(6-02)

SEC 1972 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 state exemption unless such exemption is predicated on the filing of a federal notice.

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

FORM D

SEC USE ONLY Prefix Serial DATE RECEIVED

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden hours per response...1

Expires: May 31, 2005

SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D,

PRU	
	CESSE
A. BASIC IDENTIFICATION DATA SEP	2 8 2004
Equal Exchange, Inc.	OMSON ANCIAL
Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.) 50 United Drive, West Bridgewater, MA 02379 (774) 776.7400	
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Co	de)

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

Coffee, tea, and cocoa import and distribution

Brief Description of Business



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~ .						1011	

- 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: Dickinson, Rink J	[] Promoter []	Beneficial [Owner	X] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last name					
66 Larch Street Prov Business or Residence			v State Zin Code	27	Northwest Martin Control of Contr
Dusiness of Nesideric	ce Address (Numb	er and Street, Cit	y, State, Zip Code		
Check Box(es) that Apply: Everts, Robert S.	[] Promoter []	Beneficial [X Owner	X] Executive Officer		General and/or Managing Partner
Full Name (Last nam 20 Newell Street, C a	mbridge, MA 021	40			
Business or Resident	ce Address (Numb	er and Street, Cit	y, State, Zip Code	e)	•
Check Box(es) that Apply: Abbott, Denise K.,		Owner] Executive Officer	[X] Director []	General and/or Managing Partner
Full Name (Last nam)			
62 East Street Avon Business or Resident		er and Street Cit	v State Zin Code	21	
Dusiness of Nesiden	ce Address (Numb	oci and officet, off	y, otate, zip ood	~)	
Check Box(es) that Apply: Milardo, Beth Ann	[] Promoter []	Beneficial [Owner] Executive Officer	[X] Director []	General and/or Managing Partner
Full Name (Last nam 16 Tecumseh St., #3	3, Providence, RI	02906			
Business or Residen	ce Address (Numb	per and Street, Cit	y, State, Zip Cod	e)	
Check Box(es) that Apply: Miller, Lynsey	[] Promoter []	Beneficial [Owner] Executive Officer	[X] Director []	General and/or Managing Partner
	erville MA 02144	•			
Business or Residen	ce Address				
Check Box(es) that Apply: North, Rodney S.		Owner] Executive Officer	[X] Director []	General and/or Managing Partner
Full Name (Last nam 98 Allston Street #3	Cambridge M	A 02139			
Business or Residen (U	ice Address (Numl se blank sheet, o				s necessary.)

Check Box(es) that Apply: Petot, Julie		Beneficial Owner	[]	Executive Officer	[X]	Director []	General and/or Managing Partner
Full Name (Last name			*************		***************************************		
30 Peter Parley Road Business or Residence			City,	State, Zip Code)		Service Control of the Control of th
Check Box(es) that Apply: Sutton, Forrest	[] Promoter []	Beneficial Owner	[]	Executive Officer	[X]	Director []	General and/or Managing Partner
Full Name (Last name 128 Lowden St., Paw							
Business or Residence			City,	State, Zip Code)		awag an Militar Guitanness a
Check Box(es) that Apply: Appleby, Terry	[] Promoter []	Beneficial Owner	[]	Executive Officer	[X]	Director []	General and/or Managing Partner
Full Name (Last name 45 South Park Street Business or Residence	t, Hanover, New	Hampshire 03		State, Zip Code)		
Check Box(es) that Apply: Mason, Jean K.	[] Promoter []	Beneficial Owner	[]	Executive Officer	[X]	Director []	General and/or Managing Partner
Full Name (Last name	e first, if individual)		,			
175 Richdale Avenue Business or Residence	e, #410, Cambrid e Address (Numb	per and Street,	City,	State, Zip Code	e)		nganggani matamanggania
Check Box(es) that Apply: Meehan, Susan	[] Promoter []	Beneficial Owner	[]	Executive Officer	[X]	Director []	General and/or Managing Partner
Full Name (Last name 60 Chilton Street, Ca							and the second s
Business or Residence	ce Address (Numb	per and Street,	City,	State, Zip Code	e)		nonlegan mag 1994 of Marchitectures.
Check Box(es) that Apply: Williamson, Alistair	[X] Promoter [Owner	[] Executive Officer	[]	Director [General and/or Managing Partner
Full Name (Last name 8603 SE 15 th Ave, Po Business or Residence	ortland, OR, 9720	2	City,	State, Zip Code	e)	MI M. CCC pt. 30 MINU. III. 11 MINU. 11	

4. a. Furnish a statement of all expenses in connection with the issuance and distrint this offering. Exclude amounts relating solely to organization expenses of the ismay be given as subject to future contingencies. If the amount of an expenditure is estimate and check the box to the left of the estimate.	suer. The int	formation
Transfer Agent's Fees	[]\$	0
Printing and Engraving Costs	[X] <u>\$</u>	500.00
Legal Fees	[X] <u>\$</u>	10,000.00
Accounting Fees	[]\$	0
Engineering Fees	[]\$	0
Sales Commissions (specify finders' fees separately)	[X] <u>\$</u>	9,500.00
Other Expenses (identify) Travel, filing fees, postage	[X] <u>\$</u>	16,500.00
Total	[X] <u>\$</u>	37,000.00
b. Enter the difference between the aggregate offering price given in response to - Question 1 and total expenses furnished in response to Part C - Question 4.a. T difference is the "adjusted gross proceeds to the issuer."	Part C his <u>\$</u>	763,000.00
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
Salaries and fees	\$	\$
Purchase of real estate	\$	\$
Purchase, rental or leasing and installation of machinery and equipment	\$	<u>\$</u> \$263,000.00
Construction or leasing of plant buildings and facilities	\$	\$
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)	\$	\$
Repayment of indebtedness	\$	\$
Working capital	\$	\$
Other (specify): Unroasted coffee inventory	\$	\$500,000.00
Column Totals	\$	\$
Total Payments Listed (column totals added)		\$763,000.00

APPENDIX

1		2	3 4							
	to r accre investors	to sell non- edited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	ar	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		Х	None	0	0 ·	0	0		Х	
AK		Χ	None	0	0	0	0		· X	
ΑZ	The second secon	Χ	None	0	0	0	0		Х	
AR		X	None	0	0	0	0		Х	
CA	Х		Class B to \$400,000	0	0	0	0		Х	
CO	Χ		Class B to \$400,000	0	0	0	0		Х	
СТ	Χ	*	Class B to \$400,000	0	0	0	0	-	Х	
DE	Χ	\$	Class B to \$400,000	0	0	0	0		Χ	
DC	Χ		Class B to \$400,000	0	0	0	0		Х	
FL	Χ	1	Class B to \$400,000	0	0	0	0		Χ	
GA	X		Class B to \$400,000	0	0	0	0		Χ	
н	, , , , , , , , , , , , , , , , , , ,	X	None	0	0	0	0		Х	
ID		X	None	0	0	0	0		X	
IL	Х	İ	Class B to \$400,000	0	0	0	0		X	
IN	Х	-	Class B to \$400,000	0	0	0	0		Х	
IA	Х		Class B to \$400,000	0	0	0	0		X	
KS		X	None	0	0	0	0		X	
KY	X		Class B to \$400,000	0	0	0	0		Χ	
LA		X	None	0	0	0	0		Х	
ME		X	None	0	0	0	0		Х	
MD	X	pa. Additional design of the second	Class B to \$400,000	0	0	0	0		Χ	
MA	X		Class B to \$400,000	0	0	0	0		X	
MI	X		Class B to \$400,000	0	0	0	0		X	
MN	X	No.	Class B to \$400,000	0	0	0	0		X	
MS	X		Class B to \$400,000	0	0	0	0		X	
МО	X		Class B to \$400,000	0	0	0	0		X	
MT		X	None	0	0	0	0		X	
NE		X	None	0	0	0	0		X	
NV		X	None	0	0	0	0		X	
NH	X		Class B to \$400,000	0	0	0	0		X	
NJ	X		Class B to \$400,000	0	0	0	0		X	
NM			Class B to \$400,000	0	0	0	0	<u> </u>	X	
NY	X		Class B to \$400,000	0	0	0	0		Х	

APPENDIX

1		2	3	A CONTRACTOR OF THE CONTRACTOR	5 Disqualification				
	to r accre investors	to sell non- edited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	ar	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
NC	Χ		Class B to \$400,000	0	0	0	0		Χ
ND		X	None	0	0	0	0	-	Χ
ОН	X		Class B to \$400,000	0	0	0	0		Χ
ОК		X	None	0	0	0	0		Х
OR	Χ		Class B to \$400,000	0	0	0	0		Χ
PA	X ,		Class B to \$400,000	0	0	0	0		X
RI	Х		Class B to \$400,000	0	0	0	0		Х
SC	X		Class B to \$400,000	0	0	0	0		Χ
SD		X	None	0	0	0	0		X
TN	X		Class B to \$400,000	0	0	0	0		X
TX	Х		Class B to \$400,000	0	0	0	0		X
UT		Х	None	0	0	0	0		X
VT	X		Class B to \$400,000	0	0	0	0		X
VA		X	None	0	0	0	0		X
WA	X		Class B to \$400,000	0	0	0	0		X
WV		X	None	0	0	0	0		X
WI	Х		Class B to \$400,000	0	0	0	0		Х
WY		X	None	0	0	0	0		Х
PR		X	None	0	0	0	0		X