FORM D

3200

03058323

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

FORM D

MAY 1 5 2003

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D.

SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

1233475 OMB APPROVAL

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

SEC USE ONLY

Prefix

Serial

DATE RECEIVED

Name of Offering ( check if this is an amendment and name has changed, and indicate cha	ange.)
ATI AirTest Technologies Inc.	
Filing Under (Check box(es) that apply): ☑ Rule 504 ☐ Rule 505	☐ Rule 506 ☐ Section 4(6) ☐ ULOE
Type of Filing:  ☑ New Filing	Amendment DDOCCCC
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	MAY 1 6 2003
Name of Issuer ( check if this is an amendment and name has changed, and indicate changed	ige.)
ATI AirTest Technologies Inc.	THOMSON
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area ENSIAL
1520 Cliveden Avenue, Unit 9, Delta, BC V3M 6J8	888-855-8880
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
NONE	NONE
Brief Description of Business –	
Manufacture of gas detection and indoor air quality monitoring systems	
Type of Business Organization	
☑ corporation ☐ limited partnership, already formed	other (please specify)
□ business trust □ limited partnership, to be formed	
<del></del>	<u>ear</u> 996
Actual of Estimated Date of incorporation of Organization.	☐ Actual      ☑ Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation)	
CN for Canada; FN for other foreign jurisdiction)	CN

### 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

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.

SEC 1972 (2-97) 1 of 8

		A. BASIC IDEN	TIFICATION DATA	-	
<ul><li>Each promoter</li><li>Each beneficial issuer;</li><li>Each executive</li></ul>	owner having the power t	has been organized within to vote or dispose, or direct porate issuers and of corpo	the vote or disposition of,		ss of equity securities of the
Check Box(es) that	nd managing partner of pa	☑ Beneficial Owner	☑ Executive Officer	Director	☐ General and/or
Apply:		E Beneficial Owner	M Executive Officer		Managing Partner
Full Name (Last name f	ŕ				
Graham, George Burto		treet, City, State, Zip Code)			
	t, Coquitlam, BC V3K6S	•			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name f	first, if individual)				
Graham, D. Murray	411				
		reet, City, State, Zip Code)			
20339 – 89A Avenue, I					
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name t	first, if individual)				
Backman, E. Allan	Address (Number and St	reet, City, State, Zip Code)			
	•	reet, Oity, State, Zip Code)			
433 Walker Street, Co					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name t	first, if individual)				
Business or Residence	Address (Number and St	reet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name t	first, if individual)				
Business or Residence	Address (Number and St	reet, City, State, Zip Code)			a de la companya de l
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 St	reet, City, State, Zip Code)			
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 St	reet, City, State, Zip Code)			
<u> </u>	(Use blank	sheet, or copy and use add	itional copies of this shee	t, as necessary.)	

					B. INFO	PRMATION	ABOUT O	FFERING				
1. Has t	he issuer so	ld, or does t	the issuer in	tend to se Ar	ili, to non-a nswer also	ccredited in in Appendix	vestors in t c, Column 2	his offering? I, if filing und	?der ULOE.		Yes 🗌	No ☑
2. What	is the minim	num investm	nent that will	be accep	ted from a	ny individua	l?	•••••			. US	\$4,875
3. Does	the offering	permit joint	ownership	of a single	unit?	•••••					Yes ☑	No 🗌
for so or de	licitation of paler register	ourchasers i ed with the	in connectio SEC and/or	n with sal with a sta	es of secur te or states	ities in the o s, list the na	offering. If me of the b	a person to l roker or dea		n associated than five (5)	person or a	ar remuneration agent of a broker be listed are
None												
Full Nam	ne (Last nam	e first, if ind	lividual)									
Business	or Residen	ce Address	(Number a	nd Street,	City, State	, Zip Code)			<u></u>			
Nama at	Associated	Dankar an D										
Name of	Associated	bloker of D	ealer									
	Which Pers All States" o									No.		
[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] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
Full Nam	ne (Last nam	e first, if ind	lividual)									
Busines	s or Residen	ce Address	(Number a	nd Street,	City, State	, Zip Code)		·	· <u>···</u>			
Name of	Associated	Broker or D	ealer									
	Which Pers											
•	'All States" o								rci 1	rC &1	t⊔n	All States
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] {MA]	(FL) [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
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	_ `											
Busines	s or Residen	ce Address	(Number a	nd Street,	City, State	, Zip Code)						
Name of	Associated	Broker or D	ealer				1716			~.···		
States in	Which Pers	son Listed F	las Solicited	or Intend	s to Solicit	Purchasers			* ** **		<del></del>	
(Check '	'All States" o	r check indi	ividual State	s)	•••••	•••••					••••••	🗌 All States
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	(FL) [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
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[RI]	[SC]	[SD]	[TN]	[XT]	[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 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 offering for exchange and already exchanged. Type of Security Aggregate Amount Already Offering Price Sold Debt ..... \$-0-Equity..... US\$156,000 US\$87,750 Common Preferred Convertible Securities (including warrants) US\$240,000 Partnership Interests ..... \$-0-\$-0-Other (Specify [insert here])..... \$-0-\$-0-US\$396,000 US\$87,750 Total ..... 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 Aggregate Investors Dollar Amount of Purchases Accredited Investors..... US\$87,750 -0-Non-accredited Investors..... \$-0-Total (for filings under Rule 504 only)..... US\$87,750 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. Type of **Dollar Amount** Security Sold Type of Offering Rule 505..... \$-0-Regulation A..... -0-\$-0-Rule 504..... \$-0--0--0-\$-0-4. 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 ..... US\$130 Printing and Engraving Costs..... \$-0-Legal Fees ..... US\$2,500 \$-0-Accounting Fees..... \$-0-Engineering Fees ..... Sales Commissions (specify finders' fees separately) ...... \$-0- $\square$ Aggregate fees to TSX Ventures Exchange (formerly CDNX) and the BC US\$770 Securities Commission: Other Expenses: ◩ US\$500 US\$3,900 ⋈

Total.....

## 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 proceeds to the issuer".............

US\$392,100

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.

		lyment to Officers, ectors, & Affiliates		Payment To Others
Salaries and fees	Ø	\$-0-	₫.	\$
Purchase of real estate	Ø	\$	Ø	\$
Purchase, rental or leasing and installation of machinery and equipment	Ø	\$	<b>Ø</b>	\$
Construction or leasing of plant buildings and facilities	Ø	\$	Ø	\$\$
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)	Ø	\$	Ø	\$
Repayment of indebtedness	Ø	\$	₫.	\$
Working capital	☑	\$	፟	US\$392,100
Other (specify [insert here])	$\square$	\$	Ø	\$
		\$	Ø	\$
Column Totals	☑	\$	Ø	\$
Total Payments Listed (column totals added)			<b>Ø</b>	US\$392,100

D. FEDERAL SIGNATURE

The issuer had 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)

ATI AirTest Technologies Inc.

Name of Signer (Print or Type)

George Burton Graham

ATTENTION

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

	_			APPENDIX					
1		2	3		5				
	to non-	d to sell accredited rs in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)		under St (if yes, explan waiver	ification ate ULOE attach ation of granted -Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		Х	Common Stock and Warrants US \$396,000	4	US\$396,000	-0-	-0-		Х
co									
CT									
DE									
DC									
FL									
GA									
н									
ID									
IL		X	Common Stock and Warrants US \$396,000	1	US\$396,000	-0-	-0-		Х
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
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				APPENDIX	<u> </u>					
1		2	3	-	4	'			5	
	to non-a investor (Part B	to sell ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	(Part C-Item 2)					Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
MT										
NE					·					
NV										
NH										
NJ										
NM										
NY										
NC										
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OR	ļ									
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SD		Х	Common Stock and Warrants US \$396,000	1	US\$396,000	-0-	-0-		X	
TN									ļ	
TX	ļ									
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VT	ļ									
VA		<u> </u>								
WA	<u> </u>	Х	Common Stock and Warrants US \$396,000	1	US\$396,000	-0-	-0-		×	
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