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.

NOV 23 2065 E

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

0V 0 7 2005

FORM D

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

SEC USE ONLY			
Prefix		Serial	
DAT	E RECEI	VED	

Name of Offering ([] check if this is an amendment and name has changed, a change.)	nd indicate				
Filing Under (Check box(es) that apply): [X] Rule 504 [] Rule 505 [] Rule 506	[] Section 4(6) [] ULOE				
Type of Filing: [X] New Filing [] Amendment					
A. BASIC IDENTIFICATION DATA	1118 1111 1111 1111 1111 1111 1111 1111 1111 1111 1111 1111 1111 1111 1111 111				
Enter the information requested about the issuer					
Name of Issuer ([] check if this is an amendment and name has changed, ar Pharmacy Care Associates LLC	nd indicate change.)				
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 136 Mendel Parkway, Unit 10, Montgomery, Alabama 36117 (877) 589-94	31				
Address of Principal Business Operations (Number and Street, City, State, Z Telephone Number (Including Area Code)	ip Code)				
(if different from Executive Offices) n/a n/a					
Brief Description of Business Pharmaceutical					

Type of Business Organizati [] corporation [] business trust	[] limited partnership, alre	[] limited partnership, already formed[] limited partnership, to be formed			
		Month Yea	r		
Actual or Estimated Date of	Incorporation or Organization:	03 99	[X] Actual	[] Estimated	
Jurisdiction of Incorporation	or Organization: (Enter two-lette CN for Canada; FN				

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:	[] Promoter [X] Beneficial Owner	[] Executive Officer	[] Director []	General and/o Managing Partner
Full Name (Last nam Chapman, John R.	e first, if individual)			
	ce Address (Number and Street Alexander City, Alabama 3501		de)	May be your share for the same of the same
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[] Executive Officer	[] Director []	General and/o Managing Partner
Full Name (Last nam BEJ, LLC	e first, if individual)			
	ce Address (Number and Street ue, Northport, Alabama 35473		de)	Simmostovi-enuvente ru e
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [X]	General and/o Managing Partner
Full Name (Last nam Snyder, Steven W.	e first, if individual)	**************************************		
	ce Address (Number and Street y, Unit 10, Montgomery, Alaba		de)	(8-1-100) - garage (8-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[] Executive Officer	[] Director []	General and/o Managing Partner
Full Name (Last nam Chapman Family Er				
	ce Address (Number and Street ad, Alexander City, Alabama	t, City, State, Zip Co	de)	

Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam The Sasser Group	e first, if individual)			
	ce Address (Number and Street, ndalusia, Alabama 36420	City, State, Zip Cod	de)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam	e first, if individual)	.,18,, 4 - 40, 40, 41, 41, 41, 41, 41, 41, 41, 41, 41, 41		
Business or Residence	ce Address (Number and Street	City, State, Zip Co	de)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam	e first, if individual)			la de 1800 de 1810 de 1810 de 1810 de
Business or Resident	ce Address (Number and Street	City, State, Zip Co	de)	
(Use blank she	et, or conv and use additiona	i copies of this she	et as necessary	-)

Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?				E	B. INFO	RMATIO	N ABOL	T OFFE	RING				
Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?				, or does	s the iss	uer inten	d to sell	, to non-	accredite	d investo	ors in thi	s	Yes
What is the minimum investment that will be accepted from any individual?	-,, -, ,,,,,	 		Ansv	ver also	in Appei	ndix, Col	lumn 2. i	f filina un	der ULO	Ε.		r 1 (
Enter the information requested for each person who has been or will be paid or given, directly indirectly, any commission or similar remuneration for solicitation of purchasers in connection this sales of securities in the offering. If a person to be listed is an associated person or agent of a oker or dealer registered with the SEC and/or with a state or states, list the name of the broker or agaler. If more than five (5) persons to be listed are associated persons of such a broker or dealer, and the information for that broker or dealer only. N/A Ill Name (Last name first, if individual) Usiness or Residence Address (Number and Street, City, State, Zip Code) ame of Associated Broker or Dealer Interest in Which Person Listed Has Solicited or Intends to Solicit Purchasers Check "All States" or check individual States)	2. Wha	at is the	minimu			• • •		-	•				\$6,60
Enter the information requested for each person who has been or will be paid or given, directly indirectly, any commission or similar remuneration for solicitation of purchasers in connection this sales of securities in the offering. If a person to be listed is an associated person or agent of a oker or dealer registered with the SEC and/or with a state or states, list the name of the broker or ealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, and any set forth the information for that broker or dealer only. Will Name (Last name first, if individual) usiness or Residence Address (Number and Street, City, State, Zip Code) ame of Associated Broker or Dealer lates in Which Person Listed Has Solicited or Intends to Solicit Purchasers Check "All States" or check individual States)	3 Does the offering permit joint ownership of a single unit?									Yes			
usiness or Residence Address (Number and Street, City, State, Zip Code) ame of Associated Broker or Dealer Itates in Which Person Listed Has Solicited or Intends to Solicit Purchasers Check "All States" or check individual States)	or indii with sa broker dealer	rectly, a ales of s or deal . If more	ny comrecurities er registe than five	mission of the control of the contro	or simila offering. th the St ersons to	r remund If a pers EC and/o be liste	eration fo on to be or with a d are as	or solicita listed is state or sociated	ation of p an asso states, lis persons	urchaser ciated pe st the nar of such	rs in con erson or me of the	nection agent of a e broker o	r
tates in Which Person Listed Has Solicited or Intends to Solicit Purchasers Check "All States" or check individual States)	Full Na	ame (La	st name	first, if i	ndividua	al)							
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All States Check All States or check individual States	Name	of Asso	ciated E	Broker or	Dealer								
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IN	(Chec	k "All	States"	or chec	k indiv	idual St	ates)		••		[] All St	ates
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RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] LIN Name (Last name first, if individual) Lusiness or Residence Address (Number and Street, City, State, Zip Code) Lates in Which Person Listed Has Solicited or Intends to Solicit Purchasers Check "All States" or check individual States)	[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
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tates in Which Person Listed Has Solicited or Intends to Solicit Purchasers Check "All States" or check individual States)	Full Na	ame (La	ist name	first, if	individua	al)	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,						
tates in Which Person Listed Has Solicited or Intends to Solicit Purchasers Check "All States" or check individual States)	Busine	ess or R	esidenc	e Addre	ss (Num	ber and	Street, (City, Stat	e, Zip Co	ode)			
Check "All States" or check individual States)	Name	of Asso	ciated E	Broker o	Dealer			·					
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ame of Associated Broker or Dealer	 Name	of Asso	ciated E	Broker o	r Dealer				· · · · · · · · · · · · · · · · · · ·				
tates in Which Person Listed Has Solicited or Intends to Solicit Purchasers	States	in Whic	ch Perso	n Listed	Has So	olicited o	r Intends	to Solic	it Purcha	sers		·····	

(Check "All States" or check individual States)						[] All St	ates				
[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	\$ <u> </u>	\$ <u> 0 </u>
Equity	\$	\$0
[] Common [] Preferred Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$0	\$ <u> </u>
Other (Specify <u>LLC Membership Interests</u>).	\$ 69,000	\$ 69,000
Total	\$	\$0
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		\$
Non-accredited Investors	4	\$ 69,000

69,000

Answer also in Appendix, Column 4, if filing under ULOE.

Total (for filings under Rule 504 only)

...........

.....

3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u>, 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. $\mbox{N/A}$

Type of offering Rule 505	Type of Security	Dollar Amo Sold	ount
Kule 505		\$	
Regulation A		\$	
Rule 504	LLC Membership Units	\$ 69,00	00
Total		\$ <u>69,00</u>	00
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in the offering. Exclude amounts relating solely to organizati 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 che the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separa Other Expenses (identify) Total	nis on eck tely)	[] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$	0 2,500 0 0 0 0 0 0
b. Enter the difference between the aggregate offering C - Question 1 and total expenses furnished in respondifference is the "adjusted gross proceeds to the issue 5. Indicate below the amount of the adjusted gross proused or proposed to be used for each of the purposes for any purpose is not known, furnish an estimate and left of the estimate. The total of the payments listed m gross proceeds to the issuer set forth in response to F	ise to Part C - Question er." ceeds to the issuer shown. If the amount check the box to the ust equal the adjusted		666,500
above.		Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees Purchase of real estate		[] []\$ <u>0</u>	[]\$
Purchase, rental or leasing and installation of ma		[]\$0	[]\$
and equipment Construction or leasing of plant buildings and fac		[]\$0	[]\$
Acquisition of other businesses (including the value securities involved in this offering that may be used to exchange for the assets or securities of another pursuant to a merger)	ue of sed in issuer	[]\$0	[]\$

Repayment of indebtedness	[]\$ <u> </u>	[]\$
Working capital	[]\$	[X]\$ <u>66,500</u>
Other (specify):	[]\$	[]\$
	[]\$	[]\$
Column Totals	[]\$_0	[X]\$ <u>66,500</u>
Total Payments Listed (column totals added)	[X	1 \$66.500

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 <u>Rule 505</u>, 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 <u>Rule 502</u>.

Issuer (Print or Type)	Signature	Date
Pharmacy Care Associates LLC	Shurs	
Name of Signer (Print or Type)	Title of Signer (Print or	Type)
Steven W. Snyder	Manager	

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?	
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.

Steven W. Snyder	Manager	
Name of Signer (Print or Type)	Title (Print or Type)	
Pharmacy Care Associates LLC	SANS	
Issuer (Print or Type)	Signature	Date

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	Intend to no accred investo State (Part B-I	o sell on- dited ors in te	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)		
State	Yes	No	LLC Membership Interests	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL	X	110	\$62,400	1111001010	/ tillount	3	\$62,400		X
AK		X	402,100				φο Σ , του		1 1
AZ		X		111.1					
AR		X						generalis en elemente de como e	
CA		X				1			
СО		X		· · · · · · · · · · · · · · · · · · ·					
СТ		X							
DE		X		And the second s					
DC		X		The second s					
FL		X							
GA		X							
Н		X							
ID		X							
IL		X							
IN		X							
IA		X							
KS		X		مىرىيوروردارياتلىرىدىدە - شىنىداندىدىرىيوروردارياتلىرىدىد					
KY		X		* · · · · · · · · · · · · · · · · · · ·					
LA		X							
ME		X			<u> </u>				
MD		X			ļ				
MA		X							
MI		X		was a supply of the supply of					
MN		X		the state of the s					
MS	X		\$6,600			1	\$6,600		X
МО		X							

MT	X	·				
NE	X	 				
NV	X	Pit to and the second to the s		-		
NH	X	744.44				
NJ	X	etakan eta				
NM	X					
NY	X					
NC	X					
ND	X					
ОН	X					
ОК	X					
OR	X					
PA	X					
RI	X					
SC	X					
SD	X					
TN	X					
TX	X					
UT	X		,			
VT	X	 				
VA	X					
WA	X					
WV	X					
WI	X					
WY	X					3.
PR	X	Who do to so you are a second and				

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

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