

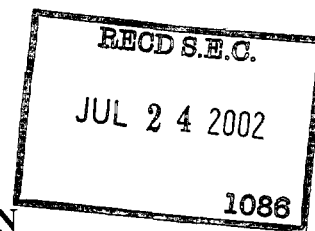
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



FORM D

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



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

Chinaberry Inc. **Common Stock**

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

Type of Filing: [☒] New Filing [] Amended Filing

A. BASIC INFORMATION

1. Enter the Information requested about the issuer

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

Chinaberry Inc.

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

2780 Via Orange Way, Suite B Spring Valley, California 91978 (619)670-5200

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

(If different from Executive Offices) [Same]

Brief Description of Business

Catalog retailer

PROCESSED

JUL 25 2002

**THOMSON
FINANCIAL**

Type of Business Organization

[☒] corporation

[] limited partnership, already formed

[] other (please specify):

[] business trust

[] limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: (0 3) (9 0) [☒] 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) (C A)

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

DeMaine, Gary

Full Name (Last name first, if individual)

2780 Via Orange Way, Suite B Spring Valley, California 91978

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

Ruethling, Ann S.

Full Name (Last name first, if individual)

2780 Via Orange Way, Suite B Spring Valley, California 91978

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

Ruethling, Edward J.

Full Name (Last name first, if individual)

2780 Via Orange Way, Suite B Spring Valley, California 91978

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

Patti Pitcher

Full Name (Last name first, if individual)

2780 Via Orange Way, Suite B Spring Valley, California 91978

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 THE 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. **[not filing under ULOE]**

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

- | | | | |
|----|---|------------|-----------|
| 3. | Does this 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 must set forth the information for that broker or dealer only..

Full Name (Last name first, if individual)

[Not applicable to any person]

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]

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 securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$.....0.....	\$... 0
Equity	\$1,000,000.....	\$..675,460

☒ Common ☐ Preferred

Convertible Securities (including warrants)	\$..... 0	\$ 0
Partnership Interest	\$.....0.....	\$ 0
Other (Specify _____)	\$..... 0	\$ 0
Total	\$1,000,000....	\$ 675,460

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 filing under Rule 504 only).....	545	\$ 675,460

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 (Not Applicable – Rule 506)	Type of Security	Dollar Amount Sold
Rule 505		\$ 0
Regulation A		\$ 0
Rule 504		\$ 0
Total		\$ 0

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

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 Fee.....	☒ \$..2,500
Printing and Engraving Costs	☒ \$..8,000
Legal Fees	☒ \$66,000....
Accounting Fees	☒ \$20,000..
Engineering Fees	☐ \$..0.....
Sales Commissions (specify finders' fees separately)	☐ \$ 0
Other Expenses (Identify) filing fees	☒ \$..3,500
Total	☒ \$100,000..

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 of the issuer."\$900,000.....

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....	[√] \$ 50,000
Purchase of real estate.....	[] \$0..	[] \$0
Purchase, rental or leasing and installation of machinery and equipment	[] \$0....	[√] \$100,000
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.....	[] \$0	[] \$0
Repayment of indebtedness	[√] \$80,000	[√] \$ 20,000
Working Capital, including \$300,000 increase in inventory.....	[] \$0	[√] \$500,000
Other (specify): Marketing, \$100,000; Employee training, \$50,000	[] \$0	[√] \$150,000
Column Totals	[√] \$80,000	[√] \$820,00
Total Payments Listed (column totals added)	[√] \$900,000	

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)
Chinaberry Inc.

Signature



Date
July 11, 2002

Name of Signer (Print or Type)
Gary DeMaine

Title of Signer (Print or Type)
President

ATTENTION

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