

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)

Lathrop, Charles W., Jr.

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

126 Mellow Road, Auburn, Maine 04211-1330

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

Full Name (Last name first, if individual)

McGrail, Peter J.

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

126 Mellow Road, Auburn, Maine 04211-1330

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

Full Name (Last name first, if individual)

Gill, Daniel M.

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

126 Mellow Road, Auburn, Maine 04211-1330

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

Full Name (Last name first, if individual)

Willis, John R.

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

126 Mellow Road, Auburn, Maine 04211-1330

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

Full Name (Last name first, if individual)

Rademacher, Hollis

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

126 Mellow Road, Auburn, Maine 04211-1330

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

Full Name (Last name first, if individual)

Pugh, Lawrence R.

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

126 Mellow Road, Auburn, Maine 04211-1330

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- 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)

Allman, George

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

126 Mellow Road, Auburn, Maine 04211-1330

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

Full Name (Last name first, if individual)

Willis Stein & Partners, L. P.

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

227 W. Monroe, Suite 4300, Chicago, Illinois 60606

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 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	\$ 0	\$ 0
Equity	\$800,000*	\$800,000*
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests (LLC units)	\$ 0	\$ 0
Other (Specify) _____	\$ 0	\$ 0
Total	\$800,000*	\$800,000*

*Represents the value of the common stock issued in connection with a stock-for-stock merger, estimated solely for the purposes hereof. No cash received for shares issued.

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	2	\$ 800,000*
Non-accredited Investors	0	\$ _____
Total (for filings under Rule 504 only)	_____	\$ _____

*Represents the value of the common stock issued in connection with a stock-for-stock merger, estimated solely for the purposes hereof. No cash received for shares issued.

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, 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 type="checkbox"/> \$ 0
Printing and Engraving Costs	<input type="checkbox"/> \$ 0
Legal Fees	<input checked="" type="checkbox"/> \$ 1,000

Accounting Fees	<input type="checkbox"/> \$	0
Engineering Fees	<input type="checkbox"/> \$	0
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/> \$	0
Other Expenses (identify) <u>State filing fees</u>	<input checked="" type="checkbox"/> \$	500
Total	<input checked="" type="checkbox"/> \$	1,500

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." \$ 798,500*

*Represents the value of the common stock issued in connection with a stock-for-stock merger (less expenses), estimated solely for the purposes hereof. No cash received for shares issued.

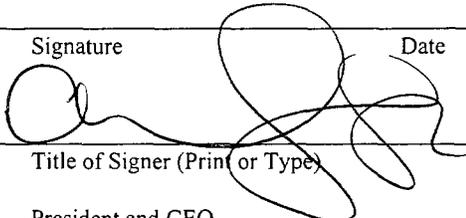
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	<input type="checkbox"/> \$	Payments to Officers, Directors, & Affiliates	<input type="checkbox"/> \$	Payments To Others
Salaries and fees	<input type="checkbox"/> \$	0	<input type="checkbox"/> \$	0
Purchase of real estate	<input type="checkbox"/> \$	0	<input type="checkbox"/> \$	0
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$	0	<input type="checkbox"/> \$	0
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$	0	<input type="checkbox"/> \$	0
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 type="checkbox"/> \$	0	<input checked="" type="checkbox"/> \$798,500*	0
Repayment of indebtedness	<input type="checkbox"/> \$	0	<input type="checkbox"/> \$	0
Working capital	<input type="checkbox"/> \$	0	<input type="checkbox"/> \$	0
Other (specify):	<input type="checkbox"/> \$	0	<input type="checkbox"/> \$	0
Column Totals	<input type="checkbox"/> \$	0	<input checked="" type="checkbox"/> \$798,500*	
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$	798,500*	

*Represents the value of the common stock issued in connection with a stock-for-stock merger (less expenses), estimated solely for the purposes hereof. No cash received for shares issued.

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)	Signature	Date
Advantage Payroll Services, Inc.		2/25/02
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Charles W. Lathrop, Jr.	President and CEO	

ATTENTION

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

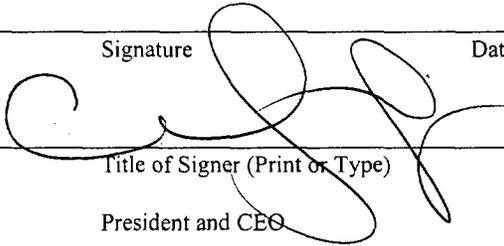
E. STATE SIGNATURE

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
Advantage Payroll Services, Inc.		2/25/02
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Charles W. Lathrop, Jr.	President and CEO	

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

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-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)				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 Nonaccredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-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)				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 Nonaccredited Investors	Amount	Yes	No
MI									
MN									
MS									
MO									
MT									
NE									
NV									
NH		X	Common Stock	2	\$800,000 (estimated value of the common stock issued in a stock-for-stock merger)		N/A		X
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-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)				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 Nonaccredited Investors	Amount	Yes	No
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

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