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

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FORM D

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

Name of Offering check if this is an amendment and name has changed, and indicate change.)
Private placement of common stock, par value \$0.0001 per share ("Common Stock"), of NationsHealth, Inc. (formerly known as Millstream Acquisition Corporation) (the "Issuer"), pursuant to the Amended and Restated Agreement and Plan of Merger, dated as of August 10, 2004, among Millstream Acquisition Corporation, N Merger L.L.C. and NationsHealth Holdings, L.L.C. (the "Merger Agreement").

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.)

NationsHealth, Inc. (formerly known as Millstream Acquisition Corporation)

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

13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325

Telephone Number (Including Area Code)

(954) 903-5000

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

(if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

Provider of medical products and prescription discount services to Medicare participants and other senior citizens

Type of Business Organization

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

Month Year

Actual or Estimated Date of Incorporation or Organization: April 11, 2003 Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) **DE**

PROCESSED
SEP 15 2004
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 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.

SEC 1972 (2-99) Persons who 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.



A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:¹

- 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)
RGGPLS Holding, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325

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

Full Name (Last name first, if individual)
GRH Holdings, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
6701 Nob Hill Road, Tamarac, Florida 33321

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

Full Name (Last name first, if individual)
Gregg, Robert

Business or Residence Address (Number and Street, City, State, Zip Code)
13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325

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

Full Name (Last name first, if individual)
Spector, Arthur

Business or Residence Address (Number and Street, City, State, Zip Code)
13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325

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

Full Name (Last name first, if individual)
Parker, Glenn M.

Business or Residence Address (Number and Street, City, State, Zip Code)
13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325

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

Full Name (Last name first, if individual)
Stone, Lewis P.

Business or Residence Address (Number and Street, City, State, Zip Code)
13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325

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

Full Name (Last name first, if individual)
Fairbanks, Timothy

Business or Residence Address (Number and Street, City, State, Zip Code)
13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325

¹ The information provided in this Section A gives effect to the private placement of Common Stock, and the consummation of the transactions (including the election of new post-merger directors and officers of the Company) contemplated by, the Merger Agreement and related agreements.

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) Rice, Don K.
Business or Residence Address (Number and Street, City, State, Zip Code) 13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325
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) Hahn, Elliot F.
Business or Residence Address (Number and Street, City, State, Zip Code) 13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325
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) Howard, Richard R.
Business or Residence Address (Number and Street, City, State, Zip Code) 13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325
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) Raymond, George F.
Business or Residence Address (Number and Street, City, State, Zip Code) 13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325
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) Small, Gary D.
Business or Residence Address (Number and Street, City, State, Zip Code) 13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325
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) Steinman, Raymond N.
Business or Residence Address (Number and Street, City, State, Zip Code) 13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325
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) Tabris, Michael D.
Business or Residence Address (Number and Street, City, State, Zip Code) 13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Viaura Holdings, Ltd.
Business or Residence Address (Number and Street, City, State, Zip Code) 6701 Nob Hill Road, Tamarac, Florida 33321

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

Full Name (Last name first, if individual)
Viaura, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
6701 Nob Hill Road, Tamarac, Florida 33321

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

Full Name (Last name first, if individual)
Gusky, Michael

Business or Residence Address (Number and Street, City, State, ZipCode)
6701 Nob Hill Road, Tamarac, Florida 33321

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

Full Name (Last name first, if individual)
Gusky, Robin

Business or Residence Address (Number and Street, City, State, Zip Code)
6701 Nob Hill Road, Tamarac, Florida 33321

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

Full Name (Last name first, if individual)
Glenn M. Parker 2004 Multigenerational Trust

Business or Residence Address (Number and Street, City, State, Zip Code)
13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325

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

Full Name (Last name first, if individual)
Lewis P. Stone 2004 Multigenerational Trust

Business or Residence Address (Number and Street, City, State, Zip Code)
13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325

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

Full Name (Last name first, if individual)
Robert Gregg 2004 Multigenerational Trust

Business or Residence Address (Number and Street, City, State, Zip Code)
13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325

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

Full Name (Last name first, if individual)
Robert Gregg Revocable Trust Dated December 18, 2000

Business or Residence Address (Number and Street, City, State, Zip Code)
13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325

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

Full Name (Last name first, if individual)
Parker, Robin S., as trustee for the Glenn M. Parker 2004 Multigenerational Trust

Business or Residence Address (Number and Street, City, State, Zip Code)
13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325

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

Full Name (Last name first, if individual)

Gregg, Robert, as trustee for the Glenn M. Parker 2004 Multigenerational Trust

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

13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325

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

Full Name (Last name first, if individual)

Stone, Stephanie T., as trustee for the Lewis P. Stone 2004 Multigenerational Trust

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

13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325

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

Full Name (Last name first, if individual)

Parker, Robin S., as trustee for the Lewis P. Stone 2004 Multigenerational Trust

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

13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325

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

Full Name (Last name first, if individual)

Gregg, Pamela Fay, as trustee for the Robert Gregg 2004 Multigenerational Trust

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

13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325

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

Full Name (Last name first, if individual)

Pincus, Kathryn G., as trustee for the Robert Gregg 2004 Multigenerational Trust

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

13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325

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

Full Name (Last name first, if individual)

Gregg, Robert, as trustee for the Robert Gregg Revocable Trust Dated December 18, 2000

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

13650 N.W. 8th Street, Suite 109, Sunrise, Florida 33325

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

Full Name (Last name first, if individual)

Schimmelbusch, Heinz

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

c/o Safeguard International Fund, 435 Devon Park Drive, Building 400, Wayne, Pennsylvania 19087

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

Full Name (Last name first, if individual)

Spector Family Trust

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

c/o Jeremy D. Spector, Trustee, c/o Covington & Burling, 1201 Pennsylvania Avenue NW, Washington DC 20004-2401

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? \$7.16 per share²
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]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

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

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

² \$7.16, the closing price of the Common Stock on August 31, 2004, has been used as an assumed or hypothetical minimum investment price per share solely for purposes of this Form D. Because the shares of Common Stock were issued in a business combination transaction in exchange for all of the issued and outstanding membership interests of NationsHealth Holdings, L.L.C. pursuant to the Merger Agreement, the shares of Common Stock were not sold for cash at any specified price, nor was there any minimum investment price per share that would be accepted from or paid by any individual.

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 column below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ _____	\$ _____
Equity.....	\$153,045,000 ³	\$153,045,000 ⁴
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total.....	\$153,045,000	\$153,045,000

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 of Investors	Aggregate Dollar Amount Of Purchases
Accredited Investors.....	3	\$153,045,000 ⁵
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.....	N/A	\$ N/A
Regulation A.....	N/A	\$ N/A
Rule 504.....	N/A	\$ N/A
Total.....	N/A	\$ N/A

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"/>	\$2,500
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$233,897
Legal Fees.....	<input checked="" type="checkbox"/>	\$2,793,862

³ Pursuant to the Merger Agreement, among other things, the Issuer issued in the merger (as a private placement): (i) 14,142,235 shares of Common Stock to RGGPLS Holding, Inc.; (ii) 6,377,765 shares of Common Stock to GRH Holdings, LLC; and (iii) 855,000 shares of Common Stock to Becton, Dickinson and Company, in each case, in exchange for the issued and outstanding membership interests of NationsHealth Holdings, L.L.C. held by RGGPLS Holding, Inc., GRH Holdings, LLC and Becton, Dickinson and Company, respectively. The total number of shares of Common Stock issued was 21,375,000. When multiplied by the assumed per share price of \$7.16, the total is \$153,045,000. Such total amount has been provided as an assumed or hypothetical amount solely for purposes of this Form D, and does not represent cash proceeds received by the Issuer from the private placement. In fact, no cash proceeds were received by the Issuer from the private placement of shares of Common Stock pursuant to the Merger Agreement, as such shares of Common Stock were issued in exchange for the membership interests of NationsHealth Holdings, L.L.C.

⁴ Please see Footnote 3 above.

⁵ Please see Footnote 3 above.

Accounting Fees.....	<input checked="" type="checkbox"/>	\$48,500
Engineering Fees.....	<input type="checkbox"/>	\$0
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$0
Other Expenses (identify) <u>Nasdaq Quotation Fee</u>	<input checked="" type="checkbox"/>	\$50,000
Total.....	<input checked="" type="checkbox"/>	\$3,128,759

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.”..... \$149,916,241⁶

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.⁷

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees.....	<input checked="" type="checkbox"/> \$15,000	<input checked="" type="checkbox"/> \$50,000
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"/> \$_____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$_____	<input type="checkbox"/> \$_____
Acquisition of other business (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 checked="" type="checkbox"/> \$141,978,455 ⁸
Repayment of indebtedness.....	<input type="checkbox"/> \$_____	<input checked="" type="checkbox"/> \$2,872,786
Working capital.....	<input type="checkbox"/> \$_____	<input type="checkbox"/> \$_____
Other (specify): <u>\$3,000,000 paid in cash to RGGPLS Holding, Inc. at the closing as additional merger consideration</u>	<input type="checkbox"/> \$_____	<input checked="" type="checkbox"/> \$3,000,000 ⁹
Other (specify): <u>\$2,000,000 held in escrow pursuant to an Indemnification and Escrow Agreement, dated as of August 30, 2004, among Continental Stock Transfer & Trust Company, NationsHealth, Inc., Arthur Spector and RGGPLS Holding, Inc.</u>	<input checked="" type="checkbox"/> \$2,000,000	<input type="checkbox"/> \$_____
Column Totals.....	<input checked="" type="checkbox"/> \$2,015,000	<input checked="" type="checkbox"/> \$147,901,241
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$149,916,241 ¹⁰

⁶ Please see Footnote 3 above. The amount of adjusted gross proceeds has been calculated using an assumed or hypothetical aggregate offering price of \$153,045,000. Accordingly, the amount of cash that could be considered adjusted gross proceeds received by the Issuer pursuant to the sale of shares of Common Stock in the private placement is in fact \$0.

⁷ As described in Footnotes 3 and 6 above, no cash proceeds were received by the Issuer from the sale of shares of Common Stock in the private placement. At the consummation of the private placement of the shares of Common Stock and the other transactions contemplated by the Merger Agreement, the funds held in a trust fund into which a significant portion of the proceeds of the Issuer’s initial public offering were deposited were released to the Issuer. All payments of expenses and other amounts (other than the line item above regarding “Acquisition of other business”) by the Issuer were made out of the funds held in such trust account. The payment information provided in this Section C.5 is designed to disclose information regarding payments made by the Issuer in connection with the private placement, but not payments out of gross proceeds or adjusted gross proceeds, of which there were none.

⁸ Please see Footnotes 3, 6 and 7 above. The \$141,978,455 is a hypothetical or assumed amount calculated after all other payments have been subtracted from the hypothetical or assumed gross proceeds solely for purposes of this Form D. Such amount was in fact not received by the Issuer from the private placement, and does not represent any funds available to the Issuer. However, such amount has been hypothetically attributed, solely for purposes of this line item of this Form D, to the acquisition of the business of NationsHealth Holdings, L.L.C. It does not represent the actual value of the shares of Common Stock issued in the private placement, or of the membership interests of NationsHealth Holdings, L.L.C. that were acquired pursuant to the merger.

⁹ At the effective time of the merger, when RGGPLS Holding, Inc. received this payment as additional merger consideration, it was not yet an affiliate of the Issuer.

¹⁰ Please see Footnotes 3, 6, 7 and 8 above.

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) NationsHealth, Inc.	Signature 	Date September 14, 2004
Name of Signer (Print or Type) Glenn M. Parker, M.D.	Title of Signer (Print or Type) Chief Executive Officer	

ATTENTION

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