

FORM D

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

FORM D

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

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

RECEIVED  
 APR 30 2002  
 155 SECTION

02033513

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

**2002 Offering of LLC Membership Interests**

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

Type of Filing:  New Filing  Amendment

1173401

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.)

**RUSSO FAMILY FARMS, LLC**

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

**283 Hurst Road, Ephrata, PA 17522**

Telephone Number (Including Area Code)

**(717) 445-4814**

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

(if different from Executive Offices) n/a

Telephone Number (Including Area Code)

n/a

Brief Description of Business

**Commercial farming, especially the production and sale of vegetables**

PROCESSED  
MAY 15 2002  
THOMSON FINANCIAL

Type of Business Organization

- corporation
- limited partnership, already formed
- other (please specify): **Limited liability company**
- business trust
- limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

Month Year  
[01] [02]

Actual  Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

**DE**

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.

**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)

**HULING, Edwin E. III**

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

**10124 Parkwood Terrace, Bethesda, MD 20814**

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

Full Name (Last name first, if individual)

**RUSSO, Scott**

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

**283 Hurst Road, Ephrata, PA 17522**

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)

**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? \$5,000

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)

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 .....	\$ -0-	\$ -0-
Equity .....	\$ -0-	\$ -0-
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ -0-	\$ -0-
Partnership Interests .....	\$ -0-	\$ -0-
Other (Specify <u>Interests in limited liability company</u> ) .....	\$ 300,000	\$ 25,000
<b>Total</b> .....	<b>\$ 300,000</b>	<b>\$ 25,000</b>

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 .....	-3-	\$ 25,000
Non-accredited Investors .....	-0-	\$ -0-

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 .....	_____	\$ _____
<b>Total</b> .....	_____	<b>\$ -0-</b>

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 checked="" type="checkbox"/>	\$ 200
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 11,000
Accounting Fees .....	<input type="checkbox"/>	\$ -0-
Engineering Fees .....	<input type="checkbox"/>	\$ -0-
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ -0-
Other Expenses (identify) .....	<input type="checkbox"/>	\$ _____
<b>Total</b> .....	<input checked="" type="checkbox"/>	<b>\$ 11,200</b>

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

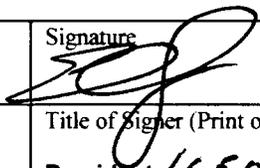
b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... **\$ 288,800**

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 in 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"/> \$ 10,000	<input checked="" type="checkbox"/> \$ 10,000
Purchase of real estate .....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Purchasing, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ -0-	<input checked="" type="checkbox"/> \$ 30,000
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ -0-	<input checked="" type="checkbox"/> \$ 3,000
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"/> \$ -0-	<input type="checkbox"/> \$ -0-
Repayment of indebtedness .....	<input checked="" type="checkbox"/> \$ 10,000	<input checked="" type="checkbox"/> \$ -0-
Working capital .....	<input type="checkbox"/> \$ -0-	<input checked="" type="checkbox"/> \$ 195,800
Other (Specify) Product Development, Administration, Marketing <u>Land lease</u> .....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ 30,000
Capital Investment .....	<input type="checkbox"/> \$ -0-	<input checked="" type="checkbox"/> \$ -0-
Column Totals .....	<input checked="" type="checkbox"/> \$ 20,000	<input checked="" type="checkbox"/> \$ 268,800
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$ 288,800	

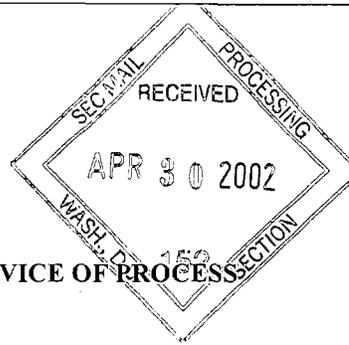
**D. FEDERAL SIGNATURE**

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)	Signature 	Date March 26, 2002
Russo Family Farms, LLC	Title of Signer (Print or Type)	
Name of Signer (Print or Type)	President / CEO	
Edwin E. Huling, III		

**ATTENTION**

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



FORM U-2

UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, **Regenesi Biomedical, Inc.**, a corporation organized under the laws of Delaware, 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:

Nancy E.R. Pisaruk  
(Name)

c/o Osborn Maledon, P.A., 2929 N. Central Avenue, Phoenix, AZ 85012  
(Address)

Place an "X" before the names of all the 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:

<input type="checkbox"/> ALABAMA	Secretary of State	<input type="checkbox"/> FLORIDA	Department of Banking and Finance
<input type="checkbox"/> ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<input type="checkbox"/> GEORGIA	Commissioner of Securities
<input checked="" type="checkbox"/> ARIZONA	The Corporation Commission	<input type="checkbox"/> GUAM	Administrator, Department of Finance
<input type="checkbox"/> ARKANSAS	The Securities Commissioner	<input type="checkbox"/> HAWAII	Commissioner of Securities
<input checked="" type="checkbox"/> CALIFORNIA	Commissioner of Corporations	<input type="checkbox"/> IDAHO	Director, Department of Finance
<input type="checkbox"/> COLORADO	Securities Commissioner	<input type="checkbox"/> ILLINOIS	Secretary of State
<input type="checkbox"/> CONNECTICUT	Banking Commissioner	<input type="checkbox"/> MARYLAND	Commissioner of the Division of Securities
<input type="checkbox"/> DELAWARE	Securities Commissioner	<input checked="" type="checkbox"/> MASSACHUSETTS	Secretary of State
<input type="checkbox"/> DISTRICT OF COLUMBIA	Public Service Commission	<input type="checkbox"/> MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce

___ MINNESOTA	Commissioner of Commerce	___ OKLAHOMA	Securities Administrator
___ MISSISSIPPI	Secretary of State	*** PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process
___ MISSOURI	Securities Commissioner	___ PUERTO RICO	Commissioner of Financial Institutions
___ MONTANA	State Auditor and Commissioner of Insurance	___ RHODE ISLAND	Director of Business Regulation
___ NEBRASKA	Director of Banking and Finance	___ SOUTH CAROLINA	Secretary of State
___ NEVADA	Secretary of State	___ SOUTH DAKOTA	Director of the Division of Securities
___ NEW HAMPSHIRE	Secretary of State	___ TENNESSEE	Commissioner of Commerce and Insurance
___ NEW JERSEY	Chief, Securities Bureau	___ TEXAS	Securities Commissioner
___ NEW MEXICO	Director, Securities Division	___ UTAH	Director, Division of Securities
___ NEW YORK	Secretary of State	___ VERMONT	Secretary of State
___ NORTH CAROLINA	Secretary of State	___ VIRGINIA	Clerk, State Corporation Commission
___ NORTH DAKOTA	Securities Commissioner	___ WASHINGTON	Director of the Department of Licensing
___ OHIO	Secretary of State	___ WEST VIRGINIA	Commissioner of Securities
___ OREGON	Director, Department of Insurance and Finance	___ WISCONSIN	Commissioner of Securities
		___ WYOMING	Secretary of State

Dated this 26th day of April, 2002.



By: Mary G. Ritz, Ph.D.

President

Title

CORPORATE ACKNOWLEDGMENT

State or Province of Arizona )  
 ) ss.  
County of Maricopa )

On this 26<sup>th</sup> day of April, 2002, before me Patricia D. Palmer, the undersigned officer, personally appeared Mary C. Ritz, Ph.D., known personally to me to be the President of the above named corporation, and 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.

Patricia D. Palmer  
Notary Public

(Notarial Seal)

My commission expires: \_\_\_\_\_



INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

State or Province of \_\_\_\_\_ )  
 ) ss.  
County of \_\_\_\_\_ )

On this \_\_\_ day of \_\_\_\_\_, 19\_\_, before me \_\_\_\_\_, the undersigned officer, personally appeared \_\_\_\_\_, to me personally known and known 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

(Notarial Seal)

My commission expires: \_\_\_\_\_