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# FORM D

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

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	NOV 2 1 2005	

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC U	ISE ONLY
Prefix	Serial
DATE	RECEIVED
1	

CINTORIA ERIATIED OFFERING EXT		
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)		
Series A Convertible Referred		
Filing Under (Check poxies) that apply): Rule 504 P Rule 505 Rule 506 Section	4(6) ULOE	
Type of Filing: 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.)	0507294	10
Look's Gourmet Food Holding Company, Inc.	••••	
Address of Executive Offices (Number and Street, City, State, Zip Coo	le) Telephone Number (In	cluding Area Code)
P.O. Box 470, East Machias, ME 04630	(207) 259-3465	
Address of Principal Business Operations (Number and Street, City, State, Zip Co (if different from Executive Offices)	de) Telephone Number (I	ncluding Area Code)
Brief Description of Business		
Manufacture and sale of gourmet food products.		R
Type of Business Organization		<u> </u>
	er (please specify):	ROCESSED
Month Year		TEC BE ASS
Actual or Estimated Date of Incorporation or Organization: 111 015 Actual	Estimated	DEC 0 5 2005
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for CN for Canada; FN for other foreign jurisdiction)	State:	HUMSON
GENERAL INSTRUCTIONS		WANCIAL

### 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.

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.

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 predictated on the filing of a federal notice.

		A. BASIC IDE	NTIFICATION DATA		
2. Enter the information rec	uested for the foll	lowing:			
• Each promoter of the	e issuer, if the iss	uer has been organized wi	thin the past five years;		
Each beneficial own	er having the powe	er to vote or dispose, or dire	ect the vote or disposition	of, 10% or more of	a class of equity securities of the issuer.
Each executive office	cer and director of	corporate issuers and of	cornorate general and man	aging partners of r	partnership issuers: and
		f partnership issuers.	,	0 01	,
		· · · · · · · · · · · · · · · · · · ·			
Check Box(es) that Apply:	<b>✓</b> Promoter	■ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Cote, Michael	individual)				
Business or Residence Addres P.O. Box 470, East Mach		Street, City, State, Zip Co	de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)	1. Fi			
<b>CEI</b> Community Ventures	Fund, LLC				
Business or Residence Addres	s (Number and	Street, City, State, Zip Co	de)		
2 Portland Fish Pier, Suite	201, Portland, I	ME 04101			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Coastal Ventures II LLC	individual)				
Business or Residence Addres	s (Number and	Street, City, State, Zip Co	de)		
2 Portland Fish Pier, Suite	201, Portland,	ME 04101			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Henshaw, Nathaniel	individual)	III. Bryangur		· · · · · · · · · · · · · · · · · · ·	
Business or Residence Addres	s (Number and	Street, City, State, Zip Co	de)	*	
2 Portland Fish Pier, Suite			- <b>,</b>		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Burgmaier, Michael	individual)			<u> </u>	
Business or Residence Addres 2 Portland Fish Pier, Suite	•	Street, City, State, Zip Co ME 04101	de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Driscoll, Gregory	individual)				
Business or Residence Addres 24 Parkman Brook Lane,	•	Street, City, State, Zip Co 03885	de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, it	individual)				
Business or Residence Addres	s (Number and	Street, City, State, Zip Co	de)	<u> </u>	
	(Use blan	nk sheet or conv and use	additional conies of this s	heet as necessary)	

				·	В. П	NFORMATI	ON ABOU	T OFFERI	NG				
1	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									Yes	No		
1.	Has the	issuer sold	, or does in								•••••		X
2.	Answer also in Appendix, Column 2, if filing under ULOE.  What is the minimum investment that will be accepted from any individual?									s 50,0	00.00		
-							,					Yes	No
			permit joint										X
	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 indi	vidual)									
Busi	ness or	Residence	Address (N	umber and	l Street, Ci	ity, State, Z	ip Code)	. 14-817 - 18-8					
Nam	e of Ass	sociated Br	oker or Dea	aler	<del></del>	<u></u>			<u> </u>	· · · · · · · · · · · · · · · · · · ·			
State	s in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers		········				
	(Check	"All States	or check	individual	States)						·····		l States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Full	Name (	Last name	first, if indi	ividual)									
Busi	ness or	Residence	Address (N	Number an	d Street, C	city, State, 2	Zip Code)						<u></u>
Nam	e of Ass	sociated Br	oker or De	aler									
State	es in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers			*****			<del></del>
	(Check	"All States	" or check	individua]	States)								l States
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR
Full	Name (	Last name	first, if ind	ividual)									
Busi	ness or	Residence	Address (?	Number an	d Street, C	City, State, 2	Zip Code)						
Nam	e of As	sociated Br	roker or De	aler					<u></u>		·····		
State	es in Wl	nich Persor	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers	<del> </del>	<del></del>	<del></del>	<del> </del>		
	(Check	"All State:	s" or check	individua!	l States)	•••••		••••••		•••••		□ A1	1 States
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA 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

	already exchanged.  Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$ 0.00	s 0.00
	Equity	\$ 1,012,720.00	\$ 862,720.00
	☐ Common ☐ Preferred		<u> </u>
	Convertible Securities (including warrants)	s 0.00	0.00 \$
	Partnership Interests		\$ 0.00
	Other (Specify 0		\$ 0.00
	Total	, \$ 1,012,720.00	s 862,720.00
	Answer also in Appendix, Column 3, if filing under ULOE.		** <u>***********************************</u>
2.	Enter the number of accredited and non-accredited investors who have purchased securities in the 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 the purchases on the total lines. Enter "0" if answer is "none" or "zero."	te	Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	. 3	\$ 862,720.00
	Non-accredited Investors	0	\$_0.00
	Total (for filings under Rule 504 only)	0	§ 862,720.00
	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 securiti 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.	ne	
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$_0.00
	Regulation A		\$_0.00
	Rule 504	**	\$_0.00
	Total	··	\$ 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of t securities in this offering. Exclude amounts relating solely to organization expenses of the insure The information may be given as subject to future contingencies. If the amount of an expenditure not known, furnish an estimate and check the box to the left of the estimate.	r.	
	Transfer Agent's Fees		\$
	Printing and Engraving Costs	<u>-</u>	\$_0.00
	Legal Fees	<b>Z</b>	\$ 20,000.00
	Accounting Fees		\$_5,000.00
	Engineering Fees		\$_0.00
	Sales Commissions (specify finders' fees separately)		§ 0.00
	Other Expenses (identify)		\$_0.00
	Total	_	s 25,000.00

	b. Enter the difference between the aggregate offering price given in response to Part C and total expenses furnished in response to Part C — Question 4.a. This difference is the proceeds to the issuer."	"adjusted gross	\$
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed each of the purposes shown. If the amount for any purpose is not known, furnish at check the box to the left of the estimate. The total of the payments listed must equal the proceeds to the issuer set forth in response to Part C — Question 4.b above.	n estimate and	
		Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	<del></del>	\$_0.00
	Purchase of real estate	\$ <u>0.00</u>	\$_0.00
	Purchase, rental or leasing and installation of machinery and equipment		
	Construction or leasing of plant buildings and facilities		\$ 0.00
	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)		_ □ \$ <u></u> 0.00
	Repayment of indebtedness		\$ 0.00
	Working capital		\$ 987,720.00
	Other (specify):	\$_0.00	
			0.00
	Column Totals		\$ 987,720.00
	Total Payments Listed (column totals added)		87,720.00
	D. FEDERAL SIGNATURE		
sig	ne issuer has duly caused this notice to be signed by the undersigned duly authorized perso gnature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exc e information furnished by the issuer to any non-accredited investor pursuant to paragr	hange Commission, upon writte	
Iss	suer (Print or Type) Signature	Date /	
Lo	ook's Gourmet Food Holding Company, Inc.	te 11/10/08	<u>.                                    </u>
	ame of Signer (Print or Type)  Chael Cote  Title of Signer (Print or Type)  President	1 Cate	
	' '		

ATTENTION

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

	E. STATE SIGNATURE								
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?								
	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 D (17 CFR 239.500) at such times as required by state law.	il <b>ed</b> a no	itice on Form						
3.	he undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the suer to offerees.								
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be en limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer class of this exemption has the burden of establishing that these conditions have been satisfied.								
	ner has read this notification and knows the contents to be true and has duly caused this notice to be signed on its beha thorized person.	ılf by the	undersigned						
Issuer (	Print or Type) Signature / Date								
Look's	Gourmet Food Holding Company, Inc.	,							
Name (	Print or Type) Title (Print or Type)								
Michae	el Cote President haland la	President harbeard ( last							

### 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 3 5 2 1 Disqualification under State ULOE Type of security (if yes, attach and aggregate Intend to sell explanation of Type of investor and to non-accredited offering price amount purchased in State waiver granted) investors in State offered in state (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) Number of Number of Non-Accredited Accredited No State Yes $N_0$ **Investors** Amount **Investors** Amount Yes ALΑK AZAR CACO CTDE $\mathbf{DC}$ FLGA Ш $\mathbf{D}$ ILIN IΑ KS KY LA ME × 3 \$1,012,720 × MD MA MI MN MS

	APPENDIX									
1	Intend to non-a investor:	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	4  Finvestor and rchased in State C-Item 2)		5 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	
МО	j									
MT									. :	
NE	1									
NV								8	i ģ	
NH										
NJ										
NM										
NY										
NC										
ND	,	TO A L. LOW CONTRACTOR I							ſ	
ОН										
OK									<u> </u>	
OR										
PA	e i vgi ii									
RI										
SC										
SD			17.0							
TN										
TX										
UT										
VT										
VA										
WA			,						, l	
wv										
WI										

APPENDIX									
1		2	3		4				lification
	to non-a	i to sell accredited is in State i-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)			under St (if yes, Type of investor and explan amount purchased in State waiver		ate ULOE attach ation of granted) -Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									