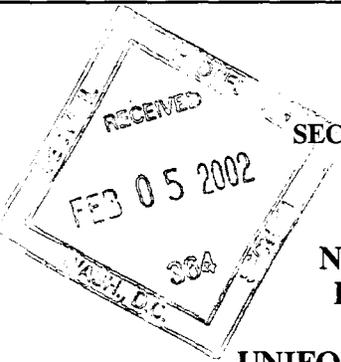


ATTENTION

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.



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

MB APPROVAL

Number: 3235-0076 Expires: May 31, 2002 Estimated average burden hours per response 1

Table with columns: SEC USE ONLY, Prefix, Serial, DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Private Offering of Series B Redeemable Convertible Participating Preferred Stock

21-39822

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

I. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

TCI Solutions, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 17752 Skypark Circle, Suite 160, Irvine, California 92614 (949) 476-1122

Address of Principal Business Operations (if different from Executive Offices) Same (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Brief Description of Business

Software development and sales

Type of Business Organization: corporation limited partnership, already formed other (please specify) business trust limited partnership, to be formed

Month Year Actual Estimated 0 6 0 1

Actual or Estimated Date of Incorporation or Organization:

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)



PROCESSED FEB 21 2002 THOMSON FINANCIAL

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. Information Required: A new filing must contain all information requested. 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.

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 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)
Jacobs, Lance C.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o TCI Solutions, Inc., 17752 Skypark Circle, Suite 160, Irvine, California 92614

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
DeSantis, Stephen P.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o TCI Solutions, Inc., 17752 Skypark Circle, Suite 160, Irvine, California 92614

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Auerbach, David A.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o TCI Solutions, Inc., 17752 Skypark Circle, Suite 160, Irvine, California 92614

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Berg, David

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o TCI Solutions, Inc., 17752 Skypark Circle, Suite 160, Irvine, California 92614

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Jans, Donald

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o TCI Solutions, Inc., 17752 Skypark Circle, Suite 160, Irvine, California 92614

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Koulogeorge, Mark

Business or Residence Address (Number and Street, City, State, Zip Code)
The Sears Tower, Suite 9500, 233 S. Wacker Drive, Chicago, IL 60606

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Josephson, John

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o TCI Solutions, Inc., 17752 Skypark Circle, Suite 160, Irvine, California 92614

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA

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 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)
Raynor, Daniel

Business or Residence Address (Number and Street, City, State, Zip Code)
60 Madison Avenue, Suite 701, New York, NY 10010

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Houlihan, Jay

Business or Residence Address (Number and Street, City, State, Zip Code)
600 Anton Boulevard, Suite 1270, 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)
First Analysis Venture Operations and Research

Business or Residence Address (Number and Street, City, State, Zip Code)
The Sears Tower, Suite 9500, 233 S. Wacker Drive Chicago, IL 60606

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
InnoCal II, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
600 Anton Boulevard, Suite 1270, 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)
The Argentum Group

Business or Residence Address (Number and Street, City, State, Zip Code)
60 Madison Avenue, Suite 701, New York, NY 10010

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)

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

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
- Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ N/A
3. Does the offering permit joint ownership of a single 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.

Full Name (Last name first, if individual)

L.H. Friend, Weinress, Frankson & Presson, LLC

Business or Residence Address (Number and State, City, State, Zip Code)

3333 Michelson Drive, Suite 650, Irvine, California 92612

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

- | | | | | | | | | | | | | |
|--------|--------|--------|--------|----------|--------|--------|--------|--------|--------|--------|--------|--------|
| [AL] | [AK] | [AZ] | [AR] | [X 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] |

Full Name (Last name first, if individual)

Business or Residence Address (Number and State, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) 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] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full Name (Last name first, if individual)

Business or Residence Address (Number and State, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) 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] | [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 | \$ 0 | \$ 0 |
| Equity | \$13,500,000 | \$ 9,000,000 |
| <input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred * | | |
| Convertible Securities (including warrants) | \$ 137,233 | \$ 0 |
| Partnership Interests | \$ 0 | \$ 0 |
| Other (Specify _____) | \$ 0 | \$ 0 |
| Total | \$ 13,637,233 | \$ 9,000,000 |

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."

| | Number Investors | Aggregate Dollar Amount of Purchases |
|---|------------------|--------------------------------------|
| Accredited Investors | 10 | \$ 9,000,000 |
| 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 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 | <input type="checkbox"/> | \$ _____ |
| Printing and Engraving Costs | <input checked="" type="checkbox"/> | \$ 8,850 |
| Legal Fees | <input checked="" type="checkbox"/> | \$ 150,000 |
| Accounting Fees | <input checked="" type="checkbox"/> | \$ 3,000 |
| Engineering Fees | <input type="checkbox"/> | \$ _____ |
| Sales Commissions (specify finders' fees separately) | <input type="checkbox"/> | \$ _____ |
| Other Expenses (identify) _____ | <input type="checkbox"/> | \$ _____ |
| Total | <input checked="" type="checkbox"/> | \$ 161,850 |

* Including Shares of Common Stock of TCI Solutions, Inc. which may be acquired upon conversion of the shares of Preferred Stock.

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"

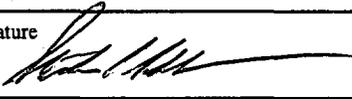
\$ 13,475,383

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.

| | | Payments to Officers, Directors, & Affiliates | | Payments To Others |
|--|--------------------------|--|-------------------------------------|-----------------------|
| Salaries and fees | <input type="checkbox"/> | \$ _____ | <input type="checkbox"/> | \$ _____ |
| Purchase of real estate | <input type="checkbox"/> | \$ _____ | <input type="checkbox"/> | \$ _____ |
| Purchase, rental or leasing and installation of machinery and equipment | <input type="checkbox"/> | \$ _____ | <input type="checkbox"/> | \$ _____ |
| Construction or leasing of plant buildings and facilities | <input type="checkbox"/> | \$ _____ | <input type="checkbox"/> | \$ _____ |
| 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 a another issuer pursuant to a merger) | <input type="checkbox"/> | \$ _____ | <input type="checkbox"/> | \$ _____ |
| Repayment of indebtedness | <input type="checkbox"/> | \$ _____ | <input type="checkbox"/> | \$ _____ |
| Working capital | <input type="checkbox"/> | \$ _____ | <input checked="" type="checkbox"/> | \$ <u>13,475,383</u> |
| Other (specify): _____ | <input type="checkbox"/> | \$ _____ | <input type="checkbox"/> | \$ _____ |
| _____ | <input type="checkbox"/> | \$ _____ | <input type="checkbox"/> | \$ _____ |
| Column Totals | <input type="checkbox"/> | \$ _____ | <input checked="" type="checkbox"/> | \$ <u>13,475,383</u> |
| Total Payments Listed (columns totals added) | | | <input checked="" type="checkbox"/> | \$ <u>13,475,383</u> |

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 on 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) TCI Solutions, Inc. | Signature  | Date |
| Name of Signer (Print or Type) Stephen P. DeSantis | Title of Signer (Print or Type) Chief Financial Officer | |

ATTENTION

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