### FORM D



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

NOV 0 8 2005

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response 16.00

## FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION Do 209 SECTION 4(6), AND/OR

# UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY						
	Serial					
DATE RECEIVED						

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)	12113000
Limited liability company interests in Westwood Restaurant Associates LLC	1343999
Filing Under (Check box(es) that apply):    Rule 504  Rule 505  Rule 506  Section 4(6)	DULOPROCESSED
Type of Filing	- INCIPEZZED
	CHAN I A WALL
A. BASIC IDENTIFICATION DATA	NUV 1 U 2005
1. Enter the information requested about the issuer	Timbono i
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	Elocologia (
Westwood Restaurant Associates LLC	Financial
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
39 Westover Parkway, Norwood, MA 02062	(781) 551-0828
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	
Same	
Brief Description of Business: To acquire by purchase or otherwise, sell, own, operate a franchise, trade in, hold, build,	
real and personal property of every kind and description, and to do all things necessary or incidental thereto, and perform	
or performed by a LLC under the laws of the State of Delaware. To purchase, acquire, buy, sell, own, trade-in,	
improve and otherwise deal in and with any property, real or personal, in fee or under lease, or any	
of every kind and description, and any services associated therewith necessary or convenient for the	business and operations of the LLC and
to do any and all things necessary, convenient or incidental to that purpose.	
Type of Business Organization  corporation limited partnership, already formed other (i	the second of th
business trust limited partnership, to be formed	please specify): LLC, already formed
Month Year	
Actual or Estimated Date of Incorporation or Organization: 0 3 0 5	☐ Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:	
CN for Canada; FN for other foreign jurisdiction)	MA

#### 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 the 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: Give (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.

#### 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. BACICIDE TIFICATION DATA 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. ☐ Promoter Beneficial Owner Check Box(es) that Apply: ☐ Executive Officer General and/or ☑ Manager Managing Partner Full Name (Last name first, if individual) LaCount, Steven G. Business or Residence Address (Number and Street, City, State, Zip Code) 39 Westover Parkway, Norwood, MA 02062 Promoter ☐ Beneficial Owner ☐ Executive Officer General and/or Check Box(es) that Apply: Manager Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Promoter Beneficial Owner ☐ Executive Officer General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Promoter ☐ Beneficial Owner Executive Officer General and/or Check Box(es) that Apply: 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 ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

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

☐ Beneficial Owner

Promoter

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:

Full Name (Last name first, if individual)

Executive Officer

General and/or

Managing Partner

16.3			\$ 1 <b>5</b> 8 \$		B, 1	NEORMA!	TIÓNÁBÓ	UT OFFER	ung // ! »	Marie :			14.4
1	Hac tl	ne issuer so	ld ordoes t	he iccuer int	end to sell	to non-accre	aditad invac	tors in this	offering?			Yes	No
1 Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									$\square$				
Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?									\$12,500	. 00			
					оо шоор.					••••••	•••••	Yes	No
3.	Does	the offering	g permit joir	nt ownership	of a single	unit?			••••••	•••••	••••••		
4. Enter the information requested fore ach 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 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 my set forth the information for that broker or dealer only.													
		(Last name	first, if ind	ividual)									
N/A		r Residence	Address (N	Number and	Street, City	, State, Zip	Code)						
NI		id D	noles es De							·			
Nar	ne of A	ssociated E	Broker or De	ealer									
Stat				s Solicited o									
_	(Chec	<del></del>	es" or check	individual S	States)							☐ All s	tates
	AL IIL AT RI	AK IN NE SC	LA NV SD	KS NH TN	CA KY NJ TX	LA NM UT	CT ME NY VT	MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Ful	l Name	(Last name	first, if ind	ividual)									
Bus	iness o	r Residence	Address (N	Number and	Street, City	, State, Zip	Code)					,	
Nar	ne of A	ssociated E	Broker or De	ealer	and the second					, p. v. v.			
Stat	es in W	hich Perso	n Listed Ha	s Solicited o	r Intends to	Solicit Pur	chasers				-		
	(Chec	k "All State	es" or check	individual S	States)					• • • • • • • • • • • • • • • • • • • •	•••••	☐ All s	tates
<u> </u>	IL AT RI	AK IN NE SC	AZ LA NV SD	AR KS NH TN	CA KY NJ TX	LA NM UT	CT ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR
Full	Name	(Last name	first, if ind	ividual)							<del></del>		
Bus	iness o	r Residence	Address (1	Number and	Street, City	, State, Zip	Code)						
Nar	ne of A	ssociated E	Broker or De	ealer									
Stat	es in W	hich Perso	n Listed Ha	s Solicited o	r Intends to	Solicit Pure	chasers					5 - 11 <del>5 V - 1</del> - 1	
	(Chec	k "All State	es" or check	individual S	States)					••••••••		☐ All s	tates
N	AL IL AT	AK IN NE SC	AZ LA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR

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

4.E	G. OFFERING PRICE, NUMBI	er of investors, expenses and	ÜSF	OF PROCEEDS.			<b>学,外提</b> 系
	b. Enter the difference between the aggregate offering and total expenses furnished in response to Part C – Quer gross proceeds to the issuer."	stions 4.a. This difference is the "adjusted			\$	327	7,500.00
5.	Indicate below the amount of the adjusted gross proceed for each of the purposes shown. If the amount for any and check the box to the left of the estimate. The tot adjusted gross proceeds to the issuer set forth in response	purpose is not known, furnish an estimate tal of the payments listed must equal the					
				Payments to Officers, Directors, & Affiliates			Payments to Others
	Salaries and fees			\$		\$	50,000.00
	Purchase of real estate			\$		\$	
	Purchase, rental or leasing and installation of machinery and equipment			\$	Ø	<b>s</b>	212,500.00
	Construction or leasing of plant buildings and facilities			\$		\$	
	Acquisition of other businesses (including the value of secthis offering that may be used in exchange for the assets of another issuer pursuant to a merger)	or securities of	П	<b>S</b>	П	<b>s</b> .	
	Repayment of indebtedness				_	_	<del></del>
			_	\$		_	
	Working capital	···		\$		\$	65,000.00
	Other (specify):			\$		\$_	·
						_	
				\$		<b>\$</b> _	
	Column Totals			\$		\$	327,500.00
	Total Payments			☑ \$ <u>327</u>	,500.	00	
		D. FEDERAL SIGNATURE				right.	
igr	Issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to furnisormation furnished by the issuer to any non-accredited in	sh to the U.S. Securities and Exchange Co	mmi	ssion, upon written			
ssu	er (Print or Type)	Signature		Date	/_	_/	,
	stwood Restaurant Associates LLC	Ju O de	/_	101	2	7/0	3
Van	ne of Signer (Print or Type)	Title of Signer (Print or Type)					
Ste	ven G. LaCount	Manager					

Intentional misstatements or omissions of fac ATTENTION II criminal violations. (See 18 U.S.C. 1001.)

4.		LE STATESIGNATURE: A SECTION OF THE	讲代的						
1.	Is any party described in 17 CFR 230.262 pressuch rule?	Yes	No <b>☑</b>						
	See Appendix, Colu	mn 5, for state response.							
2.	The undersigned issuer hereby undertakes to fit D (17 CFR 239.500) at such times as required by	rnish to any state administrator of any state in which this by state law.	notice is filed a	notice on Form					
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.								
4.		uer is familiar with the conditions that must be satisfied the in which this notice is filed and understands that the is at these conditions have been satisfied.							
	r has read this notification and knows the conter orized person.	ts to be true and has duly caused this notice to be signed	on its behalf by	the undersigned					
Issuer (Pr	int or Type)	Signature	Date, /						
Westwo	od Restaurant Associates LLC	Jen o Leur	10/29/0						
Name of S	Signer (Print or Type)	Title of Signer (Print or Type)	·						

Manager

Steven G. LaCount

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures

				APPE	INDIX 1.				
1	i	in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State  (Part C-Item 2)			Disqua under St (if yes explan waiver	lification ate ULOI s, attach (ation of granted) (Item 1)
State	Yes	No	Westwood Restaurant Associates LLC	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
СО									
СТ									
DE									
DC									
FL									
GA	, ,								
HI									
ID									
IL	·· <del>-</del> ·								
IN									
IA									
KS									
KY									
LA									
ME						,			
MD									
MA	X		\$350,000.00	10	\$300,000.00	1	\$50,000.00		X
MI									
MN									
MS									

				<b>P</b> APPE	NDIX M				
1	Intend to non-ac investors	Type of security and aggregate to non-accredited investors in State (Part B-Item 1)  Type of security and aggregate offering price Type of investor and amount purchased in State (Part C-Item 1)  (Part C-Item 2)				Type of investor and			ification ate ULOE , attach ation of granted) Item 1)
State	Yes	No	LLC Interests in Westwood Restaurant Associates LLC	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
МО									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND					,				
ОН									
ОК									
OR					• .				
PA									
RI									
SC									
SD							· · · · · · · · · · · · · · · · · · ·		
TN									
TX									
UT									
VT									
VA									-
WA	·····						<u> </u>		
WV	· · · · · · · · · · · · · · · · · · ·						<u>.                                    </u>		
WI									

Intend to sell and aggregate			Type of security and aggregate offering price		under Sta				
	investors (Part B-		offered in state (Part C-Item 1)	amount purchased in State (Part C-Item 2)			waiver granted) Part E-Item 1)		
State	Yes	No	LLC Interests in Westwood Restaurant Associates LLC	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
WY									
PR									

#322576 v1/38111/1

#### Form U-2

# Form U-2 Uniform Consent to Service of Process

NOV 0 8 2005

#### KNOW ALL MEN BY THESE PRESENTS:

That the undersigned Westwood Restaurant Associates LLC, a limited liability company organized under the laws of Massachusetts for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Martin C. Pomeroy, Esq. Bernkopf Goodman LLP 125 Summer Street, Suite 1300 Boston, MA 02110

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of each State as its attorney in that State for receipt of service of process:

AL	Secretary of State	FL	Dept. of Banking and Finance
AK	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	GA	Commissioner of Securities
AZ	The Corporation Commission	GUAM	Administrator, Department of Finance
AR	The Securities Commissioner	HI	Commissioner of Securities
CA	Commissioner of Corporations	ID	Director, Department of Finance
CO	Securities Commissioner	IL	Secretary of State
СТ	Banking Commissioner	IN	Secretary of State
DE	Securities Commissioner	IA	Commissioner of Insurance
DC	Dept. of Insurance & Securities Regulation	KS	Secretary of State
KY	Director, Division of Securities	ОН	Secretary of State
LA	Commissioner of Securities	OR	Director, Department of Insurance and Finance
ME	Administrator, Securities Division	OK	Securities Administrator

MD	Commissioner of the Division of Securities	PA	Pennsylvania does not require filing of a Consent to Service of Process
<u>X</u> _MA	Secretary of State	PR	Commissioner of Financial Institutions
MI	Commissioner, Office of Financial and Insurance Services	RI	Director of Business Regulation
MN	Commissioner of Commerce	sc	Securities Commissioner
MS	Secretary of State	SD	Director of the Division of Securities
MO	Securities Commissioner	TN	Commissioner of Commerce and Insurance
MT	State Auditor and Commissioner of Insurance	TX	Securities Commissioner
NE	Director of Banking and Finance	UT	Director, Division of Securities
NV	Secretary of State	VT	Commissioner of Banking, Insurance, Securities & Health Administration
NH	Secretary of State	VA	Clerk, State Corporation Commission
NJ	Chief, Securities Bureau	WA	Director of the Department of Licensing
NM	Director, Securities Division	WV	Commissioner of Securities
NY	Secretary of State	WI	Department of Financial Institutions, Division of Securities
NC	Secretary of State	WY	Secretary of State
ND	Securities Commissioner		
Dated this	th day of Cotober 2005	0	

Ву:

Name: Steven G. LaCount Title: Manager

Westwood Restant Associates LC

#### **ACKNOWLEDGMENT**

#### COMMONWEALTH OF MASSACHUSETTS

Norfolk, ss.

On this day of day of 2005, before me, the undersigned notary public, personally appeared Steven G. LaCount, Manager of Westwood Restaurant Associates LLC, proved to me through satisfactory evidence of identification, which was MA Driver's License, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose as Manager of Westwood Restaurant Associates LLC.

[Affix Notarial Seal]

Printed Name: frances & Sciullo - Jahr

My Commission Expires all 25, 2006

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