

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **1994-03-02**  
SEC Accession No. **0000904103-94-000029**

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### SUBJECT COMPANY

#### FORUM RETIREMENT PARTNERS L P

CIK: **804752** | IRS No.: **351686799** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-41402** | Film No.: **94514207**  
SIC: **8300** Social services

Business Address  
8900 KEYSTONE CROSSING  
STE 200  
PO BOX 40498  
INDIANAPOLIS IN 46240  
3178460700

### FILED BY

#### FORUM GROUP INC

CIK: **33939** | IRS No.: **610703072** | State of Incorporation: **IN** | Fiscal Year End: **0331**  
Type: **SC 13D/A**  
SIC: **8300** Social services

Business Address  
8900 KEYSTONE CROSSING  
STE 200  
P O BOX 40498  
INDIANAPOLIS IN 46240-0498  
3178460700

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 3)

Under the Securities Exchange Act of 1934

Forum Retirement Partners, L.P.  
(Name of Issuer)

Partnership Preferred Depositary Units  
(Title of Class of Securities)

349 851 105  
(CUSIP Number)

Forum Group, Inc.  
8900 Keystone Crossing  
Suite 200  
Indianapolis, Indiana 46240-0498  
Attention: John H. Sharpe, Esq.  
(317) 846-0700  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

February 28, 1994  
(Date of Event which Requires Filing  
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box [ ].

Check the following box if a fee is being paid with this statement [ ].

SCHEDULE 13D

1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Forum Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [x]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS  
IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Indiana

7 SOLE VOTING POWER

NUMBER OF  
SHARES 1,940,268 Units

BENEFICIALLY OWNED BY  
EACH 8 SHARED VOTING POWER  
0

REPORTING PERSON 9 SOLE DISPOSITIVE POWER  
WITH

1,940,268 Units

10 SHARE DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

6,446,079 Units

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES\* [x]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

42.2%

14 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP NO. 349 851 105 Page 3 of 7 Pages

1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Forum A/H, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [x]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

AF WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS  
IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF SHARES 4,505,811 Units

BENEFICIALLY OWNED BY EACH 8 SHARED VOTING POWER

0

REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER

4,505,811 Units

10 SHARE DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

6,446,079 Units

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES\*

[x]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

42.2%

14 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 3 amends and supplements the Statement on Schedule 13D filed on August 24, 1993 by Forum Group, Inc., an Indiana corporation (the "Statement"), the Amendment No. 1 to the Statement filed on October 8, 1993 by Forum Group, Inc. and Forum A/H, Inc., a Delaware corporation and wholly owned subsidiary of Forum Group, Inc. ("Amendment No. 1") and the Amendment No. 2 to the Statement filed on December 29, 1993 ("Amendment No. 2") (the Statement, Amendment No. 1 and Amendment No. 2 are referred to herein as the "Schedule 13D"). Capitalized terms used herein not otherwise defined have the respective meanings ascribed to them in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 is hereby amended by deleting the second through twelfth full paragraphs in their entirety and substituting the following therefor:

As contemplated by the Recapitalization Agreement, the Partnership obtained \$50.7 million in new financing (the "Nomura Loan") from Nomura Asset Capital Corporation. Pursuant to the Recapitalization Agreement, the proceeds of the Nomura Loan were used, together with other funds available to the Partnership, including the proceeds of the sale of Units to Forum A/H pursuant to the Recapitalization Agreement, to retire and repay existing indebtedness of the Partnership.

Pursuant to the Recapitalization Agreement, the Partnership made a pro rata public offering (the "Offering") to holders of record of Units on October 18, 1993 (other than FGI and affiliates thereof) of 5,064,150 Units at the Initial Unit Price. As publicly announced by the Partnership on February 28, 1994, unitholders purchased at \$2.00 per Unit a total of 1,994,189 Units in the Offering,

for an aggregated purchase price of \$3,998,378. Accordingly, in accordance with the terms of the Recapitalization Agreement, the Partnership repurchased from Forum A/H 1,994,189 Units at a price equal to the Initial Unit Price of \$2.00 per unit. Forum A/H did not recognize a profit from such repurchase on its original capital contribution.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended by (i) incorporating the text of Item 4 of this Amendment No. 3 into Item 5 hereof and (ii) deleting the second and third full paragraphs in their entirety and substituting the following therefor:

FGI directly owns 1,940,268 Units, constituting approximately 12.7% of the outstanding Units, and, subject to the Partnership Agreement and the pledge agreements

described in Item 6 hereof, has sole power to vote or to direct the vote and to dispose or to direct the disposition of all of such Units. Forum A/H directly owns 4,505,811 Units, constituting approximately 29.5% of the outstanding Units, and, subject to the Partnership Agreement, has sole power to vote or to direct the vote and to dispose or to direct the disposition of all of such Units. By reason of the relationship described in Item 2 above, FGI may be deemed to beneficially own the Units directly owned by Forum A/H. Further, FGI and Forum A/H may be deemed to constitute a "group" within the meaning of Rule 13d-5 under the Exchange Act.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct and agrees that this statement may be filed jointly with Forum A/H, Inc.

Dated: March 1, 1994

FORUM GROUP, INC.

By:/s/ Troy B. Lewis  
Troy B. Lewis,  
Attorney-in-fact\*

\* Pursuant to a Power of Attorney executed on behalf of Forum Group, Inc. and filed as Exhibit 7 to Amendment No. 1.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct and agrees that this statement may be filed jointly with Forum Group, Inc.

Dated: March 1, 1994

FORUM A/H, INC.

By:/s/ Troy B. Lewis  
Troy B. Lewis,

\* Pursuant to a Power of Attorney executed on behalf of Forum A/H and filed as Exhibit 7 to Amendment No. 1.