

FORM D

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



1172763

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Filing Under (Check box(es) that apply):	<input type="checkbox"/> Rule 504 <input type="checkbox"/> Rule 505 <input checked="" type="checkbox"/> Rule 506 <input type="checkbox"/> Section 4(6) <input type="checkbox"/> ULOE
Type of Filing:	<input type="checkbox"/> New Filing <input checked="" type="checkbox"/> Amendment (Filed on April 18, 2002)
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.)	
Fairfield Physician Cardiovascular Venture, LLC	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
415 Straight Street Suite 300 Cincinnati, OH 45219	(513) 751-4222
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business:	
Own and Operate Cath Lab and Heart Hospital	

PROCESSED
MAY 20 2002
THOMSON
FINANCIAL

Type of Business Organization
<input type="checkbox"/> corporation <input type="checkbox"/> limited partnership, already formed <input checked="" type="checkbox"/> other (please specify): Limited Liability Company
<input type="checkbox"/> business trust <input type="checkbox"/> limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:	August 29, 2001 <input checked="" type="checkbox"/> Actual <input type="checkbox"/> Estimated
Jurisdiction of Incorporation or Organization:	(Enter two-letter U.S. Postal Service abbreviation for State: OH) (CN for Canada, FN for other foreign jurisdiction)

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.

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.....	\$ <u>0</u>	\$ <u>0</u>
Equity.....	\$ <u>0</u>	\$ <u>0</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests.....	\$ <u>0</u>	\$ <u>0</u>
Other (Limited Liability Company).....	\$ <u>857,500.00</u>	\$ <u>857,500.00</u>
Total.....	\$ <u>857,500.00</u>	\$ <u>857,500.00</u>

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 amount 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.....	\$ <u>19</u>	\$ <u>642,727.28</u>
Non-accredited Investors.....	\$ <u>7</u>	\$ <u>214,772.72</u>
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.....	\$ <u>N/A</u>	\$ <u>N/A</u>
Regulation A.....	\$ <u>N/A</u>	\$ <u>N/A</u>
Total.....	\$ <u>N/A</u>	\$ <u>N/A</u>

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. ****Expenses are to be paid by an affiliate of the issuer and not from the proceeds of the offering.**

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ <u>0</u>
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ <u>0</u>
Legal Fees.....	<input type="checkbox"/>	\$ <u>0</u>
Accounting Fees.....	<input type="checkbox"/>	\$ <u>0</u>
Engineering Fees.....	<input type="checkbox"/>	\$ <u>0</u>
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ <u>0</u>
Other Expenses (identify).....	<input type="checkbox"/>	\$ <u>0</u>
Total.....	<input type="checkbox"/>	\$ <u>0**</u> See above**

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 4.1. This difference is the "adjusted gross proceeds to the issuer."..... \$ 857,500.00

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"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Purchase of real estate.....	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
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"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Repayment of indebtedness.....	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Working capital.....	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>117,500.00</u>
Other (specify) <u>Purchase of a Fifty-One Percent (51%) ownership interest in Mercy Fairfield Cardiac Cath Lab, LLC</u>	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>740,000.00</u>
Column Totals.....	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>857,500.00</u>
Total Payments Listed (column totals added).....	<input type="checkbox"/>		<input type="checkbox"/>	\$ <u>857,500.00</u>

