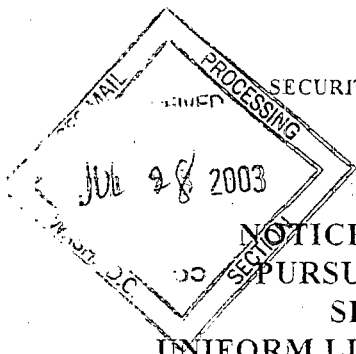


FORM D



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

1139645 OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response: 6.00

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

Name of Offering () check if this is an amendment and name has changed, and indicate change Coventry CareLink Bond Offering

Filing Under (Check box(es) that apply): Rule 504 Rule 505 X Rule 506 Section 4(6) ULOE Type of Filing: X New Filing Amendment

A BASIC IDENTIFICATION DATA

() Enter the information requested about the issuer

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



03028183

Address of Executive Offices (Number and Street, City, State, Zip Code) 1302 Concourse Drive Suite 202, Linthicum, Maryland 21090 Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code) (410) 850-9060 Telephone Number (Including Area Code)

Brief Description of Business

Holding Company for Long-Term Care Insurer

Type of Business Organization

- X corporation limited partnership, already formed other (please specify) business trust limited partnership, to be formed

PROCESSED

Actual or Estimated Date of Incorporation or Organization: Month Year 112 917 X Actual Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: MD) CN for Canada; FN for other foreign jurisdiction

JUL 29 2003 THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 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 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: SEC Securities and Exchange Commission, 450 Fifth Street, NW Washington, DC 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.

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.



Enter the information requested for the following:

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

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

Full Name (Last name first, if individual)

Coventry Resources Corp.

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

1302 Concourse Drive, Suite 202, Linthicum, MD 21090

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

Full Name (Last name first, if individual)

CCRC Provider Services Corporation

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

1302 Concourse Drive, Suite 202, Linthicum, MD 21090

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

Full Name (Last name first, if individual)

Haldeman, Robert B.

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

1624 Bolton Street, Baltimore, MD 21217

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

Full Name (Last name first, if individual)

DeGaeta, Albert M.

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

10 Patriot Road, Gladstone, NJ 07934

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

Full Name (Last name first, if individual)

DeGaeta, Linda

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

20 Sheephill Drive, Gladstone, NJ 07934

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

Full Name (Last name first, if individual)

Mullan, Geraldine M.

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

700 West University Parkway, Baltimore, MD 21210

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

Full Name (Last name first, if individual)

Smith, David

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

McGinn, Smith & Company, Inc., One Capital Center, 99 Pine Street, Albany, NY 12207



Enter the information requested for the following:

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

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

Full Name (Last name first, if individual)
Neugroschel, William J.

Business or Residence Address (Number and Street, City, State, Zip Code)
8522 Autumn Rust Road, Ellicott City, MD 21043

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

Full Name (Last name first, if individual)
Drought, Barbara A.

Business or Residence Address (Number and Street, City, State, Zip Code)
4513 Salam Bottom Road, Westminster, MD 21157

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

Full Name (Last name first, if individual)
Langmuir, J. Gary

Business or Residence Address (Number and Street, City, State, Zip Code)
Wohlsen Construction Company, 548 Steel Way, Lancaster, PA 17604

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

Full Name (Last name first, if individual)
Miller, Cleaveland D.

Business or Residence Address (Number and Street, City, State, Zip Code)
250 West Pratt Street, 16th Floor, Baltimore, MD 21201

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

Full Name (Last name first, if individual)
Carey, H. Schoss

Business or Residence Address (Number and Street, City, State, Zip Code)
1200 S. Clinton Street, 1B, Baltimore, MD 21224

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

Full Name (Last name first, if individual)
Moncure, Jane G.

Business or Residence Address (Number and Street, City, State, Zip Code)
3402 Buttonwood Court, Reisterstown, MD 21136

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

Full Name (Last name first, if individual)
Haldeman, Gail M.

Business or Residence Address (Number and Street, City, State, Zip Code)
1624 Bolton Street, Baltimore, MD 21217

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? \$ 25,000

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)

McGinn, Smith & Co., Inc.

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

One Capital Centre, 99 Pine Street, Albany, New York 12207

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 KY DE DC FL GA HI ID
IL IN IA KS KY LA ME MD MA MI MN MS MO
MT NE NV NH NJ NM NY NC ND OH OK OR PA
RI SC SD TN TX UT VT VA WA WV WI WY PR

Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

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

(Check "All States" or check individual States) All States

AL AK AZ AR CA CO CT DE DC FL GA HI ID
IL IN IA KS KY LA ME MD MA MI MN MS MO
MT NE NV NH NJ NM NY NC ND OH OK OR PA
RI SC SD TN TX UT VT VA WA WV WI WY PR

Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

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

(Check "All States" or check individual States) All States

AL AK AZ AR CA CO CT DE DC FL GA HI ID
IL IN IA KS KY LA ME MD MA MI MN MS MO
MT NE NV NH NJ NM NY NC ND OH OK OR PA
RI SC SD TN TX UT VT VA WA WV WI WY PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

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 <input type="checkbox"/>	\$9,000,000	\$ 100,000
Equity <input type="checkbox"/>	\$ _____	\$ _____
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants) <input type="checkbox"/>	\$ _____	\$ _____
Partnership Interests <input type="checkbox"/>	\$ _____	\$ _____
Other (Specify _____) <input type="checkbox"/>	\$ _____	\$ _____
Total <input type="checkbox"/>	\$9,000,000	\$ 100,000

Answer also in Appendix, Column 3, if filing under ULOE

2 Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines Enter "0" if answer is "none" or "zero"

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors <input type="checkbox"/>	1	\$ 100,000
Non-accredited Investors <input type="checkbox"/>	0	\$ 0
Total (for filings under Rule 504 only) <input type="checkbox"/>		\$ _____

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	<input type="checkbox"/>	\$ _____
Regulation A	<input type="checkbox"/>	\$ _____
Rule 504	<input type="checkbox"/>	\$ _____
Total	<input type="checkbox"/>	\$ _____

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"/>	\$ _____
Printing and Engraving Costs <input checked="" type="checkbox"/>	\$ 15,000.00
Legal Fees <input checked="" type="checkbox"/>	\$ 85,000.00
Accounting Fees <input type="checkbox"/>	\$ _____
Engineering Fees <input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) <input checked="" type="checkbox"/>	\$ 900,000.00
Other Expenses (identify) _____ <input type="checkbox"/>	\$ _____
Total <input checked="" type="checkbox"/>	\$1,000,000.00

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 This difference is the "adjusted gross proceeds to the issuer"

\$ 8,000,000

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 4B above

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees <input checked="" type="checkbox"/>	\$ 1,070,000	\$ 1,070,000
Purchase of real estate <input type="checkbox"/>	\$ _____	\$ _____
Purchase, rental or leasing and installation of machinery and equipment <input type="checkbox"/>	\$ _____	\$ _____
Construction or leasing of plant buildings and facilities <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"/>	\$ _____	\$ _____
Repayment of indebtedness <input type="checkbox"/>	\$ _____	\$ _____
Working capital <input checked="" type="checkbox"/>	\$ 770,000	\$ 1,470,000
Other (specify): <u>Funded Interest</u> <input type="checkbox"/>	\$ _____	\$ 1,620,000
<hr/>		
<u>Investment</u>	<input checked="" type="checkbox"/> \$ 2,000,000	<input type="checkbox"/> \$ _____
Column Totals <input checked="" type="checkbox"/>	\$ 3,840,000	\$ 4,160,000
Total Payments Listed (column totals added) <input checked="" type="checkbox"/>	\$ 8,000,000	

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) Coventry CareLink Holding Corp.	Signature <i>W. Neugroschel</i>	Date July 24, 2003
Name of Signer (Print or Type) William J. Neugroschel	Title of Signer (Print or Type) Chief Executive Officer	

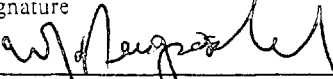
Intentional misstatements or omissions of fact constitute federal criminal violations (See 18 U.S.C. 1001)

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 239.00) at such times as required by state law
- 3 The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees
- 4 The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person

Issuer (Print or Type) Coventry CareLink Holding Corp.	Signature 	Date July 24, 2003
Name (Print or Type) William J. Neugroschel	Title (Print or Type) Chief Executive Officer	

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

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		X	Bonds \$9,000,000						X
AR									
CA		X	Bonds \$9,000,000						X
CO									
CT		X	Bonds \$9,000,000						X
DE									
DC									
FL		X	Bonds \$9,000,000						X
GA		X	Bonds \$9,000,000						X
HI									
ID									
IL		X	Bonds \$9,000,000						X
IN									
IA									
KS									
KY									
LA									
ME									
MD		X	Bonds \$9,000,000						X
MA									
MI									
MN									
MS									

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO									
MT									
NE									
NV									
NH									
NJ		X	Bonds \$9,000,000						X
NM									
NY		X	Bonds \$9,000,000	1	\$100,000				X
NC									
ND									
OH									
OK									
OR									
PA		X	Bonds \$9,000,000						X
RI									
SC									
SD									
TN									
TX		X	Bonds \$9,000,000						X
UT									
VT									
VA									
WA									
WV									
WI									

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									