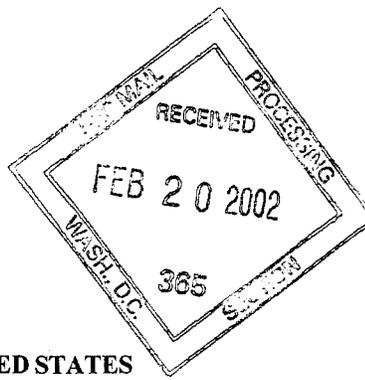


ORIGINAL

21-40830



OMB APPROVAL
OMB NUMBER: _____
EXPIRES: _____
ESTIMATED AVERAGE BURDEN HOURS PER RESPONSE... 1

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



02016814

FORM D

SEC USE ONLY		
PREFIX		SERIAL
DATE RECEIVED		

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

NAME OF OFFERING (CHECK IF THIS IS AN AMENDMENT AND NAME HAS CHANGED, AND INDICATE CHANGE.)
BOULDER CO-OP MARKET OFFERING

FILING UNDER
(CHECK BOX(ES) RULE 504 RULE 505 RULE 506 SECTION 4(6) ULOE
THAT APPLY):

PROCESSED

TYPE OF FILING: NEW FILING AMENDMENT

MAR 20 2002

A. BASIC IDENTIFICATION DATA

1. ENTER THE INFORMATION REQUESTED ABOUT THE ISSUER

THOMSON
FINANCIAL

NAME OF ISSUER (CHECK IF THIS IS AN AMENDMENT AND NAME HAS CHANGED, AND INDICATE CHANGE.)

BOULDER CO-OP MARKET

ADDRESS OF EXECUTIVE OFFICES (NUMBER AND STREET, CITY, STATE, ZIP CODE) TELEPHONE NUMBER

1906 PEARL STREET BOULDER, CO 80306

ADDRESS OF PRINCIPAL BUSINESS OPERATIONS (NUMBER AND STREET, CITY, STATE, ZIP CODE) TELEPHONE NUMBER (INCLUDING AREA CODE)

1906 PEARL STREET BOULDER, CO 80306

BRIEF DESCRIPTION OF BUSINESS

NATURAL FOOD GROCERY CO-OPERATIVE

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 PROMOTER BENEFICIAL EXECUTIVE DIRECTOR GENERAL
BOX(ES) OWNER OFFICER AND/OR
THAT MANAGING
APPLY: PARTNER

FULL NAME (LAST NAME FIRST, IF INDIVIDUAL)

HORESH, THEO

BUSINESS OR RESIDENCE ADDRESS (NUMBER AND STREET, CITY, STATE, ZIP CODE)

2127 16TH STREET, BOULDER, CO 80302

CHECK PROMOTER BENEFICIAL EXECUTIVE DIRECTOR GENERAL
BOX(ES) OWNER OFFICER AND/OR
THAT MANAGING
APPLY: PARTNER

FULL NAME (LAST NAME FIRST, IF INDIVIDUAL)

SCHWENK, LORIENCE

BUSINESS OR RESIDENCE ADDRESS (NUMBER AND STREET, CITY, STATE, ZIP CODE)

4656 ASHFIELD DRIVE, BOULDER, CO 80301

CHECK PROMOTER BENEFICIAL EXECUTIVE DIRECTOR GENERAL
BOX(ES) OWNER OFFICER AND/OR
THAT MANAGING
APPLY: PARTNER

FULL NAME (LAST NAME FIRST, IF INDIVIDUAL)

FINDLESTEIN, STEVE

BUSINESS OR RESIDENCE ADDRESS (NUMBER AND STREET, CITY, STATE, ZIP CODE)

11647 BROOK ROAD, GOLDEN, CO 80403

CHECK PROMOTER BENEFICIAL EXECUTIVE DIRECTOR GENERAL
BOX(ES) OWNER OFFICER AND/OR
THAT MANAGING
APPLY: PARTNER

FULL NAME (LAST NAME FIRST, IF INDIVIDUAL)

PHILLIPS, STEVE

BUSINESS OR RESIDENCE ADDRESS (NUMBER AND STREET, CITY, STATE, ZIP CODE)

1906 FOUNTAIN CT., LONGMONT, CO 80503

CHECK PROMOTER BENEFICIAL EXECUTIVE DIRECTOR GENERAL
BOX(ES) OWNER OFFICER AND/OR
THAT MANAGING
APPLY: PARTNER

FULL NAME (LAST NAME FIRST, IF INDIVIDUAL)

DEVI, ALAKANADA

BUSINESS OR RESIDENCE ADDRESS (NUMBER AND STREET, CITY, STATE, ZIP CODE)

2457 20TH STREET, BOULDER, CO 80304

CHECK PROMOTER BENEFICIAL EXECUTIVE DIRECTOR GENERAL
BOX(ES) OWNER OFFICER AND/OR
THAT MANAGING
APPLY: PARTNER

FULL NAME (LAST NAME FIRST, IF INDIVIDUAL)

BLESSING, DAVID

BUSINESS OR RESIDENCE ADDRESS (NUMBER AND STREET, CITY, STATE, ZIP CODE)

854 PEARL STREET, BOULDER, CO 80302

CHECK PROMOTER BENEFICIAL EXECUTIVE DIRECTOR GENERAL
BOX(ES) OWNER OFFICER AND/OR
THAT MANAGING
APPLY: PARTNER

FULL NAME (LAST NAME FIRST, IF INDIVIDUAL)

HILL, CHRIS

BUSINESS OR RESIDENCE ADDRESS (NUMBER AND STREET, CITY, STATE, ZIP CODE)

2686 4TH STREET, BOULDER, CO 80304

CHECK PROMOTER BENEFICIAL EXECUTIVE DIRECTOR GENERAL
BOX(ES) OWNER OFFICER AND/OR
THAT MANAGING
APPLY: PARTNER

FULL NAME (LAST NAME FIRST, IF INDIVIDUAL)

JOHNSTON, STEVEN

BUSINESS OR RESIDENCE ADDRESS (NUMBER AND STREET, CITY, STATE, ZIP CODE)

970 NORTH STREET, #202, BOULDER, CO 80304

CHECK PROMOTER BENEFICIAL EXECUTIVE DIRECTOR GENERAL
BOX(ES) OWNER OFFICER AND/OR
THAT MANAGING
APPLY: PARTNER

FULL NAME (LAST NAME FIRST, IF INDIVIDUAL)

BUSINESS OR RESIDENCE ADDRESS (NUMBER AND STREET, CITY, STATE, ZIP CODE)

(USE BLANK SHEET, OR COPY AND USE ADDITIONAL COPIES OF THIS SHEET, AS NECESSARY.)

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 []

ANSWER ALSO IN APPENDIX, COLUMN 2, IF FILING UNDER ULOE.

2. WHAT IS THE MINIMUM INVESTMENT THAT WILL BE ACCEPTED FROM ANY INDIVIDUAL?..... \$1,000

3. DOES THE OFFERING PERMIT JOINT OWNERSHIP OF A SINGLE UNIT?..... Yes [X] 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.

N/A

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]

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 COLUMNS BELOW THE AMOUNTS OF THE SECURITIES OFFERED FOR EXCHANGE AND ALREADY EXCHANGED.

TYPE OF SECURITY	AGGREGATE OFFERING PRICE	AMOUNT ALREADY SOLD
DEBT	\$100,000	\$ 17,000
EQUITY	\$	\$
[] COMMON [] PREFERRED		
CONVERTIBLE SECURITIES (INCLUDING WARRANTS)	\$	\$
PARTNERSHIP INTERESTS	\$	\$
OTHER (SPECIFY _____).	\$	\$
TOTAL	\$	\$

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	3	\$17,000
TOTAL (FOR FILINGS UNDER RULE 504 ONLY).....	<u>3</u>	<u>\$ 17,000</u>

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, 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	N/A	\$ 0
TOTAL	_____	\$ 0

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"/>	\$0
PRINTING AND ENGRAVING COSTS	<input type="checkbox"/>	\$4,000
LEGAL FEES	<input type="checkbox"/>	\$2,000
ACCOUNTING FEES	<input type="checkbox"/>	\$1,000
ENGINEERING FEES	<input type="checkbox"/>	\$0
SALES COMMISSIONS (SPECIFY FINDERS' FEES SEPARATELY) ..	<input type="checkbox"/>	\$0
OTHER EXPENSES (IDENTIFY) STATE GOVERNMENT FEES	<input type="checkbox"/>	\$0
TOTAL	<input type="checkbox"/>	\$7,000

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."

\$93,000

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	\$10,000	
PURCHASE OF REAL ESTATE		
PURCHASE, RENTAL OR LEASING AND INSTALLATION OF MACHINERY AND EQUIPMENT		\$30,000
CONSTRUCTION OR LEASING OF PLANT BUILDINGS AND FACILITIES.....		\$20,000
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)		
REPAYMENT OF INDEBTEDNESS		
WORKING CAPITAL		\$21,000
OTHER (SPECIFY): <u>RENT</u>		\$12,000
.....		
COLUMN TOTALS	\$10,000	\$83,000
TOTAL PAYMENTS LISTED (COLUMN TOTALS ADDED)		\$93,000

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) BOULDER CO-OP MARKET	SIGNATURE <i>Steve Phillips</i>	DATE 1-24-02
NAME OF SIGNER (PRINT OR TYPE) STEVE PHILLIPS	TITLE OF SIGNER (PRINT OR TYPE) DIRECTOR	

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
230.262 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) BOULDER CO-OP MARKET	SIGNATURE	DATE
NAME OF SIGNER (PRINT OR TYPE) STEVE PHILLIPS	TITLE (PRINT OR TYPE) DIRECTOR	

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.

