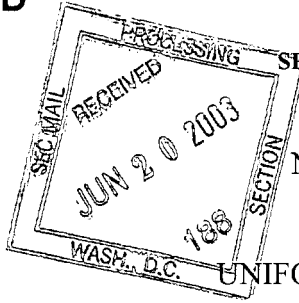


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FORM D



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

FORM D

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

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

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

Name of Offering (Sale of Common Stock), Filing Under (Rule 504, 505, 506, Section 4(6), ULOE), Type of Filing (New Filing, Amendment)

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer. Name of Issuer (Prime Office Products, Inc.), Address of Executive Offices (3841 Green Hills Village Dr., Suite 420, Nashville, Tennessee 37215), Telephone Number (615-843-1400), Address of Principal Business Operations, Brief Description of Business (Office Supply Distributor)



03023467

Type of Business Organization (corporation, limited partnership, other), Actual or Estimated Date of Incorporation or Organization (04 1999, Actual), Jurisdiction of Incorporation or Organization (DE)

PROCESSED

JUN 23 2003

THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal: Who Must File, When To File, Where to File, Copies Required, Information Required, Filing Fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION

Failure to file notice in the appropriate states will result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Handwritten initials

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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

Full Name (Last name first, if individual)  
Cascio, Paul H.

Business or Residence Address (Number and Street, City, State, Zip Code)  
20600 Chagrin Blvd., Suite 1150, Cleveland, Ohio 44122

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

Full Name (Last name first, if individual)  
Cook, Kevin J.

Business or Residence Address (Number and Street, City, State, Zip Code)  
20600 Chagrin Blvd., Suite 1150, Cleveland, Ohio 44122

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

Full Name (Last name first, if individual)  
Brantley Partners IV, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)  
20600 Chagrin Blvd., Suite 1150, Cleveland, Ohio 44122

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

Full Name (Last name first, if individual)  
Brantley Capital Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)  
20600 Chagrin Blvd., Suite 1150, Cleveland, Ohio 44122

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

Full Name (Last name first, if individual)  
McLemore, Jr., J. Donald

Business or Residence Address (Number and Street, City, State, Zip Code)  
310 25th Avenue North, Nashville, Tennessee 37203

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

Full Name (Last name first, if individual)  
Southern Venture Fund SBIC, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)  
310 25th Avenue North, Nashville, Tennessee 37203

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

Full Name (Last name first, if individual)  
Estate of Robert C. Fisher, Sr.

Business or Residence Address (Number and Street, City, State, Zip Code)  
350 Royal Poinciana Plaza, Palm Beach, Florida 33480

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

Full Name (Last name first, if individual)  
Gable, Dan

Business or Residence Address (Number and Street, City, State, Zip Code)  
850 Main Street, Forest Park, Georgia 30050

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

Full Name (Last name first, if individual)  
Bell, George & Katleen

Business or Residence Address (Number and Street, City, State, Zip Code)  
4235 Boston Street, Baltimore, Maryland 21224

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

Full Name (Last name first, if individual)  
Christians, Paul J.

Business or Residence Address (Number and Street, City, State, Zip Code)  
3841 Green Hills Village Dr., Suite 420, Nashville, Tennessee 37215

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

Full Name (Last name first, if individual)  
Fisher, Jr., Robert C.

Business or Residence Address (Number and Street, City, State, Zip Code)  
3841 Green Hills Village Dr., Suite 420, Nashville, Tennessee 37215

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

Full Name (Last name first, if individual)  
Christenson, Jerry

Business or Residence Address (Number and Street, City, State, Zip Code)  
3841 Green Hills Village Dr., Suite 420, Nashville, Tennessee 37215

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

Full Name (Last name first, if individual)  
Schwarz, Steven R.

Business or Residence Address (Number and Street, City, State, Zip Code)  
810 Andover Court, Prospect Heights, Illinois 60013

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

Full Name (Last name first, if individual)  
Johnston, Donald M.

Business or Residence Address (Number and Street, City, State, Zip Code)  
One Burton Hills Boulevard, Suite 350, Nashville, TN 37215

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

Full Name (Last name first, if individual)  
Hornsby, Paul R.

Business or Residence Address (Number and Street, City, State, Zip Code)  
4710 Interstate Drive, Cincinnati, Ohio 45246

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

Full Name (Last name first, if individual)  
Christians, John M.

Business or Residence Address (Number and Street, City, State, Zip Code)  
3841 Green Hills Village Drive, Suite 420, Nashville, Tennessee 37215

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

Full Name (Last name first, if individual)  
Walker, Terry L.

Business or Residence Address (Number and Street, City, State, Zip Code)  
4235 Boston Street, Baltimore, MD 21224

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

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Full Name (Last name first, if individual)

Miller, Michael J.

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

2707 Realty Drive, Suite 120, Carrollton, TX 75006

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

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Full Name (Last name first, if individual)

Evans, Ronald L.

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

3234 Nimitz Parkway, South Bend, IN 46628

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

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Full Name (Last name first, if individual)

Archer, Judy

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

11515 S. Portland, Oklahoma City, OK 73170

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**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? \$ N/A

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)

N/A

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]	[NH]	[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]	[NH]	[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]	[NH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

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

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none or zero." If the transaction is a "change offering", check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt _____	\$ 0	\$ 0
Equity _____	\$ 112,010.40	\$ 112,010.40
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants) _____	\$ 0	\$ 0
Partnership Interests _____	\$ 0	\$ 0
Other (Specify _____)	\$ 0	\$ 0
Total _____	\$ 112,010.40	\$ 112,010.40

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 of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors _____	1	\$ 112,010.40
Non-accredited Investors _____	0	\$ 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 _____		\$ _____
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 issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees _____	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs _____	<input type="checkbox"/>	\$ _____
Legal Fees _____	<input checked="" type="checkbox"/>	\$ 15,000
Accounting Fees _____	<input type="checkbox"/>	\$ _____
Engineering Fees _____	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) _____	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total _____	<input checked="" type="checkbox"/>	\$ 15,000

**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."

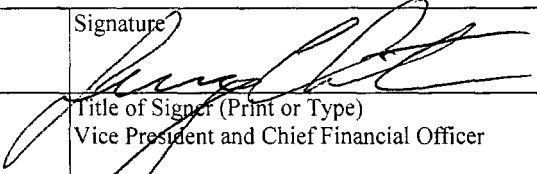
\$ 97,010.40

5. Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	<input type="checkbox"/>	\$	Payments to Officers, Directors, & Affiliates	<input type="checkbox"/>	\$	Payments to Others
Salaries and fees _____	<input type="checkbox"/>	\$ 0		<input type="checkbox"/>	\$ 0	
Purchase of real estate _____	<input type="checkbox"/>	\$ 0		<input type="checkbox"/>	\$ 0	
Purchase, rental or leasing and installation of machinery and equipment _____	<input type="checkbox"/>	\$ 0		<input type="checkbox"/>	\$ 0	
Construction or leasing of plant buildings and facilities _____	<input type="checkbox"/>	\$ 0		<input type="checkbox"/>	\$ 0	
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"/>	\$ 0		<input type="checkbox"/>	\$ 0	
Repayment of indebtedness _____	<input type="checkbox"/>	\$ 0		<input type="checkbox"/>	\$ 0	
Working capital _____	<input type="checkbox"/>	\$ 0		<input type="checkbox"/>	\$ 0	
Other (specify): <u>Partial consideration for acquisition</u>	<input checked="" type="checkbox"/>	\$ 0		<input checked="" type="checkbox"/>	\$ 97,010.40	
Column Totals _____	<input type="checkbox"/>	\$ 0		<input type="checkbox"/>	\$ 0	
Totally Payments Listed (column totals added) _____	<input type="checkbox"/>	\$ 0		<input checked="" type="checkbox"/>	\$ 97,010.40	
				<input checked="" type="checkbox"/>	\$ 97,010.40	

**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) Prime Office Products, Inc.	Signature 	Date 6/19/02
Name of Signer (Print or Type) Jerry Christenson	Title of Signer (Print or Type) Vice President and Chief Financial Officer	

**ATTENTION**

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