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Manually  
Signed

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

Mail Processing  
Section

OCT 27 2008

Washington, DC  
101

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

Name of Offering: CHICAGO AUSTRALIA 2008 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: CHICAGO AUSTRALIA 2008 LLC

Address of Executive Offices Telephone 212 222-7611

838 West End Avenue, #8A  
New York, New York 10025

Address of Principal Business Operations if different:  
N/A

Brief Description of Business:

Production of musical stage play, "CHICAGO"

Type of business Organization:  
limited liability company

Estimated or actual date of Organization: 9/2008

Estimated X Actual

Jurisdiction of Organization: Delaware

**PROCESSED**

**NOV 03 2008**

**THOMSON REUTERS**

2.

=====  
Categories that apply:

Beneficial Owner, Promoter, Managing Member

Name and Address:

Grain of Sand Productions, LLC

838 West End Avenue, #8A

New York, New York 10025  
=====

Categories that apply:

Officer, Director or Manager of Corporate or LLC Manager

Name and Address:

Williams, Elizabeth

838 West End Avenue, #8A

New York, New York 10025  
=====

## 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	\$850,000	0
TOTAL	\$850,000	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	\$ 7,500
Accounting Fees		\$
Engineering Fees		\$
Sales Commissions		\$
Other Expenses (Identify) Blue Sky photocopying, etc.	x	\$ 2,500
TOTAL:	x	\$ 10,000

b. The difference between aggregate offering price in Part C., question 1 and Total Expenses:  
x \$840,000

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

	Payments to Officers, Directors & Affiliates	Payments to Others
Salaries and Fees	\$ 7500	\$
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)



Nan Bases, Esq.  
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Fax: 212 989-3357  
October 15, 2008

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U.S. Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Re: CHICAGO AUSTRALIA 2008 LLC

Gentlemen/women:

I represent CHICAGO AUSTRALIA 2008 LLC, a limited liability company formed under the laws of the State of Delaware, to finance the Australian production of the stage musical play, "CHICAGO". Interests in this limited liability company will be offered only to accredited investors.

Enclosed please one manually signed copy of Form D, and four additional photocopies, for the above limited liability company,

Please do not hesitate to contact me if you require further information.

Very truly yours,



Nan Bases,  
Attorney for the Issuer

NB:ac  
Enclosures

*END*