

STRAUS CAPITAL MANAGEMENT LLC/
Form SC 13G/A
February 14, 2003

SECURITIES & EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)
(Amendment No. 1)

Total Entertainment Restaurant Corp.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

89150E100
(CUSIP Number)

December 31, 2002
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which
this Schedule 13G/A is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

(Page 1 of 5 Pages)

*The remainder of this cover page shall be filled out for a
reporting person's initial filing on this form with respect to the
subject class of securities, and for any subsequent amendment containing
information which would alter the disclosures provided in a prior cover
page.

The information required in the remainder of this cover page shall
not be deemed to be "filed" for purposes of Section 18 of the Securities
Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of
that section of the Act but shall be subject to all other provisions of
the Act (however, see the Notes).

(1) NAMES OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Straus Capital Management, L.L.C.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) []
(b) [x]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|--------------|------------------------------|---------|
| NUMBER OF | (5) SOLE VOTING POWER | -0- |
| SHARES | ----- | ----- |
| BENEFICIALLY | (6) SHARED VOTING POWER | 419,000 |
| OWNED BY | ----- | ----- |
| EACH | (7) SOLE DISPOSITIVE POWER | -0- |
| REPORTING | ----- | ----- |
| PERSON WITH | (8) SHARED DISPOSITIVE POWER | 419,000 |

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
419,000

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
4.08%

(12) TYPE OF REPORTING PERSON **
IA

** SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Melville Straus

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) []
(b) [x]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

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| | | | |
|--------------|------|--|---------|
| NUMBER OF | (5) | SOLE VOTING POWER | -0- |
| SHARES | | | |
| BENEFICIALLY | (6) | SHARED VOTING POWER | 419,000 |
| OWNED BY | | | |
| EACH | (7) | SOLE DISPOSITIVE POWER | -0- |
| REPORTING | | | |
| PERSON WITH | (8) | SHARED DISPOSITIVE POWER | 419,000 |
| | (9) | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 419,000 |
| | (10) | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** | [] |
| | (11) | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | 4.08% |
| | (12) | TYPE OF REPORTING PERSON ** | IN |

** SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a). Name of Issuer:

Total Entertainment Restaurant Corp. (the "Company").

Item 1(b). Address of Issuer's Principal Executive Offices:

9300 East Central Avenue, Suite 100, Wichita, Kansas 67206

Item 2(a). Name of Persons Filing:

Straus Capital Management, L.L.C. and Melville Straus

Item 2(b). Address of Principal Business Office or, if None, Residence:

The principal business office for Straus Capital Management, L.L.C. and Melville Straus is:

Straus Capital Management, L.L.C.
605 Third Avenue, New York, New York 10158.

Item 2(c). Citizenship:

Straus Capital Management, L.L.C.: Delaware
Melville Straus: New York

Item 2(d). Title of Class of Securities:

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Common stock

Item 2(e). CUSIP Number:

89150E100

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act,
- (b) Bank as defined in Section 3(a)(6) of the Act,
- (c) Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) Investment Adviser in accordance with Rule 13d-1 (b) (1) (ii) (E),
- (f) Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b) (1) (ii) (F),
- (g) Parent Holding Company or control person in accordance with Rule 13d-1 (b) (1) (ii) (G),
- (h) Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to 13d-1(c), check this box:

Item 4. Ownership.

The information in items 1 and 5-11 on the cover page (p. 2) of the statement on Schedule 13G is hereby incorporated by reference.

Item 5. Ownership of Five Percent or Less of a Class.

X

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

To the knowledge of Straus Capital Management, L.L.C. and Melville Straus, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, a number of such Common Stock which represents more than five percent of the number of outstanding shares of Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

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Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Straus Capital Management, L.L.C. hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Melville Straus hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct and may be jointly filed with Melville Straus.

DATED: February 14, 2003

/s/ Melville Straus

Melville Straus, as Managing Principal,
Straus Capital Management, L.L.C.

After reasonable inquiry and to the best of our knowledge and belief, I certify that the information set forth in this statement is true, complete and correct and may be jointly filed with Straus Capital Management L.L.C.

Dated: February 14, 2003

/s/ Melville Straus

Melville Straus

02174.0002 #384980