

PR

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SECTION 188
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SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

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

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
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

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DATE RECEIVED

PROCESSED
DEC 02 2003

Name of Offering (check if this is an amendment and name has changed, and indicate change.) HEALTH II OF OHIO, LLC, an Arizona limited liability company

THOMSON FINANCIAL

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 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 (check if this is an amendment and name has changed, and indicate change.) HEALTH II OF OHIO, LLC, an Arizona limited liability company

Address of Executive Offices (Number and Street, City, State, Zip Code)
Telephone Number (Including Area Code) 8723 East Via de Commercio, Scottsdale, AZ 85258
480-315-8607

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

Brief Description of Business: Home health care equipment sales and rentals

- 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) Ventura Staffing, Inc. an Arizona corporation as General Partner of VAUGHN-LEAVITT LIMITED PARTNERSHIP as Managing Member of Issuer

Business or Residence Address (Number and Street, City, State, Zip Code)
8723 East Via de Commercio, Scottsdale, AZ 85258

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

Full Name (Last name first, if individual) Anderson, Anthony M.

Business or Residence Address (Number and Street, City, State, Zip Code)
8723 East Via de Commercio, Scottsdale, AZ 85258

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

Full Name (Last name first, if individual) Anderson, Patricia M

Business or Residence Address (Number and Street, City, State, Zip Code)
8723 East Via de Commercio, Scottsdale, AZ 85258

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

Full Name (Last name first, if individual) Thompson, James R.

Business or Residence Address (Number and Street, City, State, Zip Code)
8723 East Via de Commercio, Scottsdale, AZ 85258

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

Full Name (Last name first, if individual) Health II Holdings, LLC, an Arizona Limited liability company

Business or Residence Address (Number and Street, City, State, Zip Code)
8723 East Via de Commercio, Scottsdale, AZ 85258

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

Apply: Owner Officer Managing Partner

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

B. INFORMATION ABOUT OFFERING

- 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No [] [x]
2. What is the minimum investment that will be accepted from any individual?..... \$50,000
3. Does the offering permit joint ownership of a single unit?..... Yes No [x] []

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.

Full Name (Last name first, if individual) Next Step Advisors, LLC

Business or Residence Address (Number and Street, City, State, Zip Code) 10768 East Acoma Drive, Scottsdale, AZ 85255

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] x [AR] [CA] x [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

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 [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
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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

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(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 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	\$ 2,000,000	\$ 1,750,000
Equity	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify _____).	\$ 0	\$ 0
Total	\$ 2,000,000	\$ 1,750,000

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	5	\$ 1,750,000
Non-accredited Investors	0	\$ 0

Total (for filings under Rule 504 only) 0 \$ 0

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, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. N/A

Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$ <u>0</u>
Regulation A		\$ <u>0</u>
Rule 504		\$ <u>0</u>
Total		\$ <u>0</u>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ <u>0</u>
Printing and Engraving Costs	<input type="checkbox"/>	\$ <u>0</u>
Legal Fees	<input checked="" type="checkbox"/>	\$ <u>50,000</u>
Accounting Fees	<input checked="" type="checkbox"/>	\$ <u>30,000</u>
Engineering Fees	<input type="checkbox"/>	\$ <u>0</u>
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ <u>0</u>
Other Expenses (identify)	<input type="checkbox"/>	\$ <u>0</u>
Total	<input checked="" type="checkbox"/>	\$ <u>80,000</u>

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. \$---1,920,000----
 This difference is the "adjusted gross proceeds to the issuer."

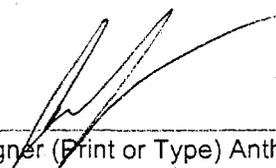
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted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

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Purchase of real estate	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Acquisition of other businesses (including the value of	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/>

securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		\$ 1,340,000
Repayment of indebtedness: Assets Purchased from Bankruptcy Court Secured Creditor.; Payment to Unsecured Creditors Committee.....	<input type="checkbox"/> 0	<input type="checkbox"/> 0
Working capital	<input checked="" type="checkbox"/> \$480,000	<input type="checkbox"/> \$ _____
Other (specify): Attorneys fees for issuer representation in the negotiation, acquisition and approval of sale of bankrupt's assets, due diligence and travel costs for the acquisition of Business and costs of offering	<input type="checkbox"/>	<input type="checkbox"/> \$ 100,000
_____	<input type="checkbox"/>	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/>	<input type="checkbox"/> \$ _____
Column Totals	<input checked="" type="checkbox"/> \$480,000	<input type="checkbox"/> \$ 1,440,000
Total Payments Listed (column totals added)		<input type="checkbox"/> \$ 1,920,000

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
HEALTH II OF OHIO, LLC		10/21/03
Name of Signer (Print or Type)	Title of Signer (Print or Type) Anthony M. Anderson, President of Ventura Staffing, Inc. as General Partner of VAUGHN-LEVITT Limited Partnership, an Arizona limited partnership, Managing Member of HEALTH II OHIO, LLC	
Anthony M. Anderson		

ATTENTION

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

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

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WY									
PR									

<http://www.sec.gov/divisions/corpfm/forms/formd.htm>
Last update: 06/06/2002