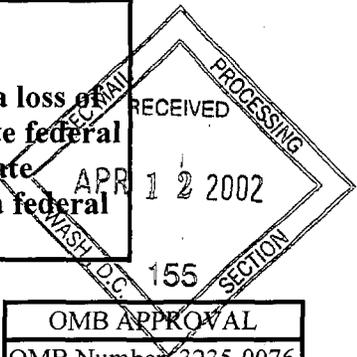




1113094

SEC 1972 Potential persons who are to receive information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 02031571

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

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

PROCESSED
MAY 17 2002

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 [] Rule 505 [X] Rule 506 [X] Section 4(6) [] ULOE THOMSON FINANCIAL

Type of Filing: [] New Filing [X] 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.)

Global Protein Products

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

97A Western Avenue Waterville, Maine 04901 207-861-8175

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

Brief Description of Business: Developing and marketing products based on proprietary formulations of a certain biopolymer protein/polysaccharide complex.

Handwritten signature

- 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)

Kierstead, Mark S.

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

97A Western Avenue, Waterville, Maine 04901

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

Full Name (Last name first, if individual)

Stevens, Alton

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

P.O. Box 708, Waterville, Maine 04901

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

Full Name (Last name first, if individual)

Tory, Richard

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

RR#2, Box 4196, Canaan, Maine 04924

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

Full Name (Last name first, if individual)

Jewell, Stephen

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

RR#1 Box 13, Skowhegan, Maine 04976

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

Full Name (Last name first, if individual)

Irwin, John

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

244 Kennedy Memorial Drive, Waterville, Maine 04901

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

Full Name (Last name first, if individual)

Chassie, Barbara

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

P.O. Box 27, New Sharon, Maine 04955

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

Full Name (Last name first, if individual)

Sangree, Carl

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

120 Columbia Turnpike, Florham, NJ 07932

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

Full Name (Last name first, if individual)

Greene, David

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

120 Columbia Turnpike, Florham, NJ 07932

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

Full Name (Last name first, if individual)

Brown, Jean

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

56 Starbridge, Warwick, RI 02886

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

Partner

Full Name (Last name first, if individual)

Jabar, Anthony

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

97 Western Avenue, Waterville, Maine 04901

(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 No [] [x]

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

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

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

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)

N/A

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	\$ _____	\$ _____
Equity	\$10	\$ _____
[] Common [x] Preferred		
Convertible Securities (including warrants)	\$1,097,500	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____).	\$ _____	\$ _____
Total	\$ 1,097,500	\$1,097,500

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	N/A	\$ _____
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, 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	N/A	\$ _____
<u>Regulation A</u>	_____	\$ _____
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	[]	\$ _____
Printing and Engraving Costs	[x]	\$200.00
Legal Fees	[x]	\$33,000
Accounting Fees	[]	\$ _____
Engineering Fees	[]	\$ _____
Sales Commissions (specify finders' fees separately)	[]	\$ _____
Other Expenses (identify) <u>reimbursed investor expenses</u>	[x]	\$40,000
Total	[x]	\$73,200

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." \$1,024,300

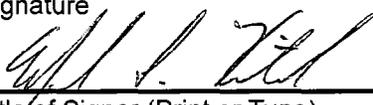
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted 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	[x] \$345,000	[x] \$307,742
	[]	[x]

Purchase of real estate	\$	\$28,516
Purchase, rental or leasing and installation of machinery and equipment	[x]	[x] \$26,400 \$38,000
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	[]	[x] \$ _____ \$90,000
Working capital	[]	[x] \$ _____ \$171,652
Other (specify): _____	[]	[] \$ _____ \$ _____
_____	[]	[] \$ _____ \$ _____
_____	[]	[] \$ _____ \$ _____
Column Totals	[x]	[x] \$371,400 \$652,910
Total Payments Listed (column totals added)		[x] \$1,024,310

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) Global Protein Products	Signature 	Date 4/3/02
Name of Signer (Print or Type) Mark S. Kierstead	Title of Signer (Print or Type) President	

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
[] [x]

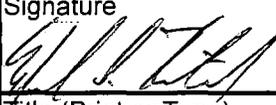
See Appendix, Column 5, for state response.

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) Global Protein Products	Signature 	Date 4/5/02
Name of Signer (Print or Type) Mark S. Kierstead	Title (Print or Type) President	

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	2	3	4	5
	Intend to sell to non-accredited	Type of security and aggregate offering price	Type of investor and	Disqualification under State ULOE (if yes, attach explanation of

NC									
ND									
OH									
OK									
OR									
PA		x	Convertible 1,097,500	1	50,000	0			x
RI									
SC									
SD									
TN									
TX		x	Convertible 1,097,500	1	25,000	0			x
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

<http://www.sec.gov/divisions/corpfin/forms/d.htm>
 Last update: 08/27/1999

Form U-2 Uniform Consent to Service of Process

Know all men by these presents:

That the undersigned Global Protein Products (a corporation), organized under the laws of Maine for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, 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:

Mark S. Kierstead, Global Protein Products

(Name)

97A Western Avenue, Waterville, Maine 04901

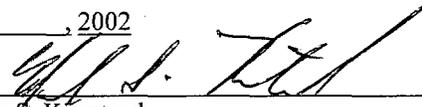
(Address)

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

<input type="checkbox"/> AL	Secretary of State	<input type="checkbox"/> FL	Dept. of Banking and Finance
<input type="checkbox"/> AK	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<input type="checkbox"/> GA	Commissioner of Securities
<input type="checkbox"/> AZ	The Corporation Commission	<input type="checkbox"/> GUAM	Administrator, Department of Finance
<input type="checkbox"/> AR	The Securities Commissioner	<input type="checkbox"/> HI	Commissioner of Securities
<input checked="" type="checkbox"/> CA	Commissioner of Corporations	<input type="checkbox"/> ID	Director, Department of Finance
<input type="checkbox"/> CO	Securities Commissioner	<input type="checkbox"/> IL	Secretary of State
<input type="checkbox"/> CT	Banking Commissioner	<input type="checkbox"/> IN	Secretary of State
<input type="checkbox"/> DE	Securities Commissioner	<input type="checkbox"/> IA	Commissioner of Insurance
<input type="checkbox"/> DC	Dept. of Insurance & Securities Regulation	<input type="checkbox"/> KS	Secretary of State
<input type="checkbox"/> KY	Director, Division of Securities	<input type="checkbox"/> OH	Secretary of State
<input type="checkbox"/> LA	Commissioner of Securities	<input type="checkbox"/> OR	Director, Department of Insurance and Finance
<input checked="" type="checkbox"/> ME	Administrator, Securities Division	<input type="checkbox"/> OK	Securities Administrator
<input type="checkbox"/> MD	Commissioner of the Division of Securities	<input type="checkbox"/> PA	Pennsylvania does not require filing of a Consent to Service of Process
<input checked="" type="checkbox"/> MA	Secretary of State	<input type="checkbox"/> PR	Commissioner of Financial Institutions
<input type="checkbox"/> MI	Commissioner, Office of Financial & Insurance Services	<input type="checkbox"/> RI	Director of Business Regulation

<input type="checkbox"/> MN	Commissioner of Commerce	<input type="checkbox"/> SC	Securities Commissioner
<input type="checkbox"/> MS	Secretary of State	<input type="checkbox"/> SD	Director of the Division of Securities
<input type="checkbox"/> MO	Securities Commissioner	<input type="checkbox"/> TN	Commissioner of Commerce and Insurance
<input type="checkbox"/> MT	State Auditor and Commissioner of Insurance	<input checked="" type="checkbox"/> TX	Securities Commissioner
<input type="checkbox"/> NE	Director of Banking and Finance	<input type="checkbox"/> UT	Director, Division of Securities
<input type="checkbox"/> NV	Secretary of State	<input type="checkbox"/> VT	Commissioner of Banking, Insurance, Securities & Health Administration
<input type="checkbox"/> NH	Secretary of State	<input type="checkbox"/> VA	Clerk, State Corporation Commission
<input checked="" type="checkbox"/> NJ	Chief, Securities Bureau	<input type="checkbox"/> WA	Director of the Department of Licensing
<input type="checkbox"/> NM	Director, Securities Division	<input type="checkbox"/> WV	Commissioner of Securities
<input type="checkbox"/> NY	Secretary of State	<input type="checkbox"/> WI	Commissioner of Securities
<input type="checkbox"/> NC	Secretary of State	<input type="checkbox"/> WY	Secretary of State
<input type="checkbox"/> ND	Securities Commissioner		

Dated this 4th day of April, 2002
 (SEAL)


 By Mark S. Kierstead
President
 Title

CORPORATE ACKNOWLEDGMENT

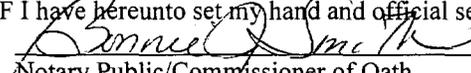
State or Province of Maine)

County of Kennebec) ss.

On this 4th day of April, 2002, before me _____ the undersigned officer, personally appeared Mark S. Kierstead, known personally to me to be the President of the above named corporation and (Title)

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 corporation by himself as an officer.

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


 Notary Public/Commissioner of Oath
 My Commission Expires 2-7-09

(SEAL)

INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

State or Province of _____)

County of _____) ss.

On this _____ day of _____, 20____, before me, _____, the undersigned officer, personally appeared _____ to me personally known and known to me to be the same person(s) whose name(s) is (are) signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

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

Notary Public/Commissioner of Oaths

My Commission Expires _____

(SEAL)