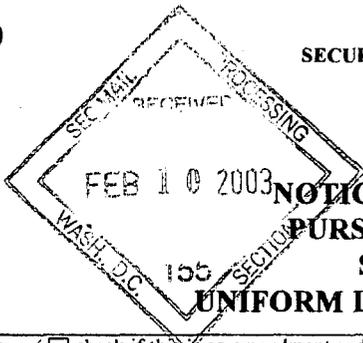


FORM D

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.)
SERIES A 500,000 COMMON STOCK

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

Type of Filing: New Filing Amendment

PROCESSED
1218225
FEB 11 2003

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.)

THOMSON FINANCIAL

THE NATIONAL ASSOCIATIONS HEALTH PLAN COMPANY, INC.

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

1001 PYRAMID WAY #206 SPARKS, NV 89431 775-331-1945

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

Brief Description of Business **HEALTH CARE BENEFITS MANAGEMENT COMPANY**

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 **11** Year **02** Actual Estimated

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



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.

[Signature]
TIMOTHY M. KILGORE

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

DAVID L. HARRIS
Full Name (Last name first, if individual)

1001 PYRAMID WAY #206 SPARKS NV 89431
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

TIMOTHY M. KILGORE
Full Name (Last name first, if individual)

1001 PYRAMID WAY #206 SPARKS NV 89431
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

CHARLOTTE DIANE NATENSTEDT
Full Name (Last name first, if individual)

1001 PYRAMID WAY #206 SPARKS NV 89431
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

BARBARA C. TRAINOR
Full Name (Last name first, if individual)

1001 PYRAMID WAY #206 SPARKS, NV 89431
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

YVONNE BARNES
Full Name (Last name first, if individual)

1001 PYRAMID WAY #206 SPARKS, NV 89431
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

JAMES E. FALLIS
Full Name (Last name first, if individual)

1001 PYRAMID WAY #206 SPARKS, NV 89431
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

KIM SOTEROS
Full Name (Last name first, if individual)

1001 PYRAMID WAY #206 SPARKS, NV 89431
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? \$ 10,000
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)

NONE

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

NONE

Name of Associated Broker or Dealer

NONE

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) WE ARE SOLICITING All States
VIA BOARD IN NV ONLY

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input checked="" type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<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

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<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

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<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

(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	\$ <u>0</u>	\$ <u>0</u>
Equity	\$ <u>500,000</u>	\$ <u>140,000</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>500,000</u>	\$ <u>140,000</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>9</u>	\$ <u>140,000</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, 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 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	<input type="checkbox"/>	\$ <u>0</u>
Printing and Engraving Costs	<input type="checkbox"/>	\$ <u>0</u>
Legal Fees	<input type="checkbox"/>	\$ <u>5,000</u>
Accounting Fees	<input type="checkbox"/>	\$ <u>5,000</u>
Engineering Fees	<input type="checkbox"/>	\$ <u>0</u>
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ <u>0</u>
Other Expenses (identify) <u>FINDERS</u>	<input type="checkbox"/>	\$ <u>40,000</u>
Total	<input type="checkbox"/>	\$ <u>50,000</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.”

\$ 450,000

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	<input type="checkbox"/> \$ <u>158,000</u>	<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"/> \$ <u>33,000</u>
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 type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input type="checkbox"/> \$ <u>50,000</u>	<input type="checkbox"/> \$ _____
Other (specify): <u>LICENSING, ACTUARY, CPA, ATTORNEY,</u> <u>INSURANCE, TRAVEL, PROFESSIONAL FEES</u>	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ <u>209,000</u>
Column Totals	<input type="checkbox"/> \$ <u>208,000</u>	<input type="checkbox"/> \$ <u>242,000</u>
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ <u>450,000</u>	

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
Name of Signer (Print or Type)	Title of Signer (Print or Type)	

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 administrator upon written request, information furnished by the issuer to offerces.
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
Name (Print or Type)	Title (Print or Type)	

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 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	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		✓							
ME		✓							
MD		✓							
MA		✓							
MI		✓							
MN		✓							
MS		✓							

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO		✓							
MT		✓							
NE		✓							
NV	✓			9	140,000	0	0		
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		✓							



State of Nevada
Secretary of State
Securities Division

NEVADA FORM N-9
CLAIM OF EXEMPTION FROM SECURITIES REGISTRATION

To: SECRETARY OF STATE
SECURITIES DIVISION
555 E. WASHINGTON AVE., #5200
LAS VEGAS, NV 89101

EXPEDITE SERVICE: 24 Hours \$50
 Same Day \$100

1. The undersigned hereby claims an exemption from securities registration pursuant to
REGULATION D SECTION 506 (cite authority).

2. The following information is submitted:

Name of Issuer: THE NATIONAL ASSOCIATION'S HEALTH PLAN COMPANY, INC
Address of Issuer: 1001 PYRAMID WAY #206
City: SPARKS State: NV Zip: 89431
Telephone: 775-331-1945 Fax: 775-331-1171

3. Type of Security: Debt Equity Other (Describe) _____

4. Total number of shares/dollar amount of securities claimed to be exempt: 500,000

5. Issuer's Fiscal Year End Date: DEC 31

6. If this filing is made pursuant to the exemption provided by NAC 90.519.2 a marked copy of the Preliminary Official Statement or other disclosure document is attached.

7. The following fee is enclosed in the form of a check payable to the Secretary of State, Securities Division.
(If no fee required please cite authority: _____)

<input checked="" type="checkbox"/> Filing Fee	\$	<u>450</u>
<input checked="" type="checkbox"/> Expedite Fee	\$	<u>50</u>
Total Enclosed	\$	<u>500.00</u>

8. SUBMITTED BY: THE NATIONAL ASSOCIATION'S HEALTH PLAN COMPANY, INC
Address: 1001 PYRAMID WAY #206
City: SPARKS State: NV Zip: 89431
Telephone: 775-331-1945 Fax: 775-331-1171

NOTE: For acknowledgment, one additional copy of this filing and a self-addressed stamped envelope is enclosed.

*** FOR OFFICIAL USE ONLY ***

Date/Time Received: _____ File Number: _____

Receipt Number: _____ Entered By: _____

Date Exemption Expires: _____

Number: _____

CONFIDENTIAL
PRIVATE PLACEMENT OFFERING MEMORANDUM
October 15, 2002

The National Associations Health Plan Company, Inc. (NAHPC)
A Nevada Corporation
1001 Pyramid Way, Suite 206, Sparks, NV 89431
(775) 331-1945

SERIES A 500,000 Shares of Common Stock
(Par Value \$0.10 Per Share)

The National Associations Health Plan Company, Inc. hereby offers \$500,000.00 of Series A 500,000 shares of common stock with a minimum purchase of \$10,000.00, on a "Best Efforts, Any or All" basis.

OFFERING PRICE \$1.00 Per Share

The National Associations Health Plan Company, Inc. is a Nevada Corporation incorporated in October 2002. NAHPC was formed to support the development and marketing of captive health benefit plans for associations throughout the State of Nevada and Nationally. The Company is offering Series A 500,000 shares of common stock according to the following schedule:

	Offering Price	Estimated Expense of The Offering ¹	Proceeds to the Company ²
Minimum Subscription	\$ 10,000.00	\$1,000.00	\$ 9,000.00
Total Offering	\$500,000.00	\$9,000.00	\$450,000.00

This Offering involves substantial risks. These are speculative securities. See "Risk Factors" for a discussion of certain factors that prospective investors should consider relevant to the investment in the securities that the Company hereby offers. The Company reserves the right, in its sole and absolute discretion, to accept, reduce or reject any subscription.

There will be no escrow of funds, and all subscription monies will be immediately available to the Company for its operating expenses. The securities contain certain transfer restrictions in accordance with the Securities Act of 1933, as amended, and applicable State securities laws. This Offering will terminate on July 15, 2003, without notice to investors, unless extended by the Company for up to an additional ninety (90) days.

¹ The securities are being distributed by the Company and no commissions will be due on any sale thereof; however, the Company reserves the right to use broker-dealers in the sale of securities, in which case the broker/dealer will receive a selling commission of approximately 10% of the cash subscription price and the Company will indemnify the broker/dealer against certain liabilities, including liabilities under the Securities Act of 1933, as amended. In Addition, the Company reserves the right, in its sole discretion, to issue securities and/or cash up to the equivalent of Ten percent (10%) of the cash subscription price to financial consultants and finders where allowed by law. See "Plan of Distribution and Terms of Offering."

²After deducting organizational expenses and expenses of the Offering estimated at \$50,000.00 payable by the Company in connection with the Offering.

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SUMMARY OF THE OFFERING

An investment in the securities offered hereby (the "Offering") involves a high degree of risk. See "Risk Factors." The following summary of certain information contained in this Memorandum is not complete. This summary is qualified in its entirety by the more detailed information and financial projections appearing elsewhere or incorporated by reference in this Memorandum. Prospective investors must read the entire Memorandum and the Appendixes attached hereto.

Securities: Series A Common Stock Offering.

Maximum Offered: \$500,000.00 of Series A Common Stock offering the following return on investment:

DIVIDEND POLICY

It is expected that the Board of Directors will pursue a policy of retaining earnings to support anticipated growth, at least during the Company's initial years of operation, for use in the development and expansion of the Company's capital opportunities. Consequently, it is unlikely that cash dividends will be declared in the immediate future, and, if declared, it cannot be anticipated what amount of such dividends will be paid. Moreover, no assurances can be given that dividends will ever be paid.

RETURN ON INVESTMENT

Significant risks are involved in the investment of this project. The National Associations Health Plan Company, Inc. is dedicated to achieving and maintaining the highest performance level both financially and in investor relations. Investors participating in the Company can expect to be exited from the company through the seasoning of the stock in a thriving business enterprise. The stockholders equity can be substantially improved through merger and acquisition to a substantial industry competitor or business concern after a period of 3 to 5 years of full operation has been completed.

For the purposes of the Series A Common Stock Offering, is to provide capital for the payment of salaries, office expense, program design fees (business plan, branding, licensure, compliance issues) and operations. See "Appendix B - Form of the Series A Common Stock Certificate."

Total No. of Outstanding
Shares after this Offering: 3,800,000.

Minimum Amount Being Offered: None

Minimum Subscription: Unless otherwise agreed to by the Company, each investor must purchase in the Offering not less than \$10,000.00 in Series A Common Stock Offering.

Total Funds to be Raised in this Offering: \$500,000.00 if the maximum is sold.

Investor Suitability: The securities are being offered to persons who are "accredited investors" as defined under applicable federal securities laws, and up to 35 non-accredited investors who meet certain guidelines. See "Investor Suitability Standards."

Plan of Distribution: The securities will be offered on a "Best Efforts, Any or All" basis by the officers, directors and key employees of the Company, and may be offered by or through broker-dealers selected by the Company who are registered as members of the National Association of Securities Dealers, Inc. ("NASD") and independent referral sources, to the extent permitted under applicable law. See "Plan of Distribution."

Securities Matters: The Offering is being conducted under an exemption from registration set forth in Rule 506 of Regulation D for federal securities purposes. In order for an investor to be eligible to purchase securities in this Offering, the investor must be an "accredited investor" as that term is defined for purposes of Regulation D or a non-accredited investor who meets certain guidelines.

Use of Proceeds: The Company anticipates it will use the net proceeds of the Offering for salaries and operating costs, insurance, intellectual property protection, artist development, marketing and advertising, showcase and promotion, music production and equipment, association and guild fees, professional consultants and expenses associated with securing artist management and record label contracts. See "Estimated Sources and Uses of Proceeds" for a more detailed description of the Company's projected uses of proceeds.

Risks: There are certain material risks associated with this Offering and an investment in the Company. Prospective investors should examine those risks closely and consult with their advisors before electing to purchase securities in the Offering. See "Risk Factors."

Closing: This Offering will terminate on July 15, 2003, without notice to investors, unless extended by the Company for up to an additional ninety (90) days.

Terms of Offering: There will be no escrow of funds and all subscription moneys will be immediately available to the Company for its operating expenses. The Company reserves the right, in its sole and absolute discretion, to accept, reduce or reject any subscription. All securities are offered on a "Best Efforts, Any or All" basis. There is no requirement that any minimum number of securities be sold and therefore no escrow will be established for subscription funds. The securities contain certain transfer restrictions in accordance with the Securities Act of 1933, as amended, and applicable State securities laws. Other material terms and conditions apply to this Offering and are set forth in detail in the "Plan of Distribution and Terms of Offering" section of this Memorandum.

GENERAL INFORMATION AND SECURITIES LAW NOTICES

An investment in the securities offered (the "Offering") in this Private Placement Offering Memorandum (the "Memorandum") involves a high degree of risk. In making an investment decision, investors must rely on their own examination of the issuer and the terms of the Offering, including the merits and risks involved. These securities have not been recommended by any Federal or State securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this document. Any representation to the contrary is a criminal offense.

The Company, in offering these securities, relied on specific exemptions relating to the limited availability of the offering and appropriately did not register this offering with the Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended (the "Act"), nor qualify it with any State securities administrator. These securities, sold for investment purposes only, are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Act and applicable State securities laws. The securities may not be resold or offered for resale in the absence of: (1) an effective registration statement under the Act; (2) a "no-action" letter of the SEC as to such resale or reoffer; or (3) an opinion of counsel which is satisfactory to the Company.

In this Offering, securities may be purchased by persons who are "Accredited Investors" for purposes of Regulation D promulgated pursuant to the Act, and by a maximum of thirty-five (35) non-accredited investors meeting certain suitability standards set forth herein. Subscribers will be required to represent that they meet certain financial requirements and that they are familiar with and understand the terms, risks and merits of this Offering. See the "Investor Suitability Standards" section of this Memorandum.

Prospective investors should carefully review the "Risk Factors" as listed in this Memorandum and consider that: (1) the purchase of securities involves substantial risks and the securities are being offered only to individuals who can afford to assume such risks; (2) the Company has no extensive operating history; and (3) no market for the securities exists nor is one expected to develop. Purchasers of these securities, therefore, may not be able to liquidate their investment in the event of an emergency or for any other reason.

Only those securities described herein will be sold. The Company reserves the right, in its absolute discretion, to decide which subscriptions will be accepted and which will be rejected, and to allot to any subscriber less than the amount of securities subscribed for by such investor. If the prospective investor receiving this Memorandum does not submit an offer to purchase, or, if such offer is submitted but not accepted by the Company, the prospective investor agrees to promptly return this Memorandum and all attached documents. The Offering may be withdrawn at any time before closing and all offers are made subject to the conditions contained in this Memorandum. This Offering will terminate on July 15, 2003, without notice to investors, unless extended by the Company for up to an additional ninety (90) days.

This Memorandum contains summaries of certain documents believed to be accurate, but reference is hereby made to the actual documents for complete information concerning the rights and obligations of the parties thereto. Copies of such documents are attached hereto and incorporated by reference herein or are available at the office of the Company, and all such summaries are qualified in their entirety by reference to these documents.

No person has been authorized to give any information with respect to the Company or the securities other than the information set forth in this Memorandum or the Appendixes attached hereto. And if given or made, such information or representations must not be relied upon as having been authorized by the Company.

This Memorandum does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in any State or jurisdiction to any person to whom it is unlawful to make such an offer or solicitation in such State or jurisdiction.

This Memorandum and the information contained herein is confidential and is intended only for the use of qualified persons to whom it is distributed by the Company or by third parties authorized by the Company. Any reproduction or distribution of this Memorandum, in whole or in part, or divulgence of any of its contents, other than to prospective investors and their purchaser representatives or professional advisors, without the prior written consent of the Company or its agents, is prohibited.

Prospective investors should not construe the contents of this Memorandum as legal, business or tax advice. Each prospective investor should consult his/her own attorney, business advisor and tax advisor as to legal, business, tax and related matters concerning his/her investment.

Officers and Directors of the Company will be available to each prospective purchaser of the securities during normal business hours and will respond to questions concerning the terms and conditions of this Offering. These persons also will provide to prospective purchasers any additional information which is available to the Company or which can be obtained by the Company without unreasonable effort or expense that is necessary to verify the accuracy of the information furnished in this Memorandum. Persons wishing to avail themselves of the opportunity to ask questions and receive answers or to otherwise obtain information to verify the accuracy of the information furnished in this Memorandum should direct their inquiries to: **David L. Haas, 1001 Pyramid Way, Suite 206, Sparks, Nevada, 89431; Telephone (775) 331-1945.**

For Residents of all States: The interests offered hereby have not been registered under the Securities Act of 1933, as amended (the "Act") or the securities laws of certain States and are being offered and sold in reliance on exemptions from the registration requirements of said Act and such laws. The interests are subject to restriction on transferability and resale and may not be transferred or resold except as permitted under said Act and such laws pursuant to registration or exemption therefrom together with an opinion of counsel satisfactory to the issuer that such registration is not required under said Act or such laws. The interests have not been approved or disapproved by the SEC or other regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of this Offering or the accuracy or adequacy of the Offering. Any representation to the contrary is unlawful.

North American Securities Administrators Association (NASAA) legend: In making an investment decision investors must rely on their own examination of the issuer and the terms of the Offering including the merits and risks involved. These securities have not been recommended by any Federal or State Securities Commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this document. Any representation to the contrary is a criminal offense. These securities may be subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under Federal and State Securities Laws. Investors should be aware that they might be required to bear the financial risks of this investment for an indefinite period of time.

For ERISA plans only: The fiduciary of the Employee Retirement and Income Security Act ("ERISA") plan represents that he/she has been informed of and understands the Company's investment objectives, policies and

strategies, and that the decision to invest plan assets (as such term is defined in ERISA) in the Company is consistent with the provisions of ERISA that require diversification of plan assets and impose other fiduciary responsibilities. The purchaser fiduciary or plan (a) is responsible for the decision to invest in the Company, (b) is independent of the issuer or any of its affiliates, (c) is qualified to make such investment decision, and (d) in making such decision, the purchaser fiduciary or plan has not relied primarily on the advice or recommendation of the issuer or any of its affiliates.

PRIVATE OFFERING

The securities offered hereby (the "Offering") are securities under Federal and State securities laws Section 5 of the Securities Act of 1933, as amended (the "Act"), provides that all securities must be registered with the Securities and Exchange Commission (the "SEC") before they are offered or sold, unless such securities, or the transaction in which they are offered, are exempt from such provisions of the Act. No registration statement has been filed with the SEC or with any State regulatory authority with - respect to the issuance of these securities. However, The National Associations Health Plan, Inc. (the "Company") will sell the securities in compliance with Federal and all applicable State securities laws. The proposed transaction described in this Private Placement Offering Memorandum (the "Memorandum") will be made by the Company in reliance upon the non-public offering exemption from registration as provided in the Act or in reliance upon other exemptions from registration.

The following legend, along with any legends required by applicable State securities laws and the Company's Bylaws, will be placed on the Series A shares of Common Stock:

The securities represented hereby have not been registered under the Securities Act of 1933, as amended (the "Act") and may not be offered, sold or otherwise hypothecated unless and until registered under the Act, or in the opinion of counsel, inform and substance satisfactory to the issuer of these securities, such offer, sale or transfer, pledge or hypothecation is in compliance with the Act.

As set forth in the Subscription Agreement, each prospective purchaser will be required to represent to the Company, and supply such information as counsel to the Company may request to satisfy the Company, that the securities being offered hereby are acquired for the investor's own account, and not with a view toward distribution or for resale.

Each prospective purchaser has the opportunity to ask questions of and receive answers from the Officers of the Company, or any persons acting on their behalf, concerning the terms and conditions of this Offering. The investor also has the opportunity to obtain reasonable additional information to verify the accuracy of the information contained in this Memorandum.

The securities are an illiquid investment as there is no current market for the securities. The purchase of the securities offered hereby should only be considered by investors who can assume the risk in holding the securities for an indefinite period of time without liquidity. For these reasons, the Company has established certain investor suitability standards, set forth below, which must be met by any investor before purchase of any of the securities being offered hereby.

INVESTOR SUITABILITY STANDARDS

The National Associations Health Plan Company, Inc. (the "Company") makes an offer for investment in the securities (the "Offering") of the Company only to those individuals who meet these investor suitability standards. The Company is making no offers for securities to any person who does not meet the following standards.

The Company has not registered the securities under the Securities Act of 1933, as amended (the "Act"), in reliance upon an exemption from such registration set forth in Section 4(2) of the Act and Rule 506 of Regulation D promulgated thereunder. Rule 506 of Regulation D provides that the Company may offer the securities for investment only to: (1) an unlimited number of persons who satisfy the requirements of an "Accredited Investor," as set forth in Regulation D, and (2) not more than thirty-five (35) persons whom the Company has reasonable grounds to believe (alone or with their representatives) have such knowledge and experience in financial matters to be capable of evaluating the merits and risks of investing in the Company.

For purposes of this Offering, a qualifying "Accredited Investor" is a person who meets any of the following conditions:

1. Any Director or Executive Officer of the Company;
2. Any natural person whose individual net worth, or joint net worth with that person's spouse, at the time of the investment exceeds \$1,000,000.00; or
3. Any natural person who had an individual income in excess of \$200,000.00 in each of the two most recent years or joint income with that person's spouse in excess of \$300,000.00 in each of those years and has a reasonable expectation of reaching the same income level in the current year.
4. Any private business development company as defined in section 202(a)(22) of the Investment Advisers Act of 1940.
5. Any organization described in section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000.00.
6. Any entity in which all of the equity owners are accredited investors.

Accredited Investors also include benefit plans that meet one or more of the following standards:

The benefit plan is a defined contribution plan in which (i) the benefit plan provides for segregated accounts for each of its participants; (ii) each of the participants has sole investment directive powers over his/her vested funds and, with respect to this investment, a particular participant is exercising such powers; and, (iii) the particular participant is an Accredited Investor;

1. The benefit plan has total assets in excess of \$5,000,000.00;
 2. The benefit plan fiduciary (as the Employee Retirement and Income Security Act ("ERISA") defines such term) is making the investment decision, and is either (i) a bank, as defined in §3(a)(2) of the Act; (ii) an insurance company, as defined in §2(13) of the Act; or, (iii) a registered investment adviser; or
3. If a self-directed benefit plan, with investment decisions made solely by persons that are Accredited Investors.

A trust may also be an Accredited Investor if (i) the trust has total assets in excess of \$5,000,000.00; (ii) the trust was not formed for the sole purpose of acquiring the securities; and, (iii) the purchase of the securities is directed by a person who is an accredited investor or who, with his/her purchaser representative, has such knowledge and experience in financial and business matters that they are capable of evaluating the merits and risks of the prospective investments.

For prospective purchasers who are non-accredited investors, the investors must have during this year an estimated annual gross income, which will at least exceed \$75,000.00 and a net worth, exclusive of personal residence, furnishings and automobiles, of at least \$150,000.00 or, in the alternative, having a net worth of at least \$250,000.00, inclusive of personal residence, furnishings and automobiles, regardless of income, and if married, the investor's spouse joins in the subscription or, if not, the investor's estimated income and net worth are the investor's separate income and net worth or, in the alternative, a combination of same and the investor's net share of community income and community net worth. In addition to the foregoing requirements, securities may be sold to a subscriber who represents and warrants to the company that he/she or it has a net worth (i.e., total assets in excess of total liabilities) of at least ten (10) times the amount of his/her or its subscription amount regardless of the size of the investment. For a complete description of non-accredited investor qualifications see "Appendix D - Subscription Documents."

In addition to the foregoing, prior to being offered an opportunity to invest, each prospective subscriber must specify to the Company in writing that: (i) he/she is acquiring the securities for investment only and not with a view to resale or distribution; (ii) he/she is able to bear the economic risk of losing his/her entire investment; (iii) his/her overall commitment to investments which are not readily marketable is not disproportionate to his/her net worth and his/her investment in the securities will not cause such an overall disproportion to his/her net worth and his/her investment in the securities will not cause such overall commitment to become excessive; (iv) he/she has adequate means of providing for his/her current needs and personal contingencies and has no need for liquidity in his/her investment in the securities; and (v) he/she has substantial experience in making investment decisions of this type or is relying on his/her own investor advisor(s) in making this investment decision.

The foregoing suitability standards represent minimum suitability requirements for prospective investors and the satisfaction of such standards by an investor does not necessarily mean that the securities are a suitable investment. Prospective investor representations will be reviewed to determine the suitability of prospective investors and the Company will have the right to refuse to permit any prospective investor to invest in the securities for any reason in its discretion. The Company may also, in circumstances it deems appropriate, modify such requirements. Moreover, the Company may not accept subscriptions for the securities in the order in which received.

RISK FACTORS

The purchase of securities of The National Associations Health Plan Company, Inc. (the "Company") involves significant risks. In addition to the general risks described in this Memorandum and the related Appendixes, prospective investors should consider the risks set forth below. Investors should recognize that the risk factors set forth below are those, which, at the date of this Memorandum, seem to the Company the most likely to be significant. Prospective purchasers must realize, however, that factors other than those set forth below may ultimately affect the investment offered pursuant to this Memorandum in a manner and to a degree which cannot be foreseen at this time. The order in which the following risks are presented is not intended to represent the magnitude of the risks described.

POTENTIAL FLUCTUATIONS IN OPERATING RESULTS

Even though The National Associations Health Plan Company, Inc. is managed by the two authors of the first Associations Captive Benefit Plan in operation, potential fluctuations in operating results could occur due to the fact that the Company is embarking on a new revenue model, and therefore, the Company has no material financial data for a significant period of time upon which to base planned operating expenses. Quarterly revenue and operating results depend substantially upon the revenues received within the quarter, which are difficult to forecast accurately. The Company's expense levels are based in on its expectations concerning the sales of more premium that will be used promote the organization. In addition, the Company plans to spend operating expenses to continue captive and association development. To the extent that such expenses precede or are not subsequently followed by increased revenues, the Company's business, results of operations and financial condition may be materially and adversely affected.

COMPETITION

While The National Associations Health Plan Company, Inc. feels it is an unique product to the health care industry, there are several other captive health care companies vying for market penetration with associations. Many of the Company's current and potential competitors in the associations health care industry have longer operating histories, greater name recognition and are positioned to work with their existing member bases. The Company, in order to capture a market share, must successfully position its product as both an cost effective alternative and unique niche within the health care industry by utilizing better and more accurate data on alternative health care sources. There can be no assurance that the Company will be able to compete successfully against current and future sources of competition or that the competitive pressures faced by the Company will not have a materially adverse effect on the Company's business, results of operations and financial condition.

HIGHLY COMPETITIVE INDUSTRY

The health care industry is highly competitive and risky. There can be no assurance of the economic success of any health care benefit company, since the revenues derived from the premiums charged (which do not necessarily bear a direct correlation to the benefit or cost of provider services incurred) depend primarily upon its acceptance by the public, which cannot be predicted. The commercial success of a health care benefit also depends upon the quality and acceptance of other competing health care products, the unpredictability of consumer taste, general economic conditions and other tangible and intangible factors, all of which can change and cannot be predicted with certainty. Therefore, there is a substantial risk that the Company's products will not be commercially successful; resulting in costs not being recouped or anticipated profits not being realized.

NEED TO DEVELOP STRONG BRAND RECOGNITION

Future growth and brand recognition will be largely attributable to media exposure and promotion by various association membership organizations. The Company believes that continuing to strengthen the Company's brand

will be critical to achieve widespread acceptance of its products. Favorable public perception of The National Associations Health Plan Company, Inc.'s brands will depend largely on the Company's ability to continue providing their clients with quality health care benefits and the success of its marketing efforts. The Company will largely depend on an association contract and establishing a captive for marketing to create and maintain brand recognition. However, brand promotion activities may not yield increased revenues and, even if they do, any increased revenues may not offset the expenses incurred in building the Company's brand.

COPYRIGHTS, TRADEMARKS AND PROPRIETARY RIGHTS

As intellectual properties are created by, or assigned to, the Company, appropriate trademark, copyright, contract, license and related protections, as they may be applicable, will be established as determined by the Company's intellectual property and proprietary rights protection strategy. There can be no assurance that the steps taken by the Company to protect its intellectual property and proprietary rights will be adequate or that third parties will not infringe or misappropriate the Company's intellectual property or proprietary rights. In addition, there can be no assurance that other parties will not assert infringement, unfair competition or other related claims against the Company with respect to its intellectual property and proprietary rights.

DEPENDENCE ON KEY PERSONNEL

The performance of the Company is substantially dependent on the efforts of David L. Haas, President, Timothy M. Kilgore, CEO, Charlotte Diane Natenstedt, Treasurer, Barbara C. Trainor, Secretary and Jon S. Greene, Director. In addition, the continued success of the Company is tied directly to the continued participation of Yvonne Barnes, Vice President of Marketing and Sales. The loss of the services any of the foregoing individuals, or other key employees when hired, could have a materially adverse effect on the business, results of operations and financial condition of the Company. The Company intends to utilize a portion of the proceeds of the Offering on obtaining key person insurance on all officers and directors who are actively participating in the company at this time to deal partially with that contingency.

VOICE IN MANAGEMENT

The Shares issued through this Offering do afford holders voting rights in governance of the Company, and therefore investors in this Offering will have voice in the management of the Company.

CONFLICTS OF INTEREST

Some of the Company's employees, Officers and Directors may organize and be involved in other ventures and may invest directly in opportunities otherwise available to the Company. As a consequence, conflicts of interest may arise among the Company, its employees, Officers and Directors, the investors and such other ventures. In addition, certain transactions between the Company and its employees, Officers and Directors may occur in the future on terms that will be determined by the Company and which may not be arrived at as the result of arm's length bargaining.

LACK OF ARM'S LENGTH RELATIONSHIPS

Some of the Company may enter into agreements with companies owned or controlled by its Board members. In such an instance the interested Board member will not vote on acceptance of the contract or project but will be allowed to make a presentation to the Board. The Company will seek to contract with such companies in a commercially reasonable manner but the negotiations will not be strictly at arm's length and conflicts of interest may arise.

LACK OF TRANSFERABILITY; NO MARKET

The Securities have not been registered under the Act or applicable State securities laws, and may not be resold unless they are registered subsequently or an exemption from registration is available. Investors will have no right to require registration of the Securities. There is no public or other market for the Securities and no such market is anticipated to develop.

LACK OF ESCROW - IMMEDIATE USE OF FUNDS

There will be no escrow of funds and all subscription moneys will be immediately available to the Company for its operating expenses. There is no minimum amount of money the Company must raise to close this Offering before any proceeds can be used. In the event the Company does not raise sufficient moneys to launch its business an investor's entire investment may be lost.

UNCERTAIN SUFFICIENCY OF FUNDS

The Company believes that the net proceeds to the Company from the sale of the securities offered hereby (assuming that all securities offered hereby are sold) will provide the Company with sufficient capital to continue with artist development, retain a management company, and produce demo songs for a pitch to a record label. However, if less than all securities are sold, the Company may not have sufficient capital to fully fund production until sufficient revenues are being generated and may be unable to find suitable financing on terms acceptable to the Company. These events would significantly increase the risk to those persons who invest in this Offering.

LACK OF INDEPENDENT REVIEW

No independent broker/dealer is underwriting the offering of the securities. Under federal securities laws, underwriters of publicly offered securities are expected to take such steps as may be necessary to ensure that the information contained in an offering circular is accurate and complete. Typically, these steps are taken by an independent "lead underwriter" who participates in the preparation of an offering circular. Since there is no independent lead underwriter associated with this Offering, investors must rely on the Company regarding the information in this Confidential Private Offering Memorandum.

NO SECURITIES REGISTRATION

The securities have not been registered under the Securities Act of 1933, as amended, and are being offered pursuant to an exemption afforded by the Securities Act of 1933, as amended. In addition, the securities have not been registered under the "Blue Sky" or other securities laws of any State and are being offered pursuant to exemptions from registration under such laws. If the offering of the securities is not exempt in any state, the investors who are residents in that state may have the right to rescind their purchase. Such rescission may adversely affect the Company and investors residing in other states.

RELIANCE ON PLANS AND CONCEPTS

The materials prepared by the Company represent the expectations of certain of the Company's officers, directors and key employees. The statements made in such materials should be construed in light of all the material facts, risks and circumstances surrounding the investment, including information made available to the investor, information generally available to the public and risk disclosures made in this Memorandum. The statements do not constitute representations by the Company upon which an investor should rely in making an investment decision in the Company. The statements made in this Memorandum and any Attachments hereto should not be construed as legal, business or tax advice, but construed in light of all the material facts, risks and circumstances surrounding the investment, including information made available to the Investor and/or his/her legal, business, tax or other advisors.

USE OF PROCEEDS

Management has significant flexibility in applying the proceeds that the Company receives in this Offering. Because the proceeds are not required to be allocated to any specific investment or transaction, an investor cannot determine the value or propriety of the Company management's application of the proceeds on the Company's behalf. See "Estimated Sources and Uses of Proceeds" for a more detailed description of how management intends to apply the proceeds of this Offering.

WORKING CAPITAL RISK; NEED FOR ADDITIONAL CAPITAL

If the Offering is closed at less than the maximum, the proceeds may compromise the Company's ability to realize Company goals and certain categories of expenditures may not be implemented or may be reduced. In the event that the Company fails to raise sufficient capital through this Offering, the plans of the Company can be compromised, thereby reducing net proceeds.

EMPLOYEE RETIREMENT AND INCOME SECURITY ACT (ERISA)

The Company will not appraise or formally value the securities on an annual or other basis. Investors such as benefit plans should consult with the plan advisors concerning the annual valuation requirements imposed on benefit plans under ERISA.

FINANCIAL PROJECTIONS

The financial projections set forth in the materials accompanying this Memorandum have been developed by the Company based wholly upon assumptions about potential revenues and expenses, and such assumptions may prove to be, in whole or in part, materially incorrect. Subscribers should understand that such financial projections are estimates only, subject to all the uncertainties of projections for start-up enterprises, and that the actual results of operations may be materially different from the results shown or implied by such projections.

FORWARD LOOKING STATEMENTS

Certain statements contained in this Memorandum, including statements regarding events and financial trends that may affect the Company's future operating results, financial position and cash flows, may constitute forward-looking statements within the meaning of the federal securities laws. These statements are based on the assumptions and estimates of the Company and are subject to risks and uncertainties. Although the Company believes that the expectations reflected in such forward-looking statements are based on reasonable assumptions, it can give no assurance that its expectations will be achieved. Forward-looking information is subject to certain risks, trends and uncertainties and actual results may materially differ from those projected. For these statements, the Company claims the protection of the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995.

UNFORESEEN RISKS

Managements ability to identify all potential future risks is limited. Investors should recognize that additional and, as yet, unidentified risks could exist which could have an adverse impact on the viability of the Company. The foregoing is a summary of certain significant risks relating to an investment in the Company. This summary should not be interpreted as a representation that the matters referred to herein are the only risks involved in this investment or that the magnitude of such risks is necessarily equal.

THE COMPANY

The Company was incorporated in October 2002 in the State of Nevada. The Company's executive offices are located at 1001 Pyramid Way, Suite 206, Sparks, NV 89431. David L. Haas, President can be reached at (775) 331-1945. Unless the context otherwise requires, the terms "NAHPC" or "The Company" refers to The National Associations Health Plan Company, Inc.

INITIAL PRODUCT

The Company's product is three PPO health care benefit plans, developed and licensed to Associations and the Captives formed for them. Revenue streams include premiums from health care program sold to employers with group lives of two (2) or more, sales commission to the Managing General Agent (NAHPC), Management Fees to Managing General Agent (NAHPC), add-on sales products ((life, dental, vision, etc...)(NAHPC), wellness revenue tracking and product development incentives to NAHPC and membership fees from associations to access the risk management programs.

COPYRIGHTS, TRADEMARKS AND PROPRIETARY RIGHTS

The Company claims common law trademark and service mark rights in the word marks "The National Associations Health Plan Company, Inc.," "NAHPC," "GroupGoodHealth," and "NAHPC, Inc.," which are used to identify the Company's products and services. The Company intends to enter into intellectual property assignment agreements with each of the individual officers and directors that make up the company to assign all rights in any product development created by the members to the Company. As intellectual properties are created by, assigned to, or acquired by the Company, appropriate trademark, copyright, contract, license and related protections, as they may be applicable, will be established as determined by the Company's intellectual property and proprietary rights protection strategy.

USE OF PROCEEDS

If this Offering is fully subscribed, the proceeds are expected to equal approximately \$500,000.00, minus offering expenses, and are to be used for salaries and operating costs, insurance, intellectual property protection, artist development, marketing and advertising, licensing, professional fees, equipment, association and membership fees, professional consultants and expenses associated with securing associations and captive development companies. If less than \$500,000.00 in securities is sold in this Offering, the funds raised will be applied at the discretion of management. The Company's management reserves the right to change the use of the net proceeds if it determines that such changes are in the best interests of the Company.

OFFICERS AND KEY PERSONNEL OF THE COMPANY

David L. Haas. Mr. Haas, age 55, is the President of the Company and the co-author and architect of the NAHPC program. Mr. Haas has a B.S. in accounting. He has been active in the promotion and development of the Company since its inception in June 2001. He also serves as employee manager of the Company.

As a licensed insurance agent Mr. Haas has been in the industry since 1994. He is a member of the Association of Independent Insurance Agents and Association of Underwriters. He has served as a board member of the Associated Builders and Contractors for seven years and been actively involved in their Workers Compensation "Retro" health care program and co-authored their Captive Health Care Benefits program. He is currently president of Sertoma and member of Elks and Moose Lodges.

Timothy M. Kilgore. Mr. Kilgore, age 41, is the CEO of the Company and the co-author and architect of the NAHPC program. He has been active in the promotion and development of the company since its inception in June 2001. Mr. Kilgore has a B.A. degree in Psychology and Communications and an M.A. degree Communications. He also serves as the day to day project manager of the Company.

Mr. Kilgore is a licensed insurance agent since 1993 and was NASD/SEC broker/dealer from 1995 to 2002. He has the following licenses Life, Health, Annuity, Fixed and had series 7, 63, 65 and 24. His licenses are in the States of Nevada. He was a board member of the Associated Builders and Contractors, Inc. for seven years and has been actively involved in their Workers Compensation "retro" health care program and co-authored their Captive Health Care Benefits program. Mr. Kilgore spent 14 years in the non-profit arena as a fundraising executive, associations manager, and investment professional prior to his entrance into the field as a licensed agent/broker.

Charlotte Diane Natenstedt. Mrs. Natenstedt, age 47, is the Treasurer of the Company. She has a legal assistant and risk management background. Diane has served as the manager and director for a risk management program similar to the one being implemented in this Company. Diane is working to completed her insurance licensing in Life and Health.

Barbara C. Trainor. Ms. Trainor, age 50, is the Secretary of the Company and has served in the public sector for the last 14 years in management for events, research, fundraising and international programs administration.

Jon S. Greene. Mr. Greene, age 61, is a board member. Mr. Greene is a retired professor of Library Science and Business owner (operating a fireplace and home improvement store for over 10 years). Currently, Mr. Greene spends much of his time working on non-profit organizations related to health care and social service programs for immunizations and public housing for the underprivileged.

Yvonne Barnes. Ms. Barnes, age 47, is the Vice President of Sales and Marketing for the Company. She has been with the project since its inception as a consultant and sales team member. Ms. Barnes is a licensed insurance agent with over 14 years experience in California and Nevada. Ms. Barnes is establishing a non-profit organization to benefit wellness and serve as a public clearinghouse for wellness projects.

DIRECTORS

The Company has a five-person Board of Directors, which presently is filled by the following individuals:

David L. Haas, President
Timothy M. Kilgore, CEO
Charlotte Diane Natenstedt, Treasurer
Barbara C. Trainor, Secretary
Jon S. Greene, Board Member

TERMS OF OFFERING

The Company is now offering to sell \$500,000.00 of Series A Common Stock Shares with a minimum purchase \$10,000.00, on a "Best Efforts, Any or All" basis. The Company may however, in its sole and absolute discretion, sell less than the minimum purchase amount.

ESTIMATED SOURCES AND USES OF PROCEEDS

NAHPC, Inc. is seeking \$500,000.00 in this Offering, minus offering expenses estimated at \$50,000.00. The funds will be used for the following purposes:

NAHPC, Inc. General Budget [Numbers and categories are illustrative only]

ITEMS OF EXPENDITURE	MAXIMUM
Salary	\$158,000
Insurance	\$ 11,000
Professional fees	\$125,000
Licensing	\$ 50,000
Travel	\$ 23,000
Administrative expense	\$ 33,000
Working Capital	\$ 50,000
TOTAL	\$450,000.00³

The expenditures set forth above are best estimates by the Company and may be subject to change if management determines that it is in the best interests of the Company to reallocate its resources.

³ This total takes into account Offering expenses estimated at \$50,000.00 payable by the Company.

PRINCIPAL STOCKHOLDERS

The following table sets forth certain information regarding the beneficial ownership of Common Stock as of August 15, 2002. Based on information provided by the stockholders of record, the Company believes that the beneficial owners of the Common Stock listed below have the sole voting and investment power with respect to such shares.

Beneficial Owner	Number of Shares Beneficially Owned	Percentage Before Offering	Percentage After Offering	Paid-In Capital
David L. Haas	1,275,000	38.75%	33.5%	0
Timothy M. Kilgore	1,275,000	38.75%	33.5%	0
C. Diane Natenstedt	250,000	7.5%	6.5%	0
Barbara C. Trainor	250,000	7.5%	6.5%	0
Yvonne Barnes	250,000	7.5%	6.5%	0
Other Stockholders	500,000 after offering	-----	13.5%	\$500,000
TOTAL	3,800,000			

CAPITALIZATION

The following table sets forth the capitalization of the Company as of October 15, 2002, as adjusted, to give effect to the sale of the securities offered hereby.

Total Paid-in Capital before the Offering.....	\$0.00
Total Paid-in Capital before the Estimated Expenses of Offering.....	\$500,000.00

DESCRIPTION OF THE SERIES A SHARES OF COMMON STOCK

The following statements do not purport to be complete and are qualified in their entirety by reference to the detailed provisions of the Company's Articles of Incorporation and Bylaws, copies of which will be furnished to an investor upon written request. See "Additional Information" and "Appendix B - Form of the Series A Shares of Common Stock."

DIVIDEND POLICY

It is expected that the Board of Directors will pursue a policy of retaining earnings to support anticipated growth, at least during the Company's initial years of operation, for use in the development and expansion of the Company's capital opportunities. Consequently, it is unlikely that cash dividends will be declared in the immediate future, and if declared, it cannot be anticipated what amount of such dividends will be paid. Moreover, no assurances can be given that dividends will ever be paid.

RETURN ON INVESTMENT

Significant risks are involved in the investment of this project. The NAHPC, Inc. is dedicated to achieving and maintaining the highest performance level both financially and in investor relations. Investors participating in the Company can expect to be exited from the company through the seasoning of stock in a thriving business enterprise. The stockholders equity can be substantially improved through merger and acquisition to a substantial industry competitor or business concern after a period of 3 to 5 years of full operation has been completed.

DEFINITION OF GROSS REVENUES

For the purposes of the Series A Shares of Common Stock, "Gross Revenues" refers to the revenues derived from the Company's sales premiums, managing general agent fees, add-on sales products, wellness revenue tracking and product development and fees from associations and risk management programs.. See "Appendix B - Form of the Series A Common Stock Certificate."

DIVIDEND POLICY

The Company has never paid dividends on the Common stock and the Board of Directors does not anticipate paying any such dividends in the foreseeable future. All investments in the Common Stock of the Company are made for long-term growth and thereby are not likely to yield short-term gains for stockholders.

SELECTED FINANCIAL DATA

The Company has limited revenues and limited assets to date. See "Appendix A - Financial Projections" for more information about revenue and expense projections.

CERTAIN CONSIDERATIONS AND TRANSACTIONS

CERTAIN TRANSACTIONS

1. The Company was incorporated in October 2002, authorizing a capitalization of 10,000,000 common shares.
2. In October 2002, the Company issued 1,275,000 common shares each to David L. Haas and Timothy M. Kilgore; 250,000 common shares to each Charlotte Diane Natenstedt, Barbara C. Trainor and Yvonne Barnes.
3. In October 2002, the Company authorized the sale of \$500,000.00 Series A shares of Common Stock to investors.

CONFLICTS OF INTEREST

Certain officers, directors and stockholders of the Company are subject to various conflicts with respect to their relationship with the Company. Notwithstanding these conflicts of interest, the officers, directors and stockholders will endeavor to balance the interests of the Company with their interests in making any determinations or decisions. As a result, such conflicts will generally not be resolved as advantageously for the Company as would be the case if such conflicts did not exist. These conflicts include, but are not limited to, the items discussed below:

EMPLOYMENT AGREEMENTS BETWEEN OFFICERS AND THE COMPANY

The Company may negotiate employment agreements with the officers of the Company for salary and other benefits. Such negotiations between the Company and the officers referred to herein may not be considered as being negotiated at "arm's length." Future agreements between the Company and the officers will also not be negotiated at arm's length and may substantially benefit certain officers of the Company.

Further, the officers, directors and stockholders of the Company are not prohibited from entering into additional transactions with the Company or engaging with any entity that has an interest to perform services for the Company. In the future, officers, directors and stockholders of the Company may make or arrange loans for the Company, or render services, or sell goods to the Company, or engage in other transactions with the Company. The Officers, directors and stockholders will undertake to see that the terms of such transactions are on substantially competitive terms with those available from unaffiliated sources.

OTHER ACTIVITIES FOR PROFIT

The officers, directors and stockholders of the Company may engage for their own account, or for the accounts of others, including other corporations or partnerships, in other or similar business ventures and neither the Company nor any stockholder shall be entitled to any interest therein.

RESTRICTED RIGHT OF ACTION

The Company's Articles of Incorporation provide that the directors of the Company will not be liable, responsible or accountable, in damages or otherwise, to any of the stockholders for any acts or omissions performed in good faith and for the benefit of the Company except: (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, and, (ii) for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled.

LEGAL PROCEEDINGS

There are no contingent, pending or consummated legal proceedings to which the Company is a party or to which any of its property is subject.

MARKETING AND PROMOTIONAL MATERIALS

The Company makes this Offering. The officers will not receive sales commissions for the Offering of securities of the Company. No other promotional materials will be used or authorized for use by the Company. No person is authorized to provide information other than that contained in this Memorandum. An offer to sell securities may be made only if a prospective investor is provided with an authorized copy of this Memorandum.

PLAN OF DISTRIBUTION AND TERMS OF OFFERING

The officers of the company will sell the securities privately. The Company has entered into non-exclusive agreements to pay finders fees to certain agents and may agree to pay finders fees to additional agents for investors referred by the agents to the Company in connection with this Offering.

The Securities hereby are being offered and sold in the United States only to "accredited investors" (as such term is defined in the Securities Act of 1933, as amended) and to a limited number of non-accredited investors on a best efforts basis by the Company's officers, directors and stockholders, and at the discretion of the Company, through one or more selected placement agents.

The Company is now offering to sell up to \$500,000.00 of Series A shares of Common Stock Certificates. The minimum investment is \$ 10,000.00 for an investment in the Series A shares of Common Stock Certificates of the Company. The Company may however, in its sole discretion, accept subscriptions for less than the minimum. This Offering will terminate on May 15, 2003, without notice to investors, unless extended by the Company for up to an additional ninety (90) days.

There will be now escrow of funds and all subscription moneys will be immediately available to the Company for its operating expenses.

SUITABILITY

The Company will only offer securities to subscribers who meet the Company's minimum suitability standards and will accept Subscription Documents only after it has been determined that such documents meet such standards. See "Investor Suitability Standards,"

METHOD OF SALE

The Company expects to offer and sell the securities on its own behalf and possibly through the use of broker/dealers. If the Company uses broker/dealers, then it expects to pay commissions to the broker/dealers in the amount up to 10% of the funds raised by the broker/dealers. In addition, where permissible by state law, the Company may compensate "Finders," or individuals who introduce the Company to investors.

METHOD OF SUBSCRIBING

Persons interested in purchasing securities must first complete and return a completed copy of the Subscription Document in the form attached to this Memorandum as Appendix D. The Company Will notify each subscriber of the acceptance of his or her subscription within two weeks of receipt, whereupon the subscriber will be required to immediately provide funds for the purchase price of the securities to be purchased.

No public market exists for the Series A Shares of Common Stock Certificates of the Company. No assurance can be given that the Company will ever conduct an initial public offering or that a market for any of the securities or Common Stock Certificates of the Company will develop or be sustained in the future.

ADDITIONAL INFORMATION

Each prospective subscriber and/or his or her investment advisor or other representative(s) are, hereby granted access to, and are invited to review, all materials available to the Company, this Offering or anything set forth in this Memorandum. The Company will answer all inquiries from prospective subscribers and/or their investment advisors or other representative(s) relating to the Company and the Offering and the sale of securities, and will afford the prospective subscribers and/or their advisors or other representative(s) the opportunity to obtain any additional information to the extent the Company possesses such information or can acquire it without unreasonable effort or expense necessary to verify the accuracy of the information set forth in this Memorandum. The telephone number of the Company is (775) 331-1945.

In addition to the information provided in this Memorandum, the Company will use its best efforts to supply any information that any prospective investor or his or her representative reasonably requests. Prospective investors should not construe the contents of this Memorandum or any prior or subsequent communication from the Company, or employees thereof, as business, legal or tax advice. Each investor must rely upon his or her own representatives, including his or her legal counsel and accountant for advice regarding the business, legal and tax related matters contained in this Offering.

APPENDIX A - FINANCIAL PROJECTIONS
(Separate Attachment)

CAPTIVE BENEFITS COMPANY
PROJECTED REVENUE, EXPENSES AND CHANGES IN SURPLUS
FOR THE YEARS ENDED DECEMBER 31, 2003, 04, 05, 06, 07

	2003	2004	2005	2006	2007
Revenue:					
Premiums	\$5,000,000	\$6,513,000	\$8,515,045	\$11,299,370	\$15,278,890
Ancillary income	\$54,800	\$70,400	\$86,873	\$110,762	\$141,569
Interest Income	\$45,000	\$65,130	\$85,150	\$112,994	\$152,788
Total revenue	\$5,099,600	\$6,648,494	\$8,687,068	\$11,523,126	\$15,573,247
Medical Claims Expense					
Total Medical Expense	\$3,750,000	\$4,884,750	\$6,386,284	\$8,474,528	\$11,459,168
Operating Expenses					
TPA	\$162,500	\$237,725	\$310,799	\$412,427	\$557,679
Marketing	\$125,000	\$162,825	\$212,876	\$282,484	\$381,972
Network & UR fees	\$60,000	\$78,156	\$102,181	\$135,592	\$183,347
Professional fees	\$10,000	\$30,000	\$50,000	\$65,000	\$80,000
Premium Taxes & Others	\$15,000	\$19,539	\$25,545	\$33,898	\$45,837
Total Operating Expenses	\$372,500	\$528,245	\$701,401	\$929,401	\$1,248,835
Other Expenses					
Marketing and Materials	\$15,000	\$18,000	\$23,000	\$29,500	\$36,000
D&O	\$9,500	\$11,700	\$13,200	\$16,850	\$19,300
total other expenses	\$24,500	\$29,700	\$36,200	\$46,350	\$55,300
Administrative Expenses					
Manager Fees	\$200,000	\$220,000	\$240,000	\$260,000	\$280,000
Net Cost of reinsurance	\$300,000	\$390,000	\$510,903	\$677,962	\$916,733
Total Admin Expenses	\$500,000	\$610,000	\$750,903	\$937,962	\$1,196,733
Total Plan Expenses	\$4,647,000	\$6,052,695	\$7,874,752	\$10,388,241	\$13,960,036
Net Income Before					
Income Taxes	\$452,600	\$595,799	\$812,316	\$1,134,885	\$1,613,211
Federal Taxes	\$150,000	\$195,390	\$255,451	\$338,981	\$458,367
Net Income (loss)	\$302,600	\$400,409	\$556,865	\$795,904	\$1,154,844
Surplus, January 1	0	\$1,302,600	\$1,703,009	\$2,259,874	\$3,055,778
Capital Contributions	\$1,000,000	0	0	0	0
Dividend Distributions	0	0	0	0	0
Surplu, December 31	\$1,302,600	\$1,703,009	\$2,259,874	\$3,055,778	\$4,210,622

**APPENDIX B - FORM OF THE SERIES A Share of Common Stock
(Separate Attachment)**

To be Determined

**APPENDIX C - INTELLECTUAL PROPERTY AGREEMENTS
(Separate Attachment)**

to be determined

APPENDIX D - SUBSCRIPTION DOCUMENTS

Application for Subscription for Common Stock

The National Associations Health Plan Company, Inc. (In Organization)
1001 Pyramid Way, Suite 206
Sparks, NV 89431
(775) 331-1945

THE TERMS AND CONDITIONS OF THE OFFERING ARE SET FORTH IN THE ACCOMPANYING OFFERING CIRCULAR. PERSONS WHO WISH TO SUBSCRIBE FOR SHARES OF COMMON STOCK IN THE OFFERING ARE URGED TO CAREFULLY READ THE OFFERING CIRCULAR IN ITS ENTIRETY PRIOR TO SUBMITTING THIS APPLICATION.

ALL SUBSCRIPTIONS, ONCE SUBMITTED, ARE IRREVOCABLE BY THE SUBSCRIBER. NO APPLICATION FOR SUBSCRIPTION IS BINDING ON THE COMPANY UNTIL ACCEPTED BY IT AND THE COMPANY RESERVES THE RIGHT TO ACCEPT OR REJECT IN WHOLE OR IN PART, IN ITS SOLE DISCRETION, ANY SUBSCRIPTION FOR SHARES. IN ADDITION, AFTER ACCEPTANCE BY THE COMPANY ANY SUBSCRIPTION MAY BE CANCELED BY THE COMPANY UNTIL SUCH TIME AS THE COMPANY RECEIVES ALL NECESSARY APPROVALS TO OPEN FOR BUSINESS AND OPENS FOR BUSINESS, IF SUCH CANCELLATION IS REQUIRED BY AN APPLICABLE REGULATORY AUTHORITY.

1. **Subscription; Purchase Price.** The undersigned hereby irrevocably subscribes for the number of shares indicated below, at \$1.00 per share and encloses payment in full of the total purchase price of such shares. The undersigned acknowledges that subscriptions for less than \$10,000 will not be accepted unless at the discretion of the Board of Directors. Attached is a check, bank draft or money order made payable to "NAHPC, Inc. or The National Associations Health Plan Company, Inc."

_____ x \$1.00 = \$ _____
no. of shares subscribed offering price amount payable

2. (a) **Registration Instructions.** This part must be completed with respect to all Shares purchased.

(name(s) in which securities are to be registered)

(Address, including Street, City, County, State and Zip Code)

Taxpayer identification or Social Security Number: _____

Manner in which securities are to be owned:

___ Tenants in Common ___ Joint Tenants ___ Uniform Transfer to Minors

___ Individual ___ Other _____ (for example, corporation, trust, estate. If shares are purchased for a trust, the date of the trust agreements and trust title must be included.)

- (b) **Special Delivery Instructions.** If certificate(s) representing the Shares subscribed for is to be delivered to an address other than as indicated on the face of this Agreement.

Name

(address, including street, city, state, county, and zip code)

3. **Deadline.** This application for Subscription and payment in full of the Subscription Price must be actually received by the Company no later than 5:00 p.m. pacific time on July 15, 2003 (the "Termination Date") unless the Offering is terminated earlier or extended by the Company.

By submitting this Subscription Application, the undersigned hereby acknowledge(s) and agree(s) to the following terms and conditions:

1. I/we have been furnished by the Company with an Offering Circular, have been afforded sufficient time to review the Offering Circular, and have based my/our decision to execute this Application for Subscription solely on the information contained in the Offering Circular. I/we understand the terms and conditions of the offering as specified in the Offering Circular for this Application for Subscription are incorporated by reference.
2. The funds received from the undersigned and deposited with "The National Associations Health Plan Company, Inc. (NAHPC) may be used by the Company at its Discretion
3. It is further understood that if for any reason, the Company does not commence operations that the funds will not be returned to investor without any further liability on the part of the Company.

Name of Subscriber: _____

SIGNATURE: _____ DATED: _____
(signature(s) of subscriber(s) exactly as name(s) appear above

If signature is by trustee(s), executors(s), administrator(s), guardian(s), attorney(s)-in-fact, agent(s), officer(s) of a corporation or another acting in a fiduciary or representative capacity, please provide the following information as to such person(s).

Name: (please print): _____

Capacity (full title): _____

Address(including zip code): _____

Business Telephone Number(including area code): _____

Taxpayer identification or Social Security Number: _____

MAIL COMPLETED APPLICATIONS TO:

**The National Associations Health Plan Company, Inc.
1001 Pyramid Way, Suite 206
Sparks, NV 89431**