Taylor Bruce C.
Form SC 13D/A
July 22, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
(Rule 13d-101)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)
Under the Securities Exchange Act of 1934
(Amendment No. 2)
VAUGHAN FOODS, INC.

(Name of Issuer)
Common Stock, par value $0.001 per share

(Title of Class of Securities)
92241M107

(CUSIP Number)
Russell C. Hansen
Gibson, Dunn & Crutcher LLP
1881 Page Mill Road
Palo Alto, CA 94304
(650) 849-5300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
July 17, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 92241M107

1	NAMES OF REPORTING PERSONS Taylor Family Investments, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) o N/A	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Nevada	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 435,925
	9	SOLE DISPOSITIVE POWER

REPORTING PERSON WITH	0	
	SHARED DISPOSITIVE POWER	**10**
	435,925	
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	**11**
	435,925	
	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	**12**
	o N/A	
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	**13**
	9.4%[1]	
	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	**14**
	OO	

[1] Based upon 4,623,077 shares of Common Stock outstanding on June 11, 2009, as reported in the Issuer s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on June 19, 2009.

1	NAMES OF REPORTING PERSONS Bruce C. Taylor	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) o N/A	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	**7**	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 435,925
	9	SOLE DISPOSITIVE POWER

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

435,925

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

435,925

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o
N/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

9.4%[1]

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

[1] Based upon 4,623,077 shares of Common Stock outstanding on June 11, 2009, as reported in the Issuer s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on June 19, 2009.

This Amendment No. 2 (this Amendment) amends and supplements the Schedule 13D filed on April 3, 2009, as amended by Amendment No. 1 filed on June 1, 2009 (the Schedule 13D) by the Reporting Persons relating to the common stock, par value $0.001 per share of Vaughan Foods, Inc., an Oklahoma corporation (the Issuer). Information reported in the Schedule 13D remains in effect except to the extent that it is amended, restated or superseded by information contained in this Amendment. Capitalized terms used but not defined in this Amendment have the respective meanings set forth in the Schedule 13D.

Item 1. Security and Issuer

This Amendment is being filed to report each of the Reporting Persons beneficial ownership of the Issuer s Common Stock as of the filing date of this Amendment (the Filing Date). The principal executive offices of the Issuer are located at 216 N.E. 12th Street, Moore, OK 73160.

The shares of the Issuer s Common Stock reported herein as beneficially owned by Taylor Family Investments, LLC (Taylor Investments) consist of (i) the number of shares of the Issuer s Common Stock owned directly by Taylor Investments and (ii) the number of shares of the Issuer s Common Stock owned directly by Dorado Leasing, LLC (Dorado Leasing), a wholly owned subsidiary of Taylor Investments. Taylor Investments as the parent company of Dorado Leasing may be deemed to beneficially own shares of the Issuer s Common Stock owned directly by Dorado Leasing. The shares of the Issuer s Common Stock reported herein as beneficially owned by Bruce C. Taylor (Mr. Taylor) consist of (i) the number of shares of the Issuer s Common Stock owned directly by Taylor Investments and (ii) the number of shares of the Issuer s Common Stock owned directly by Dorado Leasing. Mr. Taylor is the sole Manager of Taylor Investments and of Dorado Leasing, and as such he may be deemed to beneficially own shares of the Issuer s Common Stock owned directly by Taylor Investments and Dorado Leasing.

Item 3. Source and Amount of Funds or Other Consideration

As of the Filing Date, the Reporting Persons may be deemed to beneficially own an aggregate of 435,925 shares of the Issuer s Common Stock, as detailed in Item 5. The aggregate purchase price for such shares was $557,373.02 (exclusive of brokerage commissions and fees), which amount has come from the cash assets of Taylor Investments and Dorado Leasing.

Item 4. Purpose of Transaction

The Issuer s Common Stock reported as beneficially owned herein was acquired solely for investment purposes. During December 2008 and from time to time thereafter, Mr. Taylor on behalf of Taylor Fresh Foods, Inc. has inquired and may continue to inquire whether the Issuer s management would be interested in a transaction that might maximize shareholder value. Based upon the Reporting Persons evaluation of, among other factors, the Issuer s financial position and business prospects, the price levels of the Issuer s Common Stock, other available investment opportunities, conditions in the securities markets, general economic and industry conditions and other factors that the Reporting Persons may deem material, the Reporting Persons may, in the future and from time to time, take such actions with respect to the Issuer s Common Stock as the Reporting Persons deem appropriate, including without limitation: purchasing additional shares or selling some or all of the shares of the Issuer s Common Stock in the open market, in one or more privately negotiated transactions or otherwise, directly or through one or more entities controlled or deemed to be controlled by the Reporting Persons; engaging in short selling of or any hedging or similar transactions with respect to the Issuer s Common Stock; proposing or engaging in one or more extraordinary corporate transactions between any of the Reporting Persons and their respective affiliates and the Issuer and any of its subsidiaries and other affiliates, such as a merger, acquisition, joint venture or reorganization; formulating other purposes, plans or proposals regarding the Issuer or any of its securities; and/or otherwise changing intentions with respect to any and all matters referred to in this Item 4 of Schedule 13D. Except as set forth herein, the Reporting Persons presently do not have any plans or proposals that relate to or would result in:

(a) The acquisition by any person of additional securities of the Issuer or the disposition of securities of the Issuer.

(b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries.

(c) A sale or transfer of a material amount of assets of the Issuer or of any of its subsidiaries.

(d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board.

(e) Any material change in the present capitalization or dividend policy of the Issuer.
(f) Any other material change in the Issuer s business or corporate structure.
(g) Any changes in the Issuer s charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person.
(h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association.
(i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act.
(j) Any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer

(a) and (b)

Interests of Reporting Persons and Others:

(1) Taylor Investments:

As of the Filing Date, Taylor Investments had sole or shared beneficial ownership of 435,925 shares of the Issuer s Common Stock. Of these 435,925 shares of Common Stock, Taylor Investments had (a) sole voting and sole dispositive power with respect to 0 shares of Common Stock and (b) shared voting and shared dispositive power with respect to 435,925 shares of Common Stock. Of these 435,925 shares of Common Stock, (a) 297,550 are owned directly by Taylor Investments and (b) 138,375 are owned directly by Dorado Leasing, a wholly owned subsidiary of Taylor Investments. As the parent of Dorado Leasing, Taylor Investments may be deemed to have beneficial ownership of the shares owned directly by Dorado Leasing.

(2) Mr. Taylor:

As of the Filing Date, Mr. Taylor had sole or shared beneficial ownership of 435,925 shares of the Issuer s Common Stock. Of these 435,925 shares of Common Stock, Mr. Taylor had (a) sole voting and sole dispositive power with respect to 0 shares of Common Stock and (b) shared voting and shared dispositive power with respect to 435,925 shares of Common Stock. Of these 435,925 shares of Common Stock, (a) 297,550 are owned directly by Taylor Investments and (b) 138,375 are owned directly by Dorado Leasing. Mr. Taylor is the sole Manager of Taylor Investments and of Dorado Leasing, and as such Mr. Taylor may be deemed to have shared voting and shared dispositive power over the shares owned directly by Taylor Investments and Dorado Leasing.

(c) The following transactions in the Issuer s Common Stock were effected by each of Taylor Investments and Dorado Leasing since the filing of Amendment No. 1 with the Securities and Exchange Commission:

Party Effecting Transaction	Transaction Date	Shares Acquired	Shares Disposed	Price Per Share[2]	Description of Transaction
Taylor Investments	06/08/2009	135	0	$ 0.80	Open Market Purchase
Taylor Investments	06/16/2009	38	0	$ 0.80	Open Market Purchase
Taylor Investments	06/18/2009	6,000	0	$ 0.80	Open Market Purchase
Taylor Investments	06/22/2009	1,385	0	$ 0.80	Open Market Purchase
Taylor Investments	06/24/2009	2,442	0	$ 0.80	Open Market Purchase
Taylor Investments	07/17/2009	61,000	0	$ 0.75	Open Market Purchase
Dorado Leasing	07/17/2009	300	0	$ 0.75	Open Market Purchase
Dorado Leasing	07/20/2009	19,700	0	$ 0.75	Open Market Purchase

Item 7. Material to Be Filed as Exhibits

Exhibit 99.1 Joint Filing Agreement, dated April 3, 2009 (incorporated by reference from the Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on April 3, 2009).

[2] Exclusive of brokerage commissions and fees.

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned s knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

TAYLOR FAMILY INVESTMENTS, LLC

By: /s/ Bruce C. Taylor July 22, 2009

Name: Bruce C. Taylor
Title: Manager

BRUCE C. TAYLOR

/s/ Bruce C. Taylor July 22, 2009

Bruce C. Taylor