



**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)  
**Graham, Lynn Y.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o LightFull Foods, Inc., 535 Pacific Avenue, 3rd Floor, San Francisco CA 94133**

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

Full Name (Last name first, if individual)  
**Jackle, Lara I.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o LightFull Foods, Inc., 535 Pacific Avenue, 3rd Floor, San Francisco CA 94133**

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

Full Name (Last name first, if individual)  
**Simone, Thomas B.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o LightFull Foods, Inc., 535 Pacific Avenue, 3rd Floor, San Francisco CA 94133**

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

Full Name (Last name first, if individual)  
**Janus, Ted**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o LightFull Foods, Inc., 535 Pacific Avenue, 3rd Floor, San Francisco CA 94133**

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

Full Name (Last name first, if individual)  
**Scher, Laura**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o LightFull Foods, Inc., 535 Pacific Avenue, 3rd Floor, San Francisco CA 94133**

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

Full Name (Last name first, if individual)  
**Nykin, Ilya B.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o LightFull Foods, Inc., 535 Pacific Avenue, 3rd Floor, San Francisco CA 94133**

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

Full Name (Last name first, if individual)  
**Rosenzweig, William B.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o LightFull Foods, Inc., 535 Pacific Avenue, 3rd Floor, San Francisco CA 94133**

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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)

**Wyse, Roger E.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o LightFull Foods, Inc., 535 Pacific Avenue, 3rd Floor, San Francisco CA 94133**

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

Full Name (Last name first, if individual)

**Great Spirit Ventures, LLC**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1101 Centre Road, Suite 322, Wilmington, DE 19805**

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

Full Name (Last name first, if individual)

**Burrill Nutraceuticals Capital Fund, and affiliated funds**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**One Embarcadero Center, Suite 2700, San Francisco, CA 94111**

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

Full Name (Last name first, if individual)

**Prolog Capital II, L.P.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**7733 Forsyth Boulevard, Suite 1440, St. Louis, MO 63105**

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

Full Name (Last name first, if individual)

**Palo Alto Fund II, L.P.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**470 University Avenue, Palo Alto, CA 94301**

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)

**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 the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ <u>-0-</u>	\$ <u>-0-</u>
Equity: .....	<b>\$5,041,510.09*</b>	<b>\$5,041,510.09*</b>
	<input type="checkbox"/> Common	<input checked="" type="checkbox"/> Preferred

\* Excludes value of convertible promissory notes previously reported on Form D filed with SEC and applicable states on May 26, 2006, as amended and filed with the SEC and applicable states on June 26, 2006.

Convertible Securities (including warrants) .....	\$ <u>-0-</u>	\$ <u>-0-</u>
Partnership Interests .....	\$ <u>-0-</u>	\$ <u>-0-</u>
Other (Specify: _____) .....	\$ <u>-0-</u>	\$ <u>-0-</u>
Total .....	<b>\$5,041,510.09</b>	<b>\$5,041,510.09</b>

Answer also in Appendix, Column 4, 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 .....	<u>23</u>	<b>\$5,041,510.09</b>
Non-accredited Investors .....	<u>-0-</u>	<b>\$ N/A</b>
Total (for filings under Rule 504 only) .....	<u>N/A</u>	<b>\$ _____</b>

Answer also in Appendix, Column 3, 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	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
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 .....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees .....	<input checked="" type="checkbox"/>	<b>\$ 60,000.00</b>
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (identify _____) .....	<input type="checkbox"/>	\$ _____
Total .....	<input checked="" type="checkbox"/>	<b>\$ 60,000.00</b>

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

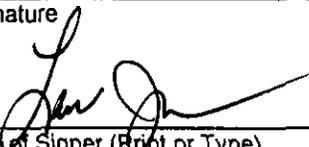
4. b: Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... **\$4,981,510.09**

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes below. 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 adjustment gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	<input type="checkbox"/>	Payments to Officers, Directors, & Affiliates	<input type="checkbox"/>	Payments to Others
Salaries and fees .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase of real estate .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
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"/>	<b><u>\$4,981,510.09</u></b>
Other (specify): _____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals .....	<input type="checkbox"/>	\$ <u>-0-</u>	<input checked="" type="checkbox"/>	<b><u>\$4,981,510.09</u></b>
Total Payments Listed (column totals added) .....		<b><u>\$4,981,510.09</u></b>		

**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) <b>LightFull Foods, Inc.</b>	Signature 	Date <b>October 10, 2007</b>
Name (Print or Type) <b>Lara I. Jackle</b>	Title of Signer (Print or Type) <b>President and Chief Executive Officer</b>	

**ATTENTION**

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