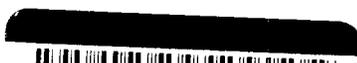


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SEC 1972 (6/99) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

21-41281

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 state exemption unless such exemption is predicated on the filing of a federal notice.

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

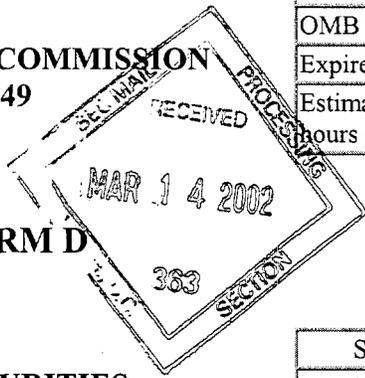
Table with OMB APPROVAL, OMB Number: 3235-0076, Expires: May 31, 2002, Estimated average burden hours per response.. 1

PROCESSED

MAR 28 2002

THOMSON FINANCIAL

FORM D



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

Table with SEC USE ONLY, Prefix, Serial, DATE RECEIVED

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

Filing Under (Check box(es) that apply): [ ] Rule 504 [x] Rule 505 [ ] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [x] New Filing [ ] Amendment

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.) AnyTime Food, Inc.

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 in the notice constitutes a part of this notice and must be completed.

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**A. BASIC IDENTIFICATION DATA**

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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.

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

---

Full Name (Last name first, if individual) Krugh,  
Randall

---

Business or Residence Address (Number and Street, City, State, Zip Code) 126 East  
Main Street, Van Wert, Ohio 45891

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

---

Full Name (Last name first, if individual) McCoy, Rick

---

Business or Residence Address (Number and Street, City, State, Zip Code) 126 East  
Main Street, Van Wert, Ohio 45891

---

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

---

Full Name (Last name first, if individual)

---

Business or Residence Address (Number and Street, City, State, Zip Code)

---

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

Business or Residence Address (Number and Street, City, State, Zip Code) n/a

Name of Associated Broker or Dealer n/a

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
(Check "All States" or check individual States) ..... [ ] All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual) None

Business or Residence Address (Number and Street, City, State, Zip Code) n/a

Name of Associated Broker or Dealer n/a

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
(Check "All States" or check individual States) ..... [ ] All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual) None

Business or Residence Address (Number and Street, City, State, Zip Code) n/a

Name of Associated Broker or Dealer n/a

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
(Check "All States" or check individual States) ..... [ ] All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

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

### C. 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 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.

Printing and Engraving Costs .....	[ ] \$	0
Legal Fees .....	[x] \$	15,000
Accounting Fees .....	[x] \$	5,000
Engineering Fees .....	[ ] \$	0
Sales Commissions (specify finders' fees separately) .....	[ ] \$	0
Other Expenses (identify)	[x] \$	5,000
<u>Travel/Roadshow</u> .....		
Total .....	[x] \$	25,000

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." ..... \$ 175,000

5. Indicate below the amount of the adjusted gross proceeds 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 .....	[ ] \$ 0	[ ] \$ 0
Purchase of real estate .....	[ ] \$ 0	[ ] \$ 0
Purchase, rental or leasing and installation of machinery and equipment .....	[ ] \$ 0	[x] \$ 40,000
Construction or leasing of plant buildings and facilities.....	[ ] \$ 0	[ ] \$ 0
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) .....	[ ] \$ 0	[ ] \$ 0
Repayment of indebtedness .....	[ ] \$ 0	[ ] \$ 0
Working capital .....	[ ] \$ 0	[x] \$ 125,500
Other (specify): <u>Acquisition of initial inventory</u> .....	[ ] \$ 0	[x] \$ 38,500
_____	[ ] \$ 0	[ ] \$ 0
_____	[ ] \$ 0	[ ] \$ 0
Column Totals .....	[ ] \$ 0	[x] \$ 200,000
Total Payments Listed (column totals added) .....		[x] \$ 200,000

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**D. FEDERAL SIGNATURE**

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Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		x	None	None	n/a	None	n/a		x
AK		x	None	None	n/a	None	n/a		x
AZ		x	None	None	n/a	None	n/a		x
AR		x	None	None	n/a	None	n/a		x
CA		x	None	None	n/a	None	n/a		x
CO		x	None	None	n/a	None	n/a		x
CT		x	None	None	n/a	None	n/a		x
DE		x	None	None	n/a	None	n/a		x
DC		x	None	None	n/a	None	n/a		x
FL		x	None	None	n/a	None	n/a		x
GA		x	None	None	n/a	None	n/a		x
HI		x	None	None	n/a	None	n/a		x
ID		x	None	None	n/a	None	n/a		x
IL		x	None	None	n/a	None	n/a		x
IN		x	None	None	n/a	None	n/a		x
IA		x	None	None	n/a	None	n/a		x
KS		x	None	None	n/a	None	n/a		x
KY		x	None	None	n/a	None	n/a		x
LA		x	None	None	n/a	None	n/a		x
ME		x	None	None	n/a	None	n/a		x
MD		x	None	None	n/a	None	n/a		x
MA		x	None	None	n/a	None	n/a		x
MI		x	None	None	n/a	None	n/a		x
MN		x	None	None	n/a	None	n/a		x