FORM D



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

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION 847466

OMB APPROVAL

OMB Number: Expires:

3235-0076 May 31, 2005

16.00

Estimated average burden

hours per response

SEC USE ONLY Prefix DATE RECEIVED

Name of Offering	(check if this is an an	nendment and name	has changed, and indic	ate change.)		
Main Street Resta	aurant Group, Inc. / Off	ering of Common	Stock and Warrants			
	eck box(es) that apply):	☐ Rule 504	☐ Rule 505	⊠ Rule 506	☐ Section 4(6)	DATOERECEIVED
Type of Filing:	New Filing	☐ Amendment				13
			BASIC IDENTIFICA	ATION DATA		0000 =
1. Enter the inform	nation requested about the	e issuer				MAY 1 7 2005
Name of Issuer	(☐ check if this is ar	amendment and na	ime has changed, and in	ndicate change.)		120
Main Street Rest	aurant Group, Inc.					
Address of Exec	utive Offices		(Number and Street, Ci	ty, State, Zip Code)	Telephone Number (Inc	luding Area Code 03 /5
5050 North 40th	Street, Suite 200, Phoen	nix, AZ 85018			(602) 852-9000	
Address of Princ	ipal Business Operations		(Number and Street, Ci	ty, State, Zip Code)	Telephone Number (Inc	luding Area Code)
	Executive Offices)					<u> </u>
Brief Description	of Business					
Ownership and s						
Ownersnip and o	operation of restaurants	.				PROCESSED
Type of Business (Organization					MAY 2 0 2005 -
⊠ corp	poration	☐ limited partne	rship, already formed	☐ Other (please	e specify)	19641 6 0 2000
□ busi	iness trust	☐ limited partne	rship, to be formed			THOMSON
		N	1onth Year			FINANCIAL
Actual or Estimate	ed Date of Incorporation of	or Organization: 0	5 9 1	⊠ Actual	☐ Estimated	
Jurisdiction of Inc	orporation or Organizatio	n (Enter two-letter I	LS. Postal Service abbi		Listimated	
Jangaretton of mo	orporation of Organizatio	•	ada; FN for other forei		$ \mathbf{D} \mathbf{E} $	
			•	,		

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.

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.

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.

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

A. BASIC IDENTIFICATION DATA

- 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
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or
ill Name (Last name first, if	individual)				Managing Partner
ntioco, John F.					
usiness or Residence Addre	ss (Number and Stre	eet, City, State, Zip Code)			
o Blockbuster, Inc., 1201 l	Elm Street, Mail Co	ode D04, 32 nd Floor, Dallas, T	TX 75270		
theck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	⊠ Director	☐ General and/or Managing Partner
ull Name (Last name first, it	individual)				
hrader, William G.					
Business or Residence Addre	ss (Number and Str	eet, City, State, Zip Code)			
050 North 40th Street, Suite	e 200, Phoenix, AZ	85018 Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or
heck Box(es) that Apply:		Li Beneficial Owner	Executive Officer	M Director	Managing Partner
ull Name (Last name first, it	findividual)				
Aetz, John C.					
Business or Residence Addre	ss (Number and Str	eet, City, State, Zip Code)			
o Metz and Associates, Lt			75		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
ull Name (Last name first, i	findividual)				
Villiams, Wanda					
Business or Residence Addre	ss (Number and Str	eet, City, State, Zip Code)			
704 East Michigan Ave., P				- 	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
ull Name (Last name first, i	findividual)				
Gonzales, Kenda B.					
Business or Residence Addre	ss (Number and Str	eet, City, State, Zip Code)			
o Apollo Group, Inc., 461.					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
ull Name (Last name first, i	findividual)				
Zyman, Sergio S.					
Business or Residence Addre	ss (Number and Str	eet, City, State, Zip Code)			
/o Zyman Group, 2695 Bu					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
'ull Name (Last name first, i	f individual)				ivimiaging t aithei
Garnreiter, Michael					
Business or Residence Addre	ss (Number and Str	eet, City, State, Zip Code)			
050 North 40th Street, Suit	e 200, Phoenix, AZ	85018			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	General and/or
full Name (Last name first, i	f individual)				Managing Partner
Gee, Stuart	•				
see, Stuart Business or Residence Addre	ss (Number and Str	eet, City, State, Zip Code)			

A. BASIC IDENTIFICATION DATA 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	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Barbini, Stephanie					
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
5050 North 40th Street, Suite	200, Phoenix, AZ	85018			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Herron, Michael J.					
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
5050 North 40th Street, Suite			 		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Ward, Cynthia					
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
5050 North 40 th Street, Suite	200, Phoenix, AZ	85018			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Full Name (Last name first, if	individual)			·	Managing Partner
Business or Residence Addres	s (Number and Stre	eet, 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 Addres	s (Number and Stre	eet, City, State, Zip Code)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Full Name (Last name first, if	individual)				Managing Partner
Business or Residence Addres	s (Number and Stre	eet, 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 Addres	ss (Number and Stro	eet, City, State, Zip Code)			

[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] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] [WY] [PR] [WV] [WI] [WY] [PR] [WV] [WI] [WV] [WI] [WY] [PR] [WV] [WV] [WV] [WV] [WV] [WV] [WV] [WV					В.	INFORMA	TION ABOU	T OFFERI	NG				
2. What is the minimum investment that will be accepted from any individual?		, ,,				11.		·	, u				
2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 4. Enter the information required for each person who has been or will be paid or given, directly or indirectly, any commission or similar returnmentation for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed dis an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer for me than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer cells. Pull Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Facility of the states) [AL] [AK] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [DO] [PA] [PA] [PA] [PA] [PA] [PA] [PA] [PA	1. Has the	e issuer sold,	or does the						•			П	
3. Does the offering permit joint ownership of a single unit? 4. Enter the information required for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sakes of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer restricted with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [AR] [MN] [MN] [MN] [MN] [MN] [MN] [MN] [MN	2 What i	a tha minim	ım invoctma		-	-		-				\$5 A	20.000
3. Does the offering permit joint ownership of a single unit? 4. Enter the information required for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed are associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer for more than five (5) persons to be listed are associated persons or such a broker or dealer, you may set forth the information for that broker or dealer only. N/A Full Name (Last name first, if individual) N/A States in Which Person Listed Has Solicited or intends to Solicit Purchasers (AL) (AK) (AK) (AZ) (AR) (CA) (CO) (CT) (DE) (DC) (FL) (GA) (HI) (WA) (WY) (WI) (WI) (WI) (WI) (WI) (WI) (WI) (WI	Z. What i	5 the minime	im mvesime	in that will i	oc accepted	nom any m	urviduar:						
4. Enter the information required for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed as an associated person or agent of a broker or dealer, registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than throe of your persons to be listed are associated persons of such a broker or dealer, you may set front the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Cheek "All States" or check individual States) [AL] IAS [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HH] [GD] [HJ] [NR] [NR] [NR] [NR] [NR] [NR] [NR] [NR	3. Does t	he offering p	ermit joint o	wnership of	f a single un	it?							
Islated is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual)	4. Enter t	he information	on required	for each per	son who ha	s been or wi							
of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Size	or simi	ilar remunera	ation for sol	icitation of p	ourchasers i	n connection	n with sales	of securitie	s in the offe	ring. If a p	erson to be		
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Name of Associated Broker or Dealer													
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Check "All States" or check individual States)	Name of As	sociated Broke	er or Dealer					 				 -	
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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual 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] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	Business or	Residence Ad	aress (Numo	er and Street,	City, State, Z	ip Code)							
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[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] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	States in W	hich Person Li	sted Has Soli	cited or Intend	ds to Solicit F	urchasers							
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[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]													
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	[RI]	[SC]	[SD]	[TN]	[TX]	[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 PROCE	EDS			
Type of Security Debt	1.	if answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in th	e				
Debt. S		Type of Security			4	Amo	•
Equity			\$		\$		
Common			\$ 5,000,000	0(1)	\$ 5	5.000	(1)000.
Partnership Interests		☑ Common ☐ Preferred			_		
Partnership Interests		Convertible Securities (including Warrants)	\$		\$		
Other (Specify					s_		
Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors		•			<u> </u>		. "
Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Investors 1					\$ 4	.000	1.000
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number linestors			<u> </u>		<u></u>	,,,,,,,	
aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Numb		Answer also in Appendix, Column 3, if filing under ULOE.					
Accredited Investors Accredited Investors Non-accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 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 Rule 505 Regulation A Rule 504 Total N/A N/A N/A N/A N/A N/A N/A N/	2.	aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who hav purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is	e			4	Aggregate
Non-accredited Investors							
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Security Sold Type of offering Rule 505 Regulation A Rule 504 N/A Total N/A Total A Intrinsian a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) SN/A		Accredited Investors	.,,	1	_ :	\$ <u>_5,</u> (000,000
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. Regulation A. Rule 504. N/A Total N/A Total N/A A Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Sold N/A N/A S N/A N/A S N/A N/A S N		Non-accredited Investors	• • • • • • • • • • • • • • • • • • • •	-0-	_ :	\$	-0-
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		Total (for filings under Rule 504 only)		N/A	_ :	\$	N/A
Type of offering Rule 505	3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by th issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this					
Type of offering Rule 505		offering. Classify securities by type listed in Part C - Question 1.		Type of		D	ollar Amount
Rule 505		Time of a Chaire					
Regulation A N/A S N/A Rule 504 N/A Total N/A S N/A Total N/A S N/A 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.				NILL		σ	NT/ 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. Printing and Engraving Costs Legal Fees. Legal Fees. Engineering Fees. Sales Commissions (specify finders' fees separately) Other Expenses (identify) Separately (identify) Separately) Other Expenses (identify)					-		
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Printing and Engraving Costs □ \$ Legal Fees □ \$ Accounting Fees □ \$ Engineering Fees □ \$ Sales Commissions (specify finders' fees separately) □ \$ Other Expenses (identify) □ \$ * * * \$ * * * \$ * * * * \$ * </td <td>4.</td> <td>offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given a subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the bo to the left of the estimate.</td> <td>x</td> <td></td> <td>_</td> <td></td> <td></td>	4.	offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given a subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the bo to the left of the estimate.	x		_		
Legal Fees ☒ \$		· ·					
Accounting Fees □ \$ Engineering Fees □ \$ Sales Commissions (specify finders' fees separately) □ \$ Other Expenses (identify) ⊠ \$ \$							
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Sales Commissions (specify finders' fees separately) Other Expenses (identify) S 65,000(2)							
Other Expenses (identify) \(\						\$_	
						\$_	
Total		Other Expenses (identify)			X	\$_	65,000(2)
10ta		Total			X	\$_	85,000

(1) The Issuer is offering 2,325,581 shares of its common stock for the aggregate purchase price of \$5,000,000 (the "Purchase Price"). In exchange for payment of the Purchase Price, the buyer shall also be issued warrants to purchase up to 581,395 shares of common stock

(2) Includes legal, accounting and due diligence expenses reimbursed to the Buyer.

. . . .

	C. OFFERING PRICE, NUMBER OF I	INVESTORS, EXPENSES	AND US	E OF PROCEEDS		
	b. Enter the difference between the aggregate offering Question 1 and total expenses furnished in response to Pathe "adjusted gross proceeds to the issuer."	art C - Question 4.a. This	differe	nce is		\$ 4.915,000
						\$ 4,215,000
5.	Indicate below the amount of the adjusted gross proceed used for each of the purposes shown. If the amount for estimate and check the box to the left of the estimate. The the adjusted gross proceeds to the issuer set forth in respon	any purpose is not know total of the payments liste	n, furni d must	ish an equal		
				Payments to Officers, Directors & Affiliates		Payments to Others
	Salaries and Fees	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		\$		\$
	Purchase of real estate			\$		\$
	Purchase, rental or leasing and installation of machinery and equipn			\$		\$
	Construction or lease of plant buildings and facilities			\$		\$
	Acquisition of other businesses (including the value of securities into offering that may be used in exchange for the assets or securities of issuer pursuant to a merger)	another				
				\$		\$
	Repayment of indebtedness			\$		\$
	Working capital			\$	\boxtimes	\$_4 <u>,915,000</u>
	Other (specify)					
				\$		\$
	Column Totals			\$	\boxtimes	\$ <u>4,915,000</u>
	Total Payments Listed (column totals added)			⊠ \$ <u>4,9</u>	15,000	··-
	D. FE	DERAL SIGNATURE				
iderta	her has duly caused this notice to be signed by the undersigned duly a king by the issuer to furnish to the U.S. Securities and Exchange Coned investor pursuant to paragraph (b)(2) of Rule 502.					
Issue	(Print or Type)	Signature		/ [05-06-0
Mair	Street Restaurant Group, Inc.	My S	<u>- 7</u>	for		05-06-0
Nam	of Signer (Print or Type)	Title of Signer (Print or Type	e)	V		
Mict	ael J. Herron	Vice President, General Co	unsel, a	nd Secretary		

ATTENTION _____

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