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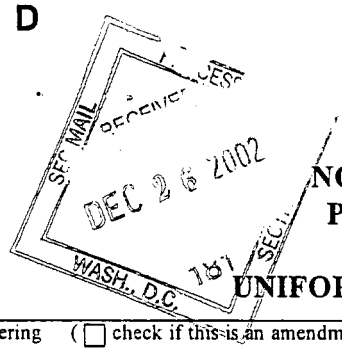
FORM D



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

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average burden hours per response	16.00

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.)

Filing Under (Check box(es) that apply): ☐ Rule 504 ☒ Rule 505 ☐ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☒ New Filing ☐ Amendment SUBORDINATED DEBENTURES

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.)

LJPCA, INC.

Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
3042 O/d FORGE DR., BATON ROUGE, LA 70808	225-927-3283
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
SAME	

Brief Description of Business

INSURANCE HOLDING COMPANY AND INSURANCE AGENCY

Type of Business Organization
☒ corporation ☐ limited partnership, already formed ☐ other (please specify):
☐ business trust ☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 06 Year 87 ☒ 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) LA

PROCESSED
DEC 30 2002
THOMSON FINANCIAL

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. 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 the 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 to the notice constitutes a part of this notice and must be completed.

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.

Persons who 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 partnership issuers.

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

SEE ATTACHED LIST OF EXECUTIVE OFFICERS + DIRECTORS

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)

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)

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

		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.	☒	☐
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?	☒	☐

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)
INSTITUTIONAL CAPITAL MANAGEMENT, INC.

Business or Residence Address (Number and Street, City, State, Zip Code)
2550 GRAY FALLS, Suite 250, Houston, TX 77077

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 the 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 — Subordinated Debentures	$ 5,000,000	$
Equity	$	$
☐ Common ☐ Preferred		
Convertible Securities (including warrants)	$	$
Partnership Interests	$	$
Other (Specify _____)	$	$
Total	$ 5,000,000	$

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

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	0	$ 0
Regulation A		$
Rule 504		$
Total	0	$ 0

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 insurer. 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	☑	$ 3,000
Legal Fees	☑	$ 15,000
Accounting Fees	☑	$ 10,000
Engineering Fees	☐	$
Sales Commissions (specify finders' fees separately)	☑	$ 250,000
Other Expenses (identify) _____	☐	$
Total	☑	$ 278,000

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." ..... $ 5,000,000 less Expenses of offering

5. Indicate below the amount of the adjusted gross proceed 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	☐ $	☐ $
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	☑ $ 0	☑ $ 620,000
Working capital	☐ $	☐ $
Other (specify): Loan of capital to wholly-owned subsidiary as Regulatory surplus capital.	☐ $	☑ $ 4,102,000
	☐ $	☐ $
Column Totals	☐ $	☑ $ 4,722,000
Total Payments Listed (column totals added)	☐ $	

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
LIPCA, INC	[signature]	12-17-02
Name of Signer (Print or Type)	**Title of Signer (Print or Type)**	
Douglas R. MacPherson	Secretary / Treasurer	

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)	Signature	Date
LIPCA, INC		12/17/02
Name (Print or Type)	**Title (Print or Type)**	
Douglas R. MacPherson	Secretary / Treasurer	

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									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA	✓		SUBORDINATED DEBENTURES $5,000,000	-0-		-0-	-0-		✓
ME									
MD									
MA									
MI									
MN									
MS									

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**
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									

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**
WY									
PR									

OFFICERS AND KEY PERSONNEL OF THE COMPANY

The same individuals serve as officers of both the Company and LPCIC.

29. Chief Executive Officer:
ERNEST RENE BOURGEOIS, age 71
President/CEO
Has held this position since 1985
Mr. B. Services, Inc.,
621 Distributors Row, Ste. B,
Harahan, La. 70123 Tele: (504) 734-7575
Director of the Company since 1985
President of Mr. B Services, Inc.
He has been delegated final authority by the board of directors to direct all aspects of the Company's affairs, and spends approximately 25% of his time in fulfilling his duties and responsibilities.

30. Chief Operating Officer:
EDWARD PHINEAS RABALAIS, JR., age 62
Chief Operating Officer of the Company, and Executive Vice President of Louisiana Pest Control Insurance Company.
3042 Old Forge Drive, Suite A, Baton Rouge, La. 70808. Tele: (225) 927-3283.
Is not a Director of the Company.
Has held these positions since 1998.
Prior to current position, spent 11 years with PCA/Solutions (later renamed Humana WCS) in Baton Rouge, LA.
Positions held there: Assistant Vice President - Marketing (LA),
Assistant Vice President - Underwriting and Commercial Lines (LA & MS),
Chief Operating Officer and Director of Services (LA & MS)
Attended University of Southwestern Louisiana.
Is in charge of the actual day-to-day operations of the Company's business.

31. Chief Financial Officer:
DOUGLAS RICHARD MACPHERSON, age 70
Secretary/Treasurer.
3042 Old Forge Drive, Suite A, Baton Rouge, La. 70808. Tele: (225) 927-3283.
Has held this position since 1985.
Chairman of the Board, Dugas Pest Control of Baton Rouge, Inc.
Director of the Company, since 1985
B.S. and M.Sc. in Entomology The Ohio State University, 1955, 1956.
Is primarily in charge of assuring that the Company's financial books and records are properly kept and maintained and financial statements are prepared. Is responsible for handling all the investments of the Company.

32. Other Key Personnel:
    a) Vice President of Marketing:
    ALLEN MORRIS FUGLER, JR., age 39;
    Vice President-Marketing
    3042 Old Forge Drive, Suite A, Baton Rouge, La. 70808. Tele: (225) 927-3283.
    Has held this position since 1997.
    Is not a Director of the Company
    B.A. in Journalism from Louisiana State University, 1985.
    Duties include all phases of marketing, market research, association relations, and educational support.

    b) Claims & Loss Control Manager:
    ANDREW FRANCIS MCGINTY, III, age 42;
    Claims & Loss Control Manager,
    3042 Old Forge Drive, Suite A, Baton Rouge, La. 70808. Tele: (225) 927-3283.
    Has held this position since 1991.
    Is not a Director of the Company
    Attended Louisiana State University from 1978 to 1983 in Pre-law.
    Duties include supervision of all claims against the Company, claim-related litigation, implementation of professional standards for the pest control industry, implementation of a basic loss control program, and serves on the underwriting team.

    c) Vice President

CHARLES EDWARD BEASLEY, Age 65
2510 Bayou Blue Road, Houma, LA. 70364 Tele: (985) 872-5019
President, Beasley Pest Control
Director of the Company, since 1985
Serves on committees of the board as appointed.

d) First Vice President
DAVID ABNER SMITH, Age 62
P. O. Box 14814, Monroe, LA. 71207 Tele: (318) 325-6073
President, Redd Pest Control of Monroe, Inc.
Director of the Company, since 1987
Chairman of the compensation committee of the Board. Serves on committees of the board as appointed.
B.S. in General Business from Copiah-Lincoln Junior College

DIRECTORS OF THE COMPANY

33. There are seven (7) members of the Board of Directors, whom are elected annually. The same individuals serve as directors of both the Company and LPCIC.

34. The following are the Directors of the Company, four of whom are officers of the Company:

a) JOSEPH FRANK AZZARELLO, JR., Age 55
P. O. Box 7791, Metairie, LA. 70010 Tele: (504) 885-3101
President, Dial One/Franklynn Pest Control
Director of the Company, since 1987.
B.S. Entomology from Louisiana State University, M.P.H Parasitology from Tulane University.
Member of the executive committee and compensation committee of the Board.

b) JACKIE LEN POOLE, Age 64
P. O. Box 18650, Shreveport, LA. 71138 Tele: (318) 686-3044
President, Permatox Pest Control
Director of the Company since 1993
Serves on board committees as appointed.

c) CARROLL JOSEPH SELLER, Age 60
P. O. Box 13040, New Iberia, LA. 70562 Tele: (337) 367-1414
President, Sugarland Exterminating Co.
Director of the Company since 1992.
Serves on board committees as appointed.

d) ERNEST RENE BOURGEOIS

e) DOUGLAS RICHARD MACPHERSON

f) CHARLES EDWARD BEASLEY

g) DAVID ABNER SMITH