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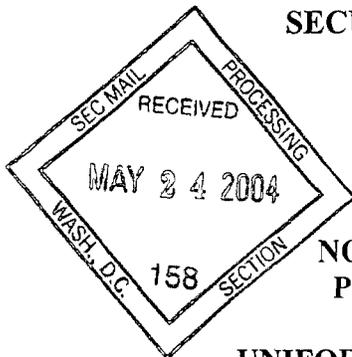
SEC 1972 Potential persons who are to respond to the collection of information contained in this form are not (6-02) required to respond unless the form displays a currently valid OMB control number.

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 unless such exemption is predicated on the filing of a federal notice.

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

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



FORM D

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

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

1200202

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

RS GROUP OF COMPANIES, INC. SERIES B CONVERTIBLE PREFERRED STOCK & WARRANTS

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

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)

RS GROUP OF COMPANIES, INC.

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

200 YORKLAND BLVD, SUITE 200, TORONTO, ONTARIO M2J 5C1 (416)391-4223

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

(if different from Executive Offices)

(SAME)

Brief Description of Business

A holding company for a group of insurance and finance related businesses and affinity program managers, for the purpose of managing and providing strategy and expertise to its companies and investments.

PROCESSED

MAY 28 2004

THOMSON FINANCIAL

Handwritten signature

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:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

HAMILTON, JOHN (Chairman of Board & Chief Executive Officer)

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

c/o RS GROUP OF COMPANIES, 200 YORKLAND BLVD, STE 200, TORONTO, ONTARIO M2J 5C1

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

SANDERSON, DAVID (Chief Financial Officer)

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

c/o RS GROUP OF COMPANIES, INC., 200 YORKLAND BLVD, STE 200, TORONTO, ONTARIO M2J 5C1

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

MIN, KENNETH (Chief Operating Officer)

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

c/o RS GROUP OF COMPANIES, 200 YORKLAND BLVD, STE 200, TORONTO, ONTARIO M2J 5C1

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

KRUK, EDWARD (Senior Vice President-Finance)

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

c/o RS GROUP OF COMPANIES, INC., 200 YORKLAND BLVD, STE 200, TORONTO, ONTARIO M2J 5C1

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
---------------------------	-----------------------------------	---	--	--	--

Full Name (Last name first, if individual)

LANGE, GAVIN

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

c/o RS GROUP OF COMPANIES, INC., 200 YORKLAND BLVD, STE 200, TORONTO, ONTARIO M2J 5C1

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

PENTURN, JAMES

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

c/o RS GROUP OF COMPANIES, INC., 200 YORKLAND BLVD, STE 200, TORONTO, ONTARIO M2J 5C1

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

Full Name (Last name first, if individual)

CHANDARIA, NAVIN

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

c/o RS GROUP OF COMPANIES, INC., 200 YORKLAND BLVD, STE 200, TORONTO, ONTARIO M2J 5C1

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

Full Name (Last name first, if individual)

SORDI, SANDRO (SEC'Y&GC)

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

c/o RS GROUP OF COMPANIES, INC., 200 YORKLAND BLVD, STE 200, TORONTO, ONTARIO M2J 5C1

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

Full Name (Last name first, if individual)

NAPPER, CHARLES (PRES)

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

c/o RS GROUP OF COMPANIES, INC., 200 YORKLAND BLVD, STE 200, TORONTO, ONTARIO M2J 5C1

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

Full Name (Last name first, if individual)

STONHILL, STEPHEN

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

c/o RS GROUP OF COMPANIES, INC., 200 YORKLAND BLVD, STE 200, TORONTO, ONTARIO M2J 5C1

(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?..... \$3,200.00
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)

Halpern Capital Inc.

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

18851 NE 29th Avenue, Suite 500, Aventura, FL 33180-2808

Name of Associated Broker or Dealer

N/A

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

Full Name (Last name first, if individual)

Ardent Advisors, LLC

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

1637 Oakwood Dr., Unit S2222, Narberth, Pennsylvania 19072-1008

Name of Associated Broker or Dealer

N/A

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

Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

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

(Check "All States" or check individual States)

All States

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

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

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

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if 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	\$0	\$0
Equity	\$0	\$0
[] Common [x] Preferred		
Convertible Securities (including warrants)	\$8,580,000	\$8,580,000
Partnership Interests	\$0	\$0
Other (Specify)	\$0	\$0
Total	\$8,580,000	\$8,580,000

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	58	\$8,580,000
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	58	\$8,580,000

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.

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

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the 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 checked="" type="checkbox"/>	\$5,000
Printing and Engraving Costs	<input type="checkbox"/>	\$0
Legal Fees	<input checked="" type="checkbox"/>	\$20,000
Accounting Fees	<input type="checkbox"/>	\$0
Engineering Fees	<input type="checkbox"/>	\$0
Sales Commissions (specify finders' fees separately) ARDENT ADVISORS, LLC	<input checked="" type="checkbox"/>	\$300,000
Other Expenses (identify) <u>HALPERN CAPITAL INC.</u>	<input checked="" type="checkbox"/>	\$287,000
	<input type="checkbox"/>	\$0
Total	<input checked="" type="checkbox"/>	\$612,000

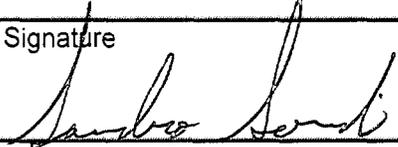
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$7,968,000

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"/> \$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 checked="" type="checkbox"/> \$2,968,000
Other (specify): <u>VARIOUS ACQUISITIONS</u>	<input type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$5,000,000
<hr/>	<input type="checkbox"/> \$0	<input type="checkbox"/> \$0
Column Totals	<input type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$7,968,000
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$7,968,000	

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) RS Group Of Companies, Inc.	Signature 	Date May 17, 2004
Name of Signer (Print or Type) Sandro Sordi	Title (Print or Type) Secretary & General Counsel	

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
[] [X]

.....
See Appendix, Column 5, for state response.

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

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

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

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

Issuer (Print or Type) RS Group Of Companies, Inc.	Signature	Date May 17, 2004
Name of Signer (Print or Type) Sandro Sordi	Title (Print or Type) Secretary & General Counsel	

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		X	NONE	NONE	NONE	NONE	NONE		X
AK		X	NONE	NONE	NONE	NONE	NONE		X
AZ		X	NONE	NONE	NONE	NONE	NONE		X
AR		X	NONE	NONE	NONE	NONE	NONE		X
CA		X	PFD CONV'BLE \$3,975,200	21	4,969,000	NONE	NONE		X
CO		X	PFD CONV'BLE \$129,600	2	162,000	NONE	NONE		X
CT		X	PFD CONV'BLE \$708,000	3	885,000	NONE	NONE		X
DE		X	NONE	NONE	NONE	NONE	NONE		X
DC		X	PFD CONV'BLE \$50,400	2	63,000	NONE	NONE		X
FL		X	PFD CONV'BLE \$530,000	3	662,500	NONE	NONE		X
GA			NONE						

		X		NONE	NONE	NONE	NONE		X
HI		X	NONE	NONE	NONE	NONE	NONE		X
ID		X	PFD CONV'BLE \$300,000	1	375,000	NONE	NONE		X
IL		X	NONE	NONE	NONE	NONE	NONE		X
IN		X	NONE	NONE	NONE	NONE	NONE		X
IA		X	NONE	NONE	NONE	NONE	NONE		X
KS		X	NONE	NONE	NONE	NONE	NONE		X
KY		X	NONE	NONE	NONE	NONE	NONE		X
LA		X	PFD CONV'BLE \$4,800	1	6,000	NONE	NONE		X
ME		X	NONE	NONE	NONE	NONE	NONE		X
MD		X	NONE	NONE	NONE	NONE	NONE		X
MA		X	NONE	NONE	NONE	NONE	NONE		X
MI		X	NONE	NONE	NONE	NONE	NONE		X
MN		X	NONE	NONE	NONE	NONE	NONE		X
MS		X	NONE	NONE	NONE	NONE	NONE		X
MO		X	NONE	NONE	NONE	NONE	NONE		X
MT		X	NONE	NONE	NONE	NONE	NONE		X
NE		X	NONE	NONE	NONE	NONE	NONE		X

NV		X	NONE	NONE	NONE	NONE	NONE		X
NH		X	NONE	NONE	NONE	NONE	NONE		X
NJ		X	PFD CONV'BLE \$3,200	1	4,000	NONE	NONE		X
NM		X	PFD CONV'BLE \$40,000	1	50,000	NONE	NONE		X
NY		X	PFD CONV'BLE \$843,600	11	1,054,500	NONE	NONE		X
NC		X	NONE	NONE	NONE	NONE	NONE		X
ND		X	NONE	NONE	NONE	NONE	NONE		X
OH		X	NONE	NONE	NONE	NONE	NONE		X
OK		X	NONE	NONE	NONE	NONE	NONE		X
OR		X	PFD CONV'BLE \$120,000	3	150,000	NONE	NONE		X
PA		X	NONE	NONE	NONE	NONE	NONE		X
RI		X	NONE	NONE	NONE	NONE	NONE		X
SC		X	NONE	NONE	NONE	NONE	NONE		X
SD		X	NONE	NONE	NONE	NONE	NONE		X
TN		X	PFD CONV'BLE \$170,400	2	213,000	NONE	NONE		X
TX		X	PFD CONV'BLE \$250,000	1	312,500	NONE	NONE		X
UT		X	NONE	NONE	NONE	NONE	NONE		X

VT		X	NONE	NONE	NONE	NONE	NONE		X
VA		X	PFD CONV'BLE \$290,000	2	362,500	NONE	NONE		X
WA		X	PFD CONV'BLE \$15,200	1	19,000	NONE	NONE		X
WV		X	NONE	NONE	NONE	NONE	NONE		X
WI		X	PFD CONV'BLE \$500,000	1	625,000	NONE	NONE		X
WY		X	NONE	NONE	NONE	NONE	NONE		X
PR		X	NONE	NONE	NONE	NONE	NONE		X

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Last update: 06/06/2002