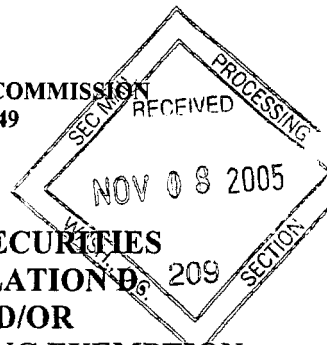


FORM D

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

OMB APPROVAL table with OMB Number 3235-0076, Expires May 31, 2005, and Estimated average burden 16.00 hours per response.



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

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields.

Name of Offering (Limited liability company interests in Westwood Restaurant Associates LLC), Filing Under (Rule 505 checked), Type of Filing (New Filing checked).

Handwritten number 1343999 and stamp PROCESSED.

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer. Name of Issuer: Westwood Restaurant Associates LLC. Address of Executive Offices: 39 Westover Parkway, Norwood, MA 02062. Telephone Number: (781) 551-0828.

Handwritten date NOV 10 2005 and name THOMSON FINANCIAL.

Brief Description of Business: To acquire by purchase or otherwise, sell, own, operate a franchise... Type of Business Organization: other (please specify): LLC, already formed. Actual or Estimated Date of Incorporation or Organization: 03/05. Jurisdiction of Incorporation or Organization: MA.

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering... When To file: A notice must be filed no later than 15 days after the first sale... Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Give (5) copies... Information Required: A new filing must contain all information requested... Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE)...

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 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  
 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**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  General and/or  
 Manager  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  
 Manager  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  
 Manager  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  
 Manager  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  
 Manager  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  
 Manager  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)

**B. INFORMATION ABOUT OFFERING**

1 Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes  No

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**

3. Does the offering permit joint ownership of a single unit?..... Yes  No

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.

Full Name (Last name first, if individual)

N/A

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).....  All states

|    |    |    |    |    |    |    |    |    |    |    |    |    |
|----|----|----|----|----|----|----|----|----|----|----|----|----|
| AL | AK | AZ | AR | CA | CO | CT | DE | DC | FL | GA | HI | ID |
| IL | IN | LA | 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 | VA | WA | WV | WI | WY | PR |

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).....  All states

|    |    |    |    |    |    |    |    |    |    |    |    |    |
|----|----|----|----|----|----|----|----|----|----|----|----|----|
| AL | AK | AZ | AR | CA | CO | CT | DE | DC | FL | GA | HI | ID |
| IL | IN | LA | 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 | VA | WA | WV | WI | WY | PR |

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).....  All states

|    |    |    |    |    |    |    |    |    |    |    |    |    |
|----|----|----|----|----|----|----|----|----|----|----|----|----|
| AL | AK | AZ | AR | CA | CO | CT | DE | DC | FL | GA | HI | ID |
| IL | IN | LA | 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 | 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**

b. Enter the difference between the aggregate offering price in response to Part C – Question 1 and total expenses furnished in response to Part C – Questions 4.a. This difference is the “adjusted gross proceeds to the issuer.”

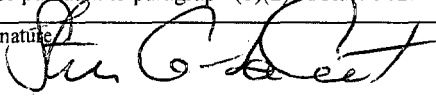
\$ 327,500.00

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.

|  | <input type="checkbox"/>            | \$ | Payments to Officers, Directors, & Affiliates | <input type="checkbox"/>            | \$ | Payments to Others |
|--|-------------------------------------|----|---|-------------------------------------|----|--------------------|
| Salaries and fees.....   | <input type="checkbox"/>            | \$ |   | <input checked="" type="checkbox"/> | \$ | <u>50,000.00</u>   |
| Purchase of real estate.....   | <input type="checkbox"/>            | \$ |   | <input type="checkbox"/>            | \$ |                    |
| Purchase, rental or leasing and installation of machinery and equipment.....   | <input type="checkbox"/>            | \$ |   | <input checked="" type="checkbox"/> | \$ | <u>212,500.00</u>  |
| Construction or leasing of plant buildings and facilities .....  | <input type="checkbox"/>            | \$ |   | <input type="checkbox"/>            | \$ |                    |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) ..... | <input type="checkbox"/>            | \$ |   | <input type="checkbox"/>            | \$ |                    |
| Repayment of indebtedness.....   | <input type="checkbox"/>            | \$ |   | <input type="checkbox"/>            | \$ |                    |
| Working capital.....   | <input type="checkbox"/>            | \$ |   | <input checked="" type="checkbox"/> | \$ | <u>65,000.00</u>   |
| Other (specify): .....   | <input type="checkbox"/>            | \$ |   | <input type="checkbox"/>            | \$ |                    |
| .....  | <input type="checkbox"/>            | \$ |   | <input type="checkbox"/>            | \$ |                    |
| .....  | <input type="checkbox"/>            | \$ |   | <input type="checkbox"/>            | \$ |                    |
| Column Totals.....   | <input type="checkbox"/>            | \$ |   | <input checked="" type="checkbox"/> | \$ | <u>327,500.00</u>  |
| Total Payments .....   | <input checked="" type="checkbox"/> | \$ |   |                                     | \$ | <u>327,500.00</u>  |

**D. FEDERAL SIGNATURE**

The Issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

|   |   |                         |
|---|---|-------------------------|
| Issuer (Print or Type)<br><b>Westwood Restaurant Associates LLC</b> | Signature<br> | Date<br><u>10/29/03</u> |
| Name of Signer (Print or Type)<br><b>Steven G. LaCount</b>          | Title of Signer (Print or Type)<br><b>Manager</b>   |                         |

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

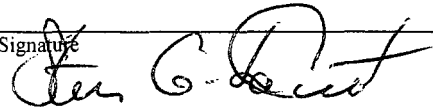
**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?..... Yes  No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

|   |   |                         |
|---|---|-------------------------|
| Issuer (Print or Type)<br><b>Westwood Restaurant Associates LLC</b> | Signature<br> | Date<br><b>10/29/05</b> |
| Name of Signer (Print or Type)<br><b>Steven G. LaCount</b>          | Title of Signer (Print or Type)<br><b>Manager</b>   |                         |

**Instruction:**

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

**APPENDIX**

| 1<br>State | 2<br>Intend to sell to non-accredited investors in State (Part B-Item 1) |    | 3<br>Type of security and aggregate offering price offered in state (Part C-Item 1)<br><br>LLC Interests in Westwood Restaurant Associates LLC | 4<br>Type of investor and amount purchased in State (Part C-Item 2) |              |                                    |             | 5<br>Disqualification under State ULOE (if yes, attach explanation of waiver granted) Part E-Item 1) |    |
|------------|--|----|--|---|--------------|------------------------------------|-------------|--|----|
|            | Yes  | No |  | Number of Accredited Investors                                      | Amount       | Number of Non-Accredited Investors | Amount      | Yes  | No |
| AL         |  |    |  |   |              |                                    |             |  |    |
| AK         |  |    |  |   |              |                                    |             |  |    |
| AZ         |  |    |  |   |              |                                    |             |  |    |
| AR         |  |    |  |   |              |                                    |             |  |    |
| CA         |  |    |  |   |              |                                    |             |  |    |
| CO         |  |    |  |   |              |                                    |             |  |    |
| CT         |  |    |  |   |              |                                    |             |  |    |
| DE         |  |    |  |   |              |                                    |             |  |    |
| DC         |  |    |  |   |              |                                    |             |  |    |
| FL         |  |    |  |   |              |                                    |             |  |    |
| GA         |  |    |  |   |              |                                    |             |  |    |
| HI         |  |    |  |   |              |                                    |             |  |    |
| ID         |  |    |  |   |              |                                    |             |  |    |
| IL         |  |    |  |   |              |                                    |             |  |    |
| IN         |  |    |  |   |              |                                    |             |  |    |
| IA         |  |    |  |   |              |                                    |             |  |    |
| KS         |  |    |  |   |              |                                    |             |  |    |
| KY         |  |    |  |   |              |                                    |             |  |    |
| LA         |  |    |  |   |              |                                    |             |  |    |
| ME         |  |    |  |   |              |                                    |             |  |    |
| MD         |  |    |  |   |              |                                    |             |  |    |
| MA         | X  |    | \$350,000.00   | 10  | \$300,000.00 | 1                                  | \$50,000.00 |  | X  |
| MI         |  |    |  |   |              |                                    |             |  |    |
| MN         |  |    |  |   |              |                                    |             |  |    |
| MS         |  |    |  |   |              |                                    |             |  |    |

**APPENDIX**

| 1<br>State | 2<br>Intend to sell to non-accredited investors in State (Part B-Item 1) |    | 3<br>Type of security and aggregate offering price offered in state (Part C-Item 1)<br><br>LLC Interests in Westwood Restaurant Associates LLC | 4<br>Type of investor and amount purchased in State (Part C-Item 2) |        |                                    |        | 5<br>Disqualification under State ULOE (if yes, attach explanation of waiver granted) Part E-Item 1) |    |
|------------|--|----|--|---|--------|------------------------------------|--------|--|----|
|            | Yes  | No |  | Number of Accredited Investors                                      | Amount | Number of Non-Accredited Investors | Amount | Yes  | No |
| MO         |  |    |  |   |        |                                    |        |  |    |
| MT         |  |    |  |   |        |                                    |        |  |    |
| NE         |  |    |  |   |        |                                    |        |  |    |
| NV         |  |    |  |   |        |                                    |        |  |    |
| NH         |  |    |  |   |        |                                    |        |  |    |
| NJ         |  |    |  |   |        |                                    |        |  |    |
| NM         |  |    |  |   |        |                                    |        |  |    |
| NY         |  |    |  |   |        |                                    |        |  |    |
| NC         |  |    |  |   |        |                                    |        |  |    |
| ND         |  |    |  |   |        |                                    |        |  |    |
| OH         |  |    |  |   |        |                                    |        |  |    |
| OK         |  |    |  |   |        |                                    |        |  |    |
| OR         |  |    |  |   |        |                                    |        |  |    |
| PA         |  |    |  |   |        |                                    |        |  |    |
| RI         |  |    |  |   |        |                                    |        |  |    |
| SC         |  |    |  |   |        |                                    |        |  |    |
| SD         |  |    |  |   |        |                                    |        |  |    |
| TN         |  |    |  |   |        |                                    |        |  |    |
| TX         |  |    |  |   |        |                                    |        |  |    |
| UT         |  |    |  |   |        |                                    |        |  |    |
| VT         |  |    |  |   |        |                                    |        |  |    |
| VA         |  |    |  |   |        |                                    |        |  |    |
| WA         |  |    |  |   |        |                                    |        |  |    |
| WV         |  |    |  |   |        |                                    |        |  |    |
| WI         |  |    |  |   |        |                                    |        |  |    |

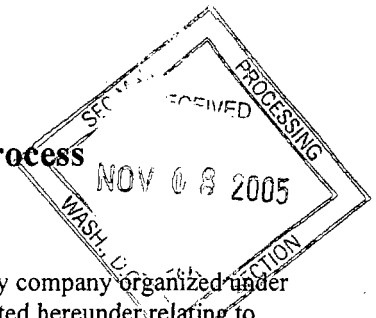
**APPENDIX**

| 1     | 2<br>Intend to sell to non-accredited investors in State (Part B-Item 1) |    | 3<br>Type of security and aggregate offering price offered in state (Part C-Item 1) | 4<br>Type of investor and amount purchased in State (Part C-Item 2) |        |                                    |        | 5<br>Disqualification under State ULOE (if yes, attach explanation of 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 Uniform Consent to Service of Process



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.

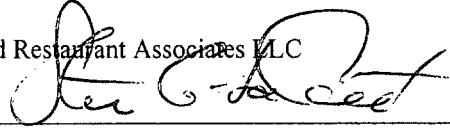
It is requested that a copy of any notice, process or pleading served hereunder be mailed to:
Martin C. Pomeroy, Esq.
Bernkopf Goodman LLP
125 Summer Street, Suite 1300
Boston, MA 02110

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:

- List of states and their respective officials: AL, AK, AZ, AR, CA, CO, CT, DE, DC, KY, LA, ME, FL, GA, GUAM, HI, ID, IL, IN, IA, KS, OH, OR, OK. Each entry includes the state abbreviation, the official's name, and the department or office.

|  |  |                             |   |
|--|--|-----------------------------|---|
| <input type="checkbox"/> MD            | Commissioner of the Division of Securities               | <input type="checkbox"/> PA | Pennsylvania does not require filing of a Consent to Service of Process |
| <input checked="" type="checkbox"/> MA | Secretary of State                                       | <input type="checkbox"/> PR | Commissioner of Financial Institutions                                  |
| <input type="checkbox"/> MI            | Commissioner, Office of Financial and Insurance Services | <input type="checkbox"/> RI | Director of Business Regulation   |
| <input type="checkbox"/> MN            | Commissioner of Commerce                                 | <input type="checkbox"/> SC | Securities Commissioner   |
| <input type="checkbox"/> MS            | Secretary of State                                       | <input type="checkbox"/> SD | Director of the Division of Securities                                  |
| <input type="checkbox"/> MO            | Securities Commissioner                                  | <input type="checkbox"/> TN | Commissioner of Commerce and Insurance                                  |
| <input type="checkbox"/> MT            | State Auditor and Commissioner of Insurance              | <input type="checkbox"/> TX | Securities Commissioner   |
| <input type="checkbox"/> NE            | Director of Banking and Finance                          | <input type="checkbox"/> UT | Director, Division of Securities  |
| <input type="checkbox"/> NV            | Secretary of State                                       | <input type="checkbox"/> VT | Commissioner of Banking, Insurance, Securities & Health Administration  |
| <input type="checkbox"/> NH            | Secretary of State                                       | <input type="checkbox"/> VA | Clerk, State Corporation Commission                                     |
| <input type="checkbox"/> NJ            | Chief, Securities Bureau                                 | <input type="checkbox"/> WA | Director of the Department of Licensing                                 |
| <input type="checkbox"/> NM            | Director, Securities Division                            | <input type="checkbox"/> WV | Commissioner of Securities  |
| <input type="checkbox"/> NY            | Secretary of State                                       | <input type="checkbox"/> WI | Department of Financial Institutions, Division of Securities            |
| <input type="checkbox"/> NC            | Secretary of State                                       | <input type="checkbox"/> WY | Secretary of State  |
| <input type="checkbox"/> ND            | Securities Commissioner                                  |                             |   |

Dated this 29<sup>th</sup> day of October, 2005

Westwood Restaurant Associates LLC  
 By:   
 Name: Steven G. LaCount  
 Title: Manager

**ACKNOWLEDGMENT**

COMMONWEALTH OF MASSACHUSETTS

Norfolk, ss.

On this 29<sup>th</sup> day of October, 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]

*Francesca DiScullo-Jaber*  
NOTARY PUBLIC  
Printed Name: Francesca DiScullo-Jaber  
My Commission Expires Aug 25, 2006