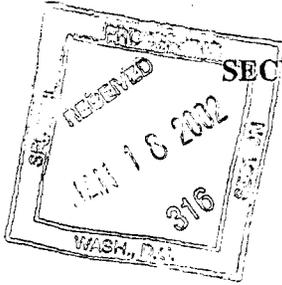


FORM D

U.S. POST OFFICE
DELAYED

1165777



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

FORM D

OMB Approval	
OMB Number	3235-0076
Expires:	November 30, 2001
Estimated average burden hours per response	16.00

21-38873

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

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Midwest Organic Farmers Cooperative - Common and Preferred Stock

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

Type of Filing: 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.)
Midwest Organic Farmers Cooperative



Address of Executive Offices (Number and Street, City, State, Zip Code)
572 County Rd. 2100E, Casey, IL 62420

Telephone Number (Including Area Code)
217/923-2702

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
(if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

Cooperative marketing of organic products in behalf of coop members/producers

Type of Business Organization

corporation limited partnership, already formed other (please specify): **PROCESSED Cooperative**
 business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month **03** Year **01** Actual Estimated **JAN 29 2002**

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State; CN for Canada; FN for other foreign jurisdiction) **IL**

THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

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

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:
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 to the notice constitutes a part of this notice and must be completed.

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

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.

A. BASIC IDENTIFICATION DATA

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.

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

Full Name (Last name first, if individual)

Brussell, Kevin

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

572 County Rd. 2100E, Casey, IL 62420

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

Full Name (Last name first, if individual)

See list of Directors attached

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

Attachment to SEC Form D - Part A.
Officers and Directors of
Midwest Organic Farmers Cooperative
A cooperative organized under the Agricultural Co-operative Act
of the State of Illinois, (805 ILCS 315/1 et seq.).

NAME	OFFICE	ADDRESS
Manges, Marvin	Director/ <i>Vice Chairman</i>	18773 E. 1600 Ave., Yale, IL 62481
Rowe Ron	Director	3638 Hopewell Rd., Dalton City, IL 61925
Plapp, Adrian J.	Director	23544 McQueen Rd., Malta, IL 60150
Rissman, Joel	Director	10330 SR 23, Waterman, IL 60556
Butler, Aaron	Director/Treasurer	204 S. 6 th St. Malta, IL 60150
Willrett, Randall A.	Director	1802 S. Malta Rd., Malta, IL 60150
Campbell, David W.	Director/Chairman	4N852 Wooley Road, Maple Park, IL 60151
Anderson, ^{Larry} Larry A.	Director	5059 Fairview, Malta, IL 60150
Gebhart, Paul A.	Director	2147 N 1400E, Edinburg, IL 62531
Johnson, Floyd	Director, Secretary	151 Johnson Lane, Raymond, IL 62560
Gnaedinger, Paul	Director	480 Tenth Ave., Pocahontas, IL 62271

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

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? \$ 500

3. Does the offering permit joint ownership of a single unit? Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual) None

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

Name of Associated Broker or Dealer

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)

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

Name of Associated Broker or Dealer

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)

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

Name of Associated Broker or Dealer

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]

(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 column below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.	\$ _____	\$ _____
Equity.	\$ <u>100,000</u>	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.	\$ _____	\$ _____
Other (Specify _____).....	\$ _____	\$ _____
Total.	\$ <u>100,000</u>	\$ _____

Answer also in Appendix, Column 3, if filing under ULOE

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.	_____	\$ _____
Non-accredited Investors.	_____	\$ _____
Total (for filings under Rule 504 only)	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.	_____	\$ _____
Regulation A.	_____	\$ _____
Rule 504.	_____	\$ _____
Total.	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs.	<input checked="" type="checkbox"/>	\$ <u>200</u>
Legal Fees.	<input checked="" type="checkbox"/>	\$ <u>2,500</u>
Accounting Fees.	<input type="checkbox"/>	\$ _____
Engineering Fees.	<input type="checkbox"/>	\$ _____
Sales Commissions (Specify finder's fees separately).....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) <u>Travel, meeting facilities</u>	<input checked="" type="checkbox"/>	\$ <u>850</u>
Total.	<input type="checkbox"/>	\$ <u>3,550</u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

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."

\$96,450

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	<input checked="" type="checkbox"/>	\$ 30,000	<input checked="" type="checkbox"/>	\$ 10,000
Purchase of real estate.	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment.	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ 1,500
Construction or leasing of plant buildings and facilities.	<input checked="" type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ 6,000
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.	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness.	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital.	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ 46,000
Other (specify) <u>Legal fees for organizing</u>	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ 6,500
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals.	<input checked="" type="checkbox"/>	\$ 30,000	<input checked="" type="checkbox"/>	\$ 70,000
Total Payments Listed (column totals added)			<input checked="" type="checkbox"/>	\$ 100,000

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 (Print or Type) Midwest Organic Farmers Cooperative	Signature <i>David W. Campbell</i>	Date 5-21-01
Name of Signer (Print or Type) David Campbell	Title of Signer (Print or Type) Chairman of the Board	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252 (c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Midwest Organic Farmers Cooperative	Signature <i>David W. Campbell</i>	Date 5-21-07
Name of Signer (Print or Type) David Campbell	Title of Signer (Print or Type) Chairman of the Board	

Instruction:

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 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Common & Preferred	Number of Accredited Investors	Amount	Number of Nonaccredited Investors	Amount	Yes
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL	X		70,000						X
IN	X		30,000	0	0	0	0		X
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO	X		30,000						X

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	Common & Preferred	Number of Accredited Investors	Amount	Number of Nonaccredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN	X		30,000						X
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

Midwest Organic Farmers

That the undersigned, Cooperative, a corporation organized under the laws of Illinois, for purposes of complying with the laws of the states indicated hereunder relating to (i) either the registration or sale of securities or (ii) the furnishing of investment advisory services, hereby irrevocably appoints the officers of the states so designated hereunder and their successors in such offices, its attorney in those states so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the states so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the states so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that state and have been served lawfully with process in that state.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Delmar K. Banner
Lietz, Banner & Ford
2504 Galen Dr., Ste. 106
Champaign, IL 61821

Place an "X" before the names of all states for which the person executing this form is appointing the designated Officer of that state as its attorney in that state for receipt of service of process:

ALABAMA	Secretary of State.	X ILLINOIS	Secretary of State.
ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development.	X INDIANA	Secretary of State.
		IOWA	Commissioner of Insurance.
		KANSAS	Secretary of State.
ARIZONA	The Corporation Commission.	KENTUCKY	Director, Division of Securities.
ARKANSAS	The Securities Commissioner.	LOUISIANA	Commissioner of Securities.
		MAINE	Administrator, Securities Division.
CALIFORNIA	Commissioner of Corporations.	MARYLAND	Commissioner of the Division of Securities.
COLORADO	Securities Commissioner.	MASSACHUSETTS	Secretary of State.
CONNECTICUT	Banking Commissioner.	MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce.
DELAWARE	Securities Commissioner.	MINNESOTA	Commissioner of Commerce.
DISTRICT OF COLUMBIA	Public Service Commission.	MISSISSIPPI	Secretary of State.
FLORIDA	Department of Banking and Finance.	X MISSOURI	Securities Commissioner.
GEORGIA	Commissioner of Securities.	MONTANA	State Auditor and Commissioner of Insurance.
GUAM	Administrator, Department of Finance.		

HAWAII	Commissioner of Securities & Consumer Affairs.	NEBRASKA	Director of Banking and Finance.
IDAHO	Director, Department of Finance.	NEVADA	Secretary of State.
NEW HAMPSHIRE	Secretary of State.	SOUTH CAROLINA	Secretary of State.
NEW JERSEY	Chief, Securities Bureau.	SOUTH DAKOTA	Director of the Division of Securities.
NEW MEXICO	Director of Securities.	X TENNESSEE	Commissioner of Commerce and Insurance.
NEW YORK	Secretary of State.	TEXAS	Securities Commissioner.
NORTH CAROLINA	Secretary of State.	UTAH	Director, Division of Securities.
NORTH DAKOTA	Securities Commissioner.	VERMONT	Commissioner of Banking, Insurance, Securities, and Health Care Administration
OHIO	Secretary of State.	VIRGINIA	Clerk, State Corporation Commission.
OREGON	Director, Department of Insurance and Finance.	WASHINGTON	Director of the Department of Licensing.
OKLAHOMA	Department of Securities.	WEST VIRGINIA	Commissioner of Securities.
*** PENNSYLVANIA	require filing of a Consent to Service of Process.	WISCONSIN	Department of Financial Institutions, Division of Securities
PUERTO RICO	Commissioner of Financial Institutions.	WYOMING	Secretary of State.
RHODE ISLAND	Director of Business Regulation.		

Dated this 22 day of May, 2001

APPLICANT

Midwest Organic Farmers Cooperative

By: David W. Campbell

(CORPORATE SEAL)

STATE OF Illinois)
COUNTY OF Kane)



On this 22 day of May, 2001, before me, Noel Lynn Mangers the undersigned officer, personally appeared, known personally to me to be the of the above named David W. Campbell and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the Midwest Organic Farmers Cooperative by himself as an officer.

corporation

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

(SEAL)



Noel Lynn Mangers
Notary Public/Commissioner of Oaths

My Commission Expires: 6/29/03

My County of Residence: Kane