1403847



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

FORM D

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

OMB APPROVAL							
OMB Num	ber:	3235-0076					
Expires:	April	30,2008 je burden					
Estimated	averaç	je burden					
hours per r	espon	se16.00					

SEC USE ONLY							
Prefix	Serial						
DATE	RECEIVED						

Name of Offering (check if this is an amendment and name has changed, and indicate change.) OFFERING OF SERIES A PREFERRED AND COMMON STOCK OF VAN DE VRIES SPIC	CE CORPORATION
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	
Type of Filing: New Filing Amendment	I ESTATU BERKI TARIK BANK SAND BIND BINK BILIK BIRK 1851 I
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	T THE PAY BOTH TO CHILDREN DE STATE THAT I T
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	07076949
Van de Vries Spice Corporation	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
	732-574-3200
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
200 Raritan Center Parkway Edison, New Jersey 08837	732-574-3200
Brief Description of Business	
Spice and Extract Manufacturing	PROCESSED
Type of Business Organization	
✓ corporation	olease specify): SEP 0 7 2007
Month Year	THOMSON
Actual or Estimated Date of Incorporation or Organization: 0 5 0 7 Actual Estim	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State	
CN for Canada; FN for other foreign jurisdiction)	GE
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D o 77d(6).	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, and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be 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. 205	549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually 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 thereto, the information requested in Part C, and any material changes from the information previously supplied to be filed with the SEC.	rt the name of the issuer and offering, any changes ied in Parts A and B. Part E and the Appendix need
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 sa ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the S are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for accompany this form. This notice shall be filed in the appropriate states in accordance with state law. this notice and must be completed.	ecurities Administrator in each state where sales r the exemption, a fee in the proper amount shall
ATTENTION	comption. Conversely failure to file the
Failure to file notice in the appropriate states will not result in a loss of the federal exappropriate federal notice will not result in a loss of an available state exemption unlessifiling of a federal notice.	

		関係な 関係	BASIC IDE	NTH	ICATION DATA		が、大きなな		to specify to Mary Table Transport
2. Enter the information re	quested for the fol	lowing:							
Each promoter of the second control of	he issuer, if the iss	uer has beer	organized w	ithin t	he past five years;				
Each beneficial own	ner having the pow	er to vote or	dispose, or dir	ect th	e vote or disposition	of, 10	% or more o	f a clas	s of equity securities of the issuer.
 Each executive offi 	cer and director of	corporate i	ssuers and of	corpo	rate general and man	aging	partners of	partne	rship issuers; and
 Each general and n 	nanaging partner of	f partnership	issuers.						
Check Box(es) that Apply:	Promoter	☑ Benef	icial Owner	7	Executive Officer	Z	Director		General and/or Managing Partner
Full Name (Last name first, it PAUL J. KERZ	findividual)							. ,	
Business or Residence Addres 126 EAST 65th STREET		-	-	de)		•			
Check Box(es) that Apply:	Promoter	☑ Benef	icial Owner	Z	Executive Officer	Ø	Director		General and/or Managing Partner
Full Name (Lost name first, it ALAN R. SILBERMAN	f individual)								
Business or Residence Addres	,			ode)				_	
Check Box(es) that Apply:	Promoter	Benef	icial Owner	Ø	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, it STANLEY GORSKI	f individual)							•	<u>-</u>
Business or Residence Addre	ss (Number and	Street, City,	State, Zip Co	de)			-		
37 WALSINGHAN ROAD	, MENDHAM, N	EW JERSI	EY 07945						
Check Box(es) that Apply:	Promoter	Benef	icial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, it	f individual)			·				•	
Business or Residence Address	ss (Number and	Street, City,	State, Zip Co	ode)					
Check Box(es) that Apply:	Promoter	Benef	icial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, it	findividual)					-			
Business or Residence Addres	ss (Number and	Street, City,	State, Zip Co	de)		_			
Check Box(es) that Apply:	Promoter	☐ Benef	icial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, it	f individual)								
Business or Residence Addres	ss (Number and	Street, City,	State, Zip Co	ode)		_ ,			
Check Box(es) that Apply:	Promoter	Benef	icial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, it	f individual)					•			
Business or Residence Address	ss (Number and	Street, City,	State, Zip Co	de)	6.64 C 67 16 16 16 16 16 16 16 16 16 16 16 16 16	<u></u>	•		

	7.0° 28° 2.0				B. II	NFORMAT	ION ABOU	T OFFERI	NG A		Tightlesser Andrew in		
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?							Yes	No IX I					
1.	Answer also in Appendix, Column 2, if filing under ULOE.									<u></u>			
2.	What is	the minim	um investn					_				\$_25,	00.00
												Yes	No
3.			permit join									R	
4.	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 (I	Last name	first, if ind	ividual)									
Bus	iness or l	Residence	Address (N	lumber and	Street, Ci	ity, State, Z	ip Code)		<u> </u>				
			·										
Nan	ne of Ass	ociated Br	oker or De	aler									
Stat			Listed Has										
	(Check	"All States	" or check	individual	States)		***************************************	****		*************		☐ Al	l States
	AL	AK	ΑŽ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	MT]	IN NE	IA NV	KS NH	KY NJ	LA NM	ME NY	MD NC	MA ND	MI OH	MN OK	MS OR	MO PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Full	Name (I	ast name	first, if ind	ividual)		<u> </u>	·			<u>.</u>	<u> </u>		
Bus	iness or	Residence	Address (?	Number an	d Street, C	ity, State, 2	Zip Code)						
Nan	ne of Ass	ociated Br	oker or De	aler			···						
Stat	es in Wh	ich Person	Listed Has	s Solicited	or Intends	to Solicit	Purchasers		· · · · · · · · · · · · · · · · · · ·				
	(Check	'All States	s" or check	individual	States)		*******	***************************************				☐ Al	l States
	[AL]	AK	ΑZ	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 SC	NV SD	NH) (TN)	NJ TX	NM UT	NY VT	NC VA	ND) WA	OH WV	OK WI	OR WY	PA PR
Entl			first, if ind										
									· · · · · · · · · · · · · · · · · · ·				
Bus	iness or	Residence	Address (?	Number an	d Street, C	lity, State, 2	Zip Code)						
Nan	ne of Ass	ociated Br	oker or De	aler					-				
Stat	es in Wh	ich Person	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers			•		100	
	(Check	"All States	s" or check	individual	States)							☐ Al	l States
	ĀĹ	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
		IN]	IA	KS	KY	LA	ME	MD NC	MA ND	MI OH	MN OK	MS OR	MO PA
	MT RI	NE SC	NV SD	NH TN	NJ TX	NM UT	NY 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 the 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		\$ 2,850,899.50
	☑ Common ☑ Preferred		
	Convertible Securities (including warrants)	\$ 150,000.00	150,000.00 \$
	Partnership Interests	\$ 0.00	\$ 0.00
	Other (Specify)		\$ 0.00
	Total	3,000,899.50	3,000,899.50
	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 § 3,000,899.50
	Accredited Investors	_	0.00
	Non-accredited Investors		\$\frac{\$0.00}{\$0.00}
	Total (for filings under Rule 504 only)	<u>u</u>	\$ 0.00
	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 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	Dollar Amount
	Type of Offering	Security	Sold § 0.00
	Rule 505		\$ 0.00 \$ 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 the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. 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		
	Printing and Engraving Costs		
	Legal Fees		
	Accounting Fees		
	Engineering Fees		
	Sales Commissions (specify finders' fees separately)		
	Other Expenses (identify) Blue Sky Filing Fees		\$ 2,485.00
	Total		\$ 17,485.00

	C OFFERING PRICE, NUMB	BER'OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	
	Enter the difference between the aggregate offeriod total expenses furnished in response to Part C — coceeds to the issuer."			2,983,414.50
ea ch	dicate below the amount of the adjusted gross pro ich of the purposes shown. If the amount for any neck the box to the left of the estimate. The total of poceeds to the issuer set forth in response to Part	y purpose is not known, furnish an estimate and the payments listed must equal the adjusted gross		
			Payments to Officers, Directors, & Affiliates	Payments to Others
C.	alaries and fees	Г		
	archase of real estate	-		_
		· ·	_] ⊅	L.J. 9
Pı ar	archase, rental or leasing and installation of mac		¬\$	s
	onstruction or leasing of plant buildings and faci	_		
	equisition of other businesses (including the value	•		<u></u>
- 1	Tering that may be used in exchange for the asse suer pursuant to a merger)	to or conveities of another	\$ 98,949.00	\$ 2,001,051.0
R	epayment of indebtedness		\$	
W	orking capital		s	\$ 883,414.50
	ther (specify):	[
_			\$	\$
С	olumn Totals			
Т	otal Payments Listed (column totals added)			983,414.50
		D: FEDERAL SIGNATURE		The first time of the contract
signati	suer has duly caused this notice to be signed by the ure constitutes an undertaking by the issuer to fur formation furnished by the issuer to any non-accr	nish to the U.S. Securities and Exchange Commis	sion, upon writte	le 505, the following n request of its staff
ssuer	(Print or Type)	Signature	Date	1
Van d	le Vries Spice Corporation	poulth/	23 Augus	st spal
Vame	of Signer (Print or Type)	Title of Bigner (Fringer Type)		
	Kerz	Chairman and Chief Executive Officer		

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?	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)	Signature ////	Date
Van de Vries Spice Corporation	faid If the	27 August 2007
Name (Print or Type)	Title (Print or Type)	
Paul J. Kerz	Chairman and Chief Executive Office	er

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.

	3 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -			A A	PENDIX			entrology Harriston	
1	Intenc to non-a investor	2 I 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 Tinvestor and rchased in State C-Item 2)		5 Disqualificatio under State ULC (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									
AK									
AZ									
AR									
CA							!		
со						'			
СТ									
DE		×	Series A Preferred	1	\$200,060.5				
DC									
FL		×	Series A Preferred	1	\$200,060.00				
GA		×	Convertible Note	1	\$150,045.0				
Н									
ID						,,			
IL									
IN			-						
IA									
KS									
KY									
LA									
МЕ									
MD			-						
MA									
МІ									
MN									
MS									

APPENDIX 2 3 4 5 1 Disqualification under State ULOE Type of security Intend to sell and aggregate (if yes, attach explanation of to non-accredited offering price Type of investor and amount purchased in State waiver granted) investors in State offered in state (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) (Part C-Item 1) Number of Number of Non-Accredited Accredited Yes No Investors Investors Amount Yes No State Amount MO MT NE NV NH 5 Series A Preferred NJ \$625,186.50 NM \$1,725,517 X Series A Preferred NY NC ND ОН ΟK OR Series A Preferred PΑ × 1 \$100,030.0 RΙ SC SD TN TX UT VT VAWA WV WI

The state of the s		e i lita del casa e La casa e la casa e La casa e la casa e l	incersal property in Light the property	APP	ENDIX			Andreas (A. C.	
1	to non-a investor	I to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		5 Disqualification under State ULO (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
PR									

