



05060395

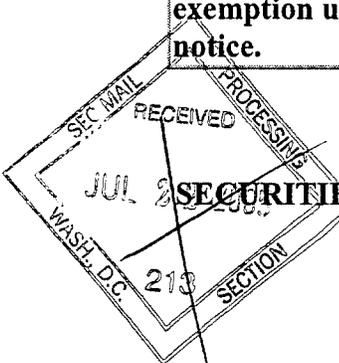
JUL 22 2005

1080

SEC Potential respond to the collection  
1972 of information contained in this form are not required  
(6-02) 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

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

FORM D

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

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

1003987

PROCESSED

JUL 26 2005

THOMSON FINANCIAL B

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

Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [X] Rule 506 [ ] Section 4(6) [X] ULOE

Type of Filing: [ ] New Filing [X] Amendment [X] Final Filing

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.)  
Reliance Bancshares, Inc.



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

11781 Manchester Road, Des Peres, Missouri 63131 (314) 965-5300

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 – Issuer is a Missouri Corporation organized as a bank holding  
company which owns and operates commercial banks in Missouri and Illinois.

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: [ 0 ] 7 [ 9 ] 8 [ x ] 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) [ M ] O

## 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 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 in the notice constitutes a part of this notice and must be completed.

---

**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 checked="" 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
Von Rohr, Jerry S..					

---

Full Name (Last name first, if individual)

37 Fox Meadow, St. Louis, Missouri 63127

---

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

---

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

---

Full Name (Last name first, if individual)

12030 Gailcrest Lane, St. Louis, Missouri 63131

---

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

---

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
Koenemann, Barry D.					

---

Full Name (Last name first, if individual)

12747 Olive street, Suite 101, St. Louis, Missouri 63141

---

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  
Lawder, Fortis M.

Full Name (Last name first, if individual)  
3863 Holly Hills Blvd., St. Louis, Missouri 63116

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  
Demko, Richard M.

Full Name (Last name first, if individual)  
16407 Wilson Creek Road, Chesterfield, Missouri 63005

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  
Casazzone, Ralph W.

Full Name (Last name first, if individual)  
170 Round Hill Road, Greenwich, Connecticut 06831

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  
Moller, John J.

Full Name (Last name first, if individual)  
30101 Agoura Court, Suite 200, Agoura Hills, California 91301

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 ]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$50,000  
(Percentage of ownership or less for current investors or \$50,000 for new investors)

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,

(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 .....	\$ _____	\$ _____
Equity .....	\$18,561,232	\$ 18,561,232
[ x ] Common [ ] Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____).	\$ _____	\$ _____
Total .....	\$18,561,232	\$ 18,561,232

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 .....	206	\$ 18,561,232
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, 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 .....	_____	\$ _____
<u>Regulation A</u> .....	_____	\$ _____

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"/> \$ <u>    -0-    </u>
Printing and Engraving Costs .....	<input checked="" type="checkbox"/> \$ <u>    4,000    </u>
Legal Fees .....	<input checked="" type="checkbox"/> \$ <u>   25,000   </u>
Accounting Fees .....	<input checked="" type="checkbox"/> \$ <u>   25,000   </u>
Engineering Fees .....	<input type="checkbox"/> \$ <u>    -0-    </u>
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/> \$ <u>    -0-    </u>
Other Expenses (identify) <u>Mailing and filing fees</u> .....	<input checked="" type="checkbox"/> \$ <u>    6,000    </u>
Total .....	<input type="checkbox"/> \$ <u>   60,000   </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. This difference is the "adjusted gross proceeds to the issuer." .....

\$18,501,232

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 .....	[ ] \$ _____	[ ] \$ _____
Purchase of real estate .....	[ ] \$ _____	[ ] \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	[ ] \$ _____	[ ] \$ _____
Construction or leasing of plant buildings and facilities.....	[ ] \$ _____	[ ] \$ _____
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) .....	[ ] \$ _____	[ ] \$ _____
Repayment of indebtedness .....	[ ] \$ _____	[ ] \$ _____
Working capital .....	[x] \$18,501,232	[ ] \$ _____
Other (specify): _____ _____ _____	[ ] \$ _____ [ ] \$ _____	[ ] \$ _____ [ ] \$ _____
Column Totals .....	[x] \$18,501,232	[ ] \$ _____
Total Payments Listed (column totals added) .....		[x] \$18,501,232

**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) Reliance Bancshares, Inc.	Signature <i>Fortis M. Lawder</i>	Date 07/13/05
Name of Signer (Print or Type) Fortis M. Lawder	Title of Signer (Print or Type) Secretary	

**ATTENTION**

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





TN								
TX	X	\$143,745	2	\$143,745	0			X
UT								
VT								
VA								
WA								
WV								
WI	X	\$52,500	1	\$52,500	0			X
WY								
PR								

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