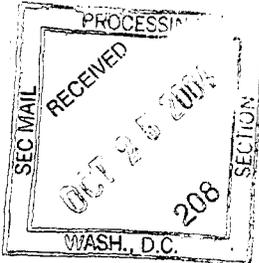


Manually signed



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

1307026

Name of Offering: FALSTAFF ON FORTY-SECOND STREET 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

A. BASIC IDENTIFICATION DATA

1. Name of Issuer: FALSTAFF ON FORTY-SECOND STREET LLC

Address of Executive Offices Telephone
311 West 43rd St., Suite 1107 212 246-3244
New York, NY 10036

Address of Principal Business Operations if different:
N/A



Brief Description of Business:

Financing of developmental production of musical stage play, "Lone Star Love"

Type of business Organization:
limited liability company

Estimated or actual date of Organization: 9/2004

Estimated Actual

Jurisdiction of Organization: NY

2.

Categories that apply:

Beneficial Owner, Promoter, Managing Member

Name and Address:

John L. Haber
143 West 75 Street, #1B
New York, NY 10023

Categories that apply:

Beneficial Owner, Promoter, Managing Member

Robert Boyett Theatricals, LLC

745 Fifth Avenue, Suite 3500

New York, NY 10151

Categories that apply:

Beneficial Owner, Promoter, Managing Member

Avenue A Productions, Inc.

McLaughlin & Stern

260 Madison Avenue, 18th Floor

New York, NY 10016

Categories that apply:

Officer and Director of Corporate/LLC Managing Member

Name and Address:

Boyett, Robert
745 Fifth Avenue, Suite 3500
New York, NY 10151

Categories that apply:

Officer and Director of Corporate Managing Member

Name and Address:

Alkalay, Peter C.
McLaughlin & Stern
260 Madison Avenue, 18th Floor
New York, NY 10016

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?

\$5,000

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. 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	\$800,000	0
TOTAL	\$800,000	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	\$ 9,000
Accounting Fees		\$
Engineering Fees		\$
Sales Commissions		\$
Other Expenses (Identify Blue Sky photocopying, etc.)	x	\$ 1,000
TOTAL:	x	\$ 10,000

b. The difference between aggregate offering price in Part C., question 1 and Total Expenses:
x \$790,000

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 \$	x\$225,000
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 \$ 10,000	x\$555,000
Column Totals:	x \$ 10,000	x\$780,000
Total Payments Listed: (column totals added)	x \$ 790,000	

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:	Signature:	Date:
FALSTAFF ON FORTY-SECOND STREET LLC		Oct. 7, 2004

John L. Haber

Name of Signer:	Title of Signer
John L. Haber	a Managing Member of the Issuer
