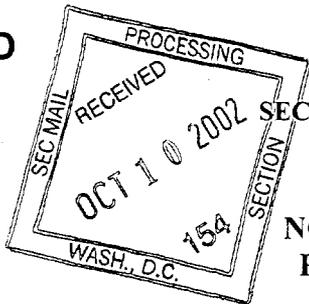


FORM D



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

926171

OMB APPROVAL table with OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden: 16.00

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields

Name of Offering Merger of PLG Acquisition Corp. and Putnam Lovell Securities Inc., National Bank of Canada Common Stock

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 Bank of Canada

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) National Bank Tower, 600 de La Gauchetière West, 4th Floor, Montreal, Quebec H3B 4L2 1-800-341-1419

Address of Principal Business Operations (if different from Executive Offices) Telephone Number (Including Area Code)

Brief Description of Business Financial Services

Type of Business Organization: corporation, limited partnership, already formed, other, business trust, limited partnership, to be formed

PROCESSED OCT 17 2002 THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization: Month 01 Year 79. Actual or Estimated: Estimated. Jurisdiction of Incorporation or Organization: CN

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 currently valid OMB control number.

SEC 1972 (2-97)

Handwritten initials

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 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)

Bérard, André

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

National Bank of Canada, National Bank Tower, 600 de La Gauchetière West, 4th Floor, Montreal, Quebec H3B 4L2

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

Full Name (Last name first, if individual)

Bloomberg, Lawrence S.

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

National Bank Financial Inc., 121 King Street West, Suite 600, Toronto, Ontario M5H 3T9

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

Full Name (Last name first, if individual)

Bourgie, Pierre

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

Société Financière Bourgie Inc., 1980, René-Lévesque Blvd. West, Montreal, QC, Canada, H3H 1R6

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

Full Name (Last name first, if individual)

Coulombe, Gérard

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

Desjardins Ducharme Stein Monast, 600, de la Gauchetière West, Suite 2400, Montreal, QC, Canada, H3B 4L8

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

Full Name (Last name first, if individual)

Coutu, Francois J.

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

The Jean Coutu Group (PJC) Inc., 530, Bériault Street, Longueuil, QC, Canada, J4G 1S8

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

Full Name (Last name first, if individual)

Cyr, Bernard

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

Cyr Holding Inc., 795, Main Street, Suite 200, Moncton, NB, Canada, E1C 1E9

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

Full Name (Last name first, if individual)

Dawe, Shirley A.

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

Shirley Dawe Associates Inc., 119, Crescent Road, Toronto, ON, Canada, M4W 1T8

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

Full Name (Last name first, if individual)

Diamond-Gélinas, Nicole

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

Aspasie Inc., 221, St-Georges Street, St-Barnabé Nord, QC, Canada, G0X 2K0

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

Full Name (Last name first, if individual)

Douville, Jean

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

UAP Inc., 7025, Ontario Street East, Montreal, QC, Canada, H1N 2B3

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

Full Name (Last name first, if individual)

Dutil, Marcel

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

The Canam Manac Group Inc., 270, Du Tremblay Road, Boucherville, QC, Canada, J4B 5X9

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

Full Name (Last name first, if individual)

Gaulin, Jean

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

Colonnade I, 9901 IH-10 West-Suite 250, San Antonio, Texas, United States 78230

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

Full Name (Last name first, if individual)

Gobell, Paul

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

Métro Inc., 11011, Maurice-Duplessis Blvd., Montreal, QC, Canada, H1C 1V6

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

Full Name (Last name first, if individual)

Leclair, Suzanne

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

Transit Truck Bodies Inc., 3600, Industriel Blvd., Laval, QC, Canada, H7L 4R9

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

Full Name (Last name first, if individual)

Lemaire, Bernard

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

Cascades Inc., 402, Marie-Victorin Road, Kinsey Falls, QC, Canada, J0A 1B0

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

Full Name (Last name first, if individual)

Parizeau, Robert

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

AON.Parizeau Inc., 1801, McGill College Avenue, Suite 550, Montreal, QC, Canada, H3A 3P2

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

Full Name (Last name first, if individual)

Parkinson-Marcoux, Dee

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

Southern Pacific Petroleum, 34, Juniper Ridge, Canmore, AB, Canada, T1W 1L6

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

Full Name (Last name first, if individual)

Raymond, Réal

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

National Bank of Canada, National Bank Tower, 600 de La Gauchetière West, 4th Floor, Montreal, Quebec H3B 4L2

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

Full Name (Last name first, if individual)

Runte, Roseann

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

Old Dominion University, Hampton Boulevard, Norfolk, Virginia 23529

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

Full Name (Last name first, if individual)

Turmel, Jean

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

National Bank of Canada, National Bank Tower, 600 de La Gauchetière West, 4th Floor, Montreal, Quebec H3B 4L2

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

Full Name (Last name first, if individual)

Wood, Dennis

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

Dennis Wood Holdings Inc., 1010, Sherbrooke Street West, Suite 1610, Montreal, QC, Canada, H3A 2R7

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

Full Name (Last name first, if individual)

Bissonnette, Gilles

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

National Bank of Canada, National Bank Tower, 600 de La Gauchetière West, 4th Floor, Montreal, Quebec H3B 4L2

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

Full Name (Last name first, if individual)

Curadeau-Grou, Patricia

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

National Bank of Canada, National Bank Tower, 600 de La Gauchetière West, 4th Floor, Montreal, Quebec H3B 4L2

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

Full Name (Last name first, if individual)

Desbeins, Pierre

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

National Bank of Canada, National Bank Tower, 600 de La Gauchetière West, 4th Floor, Montreal, Quebec H3B 4L2

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

Full Name (Last name first, if individual)

Desrochers, Gisèle

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

National Bank of Canada, National Bank Tower, 600 de La Gauchetière West, 4th Floor, Montreal, Quebec H3B 4L2

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

Full Name (Last name first, if individual)

De Vries, Frank

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

National Bank of Canada, National Bank Tower, 600 de La Gauchetière West, 4th Floor, Montreal, Quebec H3B 4L2

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

Full Name (Last name first, if individual)

Houde, Jean

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

National Bank of Canada, National Bank Tower, 600 de La Gauchetière West, 4th Floor, Montreal, Quebec H3B 4L2

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

Full Name (Last name first, if individual)

Labonté, Michel

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

National Bank of Canada, National Bank Tower, 600 de La Gauchetière West, 4th Floor, Montreal, Quebec H3B 4L2

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

Full Name (Last name first, if individual)

Lecaldare, Mario

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

National Bank of Canada, National Bank Tower, 600 de La Gauchetière West, 4th Floor, Montreal, Quebec H3B 4L2

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

Full Name (Last name first, if individual)

Lecat, Olivier H.

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

National Bank of Canada, National Bank Tower, 600 de La Gauchetière West, 4th Floor, Montreal, Quebec H3B 4L2

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

Full Name (Last name first, if individual)

Lozeau, Michel

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

National Bank of Canada, National Bank Tower, 600 de La Gauchetière West, 4th Floor, Montreal, Quebec H3B 4L2

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

Full Name (Last name first, if individual)

Meti, Tony P.

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

National Bank of Canada, National Bank Tower, 600 de La Gauchetière West, 4th Floor, Montreal, Quebec H3B 4L2

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

Full Name (Last name first, if individual)

Pallotta, Enrico

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

National Bank of Canada, National Bank Tower, 600 de La Gauchetière West, 4th Floor, Montreal, Quebec H3B 4L2

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

Full Name (Last name first, if individual)

Papineau, Luc

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

National Bank of Canada, National Bank Tower, 600 de La Gauchetière West, 4th Floor, Montreal, Quebec H3B 4L2

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

Full Name (Last name first, if individual)

Pellerin, Denis

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

National Bank of Canada, National Bank Tower, 600 de La Gauchetière West, 4th Floor, Montreal, Quebec H3B 4L2

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

Full Name (Last name first, if individual)

Petitclerc, Jean-Charles

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

National Bank of Canada, National Bank Tower, 600 de La Gauchetière West, 4th Floor, Montreal, Quebec H3B 4L2

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

Full Name (Last name first, if individual)

Tremblay, Michel

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

National Bank of Canada, National Bank Tower, 600 de La Gauchetière West, 4th Floor, Montreal, Quebec H3B 4L2

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

Full Name (Last name first, if individual)

Vachon, Louis

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

National Bank of Canada, National Bank Tower, 600 de La Gauchetière West, 4th Floor, Montreal, Quebec H3B 4L2

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

Full Name (Last name first, if individual)

Brunet, Pierre

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

National Bank of Canada, National Bank Tower, 600 de La Gauchetière West, 4th Floor, Montreal, Quebec H3B 4L2

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

Full Name (Last name first, if individual)

Desroches, Pierre

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

National Bank of Canada, National Bank Tower, 600 de La Gauchetière West, 4th Floor, Montreal, Quebec H3B 4L2

B. INFORMATION ABOUT OFFERING

- | | | |
|---|--------------------------|-------------------------------------|
| | Yes | No |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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 | |
| | Yes | No |
| 3. Does the offering permit joint ownership of a single unit? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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]
[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.)

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 amount of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ 21,445,648	\$ 21,445,648
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ 21,445,648	\$ 21,445,648

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	35	\$ 21,445,648
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	35	\$ 21,445,648

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	N/A	\$ _____
Regulation A	N/A	\$ _____
Rule 504	N/A	\$ _____
Total	N/A	\$ _____

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 type="checkbox"/>	\$ _____
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finder's fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total	<input checked="" type="checkbox"/>	\$ 1,230,000

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."

\$ 20,215,648

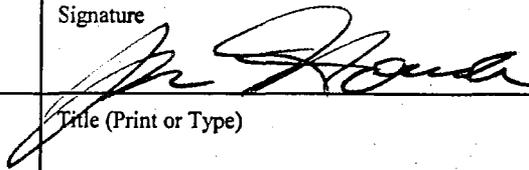
C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

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"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
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"/> \$11,584,957	<input checked="" type="checkbox"/> \$8,630,691
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> _____
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added)		<input type="checkbox"/> \$ _____

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 Bank of Canada	Signature 	Date September 9, 2002
Name (Print or Type) Jean Houde	Title (Print or Type) Senior VP, Corporate Affairs	

ATTENTION

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

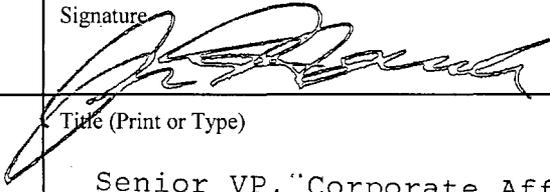
E. STATE SIGNATURE

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 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)	Signature	Date
National Bank of Canada		September 9, 2002
Name (Print or Type)	Title (Print or Type)	
Jean Houde	Senior VP, "Corporate Affairs"	

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.

APPENDIX

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
AL									
AK									
AZ									
AR									
CA		X	NBC Common Stock \$10,807,209	12	\$10,807,209				X
CO		X	NBC Common Stock \$3,750,219	2	\$3,750,219				X
CT		X	NBC Common Stock \$581,842	2	\$581,842				X
DE									
DC									
FL		X	NBC Common Stock \$491,278	1	\$491,278				X
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA		X	NBC Common Stock \$39,123	1	\$39,123				X
MI									
MN									
MO									
MS									
MT									
NC									
ND									
NE									
NH									

APPENDIX

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
NJ		X	NBC Common Stock \$1,257,672	5	\$1,257,672				X
NM									
NV									
NY		X	NBC Common Stock \$3,571,157	11	\$3,571,157				X
OH									
OK									
OR									
PA		X	NBC Common Stock \$947,148	1	\$947,148				X
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									