

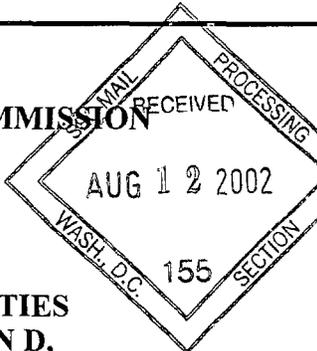
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SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**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	
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**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.)

WINNER INTERNATIONAL, INC. CLASS A COMMON STOCK

Filing Under (Check box(es) that apply): [ ] Rule 304 [x] Rule 505 [ ] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [x] New Filing [ ] Amendment

**PROCESSE**  
AUG 15 2002  
THOMSON FINANCIAL

**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.)

WINNER INTERNATIONAL, INC. (FORMERLY NEW AGE PAINTING, INC.)

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

32 WEST STATE STREET, SHARON, PA 16146 -- 1-800-527-3345

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number  
(Including Area Code)  
(if different from Executive Offices)

NOT APPLICABLE

Brief Description of Business

MARKET AND SELL WORLDWIDE AUTOMOTIVE AND OTHER SAFETY AND SECURITY PRODUCTS.

- 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)

WINNER, JAMES E., JR.

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

32 WEST STATE STREET, SHARON, PA 16146

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

Full Name (Last name first, if individual)

HALE, KAREN WINNER

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

32 WEST STATE STREET, SHARON, PA 16146

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

Full Name (Last name first, if individual)

CARLUCCI, PAUL V.

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

1211 AVENUE OF THE AMERICAS, NEW YORK, NY 10036

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

Full Name (Last name first, if individual)

SCHIRALDI, RICHARD J.

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

201 EAST COMMERCE STREET, YOUNGSTOWN, OH 44406

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

Full Name (Last name first, if individual)

SLIWA, CURTIS

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

2 PENN PLAZA, NEW YORK, NY 10121

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

- 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)

MEIKLE, BRENT M.

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

32 WEST STATE STREET, SHARON, PA 16146

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

Full Name (Last name first, if individual)

HORNBOSTEL, JOHN F., JR.

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

32 WEST STATE STREET, SHARON, PA 16146

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

Full Name (Last name first, if individual)

MILLER, CHARLES R.

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

32 WEST STATE STREET, SHARON, PA 16146

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

Full Name (Last name first, if individual)

PERCY, DAVE

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

32 WEST STATE STREET, SHARON, PA 16146

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)

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

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."

<u>TO BE DETERMINED</u>	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	<u>0</u>	<u>\$ 0</u>
Non-accredited Investors .....	<u>0</u>	<u>\$ 0</u>
Total (for filings under Rule 504 only) .....	<u>0</u>	<u>\$ 0</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.

<u>TO BE DETERMINED</u>	Type of Security	Dollar Amount Sold
Type of offering		
Rule 505 .....	<u>0</u>	<u>\$ 0</u>
Regulation A .....	<u>0</u>	<u>\$ 0</u>
Rule 504 .....	<u>0</u>	<u>\$ 0</u>
Total .....	<u>0</u>	<u>\$ 0</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.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees .....	<input checked="" type="checkbox"/>	\$ 500
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) <u>MAILING</u> .....	<input checked="" type="checkbox"/>	\$ 200
Total .....	<input checked="" type="checkbox"/>	\$ 700

Transactions do not primarily involve cash proceeds, but exchange of securities for indebtedness.

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." .....

Approximately  
~~\$2,999,300~~

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.



WY									
PR									

<http://www.sec.gov/divisions/corpfin/forms/formd.htm>

Last update: 06/06/2002