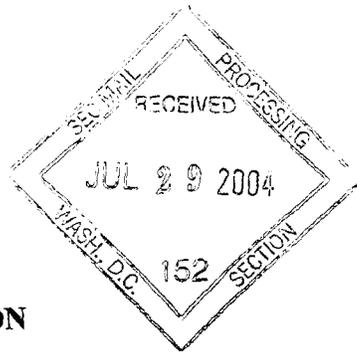


signed
1299240



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: **BARE TWO LLC**

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

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

Type of Filing: x New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Name of Issuer: **BARE TWO LLC**

Address of Executive Offices Telephone
230 West 41st St., 20th Fl. 212 575-9710
New York, NY 10036

Address of Principal Business Operations if different:
N/A

Brief Description of Business:

Production of musical stage play, "BARE"

Type of business Organization:
limited liability company

Estimated or actual date of Organization: 7/2004

Estimated X Actual

Jurisdiction of Organization: NY

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2.

Categories that apply:
Beneficial Owner, Promoter, Managing Member

Name and Address:
Dodger Stage Holding Theatricals, Inc.
230 West 41st St., 20th Fl.
New York, NY 10036

Categories that apply:
Beneficial Owner, Promoter, Managing Member

Name and Address:
Schwartz, Marc
15233 Ventura Blvd.
Suite 610
Sherman Oaks, CA 91403

Categories that apply:
Beneficial Owner, Promoter, Managing Member

Grossbart, Jack
9255 Sunset Blvd.
Suite 101
Los Angeles, CA 90069

Categories that apply:
Officer and Director of Corporate Managing Member

Name and Address:
David, Michael
48 West 68th Street, #8D
New York, NY 10023

Categories that apply:
Officer and Director of Corporate Managing Member

Name and Address:
de Levita, Robin
Museumplein 9
1071 DJAmsterdam
The Netherlands

Categories that apply:

Officer and Director of Corporate Managing Member

Name and Address:

Strong, Edward

600 West End Avenue

New York, New York 10024

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?

YES x NO

2. What is the minimum investment that will be accepted from any individual?

\$5,000

3. Does the offering permit joint ownership?

x 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. Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	0	0
Equity	0	0
Convertible Securities (including warrants)	0	0
Partnership Interests		
Other	0	0
Limited Liability Company Interests	\$2,600,000	0
TOTAL	\$2,600,000	0

2.		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. 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.

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

4. a. Expenses in connection 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	x	\$ 15,000
Accounting Fees		\$
Engineering Fees		\$
Sales Commissions		\$
Other Expenses (Identify) Blue Sky photocopying, etc.	x	\$ 2,000
TOTAL:	x	\$ 17,000

b. The difference between aggregate offering price in Part C., question 1 and Total Expenses:
x \$2,583,000

5. Amount of adjusted gross proceeds to the issuer [all amounts are estimates]

	Payments to Officers, Directors & Affiliates	Payments to Others
Salaries and Fees	x \$ 61,500	x\$ 442,113
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: physical production (sets, costumes, props, etc.) Rehearsal & casting expenses, bonds, deposits, advances; general & administrative; reserve	x \$ 36,450	x\$ 2,042,937
Column Totals:	x \$ 97,950	x\$ 2,485,050
Total Payments Listed:	\$2,583,000	
(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.

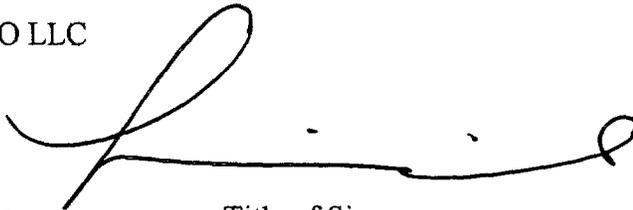
Issuer:

Signature:

Date:

BARE TWO LLC

, 2004



Name of Signer:
Michael David

Title of Signer:
President,
Dodger Stage Holding Theatricals, Inc.
a Managing Member of the Issuer
