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OMB Approval

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

FORM D

1 6 2003

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NOTICE OF SALE OF SECŬŔITIES PURSUANT TO REGULATION D.55 **SECTION 4 (6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY Prefix Serial DATE RECEIVED

MAY 21 2003

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Common Stock	
Filing Under (check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 40	6) ULOE
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	03058346
1. Enter the information requested about the issuer	03038346
Name of Issuer (check if this an amendment and name has changed, and indicate change.)	
Anderson & Strudwick Investment Corporation	·
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
707 E. Main St., 20 th Floor, Richmond, Virginia 23219	(804) 643-2400
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: Holding company for two wholly owned subsidiaries, one of which is a register	ed broker-dealer and the other of which provides
managed account services for the broker-dealer.	
Type of Business Organization	
	er (please specify):
business trust limited partnership, to be formed	
Month	Year
Actual Date of Incorporation or Organization	9 9 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)	PPOCESSED
	- PKOK EDDEN
	/

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. 15 U.SHOMSON 77d(6). FINANCIAL

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.

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 of 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 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.

> 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.

SEC 1972 (6-02)

1 of 9



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: Beneficial Owner Executive Officer Director Promoter General and/or Managing Partner Full Name (Last name first, if individual) Crenshaw, II, G. Lee Business or Residence Address (Number and Street, City, State, Zip Code) 707 E. Main St., 20th Floor, Richmond, Virginia 23219 Check Box(es) that Apply: Promoter Beneficial Owner **Executive Officer** □ Director General and/or Managing Partner Full Name (Last name first, if individual) Downs, III, L. McCarthy Business or Residence Address (Number and Street, City, State, Zip Code) 707 E. Main St., 20th Floor, Richmond, Virginia 23219 Executive Officer Check Box(es) that Apply: Promoter Beneficial Owner Director General and/or Managing Partner Full Name (Last name first, if individual) Fentriss, Laurence C. Business or Residence Address (Number and Street, City, State, Zip Code) 707 E. Main St., 20th Floor, Richmond, Virginia 23219 Check Box(es) that Apply: Promoter Beneficial Owner **Executive Officer** Director General and/or Managing Partner Full Name (Last name first, if individual) Hamby, G. Mark Business or Residence Address (Number and Street, City, State, Zip Code) 707 E. Main St., 20th Floor, Richmond, Virginia 23219 Director Check Box(es) that Apply: Beneficial Owner **Executive Officer** Promoter General and/or Managing Partner Full Name (Last name first, if individual) Newlin, Donald H. Business or Residence Address (Number and Street, City, State, Zip Code) 707 E. Main St., 20th Floor, Richmond, Virginia 23219 Check Box(es) that Apply: Executive Officer Director Promoter Beneficial Owner General and/or Managing Partner Full Name (Last name first, if individual) Robertson, Thomas C. Business or Residence Address (Number and Street, City, State, Zip Code) 707 E. Main St., 20th Floor, Richmond, Virginia 23219 Beneficial Owner **Executive Officer** Check Box(es) that Apply: Promoter Director General and/or Managing Partner Full Name (Last name first, if individual) Anderson & Strudwick Employee Stock Ownership Plan Trust Business or Residence Address (Number and Street, City, State, Zip Code) 707 E. Main St., 20th Floor, Richmond, Virginia 23219

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

				a resist	B. INF	DRMATI	ON ABC	UT OFF	ERING				
												Yes	No
1.	Has tl	ne issuer s	old or doe	s the issuer	intend to	sell, to non	ı-accredite	d investors	in this offe	ering?		\boxtimes	
				Answ	er also in	Appendix,	Column 2	, if filing u	nder ULOI	3			
2.	What	is the min	imum invo	estment tha	t will be a	ccepted fro	om any ind	ividual?	•••••			\$ \$2,259	0.00
												Yes	No
3.	Does	the offerin	ng permit j	oint owner	ship of a s	ingle unit?			•••••		•••••	\boxtimes	
4.	similar an ass or dea	r remuner sociated pe aler. If mo	ration for serson or agore than five	nested for estation gent of a brown (5) person	of purchas oker or dea ons to be li	ers in conr aler registe	nection wit red with th	h sales of s ie SEC and	securities in For with a	the offeri state or sta	ng. If a p tes, list the	erson to be e name of t	listed is he broker
Full				er or dealer individual)				·	·				
		T 1	- <u></u>	(A) 1	1.0	C' . C.	7: 0	1.\					
Bus	iness (or Residen	ice Addres	s (Number	and Street	, City, Stat	te, Zip Coc	ie)					
Nar	ne of A	Associated	Broker or	Dealer				-					
				Has Solici				sers			A 11 C4-		
,	ieck "A LL]	II States" [AK]	or check 1 [AZ]	ndividual S [AR]	(CA]	[CO]	[CT]	[DE]	[DC]	····. [FL]] All Sta	tes [HI]	[ID]
[]	L]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
-	IT] U]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
				individual)			<u>5</u>					<u>,</u>	
Bus	siness o	or Residen	ce Addres	s (Number	and Street	, City, Stat	te, Zip Cod	le)					
Nar	ne of A	Associated	Broker or	Dealer	- <u></u>								
				Has Solici		nds to Soli	cit Purcha	sers				-	
,	ieck "A LL]	All States" [AK]	or check i	ndividual S [AR]	States)	[CO]	[CT]	[DE]	[DC]	 [FL]] All Stat [GA]	es [HI]	[ID]
_	L]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
_	IT] N]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
				individual)		[01]	[V1]_	[VA]	[WA]	[[V V]	[W1]	[WI]	[FK]
Bus	siness o	or Residen	ce Addres	s (Number	and Street	, City, Stat	te, Zip Coo	le)					
Nar	ne of A	Associated	Broker or	Dealer			<u> </u>						

				Has Solici ndividual S		nds to Soli	cit Purcha	sers		г	☐ All Sta	tes	
[A	L]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
_	L] IT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
-	11] 2]]	[SC]	[SD]	[TNI]	[TX]	[TIT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[FA] [PR]

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

Successo.			
	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES A	ND USE OF PRO	OCEEDS
1.	Enter the aggregate offering price of securities included in this offering and the total am Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, checindicate in the column below the amounts for exchange and already exchanged.	nount already sold. ck this box and	
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt Equity	\$ \$ 993,960	\$ 480,602.25
	⊠ Common ☐ Preferred		
	Convertible Securities (including warrants) Partnership Interests Other (Specify)	\$ \$ \$	\$ \$ \$
	Total	\$ 993,960	\$ 480,602.25
	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		\$ \$ 480,602.25
	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.	T. C	D. II
	Type of offering Rule 505Regulation A	Type of Security N/A N/A	Sold \$ 0 \$ 0
	Rule 504	Equity	\$ 480,602.25 \$ 480,602.25

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 Printing and Engraving Costs 400.00 15,000.00 Legal Fees.... \$ \$ Accounting Fees Engineering Fees \$ Sales Commissions (Specify finder's fees separately)..... \$

\$

15,400.00

er Expenses (identify)
Total

Other Expenses (identify)

200	C. OFFERING PRICE, NUMBER OF INVEST	TORS EXPENSES	SAN	DISE	OF PROC	r, f I)S
	b. Enter the difference between the aggregate offering price given Question 1 and total expenses furnished in response to Part C-Que is the "adjusted gross proceeds to the issuer."	in response to Part C- estion 4.a. This differer	nce			\$	465,202.25
5.	Indicate below the amount of the adjusted gross proceeds to the ibe used for each of the purposes shown. If the amount for ar furnish an estimate and check the box to the left of the estimate. listed must equal the adjusted gross proceeds to the issuer set fo Question 4.b. above.	ny purpose is not know The total of the payme	wn, ents				
				Óff Direc	ents to icers, tors, & liates	F	Payments to Others
	Salaries and fees			\$	□	\$	
	Purchase of real estate			\$	□	\$	
	Purchase, rental or leasing and installation of machinery as	nd equipment		\$	□	\$	
	Construction or leasing of plant buildings and facilities	······································		\$	□	\$	
	Acquisition of other businesses (including the value of secthis offering that may be used in exchange for the assets of another issuer pursuant to a merger	r securities of		\$	🗆	\$	
	Repayment of indebtedness			\$	□	\$	
	Working capital			\$	🛛	\$	465,202.25
	Other (specify)			\$			
				\$		\$	
	Column Totals			\$	🛛	\$	465,202.25
	Total Payments Listed (column totals added)					5,20	2.25
	D. FEDERAL	SIGNATURE					
foll	e issuer has duly caused this notice to be signed by the undersign lowing signature constitutes an undertaking by the issuer to furnish its staff, the information furnished by the issuer to any non-accredite	to the U.S. Securities a	ınd E	xchange C	Commission,	upon	
_	uer (Print or Type) Signature			ate			
	derson & Strudwick estment Corporation	Jil		,	5/9/0	13	
Nat	me of Signer (Print or Type) Title of Signer (Print or	or Type)					
L. N	McCarthy Downs, III Chairman						
							·

ATTENTION

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

		E. STATE SIGNATURE			4.0
1.	Is any party described in 17 CFR 230.262 provisions of such rule?			Yes	No ⊠
	See Appe	endix, column 5, for state response.			
2.	The undersigned issuer hereby undertakes (17 CFR 239.500) at such times as required	•	ny state in which this notice filed	d, a notice o	on Form D
3.	The undersigned issuer hereby undertakes to offerees.	to furnish to the state administrators, up	on written request, information for	urnished by	the issuer
4.	The undersigned issuer represents that the in Offering Exemption (ULOE) of the state exemption has the burden of establishing the	in which this notice is filed and unders			
	e issuer has read this notification and knows t ly authorized person.	he contents to be true and has duly caused	this notice to be signed on its beh	alf by the u	ndersigned
Αı	suer (Print or Type) nderson & Strudwick vestment Corporation	Signature	Date 5/9/0	03	
Na	ame (Print or Type)	Title (Print or Type)			
L.	McCarthy Downs, III	Title (Print or Type) (HAINMAN)			

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 of 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.

		u. Jung	guera - 4 i St. 1. 1945 y	APPENDI	[X			\$ 0.000 PM	To the second
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)		amount pur	investor and chased in State C-Item 2)		under ULOE att explan waiver	ification r State (if yes, ach ation of granted) -Item 1)
				Number of Accredited		Number of Nonaccreditd			:
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO] <u>-</u>		
CT									
DE									
DC									
FL								<u> </u>	
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НІ									
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ME									
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MN									
MS									

				APPENDI	Χ.				127.7	
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)		amount pure	nvestor and chased in State C-Item 2)		under ULOE att explan waiver	ification State (if yes, ach ation of granted) -Item 1)	
		Number of Number of								
State	Yes	No		Accredited Investors	Amount	Nonaccreditd Investors	Amount	Yes	No	
MO	168	110		Tilvestors	Amount	Investors	Amount	168	110	
MT	:									
NE										
NV										
NH										
NJ										
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SD TN										
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UT									ļ	
VT										
VA	X.		\$993,960							
WA	Λ		φ773,700							
WV							1			
wi									<u> </u>	

	non-ac	to sell to credited	Type of security and aggregate					ULOE	State (if yes, ach
	inves St	tors in tate -Item 1)	offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Nonaccreditd Investors	Amount	Yes	No