم					OCCUPATION OF THE PROPERTY.
WY		- d addied (NE STATEMENT AND SECTION OF THE SECT	وروي وروي وروي وروي المنظمة ا		و در به در		<u> </u>	
PR			APIANI, ON BERMULA LANGUAGE AT LANGUAGE AND COLOR AND CO			ور بي رس دور در دو دور دو		والمهاوي والمتحدد والمراسلين المتحدد والمتحدد المتحدد المتحدد المتحدد المتحدد المتحدد المتحدد المتحدد المتحدد	evantaning opposite

http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002