

FORM D

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

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

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

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.)

NATIONAL PARTNERS GROUP, INC.

Address of Executive Offices (Number and Street, City, State, Zip Code)

310 E. 96th Street, Suite 200, Indianapolis, IN 46240

Telephone Number (Including Area Code)

800-644-6746

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

(if different from Executive Offices) Same As Above

Telephone Number (Including Area Code)

Same As Above

Brief Description of Business

Holdings company for life insurance and marketing companies

Type of Business Organization

corporation

limited partnership, already formed

other (please specify):

business trust

limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

Month Year
0 5 9 3

Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

IN

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.

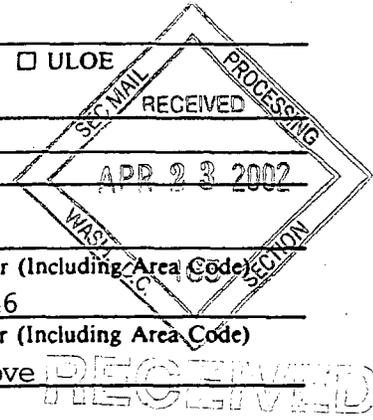
Filing Fee: There is no federal filing fee.

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 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 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.



INDIANA SECURITIES DIV.

PROCESSE
MAY 14 2002
THOMSON
FINANCIAL

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)

Steinborn, Warren

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

310 East 96th Street, Suite 200, Indianapolis, IN 46240

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

Full Name (Last name first, if individual)

LANGRALL, CLARKE, JR.

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

204 E. Joppa Road, Suite 202, Towson, MD 21204

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

Full Name (Last name first, if individual)

Messett, Timothy L.

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

1101 North Lake Destiny Road, Suite 200, Maitland, FL 32751-5105

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

Full Name (Last name first, if individual)

Surgener, Margaret

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

c/o Warren Steinborn Associates, 310 E. 96th Street Suite 200, Indianapolis, IN 46240

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

Full Name (Last name first, if individual)

Hibbard, Peter

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

c/o Columbia Benefits, 7310 Grace Drive, Columbia, MD 21044

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

Full Name (Last name first, if individual)

Neutzling, John

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

c/o Simon Property Group, 115 W. Washington Street, Indianapolis, IN 46204

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

Full Name (Last name first, if individual)

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

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

B. INFORMATIONAL 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? \$ 1.00
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) NOT APPLICABLE

Business or Residence Address (Number and Street, City, State, Zip Code) NOT APPLICABLE

Name of Associated Broker or Dealer NOT APPLICABLE

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

(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]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual) NOT APPLICABLE

Business or Residence Address (Number and Street, City, State, Zip Code) NOT APPLICABLE

Name of Associated Broker or Dealer NOT APPLICABLE

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

(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]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual) NOT APPLICABLE

Business or Residence Address (Number and Street, City, State, Zip Code) NOT APPLICABLE

Name of Associated Broker or Dealer NOT APPLICABLE

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

(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]	[OH]	[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.)

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	\$ _____	\$ _____
Equity	\$ 50,000	\$ -0-
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 12,500	\$ -0-
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ 62,500	\$ -0-

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

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	0	\$ -0-
Regulation A	0	\$ -0-
Rule 504	Common Stock	\$ 145,750
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"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees (estimated)	<input checked="" type="checkbox"/>	\$ 8,000
Accounting Fees (estimated)	<input checked="" type="checkbox"/>	\$ 2,000
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total (estimated)	<input checked="" type="checkbox"/>	\$ 10,000

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."

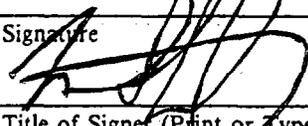
\$ 135,750

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.

	Payments to Officers, Directors, & Affiliates	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 type="checkbox"/> \$ -0-
Repayment of indebtedness	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Working capital	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ 135,750
Other (specify):	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
.....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
.....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Column Totals	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ 135,750
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ 135,750	

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) NATIONAL PARTNERS GROUP, INC.	Signature 	Date MARCH 22, 2002
Name of Signer (Print or Type) WARREN STEIBORN	Title of Signer (Print or Type) PRESIDENT	

ATTENTION

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

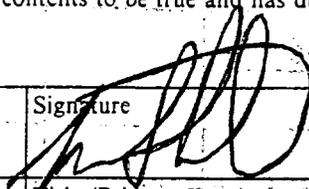
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

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) NATIONAL PARTNERS GROUP, INC.	Signature 	Date MARCH 22, 2002
Name (Print or Type) WARREN STEIBORN	Title (Print or Type) PRESIDENT	

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.

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ	X		Common \$27,202.50 0			1	\$27,202.50		X
AR									
CA									
CO									
CT									
DE									
DC									
FL	X		Common \$48,825.00 Warrant \$2,625.00 0			4	\$51,450.00		X
GA									
HI									
ID									
IL	X		Common \$10,462.50 0			1	\$10,462.50		X
IN	X		Common \$29,077.38 Warrant \$1,918.00 0			2	\$30,995.38		X
IA									
KS	X		Common \$4,882.50 0			1	\$4,882.50		X
KY									
LA									
ME									
MD	X		Common \$19,050.00 Warrant \$1,707.00 0			2	\$20,757.00		X
MA									
MI									
MN									
MS									
MO									

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 Non-Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

Form U-2 Uniform Consent to Service of Process

MAR 22 2002

INDIANA SECURITIES DIV

Know all men by these presents:

That the undersigned National Partners Group, Inc., an Indiana corporation organized under the laws of Indiana or (an individual), [strike out inapplicable nomenclature] for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Warren Steiborn, XXXXXXXXXX

(Name)

310 E. 96th Street, Suite 200, Indiaapolis, IN 46240

(Address)

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of each State as its attorney in that State for receipt of service of process:

- | | | | |
|--|--|--|---|
| <input type="checkbox"/> AL | Secretary of State | <input checked="" type="checkbox"/> FL | Dept. of Banking and Finance |
| <input type="checkbox"/> AK | Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development | <input type="checkbox"/> GA | Commissioner of Securities |
| <input checked="" type="checkbox"/> AZ | The Corporation Commission | <input type="checkbox"/> GUAM | Administrator, Department of Finance |
| <input type="checkbox"/> AR | The Securities Commissioner | <input type="checkbox"/> HI | Commissioner of Securities |
| <input type="checkbox"/> CA | Commissioner of Corporations | <input type="checkbox"/> ID | Director, Department of Finance |
| <input type="checkbox"/> CO | Securities Commissioner | <input checked="" type="checkbox"/> IL | Secretary of State |
| <input type="checkbox"/> CT | Banking Commissioner | <input checked="" type="checkbox"/> IN | Secretary of State |
| <input type="checkbox"/> DE | Securities Commissioner | <input type="checkbox"/> IA | Commissioner of Insurance |
| <input type="checkbox"/> DC | Dept. of Insurance & Securities Regulation | <input checked="" type="checkbox"/> KS | Secretary of State |
| <input type="checkbox"/> KY | Director, Division of Securities | <input type="checkbox"/> OH | Secretary of State |
| <input type="checkbox"/> LA | Commissioner of Securities | <input type="checkbox"/> OR | Director, Department of Insurance and Finance |
| <input type="checkbox"/> ME | Administrator, Securities Division | <input type="checkbox"/> OK | Securities Administrator |
| <input checked="" type="checkbox"/> MD | Commissioner of the Division of Securities | <input type="checkbox"/> PA | Pennsylvania does not require filing of a Consent to Service of Process |
| <input type="checkbox"/> MA | Secretary of State | <input type="checkbox"/> PR | Commissioner of Financial Institutions |
| <input type="checkbox"/> MI | Commissioner, Office of Financial & Insurance Services | <input type="checkbox"/> RI | Director of Business Regulation |
| <input type="checkbox"/> MN | Commissioner of Commerce | <input type="checkbox"/> SC | Securities Commissioner |

__MS	Secretary of State	__SD	Director of the Division of Securities
__MO	Securities Commissioner	__TN	Commissioner of Commerce and Insurance
__MT	State Auditor and Commissioner of Insurance	__TX	Securities Commissioner
__NE	Director of Banking and Finance	__UT	Director, Division of Securities
__NV	Secretary of State	__VT	Commissioner of Banking, Insurance, Securities & Health Administration
__NH	Secretary of State	__VA	Clerk, State Corporation Commission
__NJ	Chief, Securities Bureau	__WA	Director of the Department of Licensing
__NM	Director, Securities Division	__WV	Commissioner of Securities
__NY	Secretary of State	__WI	Commissioner of Securities
__NC	Secretary of State	__WY	Secretary of State
__ND	Securities Commissioner		

Dated this 22nd day of March, 20 02
 (SEAL)

By [Signature]
 President
 Title

CORPORATE ACKNOWLEDGMENT

County of Marion State or Province of Indiana) ss.

On this 22nd day of March, 20 02 before me Teresa Becker the undersigned officer, personally appeared Warren Steinborn known personally to me to be the President of the above named corporation and (Title)

acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer. IN WITNESS WHEREOF I have hereunto set my hand and official seal.

[Signature]
 Notary Public/Commissioner of Oath Resident of Hamilton Co., IN
 My Commission Expires 08/10/09

(SEAL)



INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

County of _____ State or Province of _____) ss.

On this _____ day of _____, 20____, before me, _____, the undersigned officer, personally appeared _____ to me personally known and known to me to be the same person(s) whose name(s) is (are) signed to the instrument, and acknowledged the execution thereof for the uses and purposes therein. IN WITNESS WHEREOF I have hereunto set my hand and official seal.

TERESA T. BECKER
 COMM. EXPIRES: 8-10-09
 COUNTY OF RESIDENCE: HAMILTON

Notary Public/Commissioner of Oaths

My Commission Expires _____

(SEAL)