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

SEC  
Mail Processing  
Section

MAY 21 2008

Washington, DC  
JCO



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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.)  
Private Placement of Limited Liability Company Membership Units  
Filing Under (Check box(es) that apply): ( ) Rule 504 ( ) Rule 505 (X) Rule 506 ( ) Section 4(6) ( ) ULOE  
Type of Filing: (X) New Filing ( ) Amendment

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.)  
InterOcean Coffee Company LLC  
Address of Executive Offices (Number and Street, City, State, Zip Code)  
401 North Michigan Avenue, Suite 3125, Chicago, Illinois 60611 Telephone Number (Including Area Code)  
(312) 698-6902  
Address of Principal Business Operations (Number and Street, City, State, Zip Code)  
(if different from Executive Offices) Telephone Number (Including Area Code)  
Brief Description of Business Acquire, develop, own and operate Dunkin' Donuts stores..

PROCESSED  
MAY 30 2008  
THOMSON REUTERS

Type of Business Organization  
( ) corporation ( ) limited partnership, already formed (X) 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  
1 1 0 7  
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation of State:  
CN for Canada; FN for other foreign jurisdiction) D E

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, 100 F Street, NE, 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.

**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)

Monaco Investment Partners II, L.P.

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

201 Secretariat Ct. Wheaton, Illinois 60187

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

Full Name (Last name first, if individual)

James N. Perry Living Trust

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

2465 N. Burling St. Chicago, Illinois 60614

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

Full Name (Last name first, if individual)

K2 Reinsurance Ltd.

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

c/o BRPS 525 West Monroe, Suite 2400, Chicago, Illinois 60661

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

Full Name (Last name first, if individual)

Riley, James M.a

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

c/o InterOcean Coffee Company LLC 401 North Michigan Avenue, Suite 3125, Chicago, Illinois 60611

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

Full Name (Last name first, if individual)

IOCC Management Company LLC

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

401 North Michigan Avenue, Suite 3125, Chicago, Illinois 60611

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

Full Name (Last name first, if individual)

Raterman, Thomas B.

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

c/o InterOcean Coffee Company LLC 401 North Michigan Avenue, Suite 3125, Chicago, Illinois 60611

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

Full Name (Last name first, if individual)

Huth, Henry C.

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

c/o InterOcean Coffee Company LLC 401 North Michigan Avenue, Suite 3125, Chicago, Illinois 60611

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

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in his 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?..... \$ 50,000
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)

Business or Residence Address (Number and Street, City, State, Zip Code)  
401 North Michigan Avenue, Suite 3125, Chicago, Illinois 60611

Name of Associated Broker or Dealer  
InterOcean Securities LLC

State in Which Person Listed Has Solicited or Intends to Solicit Purchases

(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

State in Which Person Listed Has Solicited or Intends to Solicit Purchases

(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

State in Which Person Listed Has Solicited or Intends to Solicit Purchases

(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 .....	\$ _____	\$ _____
Equity .....	\$ _____	\$ _____
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify <u>Class B LLC membership units</u> ) .....	\$ <u>14,000,000</u>	\$ <u>3,030,000</u>
Total .....	\$ <u>14,000,000</u>	\$ <u>3,030,000</u>

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 .....	<u>32</u>	\$ <u>3,030,000</u>
Non-accredited Investors .....	<u>0</u>	\$ <u>0.00</u>
Total (for filings 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 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 checked="" type="checkbox"/> \$ <u>12,457</u>
Legal Fees .....	<input checked="" type="checkbox"/> \$ <u>186,850</u>
Accounting Fees.....	<input checked="" type="checkbox"/> \$ <u>13,950</u>
Engineering Fees.....	<input type="checkbox"/> \$ _____
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/> \$ <u>169,074</u>
Other Expenses (identify) _____	<input type="checkbox"/> \$ _____
Total .....	<input checked="" type="checkbox"/> \$ <u>405,581</u>

**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.".....

\$13,594,419

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	Payment to Others
Sales 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 business (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"/> \$13,594,419
Other (specify): .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
 Column Totals .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$13,594,419
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$13,594,419

**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) InterOcean Coffee Company LLC	Signature 	Date May 20, 2008
Name of Signer (print or Type) Thomas B. Raterman	Title of Signer (Print or Type) Manager, IOCC Management Company LLC, Manager of Issuer	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 16

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? ..... Yes  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) InterOcean Coffee Company LLC	Signature 	Date May 20 2008
Name (print or Type) Thomas B. Raterman	Title (Print or Type) Manager, IOCC Management Company LLC, Manager of Issuer	

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 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
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL		X	LLC membership units \$14,000,000	1	\$50,000	0	\$0.00		
GA		X	LLC membership units \$14,000,000	1	\$50,000	0	\$0.00		
HI									
ID									
IL		X	LLC membership units \$14,000,000	25	\$2,585,000	0	\$0.00		
IN									
IA		X	LLC membership units \$14,000,000	1	\$50,000	0	\$0.00		
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									

**APPENDIX**

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	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ									
NM									
NY		X	LLC membership units \$14,000,000	1	\$50,000	0	\$0.00		
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX		X	LLC membership units \$14,000,000	1	\$150,000	0	\$0.00		
UT									
VT									
VA									
WA									
WV									
WI		X	LLC membership units \$14,000,000	1	\$50,000	0	\$0.00		
WY									
PR									

**BELL BOYD**  
BELL, BOYD & LLOYD LLP

70 West Madison Street, Suite 3100  
Chicago, Illinois 60602-4207  
312.372.1121 • Fax 312.827.8000

EMILY S. PROVOST  
312.558.7396  
eprovo**st**@bellboyd.com  
DIRECT FAX: 312.827.8150

May 20, 2008

bfb  
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Section

MAY 21 2008

**VIA FED-EX**

United States Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Washington, DC  
- 100

**Re: InterOcean Coffee Company LLC- Form D – Class B Offering**

Ladies and Gentlemen:

Enclosed on behalf of the above referenced issuer, a Delaware entity, please accept for filing five (5) copies of the Securities and Exchange Commission Form D, one copy of which is manually signed.

Please acknowledge receipt of this filing by date-stamping the extra copy of the Form D provided and the accompanying copy of this correspondence and returning them both to me in the enclosed self-addressed, stamped envelope.

If you have any questions regarding or concerns, please do not hesitate to contact me.

Very truly yours,



Emily S. Provost  
Paralegal

esp:esp

Enclosures

Copies to Ms. Allyson D. Taylor

**END**

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