

1304622

FORM D

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

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average burden hours per response:	16.00



05001339

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	

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

Chesapeake Fields Farmers, LLC - Class B Units

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

Type of Filing: New Filing Amendment

PROCESSED

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

JAN 18 2005

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

Chesapeake Fields Farmers, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code)
709 Morgnac Rd., Chestertown, MD 21620

Telephone Number (Including Area Code)
410-810-1441

THOMSON FINANCIAL
REC'D S.E.C.
JAN 14 2005

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

Brief Description of Business

Assist family farmers in the region and to provide an infrastructure to support a value-added identity preserved agricultural product food

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated
01 2 03

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) MD

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)

Miller, James O.

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

30241 River Rd., Millington, MD 21651

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

Full Name (Last name first, if individual)

Backer, William K.

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

23840 East Fork Dr., Chestertown, MD 21620

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

Full Name (Last name first, if individual)

Schmidt, Walter

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

1010 Sudlersville Cemetery Rd., Sudlersville, MD 21668

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

Full Name (Last name first, if individual)

Cooper, William C.

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

8963 Orchard Dr., Chestertown, MD 21620

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

Full Name (Last name first, if individual)

Hall, John

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

Chestertown, MD 21620

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

Full Name (Last name first, if individual)

Bauer, Ph.D., Joseph

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

709 Morgnac Rd., Chestertown, MD 21620

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

Full Name (Last name first, if individual)

Tompkins, Deal

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

709 Morgnac Rd., Chestertown, MD 21620

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

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- 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)

Bryan, Robert L.

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

13761 Shallcross Wharf Rd., Kennedyville, MD 21645

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

Full Name (Last name first, if individual)

Lazy Day Farms, LLC

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

4644 Ravenwood Rd., Vienna, MD 21869

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

Full Name (Last name first, if individual)

Havemeyer, Christian

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

24031 Walnut Point Rd., Chestertown, MD 21620

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

Full Name (Last name first, if individual)

Kilby's, Inc.

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

795 Fire Tower Rd., Colora, MD 21917

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

Full Name (Last name first, if individual)

Eisberg, Stuart & Margery

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

303 North Queen St., Chestertown, MD 20610

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

Full Name (Last name first, if individual)

Van Dyke, Peter

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

23436 Lands End Rd., Chestertown, MD 21620

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

Full Name (Last name first, if individual)

Bryan, Robert

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

435 Heron Point, Chestertown, MD 21620

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

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- 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)

Williams, S. Lansing

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

213 Richard Dr., Chestertown, MD 21620

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

Full Name (Last name first, if individual)

Susen, William L.

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

28185 Morgnec Rd., Kennedyville, MD 21645

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

Full Name (Last name first, if individual)

Susen, Shirley B.

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

28185 Morgnec Rd., Kennedyville, MD 21645

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

Full Name (Last name first, if individual)

Rossetti, Cynthia

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

215 Doctor Jack Rd., Port Deposit, MD 21904

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

Full Name (Last name first, if individual)

Bartoshesky, Robert

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

949 Mt. Hermon Rd., Salisbury, MD 21804

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

Full Name (Last name first, if individual)

Fletcher, Leonard & Donna

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

7824 Country Club Lane, Chestertown, MD 21620

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

Full Name (Last name first, if individual)

Fry, Edwin Sr.

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

212 Birch Run Rd., Chestertown, MD 21620

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

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- 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)

MD Sunrise Farm, LLC

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

PO Box 390, Chestertown, MD 21620

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

Full Name (Last name first, if individual)

Applebaum, Lewis

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

128 Royston Shore Rd., Chestertown, MD 21620

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

Full Name (Last name first, if individual)

Fry, Marian

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

9818 Augustine Herman Highway, Chestertown, MD 21620

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

Full Name (Last name first, if individual)

Johnson, F. Tyler

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

PO Box 2600, Chestertown, MD 21620

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

Full Name (Last name first, if individual)

Harper, David A.

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

3400 Poplar Neck Rd., Preston, MD 21655

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

Full Name (Last name first, if individual)

Townshend, Inc.

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

601 Washington Ave., Chestertown, MD 21620

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)

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- 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)

Alonzo, William

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

PO Box 4127, Wilmington, DE 19807

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

Full Name (Last name first, if individual)

Lawrence, F. Vinton

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

23629 Lands End Rd., Chestertown, MD 21620

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

Full Name (Last name first, if individual)

Clement C. Moore & Elizabeth Ewy Moore Charitable Trust

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

1095 Park Ave., Suite 11A, New York, NY 10128

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

Full Name (Last name first, if individual)

Fields Farmers, LLC

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

35 Albe Dr., Newark, DE 19702

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)

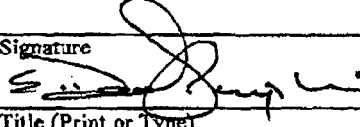
(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

- | | | |
|---|---------------------------------|---|
| 1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
|---|---------------------------------|---|

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) Chesapeake Fields Farmers, LLC	Signature 	Date January 14, 2005
Name (Print or Type) E. Deal Tompkins	Title (Print or Type) Vice President and Director of Development	

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.

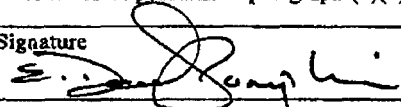
b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 4,450,000.00

5. Indicate below the amount of the adjusted gross proceed 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 checked="" type="checkbox"/> \$ 179,000.00	<input checked="" type="checkbox"/> \$ 50,600.00
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 5,800.00
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 7,500.00
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"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 4,207,100.00
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ 179,000.00	<input type="checkbox"/> \$ 4,271,000.00
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ 4,450,000.00	

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) Chesapeake Fields Farmers, LLC	Signature 	Date January 14, 2005
Name of Signer (Print or Type) E. Deal Tompkins	Title of Signer (Print or Type) Vice President and Director of Development	

ATTENTION

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

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		x		2	\$245,000.0				x
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD		x		26	\$350,000.0				x
MA									
MI									
MN									
MS									

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY		x		1	\$25,000.00				x
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									

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
WY	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
PR	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>