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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

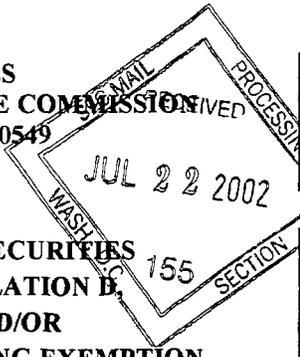


Table with OMB Approval information: OMB Number: 3235-0076, Expires: May 31, 2002, Estimated average burden hours per response: 1.00



Table with SEC USE ONLY information: Prefix, Serial, DATE RECEIVED

Name of Offering (Outsource Capital Group, Inc. Floating Rate Junior Subordinated Debentures), Filing Under (Rule 506 checked), Type of Filing (New Filing checked)

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer: Name of Issuer (Outsource Capital Group, Inc.), Address of Executive Offices (7806 Indiana Avenue, Lubbock, Texas 79423), Telephone Number ((806) 788-0800), Brief Description of Business (Bank Holding Company)

PROCESSED

Type of Business Organization (corporation checked), Actual or Estimated Date of Incorporation or Organization (Month 04, Year 93, Actual checked)

JUL 23 2002

THOMSON FINANCIAL

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

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. 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. Information Required: A new filing must contain all information requested. 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.

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.

**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 partner issuers.

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

Full Name (Last name first, if individual)  
Baccus, Brad

Business or Residence Address (Number and Street, City, State, Zip Code)  
7806 Indiana Avenue, Lubbock, Texas 79423

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

Full Name (Last name first, if individual)  
Burkholder, Duncan, M.D.

Business or Residence Address (Number and Street, City, State, Zip Code)  
7806 Indiana Avenue, Lubbock, Texas 79423

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

Full Name (Last name first, if individual)  
Garland, Greg

Business or Residence Address (Number and Street, City, State, Zip Code)  
7806 Indiana Avenue, Lubbock, Texas 79423

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

Full Name (Last name first, if individual)  
Green, Ricky

Business or Residence Address (Number and Street, City, State, Zip Code)  
7806 Indiana Avenue, Lubbock, Texas 79423

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

Full Name (Last name first, if individual)  
Holmes, Richard

Business or Residence Address (Number and Street, City, State, Zip Code)  
7806 Indiana Avenue, Lubbock, Texas 79423

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

Full Name (Last name first, if individual)  
Judah, Benny

Business or Residence Address (Number and Street, City, State, Zip Code)  
7806 Indiana Avenue, Lubbock, Texas 79423

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

Full Name (Last name first, if individual)  
Lackey, Ken

Business or Residence Address (Number and Street, City, State, Zip Code)  
7806 Indiana Avenue, Lubbock, Texas 79423

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

**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 partner issuers.

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

Full Name (Last name first, if individual)  
Lovelady, Lawrence

Business or Residence Address (Number and Street, City, State, Zip Code)  
7806 Indiana Avenue, Lubbock, Texas 79423

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

Full Name (Last name first, if individual)  
Orr, Barry H.

Business or Residence Address (Number and Street, City, State, Zip Code)  
7806 Indiana Avenue, Lubbock, Texas 79423

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

Full Name (Last name first, if individual)  
Orr, Bruce

Business or Residence Address (Number and Street, City, State, Zip Code)  
7806 Indiana Avenue, Lubbock, Texas 79423

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

Full Name (Last name first, if individual)  
Rothwell, Gary

Business or Residence Address (Number and Street, City, State, Zip Code)  
7806 Indiana Avenue, Lubbock, Texas 79423

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

Full Name (Last name first, if individual)  
Walton, John

Business or Residence Address (Number and Street, City, State, Zip Code)  
7806 Indiana Avenue, Lubbock, Texas 79423

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

Full Name (Last name first, if individual)  
Young, James

Business or Residence Address (Number and Street, City, State, Zip Code)  
7806 Indiana Avenue, Lubbock, Texas 79423

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. 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? \$N/A

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)  
SAMCO Capital Markets

Business or Residence Address (Number and Street, City, State, Zip Code)  
1700 Pacific Avenue, Suite 2000

Name of Associated Broker or Dealer  
Dallas, TX 75201

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
(Check "All States" or check individual States)  All States

- |                               |                               |                               |                               |                               |                               |                               |  |                               |                               |                               |                               |                               |
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| <input type="checkbox"/> [RI] | <input type="checkbox"/> [SC] | <input type="checkbox"/> [SD] | <input type="checkbox"/> [TN] | <input type="checkbox"/> [TX] | <input type="checkbox"/> [UT] | <input type="checkbox"/> [VT] | <input type="checkbox"/> [VA]            | <input type="checkbox"/> [WA] | <input type="checkbox"/> [WV] | <input type="checkbox"/> [WI] | <input type="checkbox"/> [WY] | <input type="checkbox"/> [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

- |                               |                               |                               |                               |                               |                               |                               |                               |                               |                               |                               |                               |                               |
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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

- |                               |                               |                               |                               |                               |                               |                               |                               |                               |                               |                               |                               |                               |
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(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 column below the amounts of the securities offered for exchange and already exchanged.

| Type of Security   | Aggregate Offering Price | Amount Already Sold |
|--|--------------------------|---------------------|
| Debt .....   | \$ <u>3,093,000</u>      | \$ <u>3,093,000</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 (Specify _____) .....  | \$ <u>0</u>              | \$ <u>0</u>         |
| Total .....  | \$ <u>3,093,000</u>      | \$ <u>3,093,000</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 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>0</u>         | \$ <u>N/A</u>                        |
| Non-accredited Investors .....                | <u>1</u>         | \$ <u>3,093,000</u>                  |
| Total (for filings under Rule 504 only) ..... |                  | \$ _____                             |

Answer also in Appendix, Column 4, 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"/> | \$ <u>0</u>       |
| Printing and Engraving Costs .....                         | <input checked="" type="checkbox"/> | \$ <u>0</u>       |
| Legal Fees .....   | <input checked="" type="checkbox"/> | \$ <u>40,000</u>  |
| Accounting Fees .....                                      | <input checked="" type="checkbox"/> | \$ <u>0</u>       |
| Engineering Fees .....                                     | <input checked="" type="checkbox"/> | \$ <u>0</u>       |
| Sales Commissions (Specify finder's fees separately) ..... | <input checked="" type="checkbox"/> | \$ <u>90,000</u>  |
| Other Expenses (identify) trustee & filing fees .....      | <input checked="" type="checkbox"/> | \$ <u>2,500</u>   |
| Total .....  | <input checked="" type="checkbox"/> | \$ <u>132,500</u> |

**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." .....

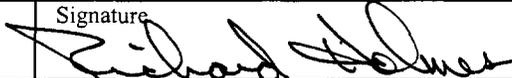
\$2,867,500

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 be equal to the adjusted gross proceeds to the issuer set forth in response to Part C-Question 4.b. above.

|   |                                     | Payments to<br>Officers,<br>Directors, &<br>Affiliates |                                     | Payments To<br>Others |
|---|-------------------------------------|--|-------------------------------------|-----------------------|
| Salaries and fees .....   | <input checked="" type="checkbox"/> | \$ 0   | <input type="checkbox"/>            | \$ 0                  |
| Purchase of real estate .....   | <input checked="" type="checkbox"/> | \$ 0   | <input checked="" type="checkbox"/> | \$ 0                  |
| Purchase, rental or leasing and installation of machinery and equipment.....  | <input checked="" type="checkbox"/> | \$ 0   | <input checked="" type="checkbox"/> | \$ 0                  |
| Construction or leasing of plant buildings and facilities .....   | <input checked="" type="checkbox"/> | \$ 0   | <input checked="" 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 checked="" type="checkbox"/> | \$ 0   | <input checked="" type="checkbox"/> | \$ 0                  |
| Repayment of indebtedness .....   | <input checked="" type="checkbox"/> | \$ 0   | <input checked="" type="checkbox"/> | \$ 2,500,000          |
| Working capital .....   | <input checked="" type="checkbox"/> | \$ 0   | <input checked="" type="checkbox"/> | \$ 0                  |
| Other (specify) <u>Capital contribution to banking subsidiary</u> .....   | <input checked="" type="checkbox"/> | \$ 3367,500  | <input checked="" type="checkbox"/> | \$ 0                  |
| .....   | <input checked="" type="checkbox"/> | \$ 0   | <input checked="" type="checkbox"/> | \$ 0                  |
| Column Totals .....   | <input checked="" type="checkbox"/> | \$ 367,500   | <input checked="" type="checkbox"/> | \$ 2,500,000          |
| Total Payments Listed (column totals added) .....   |                                     |  | <input checked="" type="checkbox"/> | \$ 2,867,500          |

**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    |
| Outsource Capital Group, Inc.  |  | 7/12/02 |
| Name of Signer (Print or Type) | Title of Signer (Print or Type)  |         |
| Richard Holmes                 | Executive Vice President   |         |

**ATTENTION**

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