

FORM D

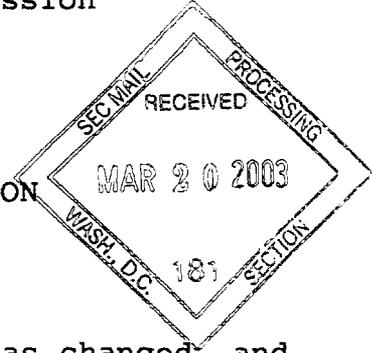
U.S. Securities and Exchange Commission
Washington, D.C. 20549

*Manually signed
1224146*



03017963

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



Name of Offering: MILLIE TOUR L.L.C.

(Check if this is an amendment and name has changed, and indicate change.)

Filed under: Rule 504 Rule 505 Rule 506
 Section 4(6) ULOE

Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Name of Issuer: MILLIE TOUR L.L.C.

Address of Executive Offices

c/o Nina Lannan Associates
1450 Broadway, #2011
New York, NY 10018-2201
Tel: 212 221-1122
Fax: 212 221-3222

PROCESSED

MAR 24 2003

**THOMSON
FINANCIAL**

Address of Principal Business Operations if different:
N/A

Brief Description of Business:

Production of tour of stage play, "THOROUGHLY MODERN
MILLIE"

Type of business Organization:
limited liability company

Estimated or actual date of Organization: 1/2003

Estimated Actual

Jurisdiction of Organization: NY

2.

=====

Categories that apply:

Beneficial Owner, Promoter, Managing Member

Name and Address:

Fox Theatricals, LLC
527 North Grand Boulevard
St. Louis, MO 63103

=====

Categories that apply:

Beneficial Owner, Promoter, Managing Member

Name and Address:

FCP Entertainment Partners, LLC
590 Lakeshore Boulevard
Incline Village, Nevada 89451

=====

Categories that apply:

Officer, Director or Owner of Corporate Managing Member

Name and Address:

Luftig, Hal
253 West 72nd Street, #1903
New York, New York 10023

=====

Categories that apply:

Officer, Director or Owner of a Managing Member

Name and Address:

Harris, Harvey A.
527 N. Grand Blvd
St. Louis, MO 63103

=====

Categories that apply:

Officer, Director or Owner of a Managing Member

Name and Address:

Baudendistel, Robert J.
527 N. Grand Blvd
St. Louis, MO 63103

=====

Categories that apply:

Officer, Director or Owner of a Managing Member

Name and Address:

Baker, Richard
527 N. Grand Blvd
St. Louis, MO 63103

=====

Categories that apply:

Officer, Director or Owner of a Managing Member

Name and Address:

Trepp, Warren
590 Lakeshore Boulevard
Incline Village, Nevada 89451

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

2. What is the minimum investment that will be accepted from any individual? \$5,000

3. Does the offering permit joint ownership?

YES NO

4. Information about persons receiving commission or similar remuneration for soliciting purchasers: N/A

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

1. <u>Type of Security</u>	<u>Aggregate Offering Price</u>	<u>Amount Already Sold</u>
Debt	0	0
Equity	0	0
Convertible Securities (including warrants)	0	0
Partnership Interests (preformation interests and rights to underlying partnership interests)	\$3,700,000	0
Other	0	0
TOTAL	\$3,700,000	0

2.		<u>Number of Investors</u>	<u>Aggregate Dollar Amount of Purchases</u>
	Accredited Investors	0	0
	Non-Accredited Investors	0	0
	TOTAL (for filings under Rule 504 only)	0	0

3. For Filings Under 504, 505, all information for all securities sold by issuer to date in offerings of the types indicated in the 12 months prior to the first sale of securities in this offering.

<u>Type of Offering</u>	<u>Type of Security</u>	<u>Dollar Amount Sold</u>
Rule 505	N/A	0
Regulation A	N/A	0
Rule 504	N/A	0
TOTAL	None	0

4.

- a. Expenses in condition with the issuance and distribution of the securities in this offering, excluding amounts relating solely to organization expenses of issuer

Transfer Agent's Fees	_____	\$
Printing and Engraving Costs	_____	\$
Legal Fees	<u> x </u>	\$ 23,000
Accounting Fees	_____	\$
Engineering Fees	_____	\$
Sales Commissions	_____	\$
Other Expenses (Identify) Blue Sky photocopying, etc.	<u> x </u>	\$ 2,000
TOTAL:	<u> x </u>	\$ 25,000

- b. The difference between aggregate offering price in Part C., question 1 and Total Expenses:
- | | |
|--------------|-------------|
| <u> x </u> | \$3,675,000 |
|--------------|-------------|

5. Amount of adjusted gross proceeds to the issuer

	Payments to Officers, Directors & <u>Affiliates</u>	Payments to Others <hr/>
Salaries and Fees	<u>x</u> \$	<u>x</u> \$1,142,000
Purchase of Real Estate	— \$	— \$
Purchase, rental or leasing and installation of machinery and equipment	— \$	— \$
Construction or leasing of plant buildings and facilities	— \$	— \$
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)

Repayment of indebtedness	— \$	— \$
Working capital	— \$	— \$
Other:(sets, costumes, props)	<u>x</u> \$	<u>x</u> \$1,395,000
Rehearsal & casting expenses, bonds, deposits, advances; advertising & promotion; general & administrative; and reserve	<u>x</u> \$14,000	<u>x</u> \$1,124,000
Column Totals:	<u>x</u> \$14,000	<u>x</u> \$3,661,000

Total Payments Listed: x \$3,675,000
(column totals added)

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:	Signature: <i>Hal Luftig</i>	Date:
MILLIE TOUR L.L.C.		3/11, 2003

Name of Signer:	Title of Signer:
Hal Luftig	President, FCP Entertainment Partners, LLC a Managing Member of the Issuer