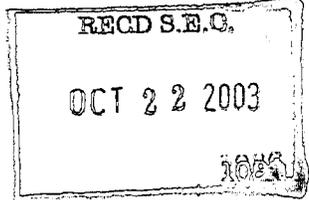


1201011  
Manually  
signed



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

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



Name of Offering: MINISTRY OF PROGRESS THE MUSICAL, LLC

( 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

PROCESSED  
OCT 23 2003  
THOMSON  
FINANCIAL

A. BASIC IDENTIFICATION DATA

1. Name of Issuer: MINISTRY OF PROGRESS THE MUSICAL, LLC

Address of Executive Offices Telephone  
C/o Ideal Entertainment Group  
1674 Broadway, 3rd Fl. 212 293-7070  
New York, NY 10019

Address of Principal Business Operations if different:  
N/A

Brief Description of Business:

Production of musical stage play, "MINISTRY OF PROGRESS"

Type of business Organization:  
limited liability company

Estimated or actual date of Organization: 07/2003

Estimated  Actual \_\_\_\_\_  
Jurisdiction of Organization: NY

CRGT

2.

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Categories that apply:

Beneficial Owner, Promoter, Managing Member

Name and Address:

Ministry of Progress LLC  
C/o Kim Hughes  
295 Third Avenue, #2B  
New York, NY 10010

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Categories that apply:

Officer and Director of Corporate Managing Member

Name and Address:

Hughes, Kimberley A.  
295 Third Avenue, #2B  
New York, NY 10010

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Categories that apply:

Officer and Director of Corporate Managing Member

Name and Address:

Schnuck, Terry E.  
8956 Moydalgan Road  
St. Louis, MO 63124

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#### **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?            \$1,000
  
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. Enter the aggregate offering price of securities included in this offering and the total amount already sold.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	0	0
Equity	0	0
Convertible Securities (including warrants)	0	0
Partnership Interests	0	0
Other		
Limited Liability Company Interests	\$1,600,000	0
TOTAL	\$1,600,000	0

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.

	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	0	0
Non-Accredited Investors	0	0
TOTAL (for filings under Rule 504 only)	0	0

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by issuer to date.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	N/A	0
Regulation A	N/A	0
Rule 504	N/A	0



\*(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: physical production (sets, costumes, props, etc.)		
Rehearsal & casting expenses, bonds, deposits, advances; general & administrative; reserve	x\$16,000	x\$1,185,500
Column Totals:	x\$33,500	x\$1,556,500

Total Payments Listed: x \$ 1,590,000  
(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.

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Issuer:	Signature:	Date:
MINISTRY OF PROGRESS THE MUSICAL, LLC	<i>Terry E. Schnuck</i>	10/17/2003

Name of Signer:	Title of Signer:
Terry E. Schnuck	A Managing Member of Ministry of Progress, LLC, Managing Member of Issuer

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