

21-51001

SEC 1972 (6/99) 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 unless such exemption is predicated on the filing of a federal notice.

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

FORM D

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		



PROCESSED
DEC 24 2002
THOMSON
FINANCIAL

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Genesis Financial Management, LLC Regulation D Offering
Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply):
 506 Section 4(6) ULOE

Type of Filing: New Filing Amendment

m

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Genesis Financial Management, LLC

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

9012 Bingham Drive, Louisville, Kentucky, 40242

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

502.425.9750

Telephone Number (Including Area Code)

9012 Bingham Drive, Louisville, Kentucky, 40242

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

Telephone Number (Including Area Code)

(if different from Executive Offices)

To Provide our clients the ultimate in massage therapy, hair and nails care, and body services.

Brief Description of Business

Type of Business Organization

corporation limited partnership, already formed other (please specify):

business trust limited partnership, to be formed

Limited Liability Corporation

Month Year

Actual or Estimated Date of Incorporation or Organization: [0] 1 [0] 2 [X] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [K] [Y]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under 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. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

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. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

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. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

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

Boens, ALAN

Full Name (Last name first, if individual)

9012 Bingham Drive Louisville, Ky. 40242

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

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

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

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
[X] []
2. What is the minimum investment that will be accepted from any individual?..... \$ 5,000
3. Does the offering permit joint ownership of a single unit?..... Yes No
[X] []

Answer also in Appendix, Column 2, if filing under ULOE.

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)

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Name of Associated Broker or Dealer

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(Check "All States" or check individual States)

[] All States

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[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

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(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.)

BROKER'S SOLICITED
TO

Coastal Private Placements, Inc.
ATTN: David Kleeman
199 East Litchfield Road
Litchfield, CT 06759

Newcourt Capital
ATTN: Dan Morash
1211 Avenue of the Americas
22nd Floor
New York, NY 10036

Nexcore Capital, Inc.
ATTN: Beth Hancuff
5850 Oberlin Drive
Suite 215
San Diego, CA 92121

A.M. Razo & Company Securities, Inc.
ATTN: Steve Early
18101 Von Karman Avenue
Suite 350
Irvine, CA 92612

Christenberry Collect & Company, Inc.
ATTN: John Hense
600 Commerce Tower
911 Main Street
Kansas City, MO 64105

Northeast Capital Markets Corporation
ATTN: Michael Healey
80 State Street
9th Floor
Albany, NY 12207

D.H. Blair Investment Banking
Corporation
ATTN: David Nachamie
44 Wall Street
New York, NY 10005

Pacific Growth Equities, Inc.
ATTN: George Milstein
Four Maritime Plaza
San Francisco, CA 94111

Oak Brook Securities Corporation
ATTN: Paul Seeden
17 West 662 Butterfield Road
Suite 301
Oakbrook Terrace, IL 60181

BKD Financial, Inc.
ATTN: Steve Blumreich
700 Capital Center South
201 North Illinois Street
Indianapolis, IN 46204

Allen & Company of Florida
ATTN: Thomas Sheridan
1401 South Florida Avenue
Lakeland, FL 33803

Andrew Garrett, Inc.
ATTN: Drew Sycoff
310 Madison Avenue
Suite 406
New York, NY 10017

Bathgate Capital Partners
ATTN: Vicki Barone
5350 South Roslyn Street
Suite 380
Englewood, CO 80111

Berthel Fisher Company
ATTN: Dwight Wheelan
P.O. Box 609
Marion, IA 52302-0609

Grant Bettigen, Inc.
ATTN: Grant Bettigen
19800 MacArthur Blvd.
Suite 975
Irvine, CA 92612

Blackwell Donaldson Company
ATTN: Joseph Blackwell or Mark
Holifer
610 SW Alder Street, Suite 810
Portland, OR 97205-3814

Marion Bass Securities
ATTN: Thomas Walker
4000 Park Road
Charlotte, NC 28209

Brill Securities, Inc.
ATTN: Larry Berk
152 West 57th Street
16th Floor
New York, NY 10019

Brookstreet Securities Corporation
ATTN: Dave Rosier
2361 Campus Drive
Suite 210
Irvine, CA 92612

Cantella & Company
ATTN: Jim Freeman
2 Oliver Street
11th Floor
Boston, MA 02109

Capital West Securities
ATTN: Robert Rader
211 North Robinson Street
Suite 200
Oklahoma City, OK 73102

Wachovia Securities, Inc.
ATTN: Stan Smith
980 North Federal Highway
Suite 210
Boca Raton, FL 33432

Joseph Charles & Associates
ATTN: Richard Rappaport
2500 North Military Trail
Suite 300
Boca Raton, FL 33431

Commonwealth Associates
ATTN: Jeremy Ciampo
830 3rd Avenue
4th Floor
New York, NY 10022

Continental Capital Securities
ATTN: John Ayling or Bill Davis
5580 Monroe Street
Suite 100
Sylvania, OH 43560

Roth Capital Partners, Inc.
ATTN: Byron Roth
24 Corporate Plaza-200
Newport Beach, CA 92660

First Capital Investment, Inc.
ATTN: Gary Graham
8400 East Crescent Parkway
Suite 600
Greenwood Village, CO 80111

First Colonial Securities Group
ATTN: Lenny Sokolow
3010 North Military Trail
Suite 300
Boca Raton, FL 33431

Montauk Securities
ATTN: Jerry Taylor
328 Newman Springs Road
Red Bank, NJ 07701

First New York Securities
ATTN: Donald Erenberg
850 Third Avenue
17th Floor
New York, NY 10022

First Southeastern Securities Group
ATTN: Craig Reynolds
500 North Westshore Blvd.
Suite 820
Tampa, FL 33609

Frederick & Company
ATTN: Lon Frederick
White Manor
1234 East Juneau Avenue
Milwaukee, WI 53202

National Capital, LLC
ATTN: Mark Uselton
6801 Broadway Ext.
Suite 203
Oklahoma City, OK 73116

National Securities Corporation
ATTN: Bob Kollack
1001 Fourth Avenue
Suite 2200
Seattle, WA 98154-1100

Neidiger, Tucker, Bruner, Inc.
ATTN: Anthony Petrelli
1675 Larimer Street
Suite 300
Denver, CO 80202

Noble Financial Group
ATTN: Nico Pronk
1801 Clint Moore Road
Suite 110
Boca Raton, FL 33487

Global Partners Securities, Inc.
ATTN: Marcos Konig
2101 West Commercial Blvd.
Suite 3500
Fort Lauderdale, FL 33309

G-V Capital Corporation
ATTN: Larry Kaplan
999 Walt Whitman Road
3rd Floor
Melville, NY 11747

Hornblower & Weeks
ATTN: Eric Ellenhorn
110 Wall Street
21st Floor
New York, NY 10005

Houlihan Smith & Company
ATTN: Andy Smith
105 West Madison Street
Suite 1500
Chicago, IL 60202

Janney Montgomery Scott, Inc.
ATTN: Compliance
1801 Market Street
10th Floor
Philadelphia, PA 19103

Kashner Davidson Securities
Corporation
ATTN: Matt Meister or Brian Hill
77 South Palm Avenue
Sarasota, FL 34236

V-Mac, Inc.
ATTN: Corporate Finance
350 Fifth Avenue
Suite 5620
New York, NY 10118

Lamon & Stern, Inc.
ATTN: Michael Stern
1950 North Park Place
Suite 100
Atlanta, GA 30339

McFarland, Grossman, & Company
ATTN: Clifford McFarland
9821 Katy Freeway
Suite 500
Houston, TX 77024

M.H. Meyerson & Company
ATTN: Gregg Dudzinski
525 Washington Blvd.
34th Floor
Jersey City, NJ 07303

I-Bankers Securities, Inc.
ATTN: Shelly Gluck
122 West Carpenter Freeway
Suite 465
Irving, TX 75039-2014

Mueller & Company
ATTN: Jack Mueller
242 4th Street
Lakewood, NJ 08701

Providence Capital, LLC
ATTN: Tom Schmidt or John Kopchik
261 School Avenue
Suite 400
Excelsior, MN 55331

Newbridge Securities Corporation
ATTN: Bob Keyser
1451 Cypress Creek Road
Suite 204
Fort Lauderdale, FL 33309

New York Private Placement
Exchange, LLC
ATTN: Laurence Allen
55 Old Field Point Road
Greenwich, CT 06830

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"/>	\$	<u> </u>
Printing and Engraving Costs	<input type="checkbox"/>	\$	<u>800</u>
Legal Fees	<input type="checkbox"/>	\$	<u> </u>
Accounting Fees	<input type="checkbox"/>	\$	<u> </u>
Engineering Fees	<input type="checkbox"/>	\$	<u> </u>
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$	<u> </u>
Other Expenses (identify)	<input type="checkbox"/>	\$	<u> </u>
Total	<input type="checkbox"/>	\$	<u> </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."

\$ 800

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"/>
	\$	\$ <u>0</u>
Purchase of real estate	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	\$	\$ <u>3,950,000</u>
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	<input type="checkbox"/>
	\$	\$ <u>0</u>
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	<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"/>	<input type="checkbox"/>
	\$	\$ <u>0</u>
Repayment of indebtedness	<input type="checkbox"/>	<input type="checkbox"/>
	\$	\$ <u>0</u>
Working capital	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	\$	\$ <u>1,000,000</u>
Other (specify):	<input type="checkbox"/>	<input type="checkbox"/>
	\$	\$ <u>0</u>
.....	<input type="checkbox"/>	<input type="checkbox"/>
	\$	\$ <u>0</u>
Column Totals	<input type="checkbox"/>	<input type="checkbox"/>
	\$	\$ <u>4,950,000</u>
Total Payments Listed (column totals added)	<input type="checkbox"/>	<input type="checkbox"/>
	\$	\$ <u>4,950,800</u>

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	\$ 0	\$ 0
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$	\$
Other (Specify Membership Units _____).	\$11,000,000	\$ 0
Total	\$11,000,000	\$ 0

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 _____ 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	_____	\$0
Non-accredited Investors	_____	\$0
Total (for filings under Rule 504 only)	_____	\$0

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under _____ or _____ 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	_____	\$0
.....	_____	\$0
Rule 504	_____	\$0
Total	_____	\$0

Issuer (Print or Type) ALAN BOENS, Genesis FIN. MGT.	Signature 	Date 12/5/02
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Name of Signer (Print or Type) ALAN BOENS	Title of Signer (Print or Type) President
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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 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) ALAN BOENS	Signature 	Date 12/5/02
Name of Signer (Print or Type) ALAN BOENS	Title (Print or Type) President	

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.

