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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 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

03059904

AUG 2 5 2003 FORM D188 / \$5 OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

PROCESSED

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

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SEC	USE ON	ĭLY '"	
Prefix		Serial	
DAT	E RECEI	VED	

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)								
Filing Under (Check box(es) that apply):	[] Rule 504 [] Rule 505	[x] Rule 506	[] Section 4(6)	[]ULOE				
Type of Filing: [x] New Filing [] Amendment							
A. I	BASIC IDENTIFICATION D	ATA						
1. Enter the information requested	about the issuer			- Andrews				
Name of Issuer ([] check if this is	an amendment and name h	nas changed, an	d indiciate					

change.) RTM Investments, LLC

	Offices (Number and Stree FX 77055-7413; (713) 463-7400	et, City, State, Zip Code) 1175 Adkins Road,
Address of Principal & Telephone Number (I (if different from Exec	ncluding Area Code)	and Street, City, State, Zip Code)
Brief Description of B	usiness Outdoor Ad	vertising Business
Type of Business Organization		
[] corporation	[] limited partnership, already formed	[x] other (please specify): limited liability corporation, already formed
[] business trust	[] limited partnership, to be formed	•
	•	Month Year tion: [09] [02] [x] Actual [] Estimated vo-letter U.S. Postal Service abbreviation for State: da; 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.

A. BASIC IDENTIFICATION DATA
2. Enter the information required for the faller vings.

- 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.	Roberts, Jr.		**************************************
Business or Residen Suite 101, Houston,		er and Stree	t, City, State, Zip Coo	le) 1175 Adkins F	Road,
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.	Duenner		····
Business or Residen Suite 101, Houston,	•	er and Stree	t, City, State, Zip Coo	de) 1175 Adkins F	Road,
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)	Gregory S.	Jannasch	<u> </u>	
Business or Residen Suite 101, Houston,		er and Stree	t, City, State, Zip Coo	de) 1175 Adkins F	Road,
Check Box(es) that Apply:	[] Promoter [x] Beneficial Owner	[] Executive Officer	[] Director [General and/or Managing Partner

Full Name (Last name first, if individual) Curt	tis Brooks	AND THE PERSON OF THE PERSON O				
Business or Residence Address (Number an Suite 101, Houston, TX 77055-7413	d Street, City	State, Zip Code)	1175 Adkins I	Road,		
Check Box(es) that [] Promoter [x] Ben Apply: Own] Executive Officer	[] Director [] General Managin Partner		d/or
Full Name (Last name first, if individual) Stev	ven T. Fyke					
Business or Residence Address (Number an Suite 101, Houston, TX 77055-7413	d Street, City,	State, Zip Code)	1175 Adkins F	Road,		
Check Box(es) that [] Promoter [] Bene Apply: Own	-	Executive Officer	[] Director [] General Managin Partner		/or
Full Name (Last name first, if individual)						
Business or Residence Address (Number an	d Street, City,	State, Zip Code)				
Check Box(es) that [] Promoter [] Bene Apply: Own		Executive Officer	[] Director []] General Managin Partner		/or
Full Name (Last name first, if individual)						
Business or Residence Address (Number an	d Street, City,	State, Zip Code)				
(Use blank sheet, or copy and use a	dditional cop	ies of this sheet	, as necessar	y.)		
B. INFORMATI	ON ABOUT C	FFERING				
1. Has the issuer sold, or does the issuer into offering?	end to sell, to	non-accredited in	vestors in this	Υe	es]	No [x]
Answer also in App		•		% 0) E0	0.01
2. What is the minimum investment that will t3. Does the offering permit joint ownership or	•	•			2,50 es	
4. Enter the information requested for each p	Ū			[1	[x]
directly or indirectly, any commission or simil connection with sales of securities in the offer or agent of a broker or dealer registered with of the broker or dealer. If more than five (5) pa broker or dealer, you may set forth the info	ar remunerati ering. If a personth the SEC and persons to be	on for solicitation on to be listed is a for with a state or listed are associa	of purchasers an associated p states, list the ted persons of	person name		
Full Name (Last name first, if individual) NOT	Γ APPLICABL	E				
Business or Residence Address (Number an	d Street, City	State, Zin Code)				

Name	of Asso	ciated 8	Broker o	r Dealer								
States	in Whic	ch Perso	on Listed	Has So	olicited o	r Intends	to Solic	it Purcha	sers			•
(Chec	k "All	States"	or chec	k indiv	idual St	ates)	•••••			[] All S	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]	[NH]	[NJ]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full N	ame (La	ist name	e first, if	individua	al)			***************************************			**************************************	•
Busin	ess or R	esidenc	e Addre	ss (Num	ber and	Street, 0	City, Stat	te, Zip Co	ode)			•
Name	of Asso	ciated E	Broker o	Dealer								•
States	in Whic	h Perso	on Listed	l Has So	olicited o	r Intends	to Solic	it Purcha	sers			•
(Chec	k "All	States"	or chec	k indiv	idual St	ates)		••		[] All S	tates
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[MT]	[NE]	[NV]	[NH]	[LN]	[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	e first, if	individua	al)							•
Busin	ess or R	esidenc	e Addre	ss (Num	nber and	Street, (City, Stat	e, Zip Co	ode)		**************************************	•
Name	of Asso	ciated E	Broker o	Dealer			Carrier and the second and the second	**************************************				•
States	in Whic	h Perso	n Listed	Has So	olicited o	r Intends	to Solic	it Purcha	sers			•
(Chec	k "All	States"	or chec	k indiv	idual St	ates)				[] All S	tates
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[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[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

Amount Already Sold

Debt	\$	0	\$	0
Equity	\$		\$	
[] Common [] Preferred				
Convertible Securities (including warrants)	\$		\$	
Partnership Interests	\$		\$	
Other (Specify LLC membership Interest).		00.00	\$	5,000.00
Total	\$ 5,0	300.00	Ψ Φ	3,000.00
	Ψ		Φ	
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."				
				egate
	Number			r Amount irchases
Accredited Investors	Investors	2	\$	5,000
Non-accredited Investors			_\$	3,000
Total (for filings under Rule 504 only)			\$	
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.				
	Turn of C		Dolla	r Amount
Type of offering	Type of S	ecurity	Sold	
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.				
Transfer Agent's Fees				[]\$0
Printing and Engraving Costs				[]\$0
Legal Fees				[]\$0
Accounting Fees				[]\$0
Engineering Fees				[]\$0
Sales Commissions (specify finders' fees separately)				[]\$0
Other Expenses (identify)				[]\$0

b. Enter the difference between the aggregate offering Question 1 and total expenses furnished in response to the "adjusted gross proceeds to the issuer."	to Part C - Question 4.a. This possible to the issuer used or If the amount for any he box to the left of the the adjusted gross proceeds	is difference is	s \$5,000
to the loader sectional investigation are or question	4.5 db0vc.	Payments to Officers, Directors, &	Payments
		Affiliates	Others
Salaries and fees		[] \$	[] \$
Purchase of real estate		[] \$	[] \$
Purchase, rental or leasing and installation of ma and equipment		[]	[]
Construction or leasing of plant buildings and fac	ilities	[] \$	[]
Acquisition of other businesses (including the value securities involved in this offering that may be us exchange for the assets or securities of another pursuant to a merger)	sed in issuer	[]	[]
Repayment of indebtedness		[] \$	[] \$
Working capital		[]	[x] \$ \$5,000
Other (specify):		[] \$	[] \$
		[] \$	[] \$
Column Totals	•	[] \$	[]
Total Payments Listed (column totals added)		·	5,000
D. FEDERAL SIGN	NATURE		And the same of th
The issuer has duly caused this notice to be signed by this notice is filed under Rule 505, the following signat to furnish to the U.S. Securities and Exchange Commi information furnished by the issuer to any non-accreding Rule 502.	ure constitutes an undertaki ssion, upon written request	ing by the issue of its staff, the	e e
Issuer (Print or Type)	Signature 100	Date	
RTM Investments, LLC	J. D. Allo	8/21/03	
Name of Signer (Print or Type)	Title of Signer (Print or Ty		national surface is a contract to the state of the state
GENFFREY D, RUBGETS, TR.	Mumbur	STEEL SERVICE STREET, SERVICE SERVICES	etigunera 25. loj broudingrio sensibilita

[]\$0

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Intentional misstatements or omissions of fact constitute federal U.S.C. 1001.)	eral criminal violations. (See 18	3
E. STATE SIGNATURE		
1. Is any party described in 17 CFR 230.262 presently subject to a provisions of such rule?	any of the disqualification	Yes No
See Appendix, Column 5, for state resp	ponse.	
2. The undersigned issuer hereby undertakes to furnish to any stawhich this notice is filed, a notice on Form D (17 CFR 239,500) at law.		
3. The undersigned issuer hereby undertakes to furnish to the starequest, information furnished by the issuer to offerees.	te administrators, upon written	
4. The undersigned issuer represents that the issuer is familiar wis satisfied to be entitled to the Uniform limited Offering Exemption (notice is filed and understands that the issuer claiming the available burden of establishing that these conditions have been satisfied.	ULOE) of the state in which this	
The issuer has read this notification and knows the contents to be notice to be signed on its behalf by the undersigned duly authorize	•	
Issuer (Print or Type) RTM INFSTMENTS, LLC	Signature Date 8/2	21/03
Name of Signer (Print or Type)	Title (Print or Type)	enter in version der jest versioner er
BENTFREY D. RUBERTS, JR.	MEMBER	
Instruction:		
Print the name and title of the signing representative under his significant this form. One copy of every notice on Form D must be manually signed must be photocopies of the manually signed copy or bear	signed. Any copies not manually	

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APPENDIX

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State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
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