

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

932 824

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	May 31, 2002
Estimated average burden hours per response	16.00

FORM D

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



02025769

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering  check if this is an amendment and name has changed, and indicate change.)

Manorhouse Retirement Centers, Inc. Convertible Promissory Notes Offering

Filing Under (Check box(es) that apply):  Rule 504  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.)  
Manorhouse Retirement Centers, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)  
7201 Glen Forest Drive, Suite 100, Richmond, VA 23226

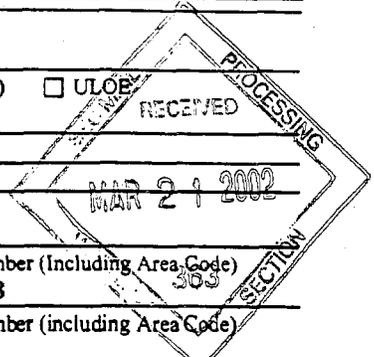
Telephone Number (Including Area Code)  
804-282-7088

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

Telephone Number (including Area Code)  
Same

Brief Description of Business

The company owns and operates assisted living facilities



PROCESSED

Type of Business Organization

- corporation  limited partnership, already formed  other (please specify):
- business trust  limited partnership, to be formed

APR 01 2002  
P THOMSON  
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Actual or Estimated Date of Incorporation or Organization: Month 1 0 Year 9 4  Actual  Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  V  A  
CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

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. 77d(6).

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.

State:

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 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 predicated on the filing of a federal notice.

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.



A. BASIC IDENTIFICATION DATA

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:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Richland Ventures, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)  
31st Avenue North, Suite 200, Nashville, TN 37203

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Grissom, J. David

Business or Residence Address (Number and Street, City, State, Zip Code)  
Capital Holding Center, 400 West Market, Suite 2510, Louisville, KY 40202

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Arthur S. DeMoss Foundation

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o Joseph Decosimo and Company, Suite 1100, Tallan Bldg., Chattanooga, TN 37402

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
OF  
Bank America Ventures

Business or Residence Address (Number and Street, City, State, Zip Code)  
950 Tower Lane, Suite 700, Foster City, CA 94404

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Calver Fund, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)  
5151 Beltline Road, Suite 605, Dallas, TX 75240

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Centre Partners Investors II, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)  
30 Rockefeller Plaza, Suite 5050, New York, NY 10020

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
State Board of Administration of Florida

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o Centre Partners Management, LLC, 30 Rockefeller Plaza, Suite 5050, New York, NY 10020

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

NY 10020

**A. BASIC IDENTIFICATION DATA**

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:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Tyrrell, Jack

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Richland Ventures, L.P., 31st Avenue North, Suite 200, Nashville, TN 37203

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Golub, David B.

Business or Residence Address (Number and Street, City, State, Zip Code)

30 Rockerfeller Plaza, Suite 5050, New York, NY 10020

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Brooks, Mark J.

Business or Residence Address (Number and Street, City, State, Zip Code)

950 Town Lane, Suite 700, Forest City, CA 94904

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Anderson, Neal

Business or Residence Address (Number and Street, City, State, Zip Code)

16475 Dallas Parkway, Suite 735, Addison, TX 75001

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Moore Global Investment

Business or Residence Address (Number and Street, City, State, Zip Code)

1251 Avenue of Americas, 53rd Floor, New York, NY 10020

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Richland Ventures, II, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

31st Avenue North, Suite 200, Nashville, TN 37203

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Newell, Kenneth J.

Business or Residence Address (Number and Street, City, State, Zip Code)

3704 Favero Road, Richmond, Virginia 23233

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? \_\_\_\_\_ Yes No

Answer also in Appendix. Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? \_\_\_\_\_ \$ 5,000.00

3. Does the offering permit joint ownership of a single unit? \_\_\_\_\_ Yes No

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 (Last name first, if individual) \_\_\_\_\_

Business or Residence Address (Number and Street, City, State, Zip Code) \_\_\_\_\_

Name of Associated Broker or Dealer \_\_\_\_\_

**States in Which Person Listed Has Solicited or Intends to Solicit Purchasers**

(Check "All States" or check individual States) \_\_\_\_\_  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]	[NH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual) \_\_\_\_\_

Business or Residence Address (Number and Street, City, State, Zip Code) \_\_\_\_\_

Name of Associated Broker or Dealer \_\_\_\_\_

**States in Which Person Listed Has Solicited or Intends to Solicit Purchasers**

(Check "All States" or check individual States) \_\_\_\_\_  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]	[NH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual) \_\_\_\_\_

Business or Residence Address (Number and Street, City, State, Zip Code) \_\_\_\_\_

Name of Associated Broker or Dealer \_\_\_\_\_

**States in Which Person Listed Has Solicited or Intends to Solicit Purchasers**

(Check "All States" or check individual States) \_\_\_\_\_  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]	[NH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[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 answer is "none or zero." If the transaction is an "change 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 _____	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) _____	\$ 2,300,000.00	\$ 0.00
Partnership Interests _____	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
TOW _____	\$ _____	\$ _____

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
Accredited Investors _____	0	\$ 0.00
Non-accredited Investors _____	0	\$ 0.00
Total (for filings under Rule 504 only) _____		\$ _____

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 offering	Type of Security	Dollar Amount Sold
Rule 505 _____	_____	\$ _____
Regulation A _____	_____	\$ _____
Rule 504 _____	_____	\$ _____
Total _____	_____	\$ _____

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 issuer. 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 _____	<input checked="" type="checkbox"/>	\$ 0.00
Printing and Engraving Costs _____	<input checked="" type="checkbox"/>	\$ 0.00
Legal Fees _____	<input checked="" type="checkbox"/>	\$ 100,000.00
Accounting Fees _____	<input checked="" type="checkbox"/>	\$ 0.00
Engineering Fees _____	<input checked="" type="checkbox"/>	\$ 0.00
Sales Commissions (specify finders' fees separately) _____	<input checked="" type="checkbox"/>	\$ 0.00
Other Expenses (identify) _____	<input checked="" type="checkbox"/>	\$ 0.00
Total _____	<input checked="" type="checkbox"/>	\$ 100,000.00

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

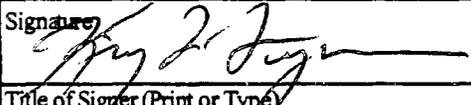
Estimated  
\$ 2,200,000.00

5. Indicate below the amount of the adjusted 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 To Others
Salaries and fees _____	<input checked="" type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 0.00
Purchase of real estate _____	<input checked="" type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 0.00
Purchase, rental or leasing and installation of machinery and equipment _____	<input checked="" type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 0.00
Construction or leasing of plant buildings and facilities _____	<input checked="" type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 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) _____	<input checked="" type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 0.00
Repayment of indebtedness _____	<input checked="" type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 0.00
Working capital _____	<input checked="" type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 2,200,000.00
Other (specify): _____	<input checked="" type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 0.00
_____	<input checked="" type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 0.00
Column Totals _____	<input checked="" type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 2,200,000.00
Total Payments Listed (column totals added) _____	<input checked="" type="checkbox"/> \$ 2,200,000.00	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Manorhouse Retirement Centers, Inc.	Signature 	Date 3/11/02
Name of Signer (Print or Type) Kimberly L. Fergusson	Title of Signer (Print or Type) Secretary & Treasurer	

**ATTENTION**

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