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 FORM LIMITED OFFERING EXEMPTION

OMB APPROVAL									
OMB Number:	3235-0076								
Expires: Novem	ber 30, 2001								
Estimated averag	e burden								
hours per respons	se 16.00								

SEC USE ONLY									
Prefix Seria									
DA	TE RECEIV	ÆD							

Offic Order Environd Office Office Office			
Name of Offering	cate change.)	<u> </u>	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506	Section 4(6)	ULOE	
Type of Filing: New Filing Amendment			
A. BASIC IDENTIFICATION DATA		(2.2) (((2.2) (U)) (0.0) (U)	01 0 111 0 10100 11111 00100 111 00 1
I. Enter the information requested about the issuer Name of Issuer	change.)	. 030	059936
	elephone Numbe 714-668-2000		
Address of Principal Business Operations (Number and Street, City, State, Zip Code) T (if different from Executive Offices)	elephone Number	r (Including Are	ea Code)
Brief Description of Business			
Perfexa Solutions, Inc. provides business process outsourcing solutions, including call companies.	center and IT so	lutions to U.S. I	pased
Type of Business Organization corporation	other (please spe	ecify):	ROCESSE
business trust limited partnership, to be formed			AUG 262003
Actual or Estimated Date of Incorporation or Organization: Month 1 0 2 V Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbre CN for Canada; FN for other foreign juri	viation for State:	imated	T HOMS ON FINANCIAL
GENERAL INSTRUCTIONS			
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under et seq. or 15 U.S.C. 77d(6).	Regulation D or S	Section 4(6), 17	CFR 230.501

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 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.

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.

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 ✓ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) S. Paul Sandhu Business or Residence Address (Number and Street, City, State, Zip Code) 3151 Airway Ave., Ste P-3, Costa Mesa, CA 92626 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Eric Clemons Business or Residence Address (Number and Street, City, State, Zip Code) 3151 Airway Ave., Ste P-3, Costa Mesa, CA 92626 Executive Officer Check Box(es) that Apply: Promoter Beneficial Owner Director General and/or Managing Partner Full Name (Last name first, if individual) Gerald A. DeCiccio Business or Residence Address (Number and Street, City, State, Zip Code) 3151 Airway Ave., Ste P-3, Costa Mesa, CA 92626 Beneficial Owner Executive Officer ✓ Director General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) John Eger Business or Residence Address (Number and Street, City, State, Zip Code) 3151 Airway Ave., Ste P-3, Costa Mesa, CA 92626 Executive Officer **✓** Director Check Box(es) that Apply: _Promoter Beneficial Owner General and/or Managing Partner Full Name (Last name first, if individual) Marilyn K. Creson Business or Residence Address (Number and Street, City, State, Zip Code) 3151 Airway Ave., Ste P-3, Costa Mesa, CA 92626 General and/or Check Box(es) that Apply: Director Promoter Beneficial Owner _Executive Officer Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner LExecutive Officer Director General and/or Managing Partner Full Name (Last name first, if individual)

(Number and Street, City, State, Zip Code)

Business or Residence Address

				В. П	NFORMA	ATION A	BOUT O	FFERIN	G				
1. Has	the issuer s	sold, or do	es the issu	er intend t	o sell, to r	non-accred	ited inves	tors in this	offering?			Yes	No V
			Ans	wer also i	n Appendi	ix, Columr	a 2, if filir	ng under U	LOE.				_
2. Wha	t is the mir	nimum inv	estment the	at will be a	accepted fr	om any in	dividual?				\$_		10,000
3. Does	the offeri	ng permit j	oint owner	ship of a s	single unit	?						Yes ✓	No
sion to be list th	or similar r listed is a	emuneration n associate f the broke	on for solic ed person c r or dealer	itation of p or agent of . If more t	ourchasers a broker o han five (5	in connecti or dealer re 5) persons	on with sa gistered v to be liste	les of secu vith the SE d are asso	rities in the C and/or v	e offering. with a state		_	_
Full Name	(Last nam	ne first, if	individual))								-	
Business o	or Residence	e Address	(Number	and Street	, City, Sta	te, Zip Co	de)						
2654 W	est Horizo	n Ridge P	arkway Su	ite B-3, H	enderson,	NV 89052	2						
Name of A	Associated	Broker or	Dealer			· · · · · · · · · · · · · · · · · · ·							-
NevWe	st Securiti	es Corpora	ation										
States in V	Which Pers	on Listed	Has Solici	ted or Inte	nds to Sol	icit Purcha	asers						_
				_							г		
	"All States												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] [OR]	[MO	-
[MT] [RI]	[NE] [SC]	[SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[WY]	[PA [PR	_
Full Name					[01]	[, ,]	[VA]	[WA]	[" ']		[,, ,]		1
i dii italiic	(Last nan	10 11131, 11	individual,	,									
	n Dooidana		(Niverbox	and Canaca	City Sta	to Zin Co.	4-)						
Dusiness	or Residenc	e Address	(Number	anu Street	, City, Sta	te, Zip Coo	ue)						
Name of A	Associated	Broker or	Dealer										
States in V	Vhich Pers	on Listed	Has Solici	ted or Inte	nds to Sol	icit Purcha	asers						-
(Check	"All States	" or check	individual	States)					 .		[States
											[HI]	_ [ID	1
[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	j
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name	(Last nam	ne first, if i	individual)	ı									
		<u></u>											
Business o	or Resident	ee Address	(Number	and Street	, City, Sta	te, Zip Coo	de)						
													
Name of A	Associated	Broker or	Dealer										
States in V	Which Pers	on Listed	Has Solici	ted or Inte	nds to Sol	icit Purcha	isers						. ,
(Check	"All States	" or check	individual	States)			<i>.</i>					□ All S	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]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA	
[RI]	[SC]	[SD]	[TN]	[TX]	ועדו	[VT]	[VA]	[WA]	[WV]	ſWIJ	(WY 1	ſPR	1

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE O	F PROCEE	DS		
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.			A m 0	nt Already
	Type of Security	Aggrega Offering P			Sold
	Debt	\$		\$	
	Equity	\$2,000	0,000	\$	70,000
	☑ Common ☐ Preferred				
	Convertible Securities (including warrants)	\$		\$	
	Partnership Interests	\$		\$	<u></u>
	Other (Specify)	\$		\$	
	Total	\$ 2,000	0,000	\$	70,000
	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."	Numbe Investor	•	Dollar	gregate r Amount irchases
	Accredited Investors		3	s	70,000
	Non-accredited Investors		0	\$	0
	Total (for filings under Rule 504 only)			\$	
	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 o	£	Dallas	Amount
	Type of offering	Securit			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		V	\$	2,000
	Printing and Engraving Costs		V	\$	3,000
	Legal Fees		V	\$	20,000
	Accounting Fees			\$	
	Engineering Fees			s	
	Sales Commissions (specify finders' fees separately)		V	\$	240,000
	Other Expenses (identify)			\$	
	T1			e	265,000

Total

□ s_

	C. OFFERING PRICE, NUMBER	R OF INVESTO	RS, EXP	ENSES AND	USE O	F PROCEED	S	1
tion	Enter the difference between the aggregate offer 1 and total expenses furnished in response to lusted gross proceeds to the issuer."	Part C - Questic	n 4.a. Th	is difference	is the		\$_	1,735,000
used estir	cate below the amount of the adjusted gross pr for each of the purposes shown. If the amount mate and check the box to the left of the estimate adjusted gross proceeds to the issuer set forth i	nt for any purp e. The total of the	ose is not ne paymen	known, furni its listed must	ish an equal			
						Payments to Officers, Directors, & Affiliates		Payments To Others
5	Salaries and fees						_ 🗆 s _	
1	Purchase of real estate				□ \$.		_ 🔲 s _	
]	Purchase, rental or leasing and installation of m	achinery and eq	uipment .		□ s.		_ 🗆 s _	**********
(Construction or leasing of plant buildings and fa	cilities			□ s.		_ 🗆 s _	
(Acquisition of other businesses (including the voffering that may be used in exchange for the a issuer pursuant to a merger)	ssets or securit	ies of ano	ther	□ \$.		_ 🗆 s _	
1	Repayment of indebtedness				□ \$.		_ 🗹 s _	600,000
,	Working capital						_ 🛭 s_	235,000
(Other (specify): Sales & Marketing Personnel; Fa	cilities Improvem	ent; Softwa	re Dev.	□ \$.	·	_ = s _	900,000
-					Пs.		_ 🗆 s _	
(Column Totals				\Box s.		_ [P] s _	1,735,000
	Total Payments Listed (column totals added)				_	✓ \$_	1,735,	000
:	.]	D. FEDERAL S	IGNATU	RE				
following	uer has duly caused this notice to be signed by ng signature constitutes an undertaking by the i f its staff, the information furnished by the issu	ssuer to furnish	to the U.S	S. Securities a	nd Exc	hange Commi	ission, upo	on written re-
Issuer (Print or Type)	Signature	$\overline{\cap}$			Date		
•	a Solutions, Inc.	(x) .1	\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	1	-		igust 15, :	2003
Name o	of Signer (Print or Type)	Title of Signer	(Print or	Type)				
	il Sandhu	CEO						,

		E. STATE SIGNATURE		
1.		62 presently subject to any of the disqualificat		Yes No
		See Appendix, Column 5, for state respon	nse.	
2.	The undersigned issuer hereby under Form D (17 CFR 239.500) at such times.	takes to furnish to any state administrator of nes as required by state law.	any state in which this notice is filed,	a notice or
3.	The undersigned issuer hereby under issuer to offerees.	takes to furnish to the state administrators, u	pon written request, information furni	ished by the
4.	limited Offering Exemption (ULOE)	at the issuer is familiar with the conditions the of the state in which this notice is filed and untablishing that these conditions have been sati	nderstands that the issuer claiming the	
	issuer has read this notification and kersigned duly authorized person.	nows the contents to be true and has duly ca	used this notice to be signed on its be	ehalf by the
ssuer (Print or Type)		Signature	Date	<u> </u>
Van	ne (Print or Type)	Title (Print or Type)		

APPENDIX

1	2 3 4							5		
	Intend to non-a investor	to sell accredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item I)		Type of investor and				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL	105	110		Investors	Amount	Investors	Amount	103		
AK										
AZ										
AR										
CA		х	Common Stock	3	70,000	0	0	N/A		
СО										
СТ										
DE										
DC										
FL										
GA										
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ID										
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MI			<u> </u>							
MN			•				<u>.</u>			
MS	<u> </u>									
МО	1							l		

APPENDIX 2 3 5 1 Disqualification Type of security under State ULOE (if yes, attach Intend to sell and aggregate explanation of to non-accredited offering price Type of investor and waiver granted) investors in State offered in state amount purchased in State (Part C-Item 1) (Part C-Item 2) (Part E-Item1) (Part B-Item 1) Number of Number of Non-Accredited Accredited **Investors** No State Yes Νo Investors Amount Amount Yes MTNE NVNH NJ NM NYNC ND ОН OK OR PARΙ SCSD TNTXUT VTVAWA WVWI

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WY

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