

FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission  
Washington, DC 20549

(See instructions beginning on page 5)

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

1452131

OMB APPROVAL  
OMB Number: 3235-0076  
Expires: November 30, 2008  
Estimated average burden hours per response: 4.00

DEC 11 2008  
Mail Processing  
DEC 07 2008  
Washington, DC  
100

Item 1. Issuer's Identity

Name of Issuer  
BERKELEY FARM & INVESTMENT FUND  
Jurisdiction of Incorporation/Organization  
TEXAS

Previous Name(s)  None

Entity Type (Select one)  
 Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other (Specify)

Year of Incorporation/Organization (Select one)  
 Over Five Years Ago  Within Last Five Years (specify year)   Yet to Be Formed

(If more than one issuer is filing this notice, check this box  and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1: 3012 BEDFORD ROAD  
Street Address 2: SUITE 1304  
City: BEDFORD State/Province/Country: TEXAS ZIP/Postal Code: 76021 Phone No.: 817-946-8976

Item 3. Related Persons

Last Name: MARTINEZ First Name: ADRIAN Middle Name:   
Street Address 1: 3012 BEDFORD ROAD Street Address 2: SUITE 1304  
City: BEDFORD State/Province/Country: TEXAS ZIP/Postal Code: 76021  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):



(Identify additional related persons by checking this box  and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

- Agriculture
  - Banking and Financial Services
    - Commercial Banking
    - Insurance
    - Investing
    - Investment Banking
    - Pooled Investment Fund

If selecting this industry group, also select one fund type below and answer the question below:

    - Hedge Fund
    - Private Equity Fund
    - Venture Capital Fund
    - Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?  Yes  No

  - Other Banking & Financial Services
- Business Services
  - Energy
    - Electric Utilities
    - Energy Conservation
    - Coal Mining
    - Environmental Services
    - Oil & Gas
    - Other Energy
  - Health Care
    - Biotechnology
    - Health Insurance
    - Hospitals & Physicians
    - Pharmaceuticals
    - Other Health Care
  - Manufacturing
  - Real Estate
    - Commercial
- Construction
  - REITS & Finance
  - Residential
  - Other Real Estate
  - Retailing
  - Restaurants
  - Technology
    - Computers
    - Telecommunications
    - Other Technology
  - Travel
    - Airlines & Airports
    - Lodging & Conventions
    - Tourism & Travel Services
    - Other Travel
  - Other

**Item 5. Issuer Size (Select one)**

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

**Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)**

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | Investment Company Act Section 3(c)      |   |
| <input type="checkbox"/> Rule 504(b)(1)(i)                       | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9)  |
| <input type="checkbox"/> Rule 504(b)(1)(ii)                      | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(iii)                     | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 505                                | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input checked="" type="checkbox"/> Rule 506                     | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Securities Act Section 4(6)             | <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
|  | <input type="checkbox"/> Section 3(c)(7) |   |

**Item 7. Type of Filing**

- New Notice      OR       Amendment

Date of First Sale in this Offering:  OR  First Sale Yet to Occur

**Item 8. Duration of Offering**

Does the issuer intend this offering to last more than one year?       Yes       No

**Item 9. Type(s) of Securities Offered (Select all that apply)**

- |  |  |
|--|--|
| <input type="checkbox"/> Equity  | <input checked="" type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt  | <input type="checkbox"/> Tenant-in-Common Securities                 |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security                                  | <input type="checkbox"/> Mineral Property Securities                 |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (Describe)                            |
- 

**Item 10. Business Combination Transaction**

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?       Yes       No

Clarification of Response (if Necessary)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 50,000.00

Item 12. Sales Compensation

Recipient Recipient CRD Number [ ] No CRD Number

(Associated) Broker or Dealer [X] None (Associated) Broker or Dealer CRD Number [ ] No CRD Number

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code

States of Solicitation [ ] 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 [X] TX [ ] UT [ ] VT [ ] VA [ ] WA [ ] WV [ ] WI [ ] WY [ ] PR

(Identify additional person(s) being paid compensation by checking this box [ ] and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 25,000,000.00 OR [ ] Indefinite
(b) Total Amount Sold \$ 0.00
(c) Total Remaining to be Sold \$ 25,000,000.00 OR [ ] Indefinite
(Subtract (a) from (b))

Clarification of Response (if Necessary)

[ ]

Item 14. Investors

Check this box [X] if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering: 35

Enter the total number of investors who already have invested in the offering: 0

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 0.00 [ ] Estimate

Finders' Fees \$ 0.00 [ ] Estimate

Clarification of Response (if Necessary)

[ ]

**Item 16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0.00

Estimate

Clarification of Response (if Necessary)

[Empty box for clarification of response]

**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

**Terms of Submission.** In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.\*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the Issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box  and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

BERKELEY FARM & INVESTMENT FUND I, L.P.

Name of Signer

ADRIAN MARTINEZ

Signature

*Adrian Martinez*

Title

GENERAL PARTNER

Number of continuation pages attached:

Date

11/20/08

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

(Rev. 11/98)

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

SEC Mail Processing Section  
DEC 07 1998

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, Berkley Form Investment Fund I, L.P. (a partnership), (a limited liability company) organized under the laws of TEXAS, or (an individual), [strike out inapplicable nomenclature] for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Adrian Martinez  
(Name)  
3012 Bedford Rd STE 1304 Bedford TX 76021  
(Address)

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of that State as its attorney in that State for receipt of process:

- |                                      |   |                                   |                                       |
|--------------------------------------|---|-----------------------------------|---------------------------------------|
| <input type="checkbox"/> ALABAMA     | Secretary of State.   | <input type="checkbox"/> FLORIDA  | Department of Banking and Finance.    |
| <input type="checkbox"/> ALASKA      | Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development. | <input type="checkbox"/> GEORGIA  | Commissioner of Securities.           |
| <input type="checkbox"/> ARIZONA     | The Corporation Commission.   | <input type="checkbox"/> GUAM     | Administrator, Department of Finance. |
| <input type="checkbox"/> ARKANSAS    | The Securities Commissioner.  | <input type="checkbox"/> HAWAII   | Commissioner of Securities.           |
| <input type="checkbox"/> CALIFORNIA  | Commissioner of Corporations.   | <input type="checkbox"/> IDAHO    | Director, Department of Finance.      |
| <input type="checkbox"/> COLORADO    | Securities Commissioner.  | <input type="checkbox"/> ILLINOIS | Secretary of State.                   |
| <input type="checkbox"/> CONNECTICUT | Banking Commissioner.   | <input type="checkbox"/> INDIANA  | Secretary of State.                   |
| <input type="checkbox"/> DELAWARE    | Securities Commissioner.  | <input type="checkbox"/> IOWA     | Commissioner of Insurance.            |
|                                      |   | <input type="checkbox"/> KANSAS   | Secretary of State.                   |
|                                      |   | <input type="checkbox"/> KENTUCKY | Director, Division of Securities.     |

<input type="checkbox"/> DISTRICT OF COLUMBIA	Public Service Commission.	<input type="checkbox"/> LOUISIANA	Commissioner of Securities.
<input type="checkbox"/> MAINE	Administrator, Securities Division.	<input type="checkbox"/> OREGON	Director, Department of Insurance and Finance.
<input type="checkbox"/> MARYLAND	Commissioner of the Division of Securities.	<input type="checkbox"/> OKLAHOMA	Securities Administrator.
<input type="checkbox"/> MASSACHUSETTS	Secretary of State.	*** PENNSYLVANIA	Pennsylvania does not Require filing of a Consent to Service of Process.
<input type="checkbox"/> MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce.	<input type="checkbox"/> PUERTO RICO	Commissioner of Financial Institutions.
<input type="checkbox"/> MINNESOTA	Commissioner of Commerce.	<input type="checkbox"/> RHODE ISLAND	Director of Business Regulation.
<input type="checkbox"/> MISSISSIPPI	Secretary of State.	<input type="checkbox"/> SOUTH CAROLINA	Secretary of State.
<input type="checkbox"/> MISSOURI	Securities Commissioner.	<input type="checkbox"/> SOUTH DAKOTA	Director of the Division of Securities.
<input type="checkbox"/> MONTANA	State Auditor and Commissioner of Insurance.	<input type="checkbox"/> TENNESSEE	Commissioner of Commerce And Insurance.
<input type="checkbox"/> NEBRASKA	Director of Banking and Finance.	<input checked="" type="checkbox"/> TEXAS	Securities Commissioner.
<input type="checkbox"/> NEVADA	Secretary of State.	<input type="checkbox"/> UTAH	Director, Division of Securities.
<input type="checkbox"/> NEW HAMPSHIRE	Secretary of State.	<input type="checkbox"/> VERMONT	Secretary of State.
<input type="checkbox"/> NEW JERSEY	Chief, Securities Bureau.	<input type="checkbox"/> VIRGINIA	Clerk, State Corporation Commission.
<input type="checkbox"/> NEW MEXICO	Director, Securities Division.	<input type="checkbox"/> WASHINGTON	Director of the Department of Licensing.
<input type="checkbox"/> NEW YORK	Secretary of State.	<input type="checkbox"/> WEST VIRGINIA	Commissioner of Securities.
<input type="checkbox"/> NORTH CAROLINA	Secretary of State.	<input type="checkbox"/> WISCONSIN	Commissioner of Securities.
<input type="checkbox"/> NORTH DAKOTA	Securities Commissioner.	<input type="checkbox"/> WYOMING	Secretary of State
<input type="checkbox"/> OHIO	Secretary of State.		

Dated this 20<sup>th</sup> day of NOVEMBER, 2008.

DAVID, LEE + ROBERTS, INC.

(Seal)

By: Adrian Roberts  
 Title: PRESIDENT

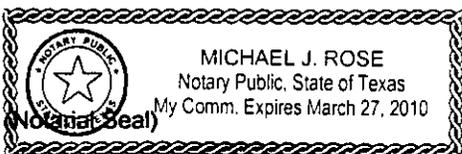
ACKNOWLEDGMENT OF CORPORATION/LIMITED LIABILITY COMPANY

STATE OR PROVINCE OF TEXAS )  
COUNTY OF TARRANT ) ss.

On this 20 day of NOVEMBER, 2008, before me personally appeared ADRIAN MARTINEZ known personally to me to be the PRESIDENT of the above (Title)

named corporation/limited liability company and acknowledged that he/she, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation/limited liability company by himself/herself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.



[Signature]  
Notary

My Commission expires:

3/27/2010

INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

STATE OR PROVINCE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ ) ss.

On this \_\_\_\_\_ day of \_\_\_\_\_, before me personally appeared \_\_\_\_\_, to me personally known and known to me to be the same person(s) whose name(s) is (are) signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

\_\_\_\_\_  
Notary

(Notarial Seal)

My Commission expires:

\_\_\_\_\_

UNIFORM CORPORATE RESOLUTION  
OF

David, Lee and Roberts, Inc  
(Name of Corporation)

RESOLVED, that it is desirable and in the best interest of this corporation that its securities be qualified or registered for sale in various states; that the President or any Vice President and the Secretary or an Assistant Secretary hereby are authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the securities of this Corporation as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of this corporation any and all such acts as they may deem necessary or advisable to order to comply with the applicable laws of any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such officers of any such paper or foregoing matters shall conclusively establish their authority therefore from this Corporation and the approval and ratification by this Corporation of the papers and documents so executed and the action so taken.

CERTIFICATE

The undersigned hereby certifies that he is the PRESIDENT AND Secretary of DAVID LEE & ROBERTS INC. a corporation organized and existing under the laws of the State of TEXAS; that the foregoing is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors of said corporation held on the 20TH day of NOVEMBER 2008, at which meeting a quorum was at all times present and acting; that the passage of said resolution was in all respects legal; and that said resolution is in full force and effect.

Dated this 20th day of NOVEMBER 2008

Adrian Hartung  
Secretary

(Corporate Seal)

END