FORM D

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

FORM D

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

1345323

OMB Approval

OMB Number: 3235-0076 Expires: April 30, 2008 Estimated average burden hours per response . . . 16.00

SEC USE ONLY						
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Language Control of the Control of t					
Name of Offering (check if this is an amendment and name has changed, and indicate change.)	Str. Service S				
Sugar Land Surgery Center, Ltd.	RECEIVED				
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☐ Rule 506 ☐ Section 4(6) ☐	ULOE				
	< < NOV 2 2 200				
Type of Filing: New Filing Amendment	110 + 2 2 200				
A. BASIC IDENTIFICATION DATA					
Enter the information requested about the issuer					
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	(100)69				
Sugar Land Surgery Center, Ltd.					
	per (Including Area Code)				
13355 Noel Road, Suite 650, Dallas, Texas 75240 (888) 316-6440					
	per (Including Area Code)				
(if different from Executive Offices) 15300 Southwest Freeway, Sugar Land, Texas 77478					
Brief Description of Business					
Owning and operating an outpatient surgical center in Sugar Land, Texas.					
	BRARTERER				
Type of Business Organization	r r o c logicio				
☐ corporation ☐ limited partnership, already formed ☐ other (please specify):	NAME OF THE				
☐ business trust ☐ limited partnership, to be formed	NOV 25 2005				
Month Year					
Actual or Estimated Date of Incorporation or Organization: 0 5 9 8 Actual Estimated	ted TIKONSON				
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State;					
CN for Canada; FN for other foreign jurisdiction)					

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.

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.

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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 ma	anaging partiter of p	dittier issuers.							
Check box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual) Surgicare of Sugar Land, Inc. – General Partner									
Business or Residence Address (Number and Street, City, State, Zip Code) 13355 Noel Road, Suite 650, Dallas, Texas 75240									
Check box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		□ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if Beasley, Greg	individual)								
Business or Residence Address (Number and Street, City, State, Zip Code) c/o HCA, Inc., 13355 Noel Road, Suite 650, Dallas, Texas 75240									
Check box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if Moore, Jr., A. Bruce	individual)								
Business or Residence Addres c/o HCA, Inc., One Park Plaza									
Check box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	□ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if Johnson, R. Milton	individual)								
Business or Residence Address (Number and Street, City, State, Zip Code) c/o HCA, Inc., One Park Plaza, Nashville, TN 37203									
Check box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	□ Director □ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if Tavenner, Marilyn B.	individual)								
Business or Residence Address (Number and Street, City, State, Zip Code) c/o HCA, Inc., One Park Plaza, Nashville, TN 37203									
Check box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual) W.H.M.C., Inc.									
Business or Residence Addres c/o HCA, Inc., One Park Plaza									
Check box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual)									
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												
				_							Yes	No
I. Has	the issuer so	Id or does t	he issuer in					-			\boxtimes	
				Ansv	wer also in	Appendix,	Column 2, i	f filing und	er ULOE.			
2. What is the minimum investment that will be accepted from any individual?								\$ <u>3,</u> 9	<u> </u>			
3. Doe	s the offering	g permit joi	nt ownershi	p of a singl	e 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.												
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	s or Residence eene Way, S				ity, State, Z	(ip Code)						
	f Associated			1000								
	Which Pers									🗀 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]	[VV]	[NH]	[NJ]	□ [NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	XT]	UT]	[TV]	[VA]	[AW]	[WV]	[WI]	☐ [WY]	[PR]
Full Nai	ne (Last nan	ne first, if in	dividual)									
Busines	s or Residence	e Address	(Number ar	nd Street, C	ity, State, Z	ip Code)						
Name o	f Associated	Broker or I	Dealer		<u> </u>							
States in	Which Pers	on Listed H	as Solicited	d or Intends	to Solicit I	urchasers					States	
[AL]		[AZ]					[DE]	[DC]		[GA]	[HI]	[ID]
(IL)	[IN]	 [AI]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	\square [MS]	[MO]
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Full Na	ne (Last nam	ne first, if in	dividual)							*		
Business or Residence Address (Number and Street, City, State, Zip Code)												
Name of	f Associated	Broker or D	Dealer				·					
	Which Pers					Purchasers				Π Δ11	States	
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(RI)		[SD]	[TN]	[XT]	[UT]	[VT]	UA]	[AW]	[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

•	Enter "0" gjelegate vitering price of securities included in this orienting and the total amount aready 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	\$	_
	☐ Common ☐ Preferred	Ψ	<u> </u>
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests		\$
	Other (Specify)		\$
	Total		\$
	Answer also in Appendix, Column 3, if filing under ULOE	<u> </u>	Ψ
2.			
		Number Investors	Aggregate Dollar Amount Of Purchases
	Accredited Investors	0	\$
	Non-accredited Investors		
	Total (for filings under Rule 504 only)		_ \$
	Answer also in Appendix, Column 4, 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		\$
	Regulation A		_ \$
	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		\$
	Printing and Engraving Costs	🛛	\$1,000
	Legal Fees	🖾	\$20,000
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (Specify finder's fees separately)	🖾	\$20,000
	Other Expenses (identify) Offering Expenses and Filing Fees	🖾	\$9,000
	Total	🖾	\$\$0,000

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 \$729,100 proceeds to the issuer." 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 be equal to the adjusted gross proceeds to the issuer set forth in response to Part C-Question 4.b. above. Payments to Officers, Directors, & Payments To Affiliates Others Salaries and fees □ \$_ ___ 🗆 \$_____ D \$____ Purchase of real estate □ \$____ Purchase, rental or leasing and installation of machinery and equipment..... Construction or leasing of plant buildings and facilities and related uses..... □ \$_ 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 \square s __ 🗆 \$_____ \$_____ **S**____ Repayment of indebtedness Working capital □ \$____ Other (specify) Acquisition of surgery center assets \$<u>729,100</u> **** \$_ Column Totals \$ 729,100 Total Payments Listed (column totals added) 729,100 ⊠ \$ 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) Signature November **18**, 2005 Sugar Land Surgery Center, Ltd. Title of Signer (Print or Type) Name of Signer (Print or Type) President of Surgicare of Sugar Land, Inc., General Partner Greg Beasley

ATTENTION

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