

CONFIDENTIAL OFFERING MEMORANDUM

June 2007

Town and Country Restaurant LLC, a Delaware limited liability company (the "LLC"), hereby offers, pursuant to the offering (this "Offering") contemplated by this Confidential Offering Memorandum ("Offering Memorandum"), 120 to 180 Preferred Units in the LLC at an offering price of One Hundred Thousand Dollars (\$100,000) for each increment of ten (10) Preferred Units.

	Price ¹	Available No. of Preferred Units	Proceeds to the LLC
For Ten Preferred Units:	\$100,000	120-180	\$1,200,000-\$1,800,000 ²

The LLC reserves the right to reject any subscription, and to allot to any investor who subscribes for Preferred Units ("investor" or "Subscriber") less than the number of Preferred Units subscribed for. The LLC intends to require that each investor's subscription amount be no less than \$100,000, but reserves the right, in its sole discretion, to accept subscriptions of less than \$100,000. The LLC also reserves the right to raise more than \$1,800,000 (and to issue more than 180 Preferred Units) if the Manager determines that additional capital is needed by the LLC.

The proceeds of this Offering shall be deposited in a non-interest bearing account of the LLC and shall not be used by the LLC until the later of the date that (A) at least 120 Preferred Units have been subscribed for (\$1,200,000 raised) and (B) the LLC has entered into a satisfactory lease for the proposed space ("Proposed Space") for the restaurant to be owned by the LLC at 525 W. Monroe, Chicago, Illinois 60661. If at least 120 Preferred Units (\$1,200,000 of proceeds) have been subscribed for in accordance with the terms of this Offering and the LLC has entered into a satisfactory lease for the Proposed Space, the proceeds of this Offering shall become immediately available to the LLC.

This Offering Memorandum has been prepared solely for the information of the person to whom it has been delivered by or on behalf of the LLC. Distribution of this Offering Memorandum to any person other than the prospective investor to whom this Offering Memorandum is delivered by the LLC and those persons retained to advise them is unauthorized. Any reproduction of this Offering Memorandum, in whole or in part, or the divulgence of any of the contents hereof without the prior written consent of the LLC is strictly prohibited. Each prospective investor, by accepting delivery of this Offering Memorandum, agrees to return it and all other documents received by him or her to the LLC (and all reproductions thereof) if the prospective investor decides not to subscribe for

¹ The price of the Preferred Units has been arbitrarily set by the LLC.

² However, the LLC has the right to issue more than 180 Preferred Units if the Manager determines that additional capital is needed by the LLC.

Preferred Units, the prospective investor's subscription is not accepted, or this Offering is terminated.

IMPORTANT DISCLAIMERS AND OTHER INFORMATION

DURING THE COURSE OF THIS OFFERING AND PRIOR TO THE ACCEPTANCE OF A SUBSCRIPTION FOR PREFERRED UNIT(S) AS PROVIDED HEREIN, EACH PROSPECTIVE INVESTOR AND HIS OR HER ADVISOR(S) ARE INVITED TO ASK QUESTIONS AND OBTAIN ADDITIONAL INFORMATION FROM THE LLC CONCERNING THE TERMS AND CONDITIONS OF THIS OFFERING AND THE PROSPECTIVE BUSINESS OF THE LLC, TO THE EXTENT THE LLC POSSESSES SUCH INFORMATION OR CAN ACQUIRE IT WITHOUT UNREASONABLE EFFORT OR EXPENSE. PROSPECTIVE INVESTORS OR ADVISORS HAVING QUESTIONS OR DESIRING ADDITIONAL INFORMATION SHOULD CONTACT BRIAN ELDRIDGE, THE PRESIDENT OF THE MANAGER OF THE LLC, AT 312-590-0259.

THIS OFFERING MEMORANDUM IS NOT INTENDED AS LEGAL OR TAX ADVICE. EACH PROSPECTIVE INVESTOR SHOULD CONSULT HIS OR HER OWN ATTORNEY, BUSINESS ADVISOR AND TAX ADVISOR AS TO LEGAL, BUSINESS, TAX AND OTHER MATTERS CONCERNING THIS OFFERING AND AN INVESTMENT IN THE LLC.

NO PERSON IS AUTHORIZED TO GIVE ANY INFORMATION OR REPRESENTATION NOT CONTAINED IN OR ACCOMPANYING THIS OFFERING MEMORANDUM WITH RESPECT TO THIS OFFERING OTHER THAN BRIAN ELDRIDGE, AS PRESIDENT OF THE MANAGER OF THE LLC. IF ANY SUCH INFORMATION OR REPRESENTATIONS ARE GIVEN OR MADE, THEY MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE LLC. THE DELIVERY OF THIS OFFERING MEMORANDUM AT ANY TIME DOES NOT IMPLY THAT THERE HAS BEEN NO CHANGE IN THE INFORMATION CONTAINED HEREIN SINCE THE DATE HEREOF.

ALL OF THE INFORMATION PROVIDED HEREIN HAS BEEN PROVIDED BY THE MANAGER ON BEHALF OF THE LLC. THE LLC MAKES NO EXPRESS OR IMPLIED REPRESENTATION OR WARRANTY AS TO THE COMPLETENESS OF THE INFORMATION IN THIS OFFERING MEMORANDUM OR, IN THE CASE OF PROJECTIONS, ESTIMATES, FUTURE PLANS, OR FORWARD LOOKING ASSUMPTIONS OR STATEMENTS, AS TO THEIR ATTAINABILITY OR THE ACCURACY AND COMPLETENESS OF THE ASSUMPTIONS FROM WHICH THEY ARE DERIVED, AND IT IS EXPECTED THAT EACH PROSPECTIVE INVESTOR WILL PURSUE ITS OWN INDEPENDENT INVESTIGATION. IT MUST BE RECOGNIZED THAT ESTIMATES OF THE LLC'S PERFORMANCE ARE NECESSARILY SUBJECT TO A HIGH DEGREE OF UNCERTAINTY DUE TO ASSUMPTIONS OR CHANGES IN MARKET CONDITIONS, AND THEREFORE MAY VARY MATERIALLY FROM ACTUAL RESULTS.

THIS OFFERING IS NOT UNDERWRITTEN.

THE PREFERRED UNITS HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES AGENCY, THE SECRETARY OF STATE OF ILLINOIS OR THE SECRETARY OF STATE (OR SECURITIES COMMISSIONER) OF ANY OTHER JURISDICTION NOR HAS ANY SUCH REGULATORY BODY REVIEWED THIS OFFERING MEMORANDUM FOR ACCURACY OR COMPLETENESS. AS A PREREQUISITE OF ANY SALE OF THE PREFERRED UNITS, THE LLC WILL BE RELYING ON CERTAIN REPRESENTATIONS AND WARRANTIES OF THE INVESTORS WHICH SHALL PROVIDE, AMONG OTHER THINGS, THAT EACH INVESTOR IS ACQUIRING PREFERRED UNITS SOLELY FOR SUCH INVESTOR'S OWN ACCOUNT AND NOT WITH A VIEW TOWARD THE DISTRIBUTION THEREOF. NO PUBLIC MARKET FOR THE PREFERRED UNITS WILL EXIST UPON CONSUMMATION OF THE OFFERING NOR IS A PUBLIC MARKET LIKELY TO DEVELOP. CONSEQUENTLY, THE PREFERRED UNITS MAY NOT BE SOLD UNLESS, AMONG OTHER THINGS, THEY ARE SUBSEQUENTLY REGISTERED UNDER THE SECURITIES ACT AND ANY APPLICABLE STATE SECURITIES LAWS OR AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE. IN ADDITION, THE TRANSFER OF PREFERRED UNITS IS RESTRICTED BY THE TERMS OF THE LIMITED LIABILITY COMPANY AGREEMENT OF THE LLC. FOR THESE REASONS, AN INVESTOR WILL BE REQUIRED TO BEAR THE ECONOMIC RISK OF LOSS OF HIS OR HER ENTIRE INVESTMENT FOR AN INDEFINITE PERIOD OF TIME. THIS OFFERING IS THEREFORE SUITABLE ONLY FOR PERSONS OF ADEQUATE MEANS WHO HAVE NO NEED FOR LIQUIDITY IN THEIR INVESTMENT.

THE OFFERING PRICE OF THE SECURITIES HAS BEEN ARBITRARILY ESTABLISHED BY THE LLC AND DOES NOT NECESSARILY BEAR ANY SPECIFIC RELATION TO THE ASSETS, BOOK VALUE OR POTENTIAL EARNINGS OF THE LLC OR ANY OTHER RECOGNIZED CRITERIA OF VALUE.

THIS OFFERING INVOLVES SEVERAL RISKS. POTENTIAL INVESTORS ARE STRONGLY URGED TO CAREFULLY REVIEW THE SECTION OF THIS OFFERING MEMORANDUM ENTITLED "RISK FACTORS".

NO GENERAL SOLICITATION OR ADVERTISING WILL OR MAY BE EMPLOYED IN THIS OFFERING.

THIS OFFERING MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY TO ANYONE IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION WOULD BE UNLAWFUL OR IS NOT AUTHORIZED, OR IN WHICH THE PERSON MAKING SUCH OFFER OR SOLICITATION IS NOT QUALIFIED TO DO SO, OR IF THE PROSPECTIVE INVESTOR IS NOT QUALIFIED UNDER APPLICABLE SECURITIES LAWS.

BY ACCEPTANCE OF THIS OFFERING MEMORANDUM, PROSPECTIVE INVESTORS RECOGNIZE AND ACCEPT THE NEED TO CONDUCT THEIR OWN THOROUGH INVESTIGATION AND DUE DILIGENCE BEFORE CONSIDERING A SUBSCRIPTION FOR THE PREFERRED UNITS.

REFERENCES SHOULD BE MADE TO THE LLC'S LIMITED LIABILITY COMPANY AGREEMENT AND ANY OTHER DOCUMENTS REFERENCED HEREIN FOR COMPLETE INFORMATION CONCERNING THE RIGHTS AND OBLIGATIONS OF INVESTORS.

As used in this Offering Memorandum, the pronouns "he", "his" and "him" shall include the feminine, neuter and plural whenever the context and facts require such construction.

NASAA LEGEND

IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE LLC AND THE TERMS OF THIS OFFERING INCLUDING THE MERITS AND RISKS INVOLVED. THE PREFERRED UNITS HAVE NOT BEEN REGISTERED WITH OR RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER FEDERAL AND STATE SECURITIES LAWS AND THE LLC'S LIMITED LIABILITY COMPANY AGREEMENT. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

CALIFORNIA

IT IS UNLAWFUL TO CONSUMMATE A SALE OR TRANSFER OF THESE SECURITIES, OR ANY INTEREST THEREIN, OR TO RECEIVE ANY CONSIDERATION THEREFOR, WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMMISSIONER OF CORPORATIONS OF THE STATE OF CALIFORNIA, EXCEPT AS PERMITTED IN THE COMMISSIONER'S RULES.

INVESTOR SUITABILITY QUALIFICATIONS

An investment in the LLC is intended only for "accredited investors" as such term is defined under Regulation D of the Securities Act of 1933, as amended. The LLC reserves the right, in its sole discretion, to accept subscriptions from unaccredited investors. No prospective investor is eligible to purchase Preferred Units unless such prospective investor or his or her duly authorized representative shall have executed and delivered to the LLC the LLC's form subscription agreement ("Subscription Agreement") which accompanies this Offering

Memorandum. All subscriptions for Preferred Units are subject to acceptance, in whole or in part, by the LLC which shall occur only upon the delivery to the prospective investor of a written acknowledgement of acceptance signed by the Manager, in its sole discretion, on behalf of the LLC. Additionally, no subscriber shall become a Preferred Member of the LLC unless and until the later of the date that (A) at least 120 Preferred Units having been subscribed for (\$1,200,000 raised) and (B) the LLC has entered into a satisfactory lease for the Proposed Space, and such other conditions, if any, set forth in the Limited Liability Company Agreement of the LLC have been satisfied.

SUMMARY OF THE OFFERING

The LLC: Town and Country Restaurant LLC is a recently formed manager-managed Delaware limited liability company created to establish, own and operate a restaurant (the "Restaurant") to be known as Town and Country Restaurant. For more detailed information about the Restaurant and the Restaurant concept, see the business plan of the LLC which accompanies this Offering Memorandum.

Members: Town and Country Sponsor LLC, an Illinois limited liability company ("Common Member") has contributed a total of \$1,000.00 in cash to the LLC and in exchange therefor, has been issued 1,000 Common Units in the LLC.

Pursuant to this Offering, the LLC is soliciting subscriptions for Preferred Units in the LLC. Persons subscribing for Preferred Units pursuant to this Offering shall, upon acceptance of their subscription by the LLC as provided in the Subscription Agreement and such other conditions set forth in the Limited Liability Company Agreement, be admitted as Preferred Members of the LLC.

The rights and obligations of the Common Member and the Preferred Members are set forth in the Limited Liability Company Agreement. For a complete understanding of the Limited Liability Company Agreement, see the Limited Liability Company Agreement of the LLC which accompanies this Offering Memorandum.

The Restaurant: For a description of the Restaurant see the business plan of the LLC which accompanies this Offering Memorandum.

Location: The Restaurant is intended to be located at 525 W. Monroe, Chicago, Illinois. The Manager has negotiated a non-binding letter of intent ("Letter of Intent") with the owner ("Landlord") of the building ("Building") located at 525 W. Monroe, Chicago, Illinois, for approximately 8,480 square feet of space ("Proposed Space") on the ground floor of the Building. A copy of the Letter of Intent accompanies this Offering Memorandum.