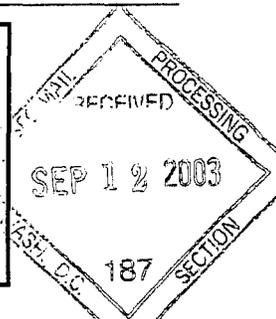


126 3918

SEC 1972 Potential persons who are to respond to the collection of information contained in this (6-02) 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 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

Table with OMB APPROVAL, OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response... 1

FORM D

PROCESSED SEP 24 2003

THOMSON FINANCIAL

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

Table with SEC USE ONLY, Prefix, Serial, DATE RECEIVED

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: [] New Filing [X] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)

Silverstar Productions, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 17971 Sky Park Circle, Suite G Irvine, CA 92614 949-250-4030

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

Brief Description of Business Financing of motion pictures http://www.sec.gov/divisions/corpfin/forms/formd.htm

Type of Business Organization

corporation limited partnership, already formed other (please specify):
 business trust limited partnership, to be formed Limited Liability Co.

Month Year

Actual or Estimated Date of Incorporation or Organization: [0] 9 [] 2 [] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) [] []**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 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)

Silverstar Productions, Inc.

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

17971 Sky Park Circle, Suite G Irvine, CA 92614

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

Full Name (Last name first, if individual)

Kohli, Sunny

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

17971 Sky Park Circle, Suite G Irvine, CA 92614

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

Full Name (Last name first, if individual)

DiMeglio, John

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

17971 Sky Park Circle, Suite G Irvine, CA 92614

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 Address (Number and Street, 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 Address (Number and Street, City, State, Zip Code)

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

Apply: Owner Officer 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 [] Director [] 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.)

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 [] [X]
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 [X] []

4. Enter the information requested 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.

Full Name (Last name first, if individual)

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

18200 Von Karman, Suite 850 Irvine, CA 92612

Name of Associated Broker or Dealer

Rockbridge Securities, Inc.

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

Grid of state abbreviations with several boxes circled, including AZ, CA, CO, CT, DE, DC, FL, GA, HI, IL, IN, IA, KS, KY, LA, MD, MA, MI, MN, MS, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VA, WA, 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] [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] [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] [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] [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	\$ -0-	\$ -0-
[] Common [] Preferred	-0-	-0-
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$ -0-	\$ -0-
Other (Specify <u>LLC Membership Units</u>)	\$6,000,000	\$2,172,275.92
Total	\$6,000,000	\$2,172,275.92

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	Aggregate Dollar Amount of Purchases
Accredited Investors	92	\$ 2,172,275.92
Non-accredited Investors	-0-	\$ -0-
Total (for filings under Rule 504 only)		\$

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, 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	Type of Security	Dollar Amount Sold
Rule 505	-0-	\$ -0-
Regulation A	-0-	\$ -0-
Rule 504	-0-	\$ -0-
Total	-0-	\$ -0-

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	[] \$ 31,428.87
Legal Fees	[] \$ 35,360.25
Accounting Fees	[] \$ 9,041.64
Engineering Fees	[] \$ -0-
Sales Commissions (specify finders' fees separately)	[] \$ 206,312.91
Other Expenses (identify) <u>Due diligence, mgmt. fee, misc.</u>	[] \$ 43,697.71
Total	[] \$ 325,841.38

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

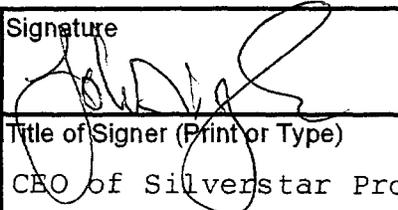
\$ 1,846,434.54

5. Indicate below the amount of the adjusted gross proceeds 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.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[] \$ 207,090	[] \$ 284,730.61
Purchase of real estate	[] \$ -0-	[] \$ -0-
Purchase, rental or leasing and installation of machinery and equipment	[] \$ -0-	[] \$ -0-
Construction or leasing of plant buildings and facilities.....	[] \$ -0-	[] \$ -0-
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)	[] -0-	[] -0-
Repayment of indebtedness	[] \$ -0-	[] \$ -0-
Working capital	[] \$ -0-	[] \$ -0-
Other (specify): <u>script acquisition, movie production, pre and post production, publicity, distribution, overhead, etc.</u>	[] \$ -0-	[] \$ 1,354,613.93
Column Totals	[] \$ 207,090	[] \$ 1,639,344.54
Total Payments Listed (column totals added)	[] \$ 1,846,434.54	

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) Silverstar Productions, Inc.	Signature 	Date 9/11/2003
Name of Signer (Print or Type) John DiMeglio	Title of Signer (Print or Type) CEO of Silverstar Productions, Inc.: Manager	

ATTENTION
Intentional misstatements or omissions of fact constitute federal 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)	Signature	Date
Name of Signer (Print or Type)	Title (Print or Type)	

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	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			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)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									

AZ	X		5	187,500. ⁰⁰			
AR							
CA	X		38	681,025. ²⁵			
CO	X		2	31,250. ⁰⁰			
CT	X		1	37,500. ⁰⁰			
DE							
DC							
FL	X		4	68,750. ⁰⁰			
GA	X		1	18,750. ⁰⁰			
HI							
ID							
IL	X		4	303,750. ⁰⁰			
IN	X		2	62,500. ⁰⁰			
IA	X		2	50,000. ⁰⁰			
KS							
KY	X		1	12,500. ⁰⁰			
LA							
ME							
MD	X		1	6,250. ⁰⁰			
MA							
MI	X		5	106,250. ⁰⁰			
MN							
MS	X		1	50,000. ⁰⁰			
MO							
MT							
NE							
NV	X		1	12,500. ⁰⁰			
NH							
NJ							
NM							
NY	X		4	50,000. ⁰⁰			
NC	X		1	6,250. ⁰⁰			
ND							
OH	X		5	50,000. ⁰⁰			
OK							
OR	X		1	12,500. ⁰⁰			
PA							
RI							
SC							
SD							
TN	X		1	50,000. ⁰⁰			
TX	X		6	100,000. ⁰⁰			
UT							
VT							
VA	X		2	200,000. ⁰⁰			
WA	X		4	75,000. ⁰⁰			
WV							
WI							

WY									
PR									

*<http://www.sec.gov/divisions/corpfin/forms/formd.htm>
Last update: 06/06/2002*

ADDENDUM TO PRIVATE PLACEMENT MEMORANDUM OF

STRANGERS WITH CANDY, LLC

A California Limited Liability Company

This addendum to the Private Placement Memorandum of Strangers With Candy, LLC (the "Addendum") supplements and amends the Private Placement Memorandum of Strangers With Candy, LLC (the "Memorandum") as of the date hereof. This Addendum is dated September 12, 2003.

This Addendum extends the offering until September 12, 2004. As of August 31, 2003, 177 Units (173 Units plus 4 Bonus Units) have been sold for a total of \$2,159,775.92 in gross offering proceeds. The Offering will terminate on September 12, 2004.

The following changes to the Memorandum are incorporated therein, and should be carefully reviewed by all prospective and actual investors.

The following information is relevant to the entire memorandum, particularly to the section starting on Page 1, entitled Summary of Offering, and thereafter. All risks set forth in the memorandum still apply, and should be considered in conjunction with the following information:

Silverstar Productions, Inc., the Manager, ("Silverstar") has moved its office to a new location. The new office address is Silverstar Productions, Inc., 17971 Sky Park Circle, Suite "G," Irvine CA 92614-6320. Silverstar's new phone new phone and fax numbers are 949-250-4030 and 949-250-4055 respectively. The new address replaces Silverstar's original address on the cover of the Memorandum and Pages 1, 17 and 18.

Silverstar has terminated its agreement with Filmstar Productions, Inc., ("Filmstar") an existing third-party film production company with whom the LLC had contracted for actual production of the Film, and who previously served as the Executive Producer of the Film. Mark Roberts and Lorena David, former Co-Presidents of Filmstar Productions, Inc., have formed a new production company named Roberts/David Films, Inc. Silverstar has entered into an agreement with Roberts/David Films, Inc., to complete the production of the film in place of Filmstar. Roberts/David Films, Inc. consists of or has access to essentially the same talent, equipment and contacts, as did Filmstar. Mark Roberts and Lorena David are the CEO and President respectively of Roberts/David Films, Inc. Roberts/David Films, Inc. now occupies the production office located at Universal Studios Hollywood previously occupied by Filmstar Productions, Inc.

All references in the PPM to Filmstar Productions, Inc. should be changed to apply instead to Roberts/David Films, Inc.

Silverstar has hired Mr. John Di Meglio as its new CEO. Mr. Sunny Kohli will now act as the President of Silverstar Productions, Inc. This change will allow Mr. Kohli to focus on the marketing and development of the film, while Mr. Di Meglio will be responsible for all the finance, accounting and executive decisions of the Manager.

Mr. John Di Meglio graduated with a Bachelors Degree in accounting from California State University, Long Beach in 1983. He became a licensed Certified Public Accountant while working

for a Big 3 firm for over 10 years. He has worked on numerous motion picture projects, and has an excellent understanding of all the financing and cash flow requirements necessary to produce a film such as Strangers With Candy.

All Risk Factors in the PPM concerning Mr. Sunny Kohli also apply to Mr. John Di Meglio.

The following paragraph should be added on Page 19, following the heading, People of Strangers With Candy, LLC, between the biographies of SUNNY KOHLI and MARK ROBERTS:

Producer and CEO of the LLC Manager

The individual Producer John Di Meglio is the CEO of the LLC Manager (Silverstar Productions, Inc.).

Mr. Di Meglio will be responsible for all the finance, accounting and executive decisions of the Manager. Mr. John Di Meglio graduated with a Bachelors Degree in accounting from California State University, Long Beach in 1983. He became a licensed Certified Public Accountant while working for a Big 3 firm for over 10 years. He has worked on numerous motion picture projects, and has an excellent understanding of all the financing and cash flow requirements necessary to produce a film such as Strangers With Candy. All Risk Factors in the PPM concerning Mr. Sunny Kohli also apply to Mr. John Di Meglio.

The following paragraph should be added on Page 20, following the heading, People of Strangers With Candy, LLC, to the biographies of both MARK ROBERTS and LORENA DAVID:

Earlier this year, Mark Roberts and Lorena David, former Co-Presidents of Filmstar Productions, Inc., resigned their positions with Filmstar Productions, Inc., and formed a new production company named Roberts/David Films, Inc. Silverstar has entered into an agreement with Roberts/David Films, Inc., effective February 1, 2003, to complete the production of the film in place of Filmstar. Roberts/David Films, Inc., consists of and/or has access to essentially the same talent, equipment and contacts, as did Filmstar. Mark Roberts and Lorena David are the CEO and President respectively of Roberts/David Films, Inc. Roberts/David Films, Inc. now occupies the production office located at Universal Studios Hollywood, previously occupied by Filmstar Productions, Inc.

The language on Page 22, beginning with the heading, FILMSTAR PRODUCTIONS, INC., is deleted, and the following is included in lieu there of:

Roberts/David Films, Inc.

Contract Film Production Company

The LLC's Manager originally arranged for Filmstar Productions to produce the film *Strangers With Candy*. Earlier this year, Mark Roberts and Lorena David, former Co-Presidents of Filmstar Productions, Inc., resigned their positions with Filmstar Productions, Inc., and formed a new production company named Roberts/David Films, Inc. Roberts/David Films, Inc is an independent film production company with offices in Universal Studios. Roberts/David Films, Inc provides a complete film production package, including producer(s), director, line producer, and accounting. Roberts/David Films, Inc also has its own postproduction facility including Avid editing and beta decks. Heading up production is executive Mark Roberts who has produced and sold several

independent motion pictures including, *Outta Time* (a.k.a., *The Courier*; distributed by Artisan), *Poor White Trash*, *Eastside* and *Bravo*. *Eastside* obtained a limited theatrical release.

Mr. Robert's production partner is Lorena David, who also directs. Ms. David directed *The Courier/Outta Time* and *Eastside* and *Extreme Dating*.

Mark Roberts and Lorena David will be designated on the movie credits as "Co-Producers" with Roberts/David Films, Inc as Executive Producer.

Roberts/David Films, Inc will be providing production services for this Film. Serving as executive producer, Roberts/David Films, Inc will utilize its relationships and expertise to place the film with the best available distributor or sales agent and manage many aspects of marketing the production.

The following paragraph should be added on Page 38, following the heading, Plan of Distribution of Units, and the subheading, The Offering, after the first full paragraph of that subheading:

In addition to the compensation set forth above, Silverstar Productions and Rockbridge Securities have entered into an expense sharing agreement whereby Silverstar pays certain expenses incurred by Rockbridge such as rent, phones and other expenses in exchange for Rockbridge offering *Strangers With Candy* to potential investors in its capacity as a broker/dealer. Compensation paid to date is approximately \$321,000.00, in addition to commissions and selling expenses paid to Rockbridge pursuant to the preceding paragraph.

Insert a the number "7" next to the word "Contingency" on the second line of Page 41.

The following Note ⁷ should be added immediately following Note ⁶ on Page 41, following the heading, Notes to Estimated Use of Proceeds, and referring to the term "contingency" used in the preceding section entitled, Estimated Use of Proceeds:

⁷ The \$350,000 identified as Contingency, will be used in part, or in whole, to help pay for certain operating expenses of Rockbridge Securities, Inc., ("Rockbridge") in addition to any Syndication Expenses paid to Rockbridge. Rockbridge is still the only Broker-Dealer selected to make such sales. (See, Memorandum, page 38.)

The language on Page 42, following the heading, Compensation of Manager and Affiliates, is deleted, and the following is included in lieu there of:

Compensation of Manager and Affiliates

The following table summarizes the form and estimated amounts of compensation, fees and Percentage Participations to be paid to the Manager and its Affiliates. Such items have not been determined by arm's-length negotiations (see "OPERATING AGREEMENT"). Other than as set forth herein, in the Operating Agreement and in the Estimated Use of Proceeds section of the Offering Memorandum, no other compensation or remuneration in any form is to be paid to the Manager or its Affiliates.

Organization Fee	The Manager has waived any right to receive an LLC Organization Fee for services rendered in connection with the organization of the LLC.
Reimbursement of Expenses	The Manager has, and will during the course of this Offering, advance necessary funds for LLC organizational and offering expenses and the Manager will be reimbursed for such expenses out of the Gross Offering Proceeds. Such reimbursement (exclusive of broker/dealer commissions shall not exceed a ceiling equal to 3% of the Offering Proceeds.
Management Fee	In addition, the Manager will be paid an LLC Management fee in the event the Maximum Offering is reached, equal to but, not more than, 1.5% of the Offering Proceeds.
Interest in Distributable Cash	See Page 2 – Allocation of Distributions, Profits, Losses and Credits
Interest In Tax Items	The Manager will have no interest in LLC Losses and tax deductions for federal income tax purposes until after the Member's capital accounts have been reduced to zero.
Film Budget Items	The individual owner Manager of the LLC (Sunny Kohli) will serve as the Film's Executive Producer and will be paid an Executive Producer's fee out of the Film's budget of \$75,000.

No other compensation in any form shall be paid to the Manager, or any of its Affiliates, except as set out above. At the conclusion of the LLC, however, all property rights and ancillary rights in the Picture shall revert to and be distributed to the Manager.

The third paragraph on Page 43, entitled, Final Percentage Participation Ratio, is deleted, and the following is included in lieu thereof:

Subsequent to Investor Recoupment, and for the balance of the life of the LLC, the Manager and the Member/Investor group will share Distributable Cash, if any, on a 25/75 basis. The Manager plans to make quarterly distributions to Members of Distributable Cash beginning at the end of the first full calendar quarterly period following the release of the Film by the motion picture distributor. However, if in the judgment of the Manager there is an insufficient amount of Distributable Cash at the end of any given quarterly period to justify the preparation of investor checks in small amounts, such funds will be held over until sufficient amounts are available. Distributions of Distributable Cash may vary in amount depending on the amount of distributions the LLC receives from film distributors and the amounts to be deducted from such LLC Gross Revenues as per the definitions of such terms (see "OPERATING AGREEMENT-Glossary" and "RISK FACTORS").

The language on Page 56, following the heading, Legal Proceedings, is deleted, and the following is included in lieu there of:

There are no material pending legal proceedings to which the LLC or the Manager are a party or to which any of their property is subject. However, In May 2003, Rockbridge Securities, Inc. also an Affiliate of the Manager, was contacted by the SEC regarding an informal inquiry as to broker-dealer transactions. The matter has resulted in a non-public investigation regarding the offer and sale of securities by Rockbridge.

The Pacific Regional Office of the SEC, which is conducting the inquiry, has not concluded its preliminary investigation. That office has not yet expressed its intent to introduce findings, or make disciplinary recommendations to the Washington D.C. Office.

The Pacific Regional Office has indicated that it is investigating alleged violations of securities laws in previous offerings (Showline-I, L.P., Third Eagle Productions, LLC, Strangers With Candy, LLC, and Silverstar Studios, LLC), which were offered by Irvine Securities, Inc. and/or Rockbridge Securities, Inc. These potential alleged violations include violations of the Securities Act of 1933 §5(a), §5(c) and §17(a); and violations of Securities Exchange Act of 1934 §10(b) and §15(a).

Subsequent to the Pacific Regional Office's filing of its findings and recommendations with the Washington D.C. Office, Rockbridge Securities and any other entities or individuals will have an opportunity to present their side, and appeal the findings, recommendations or actions taken or suggested by the SEC. The involved parties intend to vigorously participate in these proceedings.

CHANGES TO SUBSCRIPTION DOCUMENTS

The language on Page 12 of the Subscription Documents at the end of the Memorandum, regarding, "Price per Unit", is deleted, and the following is included in lieu there of:

Price per Unit is \$12,500, payable in full to "Strangers with Candy, LLC" upon subscription.