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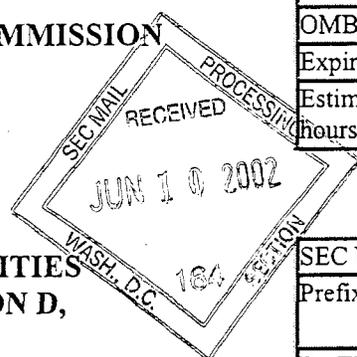
**ATTENTION**  
 Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden hours per response... 1



**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.)

Data Rx Management, Inc. 25,000 Shares of Common Stock. \$1.00 Par Value. Priced at \$35. per Share.

/  
 -Filing Under (Check box(es) that apply):  
 Rule 504    Rule 505    Rule 506    Section 4(6)    ULOE  
 Type of Filing:  New Filing    Amendment

**PROCESSED**

**A. BASIC IDENTIFICATION DATA**

JUL 12 2002

1. Enter the information requested about the issuer

**THOMSON  
 FINANCIAL**

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

**Data Rx Management, Inc.**

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

**305 West Woodard, Ste 220 Denison, TX 75020**

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

(if different from Executive Offices)

**305 West Woodard, Ste 220 Denison, TX 75020**

*DE*



- Each general and managing partner of partnership issuers.

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

Full Name (Last name first, if individual)

**Pharmacy Consolidation Associates, Inc.**

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

**1575 N. Universal Avenue Suite 100, Kansas City, MO**

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

Full Name (Last name first, if individual)

**Worldwide Complex Systems Management, Inc.**

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

**305 W Woodard St. Suite 220, Denison, TX 75020**

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

Full Name (Last name first, if individual)

**Allen, Robert St. John**

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

**720 N. Industrial, Euless, TX 76039**

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

Full Name (Last name first, if individual)

**Chapman, Danny Kaye**

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

**305 W. Woodard St., Denison, TX 75020**

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

Full Name (Last name first, if individual)

**Cheyne, Ronald Ray**

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

**420 W. Pearl St. Granbury, TX 76045**

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

Full Name (Last name first, if individual)

**Lurey, Jeffrey Lewis**

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

**1082 Judith Way, Atlanta, GA 30324**

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

Full Name (Last name first, if individual)

**McAnally, William Bruce**

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

**400 N. Allen Dr. #102, Allen, TX 75002**

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

**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?..... **\$ 3500.**

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] [OH] [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] [OH] [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]  
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 [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 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 .....	\$ 875.000	\$ 197.750
[x] Common [ ] Preferred		
Convertible Securities (including warrants) .....	\$ 0	\$ 0
Partnership Interests .....	\$ 0	\$ 0
Other (Specify _____)	\$ 0	\$ 0
Total .....	\$ 875.000	\$ 197.750

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 .....	<u>33</u>	<u>\$ 197,750</u>
Non-accredited Investors .....	<u>0</u>	<u>\$ 0</u>
Total (for filings under Rule 504 only) .....	<u>          </u>	<u>\$          </u>

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 .....	_____	\$ _____
<u>Regulation A</u> .....	_____	\$ _____
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 .....	[ ] \$ _____
Printing and Engraving Costs .....	[ ] \$ _____
Legal Fees .....	[ ] \$ _____
Accounting Fees .....	[ ] \$ <u>5,000</u>
Engineering Fees .....	[ ] \$ _____
Sales Commissions (specify finders' fees separately) .....	[ ] \$ _____
Other Expenses (identify) _____	[ ] \$ _____
Total .....	[ ] \$ <u>5,000</u>

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." .....

\$ 870,000

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 .....	[ ]	[ ]
	\$ _____	\$ _____
Purchase of real estate .....	[ ]	[ ]
	\$ _____	\$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	[ ]	[x]
	\$ _____	\$ <b>370,000</b>
Construction or leasing of plant buildings and facilities.....	[ ]	[ ]
	\$ _____	\$ _____
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) .....	[ ]	[ ]
	\$ _____	\$ _____
Repayment of indebtedness .....	[ ]	[x]
	\$ _____	\$ <b>500,000</b>
Working capital .....	[ ]	[ ]
	\$ _____	\$ _____
Other (specify): _____	[ ]	[ ]
_____	\$ _____	\$ _____
_____	[ ]	[ ]
	\$ _____	\$ _____
Column Totals .....	[ ]	[x]
	\$ _____	\$ <b>870,000</b>
Total Payments Listed (column totals added) .....	[x]	\$ <b>870,000</b>

**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
Name of Signer (Print or Type)	Title of Signer (Print or Type)	

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

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

Full Name (Last name first, if individual)  
**Mengoni, Joseph Jr.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**50 Lenox Pointe, N.E. Atlanta, GA 30347**

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

Full Name (Last name first, if individual)  
**Rumsey, Ronald Louis**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**9209 Elam Rd. Ste. 105, Dallas, TX 75217**

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

Full Name (Last name first, if individual)  
**Pharmacy Buying Association, Inc. d/b/a True Care Pharmacy**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**11575 N. Universal Avenue Suite 100, Kansas City, MO 64120**

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

Full Name (Last name first, if individual)  
**Academy of Independent Pharmacy (AIP)**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**50 Lenox Pointe, N.E., Atlanta, GA 95527**