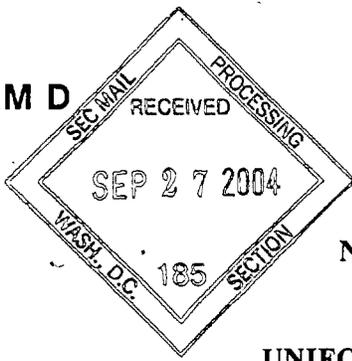


FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

1296708

OMB APPROVAL table with OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response: 16.00

FORM D

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

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields

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

860 Restaurant LLC

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

PROCESSED

SEP 28 2004

THOMSON FINANCIAL

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.

860 Restaurant LLC

Address of Executive Offices (Number and Street, City, State, Zip Code)

601 Van Ness Ave., #E3606, San Francisco, CA 94102

Telephone Number (Including Area Code)

415-355-0900

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

Restaurant

Type of Business Organization

- ( ) corporation ( ) limited partnership, already formed (x) other (please specify): Limited Liability Company ( ) business trust ( ) limited partnership, to be formed



04043931

Actual or Estimated Date of Incorporation or Organization: 05 02 (x) 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) CA

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.

Handwritten scribble

**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)

Fendert, Oola

Business or Residence Address (Number and Street, City, State, Zip Code)  
842 Monterey Blvd., Apt. C, San Francisco, CA 94127

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

Full Name (Last name first, if individual)

Robertson, Cody

Business or Residence Address (Number and Street, City, State, Zip Code)  
1469 18th St., San Francisco, CA 94107

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

Full Name (Last name first, if individual)

Elements Building Company, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)  
601 Van Ness Ave., #E3606, San Francisco, CA 94102

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

Full Name (Last name first, if individual)

Release, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)  
1137 Howard St., San Francisco, CA 94103

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

Full Name (Last name first, if individual)

Fowler, Kelly

Business or Residence Address (Number and Street, City, State, Zip Code)  
1931 Lyon Street, San Francisco, CA 94115

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

Full Name (Last name first, if individual)

Cressy, Malcom

Business or Residence Address (Number and Street, City, State, Zip Code)  
441 Roosevelt Way, San Francisco, CA 94114

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

Full Name (Last name first, if individual)

Stricklin, John

Business or Residence Address (Number and Street, City, State, Zip Code)  
601 Van Ness Ave., #E3606, San Francisco, CA 94102

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

## A. BASIC IDENTIFICATION DATA

## 2. (CONTINUED)

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

Full Name: Martel Toler

Business or Residence Address: 1137 Howard St., San Francisco, CA 94103

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

Full Name: Michael Mazzone

Business or Residence Address: 530 Filbert St., San Francisco, CA 94133

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

Full Name: Alex Hsu

Business or Residence Address: 228 N. Magnolia Ave., #B, Alhambra, CA 91801

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

Full Name: The Francisco Trust

Business or Residence Address: 300 Beale Street, San Francisco, CA 94105

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

Full Name: Alan Davis

Business or Residence Address: 2125 Bentley Ave., #101, Los Angeles, CA 90025

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

Full Name: Ana Lantz

Business or Residence Address: 152 Cloudview Trail, Sausalito, CA 94965

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

Full Name: Barbro Lantz

Business or Residence Address: 1680 Pembroke Way, Dixon, CA 95620

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

Full Name: Kalyan "Cal" Majmundar

Business or Residence Address: 108 Greenbrook Ct., Danville, CA 94526

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

Full Name: Dave Grove

Business or Residence Address: 99 High Street, San Francisco, CA 94114

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

Full Name: Peter Bruce

Business or Residence Address: 98 Locust Street, Mill Valley, CA 94941

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

Full Name: Rick Valenzuela

Business or Residence Address: 1247 Harrison Street, #24, San Francisco, CA 94103

**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 the 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 type="checkbox"/> Preferred	
Convertible Securities (including warrants) .....	\$ 0	\$ 0
Partnership Interests .....	\$ 0	\$ 0
Other (Specify <u>LLC Interests</u> ) .....	\$ 600,000	\$ 600,000
<b>Total</b> .....	<b>\$ 600,000</b>	<b>\$ 600,000</b>

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 .....	3	\$ 600,000
Non-accredited Investors .....		\$
<b>Total (for filings under Rule 504 only)</b> .....		<b>\$</b>

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 .....		\$
<b>Total</b> .....		<b>\$</b>

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 insurer. 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 .....	<input type="checkbox"/>	\$
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	\$ 2,000
Legal Fees .....	<input checked="" type="checkbox"/>	\$ 3,000
Accounting Fees .....	<input type="checkbox"/>	\$
Engineering Fees .....	<input type="checkbox"/>	\$
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$
Other Expenses (identify) .....	<input type="checkbox"/>	\$
<b>Total</b> .....	<input type="checkbox"/>	<b>\$</b>

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

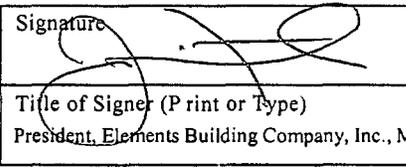
b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” ..... \$ 595,000

5. Indicate below the amount of the adjusted gross proceed 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 .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
P urchase of real estate.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
P urchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 20,000
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 450,000
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"/> \$ _____
Working capital .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 50,000
Other (specify): <u>Architect/Consultant</u> .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 50,000
<u>Licenses/Permits</u> .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
<u>Promotion/Advertising</u> .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 595,000
Total P ayments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ 595,000	

**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 (P rint or Type) 860 Restaurant LLC	Signature 	Date: 9/11, 2004
Name of Signer (P rint or Type) John Stricklin	Title of Signer (P rint or Type) President, Elements Building Company, Inc., Member, 860 Restaurant LLC	

**ATTENTION**

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