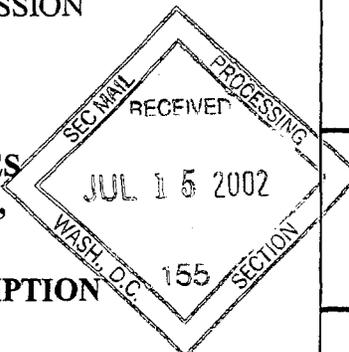


UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

FORM D

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



02044668

Name of Offering (is an amendment and name has changed, and indicate change.)
The Real Good Food Store

Filing Under (Check box(es) that apply): 2 Rule 504 3 Rule 505 4 Rule 506 5 Section 4(6) 6 ULOE
Type of Filing: 7 New Filing 8 Amendment

PROCESSED

A - BASIC IDENTIFICATION DATA

JUL 30 2002

THOMSON
FINANCIAL

1. Enter the information requested about the issuer.

Name of Issuer: The Real Good Food Store 9 check if this is an amendment and name has changed, and indicate change.)

Address of Executive Offices (Number and Street, City, State, Zip Code)
2375 NW Thurman, Portland, OR 97210

Telephone Number (Including Area Code)
(503) 222-5658

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

Telephone Number (Including Area Code)

Brief Description of Business

Retail cooperative grocery store

Type of Business Organization

10 corporation 11 limited partnership, already formed 12 other (please specify): Cooperative
 13 business trust 14 limited partnership, to be formed

Actual or estimated Date of Incorporation or Organization: Month 11 Year 72 15 Actual 16 Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: OR
CN for Canada; FN for other foreign jurisdiction)

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. 20459.
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 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: 17 Promoter x18 Beneficial Owner x19 Executive Officer 20 Director 21 General and/or
 Managing Partner

Jarvis, Holly
 Full Name (Last name, first, if individual)

2375 NW Thurman, Portland, OR 97210
 Business or Residence Address (Name and Street, City, State, Zip Code)

Check Box(es) that Apply: 22 Promoter x23 Beneficial Owner x24 Executive Officer 25 Director 26 General and/or
 Managing Partner

Lancaster, Lee
 Full Name (Last name, first, if individual)

2375 NW Thurman, Portland, OR 97210
 Business or Residence Address (Name and Street, City, State, Zip Code)

Check Box(es) that Apply: 27 Promoter x28 Beneficial Owner x29 Executive Officer 30 Director 31 General and/or
 Managing Partner

Lord, Katelyn
 Full Name (Last name, first, if individual)

2375 NW Thurman, Portland, OR 97210
 Business or Residence Address (Name and Street, City, State, Zip Code)

Check Box(es) that Apply: 32 Promoter x33 Beneficial Owner x34 Executive Officer 35 Director 36 General and/or
 Managing Partner

Wichert, Jan
 Full Name (Last name, first, if individual)

2375 NW Thurman, Portland, OR 97210
 Business or Residence Address (Name and Street, City, State, Zip Code)

Check Box(es) that Apply: 37 Promoter x38 Beneficial Owner 39 Executive Officer x40 Director 41 General and/or
 Managing Partner

Tavakoli, Ameer
 Full Name (Last name, first, if individual)

20000 NW Walker Rd., Beaverton, OR 97006
 Business or Residence Address (Name and Street, City, State, Zip Code)

Check Box(es) that Apply: 42 Promoter x43 Beneficial Owner 44 Executive Officer x45 Director 46 General and/or
 Managing Partner

Jauron-Mills, Linda
 Full Name (Last name, first, if individual)

3181 SW Sam Jackson Park Rd., Portland, OR 97201
 Business or Residence Address (Name 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?

47 Yes 48 No

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

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

\$500.00

3. Does the offering permit joint ownership of a single unit?

49 Yes 50 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 (Name 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)

51 All States

- Grid of checkboxes for states 52-103: 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 (Name 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)

104 All States

- Grid of checkboxes for states 105-156: 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 (Name 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)

157 All States

<input type="checkbox"/> 158	<input type="checkbox"/> 159	<input type="checkbox"/> 160	<input type="checkbox"/> 161	<input type="checkbox"/> 162	<input type="checkbox"/> 163	<input type="checkbox"/> 164	<input type="checkbox"/> 165	<input type="checkbox"/> 166	<input type="checkbox"/> 167	<input type="checkbox"/> 168	<input type="checkbox"/> 169	<input type="checkbox"/> 170
AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
<input type="checkbox"/> 171	<input type="checkbox"/> 172	<input type="checkbox"/> 173	<input type="checkbox"/> 174	<input type="checkbox"/> 175	<input type="checkbox"/> 176	<input type="checkbox"/> 177	<input type="checkbox"/> 178	<input type="checkbox"/> 179	<input type="checkbox"/> 180	<input type="checkbox"/> 181	<input type="checkbox"/> 182	<input type="checkbox"/> 183
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
<input type="checkbox"/> 184	<input type="checkbox"/> 185	<input type="checkbox"/> 186	<input type="checkbox"/> 187	<input type="checkbox"/> 188	<input type="checkbox"/> 189	<input type="checkbox"/> 190	<input type="checkbox"/> 191	<input type="checkbox"/> 192	<input type="checkbox"/> 193	<input type="checkbox"/> 194	<input type="checkbox"/> 195	<input type="checkbox"/> 196
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
<input type="checkbox"/> 197	<input type="checkbox"/> 198	<input type="checkbox"/> 199	<input type="checkbox"/> 200	<input type="checkbox"/> 201	<input type="checkbox"/> 202	<input type="checkbox"/> 203	<input type="checkbox"/> 204	<input type="checkbox"/> 205	<input type="checkbox"/> 206	<input type="checkbox"/> 207	<input type="checkbox"/> 208	<input type="checkbox"/> 209
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 210 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	\$500,000	\$-0-
Equity	\$ _____	\$ _____
<input type="checkbox"/> 211 Common <input type="checkbox"/> 212 Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interest	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ 500,000	\$-0-

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

*This amount is the aggregate exercise price; no consideration has been paid for these options. Assumes an exercise price of \$1 per share.

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 offering 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)	_____	\$ _____

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 offering 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 Security	Type of Security	Dollar Amount Sold
Rule 505	-0- _____	\$ _____
Regulation A	-0- _____	\$ _____
Rule 504	-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"/> 213	\$ _____
Printing and Engraving Costs	x214	\$2,500
Legal Fees	<input type="checkbox"/> 215	\$10,000
Accounting Fees	<input type="checkbox"/> 216	\$ _____
Engineering Fees	<input type="checkbox"/> 217	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/> 218	\$ _____
Other Expenses (identify) Blue Sky Fees	<input type="checkbox"/> 219	\$500
Total	<input type="checkbox"/> 220	\$13,000

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."

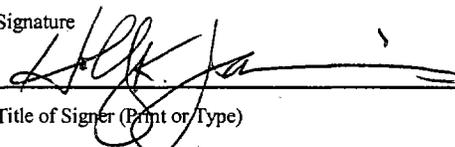
\$ 487,000

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	<input type="checkbox"/> 221	\$ _____	<input type="checkbox"/> 222	\$ _____
Purchase of real estate	<input type="checkbox"/> 223	\$ _____	<input type="checkbox"/> 224	\$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> 225	\$ _____	<input type="checkbox"/> 226	\$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> 227	\$ _____	<input type="checkbox"/> 228	\$ _____
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"/> 229	\$ _____	<input type="checkbox"/> 230	\$ _____
Repayment of indebtedness	<input type="checkbox"/> 231	\$ _____	x 232	\$487,000
Working capital -Proceeds from potential exercise of options	<input type="checkbox"/> 233	\$ _____	<input type="checkbox"/> 234	\$ _____
(assumes an exercise price of \$1 per share)				
Other (specify) _____	<input type="checkbox"/> 235	\$ _____	<input type="checkbox"/> 236	\$ _____
Column Totals	<input type="checkbox"/> 237	\$-0-	x 238	\$487,000
Total Payments Listed (column totals added)		x239		\$ 487,000

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) The Real Good Food Store	Signature 	Date June 28, 2002
Name of Signer (Print or Type) Holly Jarvis	Title of Signer (Print or Type)	

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?

240 Yes 241 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) The Real Good Food Store	Signature 	Date June 28, 2002
Name of Signer (Print or Type) Holly Jarvis	Title of Signer (Print or Type)	

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 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		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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									

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-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	Type of security and aggregate offering price offered in state (Part C-Item 1)	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NM									
NY									
NC									
ND									
OH									
OK									
OR	x		Promissory Notes \$500,000		-0-		-0-		x
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA	x		Promissory Notes \$500,000		-0-		-0-		x
WV									
WI									
WY									
PR									

2. Directors (continued)

Weisman, Carin
111 SW Fifth Ave., Suite 2800, Portland, OR 97204

Director/Beneficial
Owner

Plies, Matthew
7834 SE Capitol Highway, Portland, OR 97219

Director/Beneficial
Owner

Jenkins, Noah
1920 NW 26th Ave., Apt. 248, Portland, OR 97210

Director/Beneficial
Owner

Redburn, Raymond
76354 32nd Ave., Portland, OR 97219

Director/Beneficial
Owner

Mullen, Bruce
11111 Franklin Ave., Culver City, CA 90230

Director/Beneficial
Owner