

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



SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering: (check if this is an amendment and name has changed, and indicate change.)
 Subordinated Debenture (including Warrants) Series A Convertible Preferred Stock and Series B Convertible Preferred Stock

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing 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.)
 La Madeleine Holding Company

Address of Executive Offices 6688 North Central Expressway, Ste. 700, Dallas, TX 75206	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code) 214-696-6962
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)

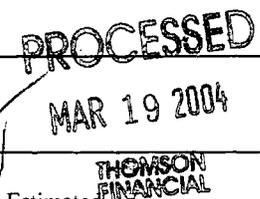
Brief Description of Business
 Issuer owns 100% stock of another company which operates a chain of French-themed bakeries and restaurants

Type of Business Organization:

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

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postage Service abbreviation for State: DE
 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 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. 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)

Bergeron, Claude

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

1250, boul. Rene-Levesque O., bur. 1400, Montreal (Quebec) H3S 5E9 Canada

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

Full Name (Last name first, if individual)

Martin, Jr., Harry J.

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

6688 North Central Expressway, Ste. 700, Dallas, TX 75026

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

Full Name (Last name first, if individual)

Schaffler, Bill

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

6688 North Central Exprssway, Ste. 700, Dallas, TX 75026

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

Full Name (Last name first, if individual)

Vachon, Jean Roch

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

285 Morin, Ste Adele, Quebec, Canada GHB 2P8

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

Full Name (Last name first, if individual)

Krysiak, Bruce

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

102 Brookside Ave., Ridgewood, NJ 07450

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

Full Name (Last name first, if individual)

Le Duff, Louis

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

c/o LaPointe Rosenstein, 1250 boul. Rene-Levesque O., bur. 1400, Montreal (Quebec) H3S 5E9 Canada

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

Full Name (Last name first, if individual)

Fors, Andrew

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

c/o Summer Street Capital Fund I, L.P., 70 W. Chippewa St., Suite 500, Buffalo, NY 14202

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

Full Name (Last name first, if individual)

Fors, Richard

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

5820 Main Street, Ste. 201, Williamsville, NY 14221

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

Full Name (Last name first, if individual)

Zhang, Charles

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

c/o Zion Enterprises, LLC, 901 Calle Amancecer, Ste. 160, San Clemente, CA 92673

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

Full Name (Last name first, if individual)

Doolin, Wallace B.

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

5909 Luther Lane, Apt. 2301, Dallas, TX 75225

A. BASIC IDENTIFICATION DATA (CONTINUED)

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

Full Name (Last name first, if individual)

Le Duff LLC

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

Attn: Louis Le Duff, 1250 boul. Rene-Levesque O., bur. 1400, Quebec (Montreal) H35 5E9 Canada

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

Full Name (Last name first, if individual)

Kersauson LLC

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

Attn: Louis Le Duff, 1250 boul. Rene-Levesque O., bur. 1400, Quebec (Montreal) H35 5E9 Canada

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

Full Name (Last name first, if individual)

Summer Street Capital Fund I, L.P.

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

c/o Summer Street Capital Partners, Attn: Andrew Fors, 70 West Chippewa Street, Ste. 500, Buffalo, NY 14202

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 Managing Partner

Full Name (Last name first, if individual)

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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)

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?..... 5,000
3. Does the offering permit joint ownership of a single unit? Yes No
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. 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 may 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] [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]

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]
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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

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- [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]

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-
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including option to acquire 1,000 shares of Series A Convertible Preferred Stock at \$1,000 per share, or \$1 million. option, which cannot be exercised in part, may be exercised on June 30, 2004 or after, and expires on January 30, 2005, if not theretofore exercised)	\$6,995,000*	\$6,995,000*
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ 6,995,000	\$6,995,000*

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	9	\$ 6,995,000*
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, in 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	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

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 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	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input checked="" type="checkbox"/>	\$ 86,500
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify) Transaction Fees	<input type="checkbox"/>	\$ 59,900
Total	<input checked="" type="checkbox"/>	\$ 146,400

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

\$ 6,848,600*

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

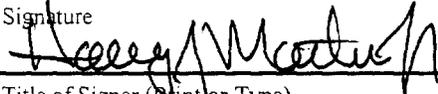
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted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

	Payments to Officers, Directors, and Affiliates	Payments to Others
Salaries and fees.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant building 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"/> \$3,495,000
Working capital	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): invested in wholly-owned subsidiary as additional paid-in capital to provide subsidiary with working capital	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$3,353,600
	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added).....	<input type="checkbox"/> \$ 6,848,600*	

* assumes option to acquire 1,000 shares of Series A Convertible Preferred Stock for \$1,000,000 is exercised and option price paid.

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) La Madeleine Holding Company	Signature 	Date March 11, 2004
Name of Signer (Print or Type) Harry J. Martin, Jr.	Title of Signer (Print or Type) Assistant Secretary	

ATTENTION

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

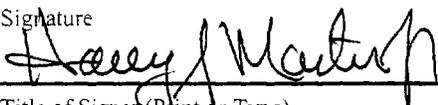
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) 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) La Madeleine Holding Company	Signature 	Date March 11, 2004
Name of Signer (Print or Type) Harry J. Martin, Jr.	Title of Signer (Print or Type) Assistant Secretary	

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 State	2 Intend to sell to non-accredited investors in State (Part B - Item 1)		3 Type of security and aggregate offering price offered in state (Part C - Item 1)	4 Type of investor and amount purchased in State (Part C - Item 2)				5 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		X	Series B Convertible Preferred Stock	1	\$ 1,822,000	-0-	-0-		X
CO									
CT									
DE		X	Series A and Series B Convertible Preferred Stock \$6,995,000*	1	\$ 5,000,000 *	-0-	-0-		X
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									
MT									
NE									
NV									
NH									

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
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX		X	Series B Convertible Preferred Stock	6	\$ 173,000	-0-	-0-		X
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

* assumes option for 1,000 shares of Series A Convertible Preferred Stock for \$1,000,000 is exercised.

FORM U-2
UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned La Madeleine Holding Company, a corporation organized under the laws of Delaware, for purposes of complying with the laws of the States indicated hereunder relating to the 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:

Harry J. Martin, Jr.,
Legal Department
La Madeleine Holding Company
6688 North Central Expressway, Ste. 700
Dallas, TX 75206

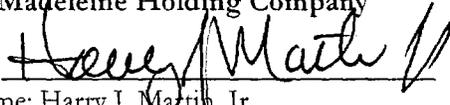
Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of the State as its attorney in that State for receipt of service of process:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> ALABAMA | Secretary of State. | <input type="checkbox"/> HAWAII | Commissioner of Securities. |
| <input type="checkbox"/> ALASKA | Administrator, Commissioner
Commerce and Economic
Development. | <input type="checkbox"/> IDAHO | Director, Department of
Finance. |
| <input type="checkbox"/> ARIZONA | Corporation Commission. | <input type="checkbox"/> ILLINOIS | Secretary of State. |
| <input type="checkbox"/> ARKANSAS | State Securities Commissioner. | <input type="checkbox"/> INDIANA | Secretary of State. |
| <input checked="" type="checkbox"/> CALIFORNIA | Commissioner of Corporations. | <input type="checkbox"/> IOWA | Commissioner of Insurance. |
| <input type="checkbox"/> COLORADO | Securities Commissioner. | <input type="checkbox"/> KANSAS | Kansas does not require
filing of a Consent to Service
of Process. |
| <input type="checkbox"/> CONNECTICUT | Banking Commissioner of
Department of Banking. | <input type="checkbox"/> KENTUCKY | Director, Division of
Securities. |
| <input type="checkbox"/> DELAWARE | Securities Commissioner. | <input type="checkbox"/> LOUISIANA | Commissioner of Securities. |
| <input type="checkbox"/> DISTRICT OF
COLUMBIA | Public Service Commission. | <input type="checkbox"/> MAINE | Securities Administrator. |
| <input type="checkbox"/> FLORIDA | Department of Banking and
Finance. | <input type="checkbox"/> MARYLAND | Securities Commissioner. |
| <input type="checkbox"/> GEORGIA | Commissioner of Securities. | <input type="checkbox"/> MASSACHUSETTS | Secretary of Commonwealth. |
| <input type="checkbox"/> GUAM | Administrator, Department of
Finance. | <input type="checkbox"/> MICHIGAN | Commissioner, Office of
Financial and Insurance
Services |

- | | | | | | |
|--------------------------|----------------|--|-------------------------------------|----------------|--|
| <input type="checkbox"/> | MINNESOTA | Commissioner of Commerce. | *** | PENNSYLVANIA | Pennsylvania does not require filing of a Consent to Service of Process. |
| <input type="checkbox"/> | MISSISSIPPI | Secretary of State. | <input type="checkbox"/> | PUERTO RICO | Commissioner of Financial Institutions. |
| <input type="checkbox"/> | MISSOURI | Commissioner of Securities | <input type="checkbox"/> | RHODE ISLAND | Director of Business Regulation. |
| <input type="checkbox"/> | MONTANA | State Auditor. | <input type="checkbox"/> | SOUTH CAROLINA | Secretary of State |
| <input type="checkbox"/> | NEBRASKA | Director of Banking and Finance. | <input type="checkbox"/> | SOUTH DAKOTA | Director of the Division of Securities. |
| <input type="checkbox"/> | NEVADA | Secretary of State. | <input type="checkbox"/> | TENNESSEE | Commissioner of Commerce and Insurance. |
| <input type="checkbox"/> | NEW HAMPSHIRE | Secretary of State. | <input checked="" type="checkbox"/> | TEXAS | Securities Commissioner. |
| <input type="checkbox"/> | NEW JERSEY | Chief, Securities Bureau. | <input type="checkbox"/> | UTAH | Director, Division of Securities. |
| <input type="checkbox"/> | NEW MEXICO | Director, Securities Division. | <input type="checkbox"/> | VERMONT | Commissioner of Banking, Insurance and Securities. |
| <input type="checkbox"/> | NEW YORK | Secretary of State | <input type="checkbox"/> | VIRGINIA | Clerk, State Corporation Commission. |
| <input type="checkbox"/> | NORTH CAROLINA | Secretary of State. | <input type="checkbox"/> | WASHINGTON | Director of the Department of Financial Institutions. |
| <input type="checkbox"/> | NORTH DAKOTA | Securities Commissioner. | <input type="checkbox"/> | WEST VIRGINIA | Commissioner of Securities. |
| <input type="checkbox"/> | OHIO | Secretary of State. | <input type="checkbox"/> | WISCONSIN | Commissioner of Securities. |
| <input type="checkbox"/> | OKLAHOMA | Securities Administrator. | <input type="checkbox"/> | WYOMING | Secretary of State. |
| <input type="checkbox"/> | OREGON | Director, Department of Insurance and Finance. | | | |

Dated this 11th day of March 2004.

La Madeleine Holding Company

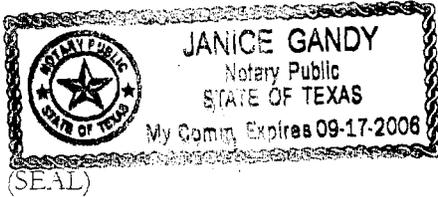
By: 
 Name: Harry J. Martin, Jr.
 Title: Assistant Secretary

ACKNOWLEDGMENT

State of TEXAS)
City of DALLAS) ss.

On this 11th day of MARCH, 2004, before me JANICE GANDY the undersigned officer, personally appeared HARRY J. MARTIN JR known personally to me to be the ASST. SEC. of the above named corporation and acknowledged that he, as an officer being authorized to do so, executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.



Janice Gandy
Notary Public/Commissioner of Oaths
My Commission Expires 9-17-06