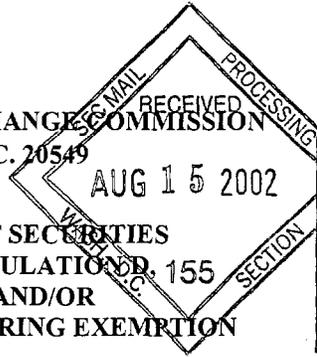


U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549



837472

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	



02051789

**NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D, 155  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION**

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

**Units, consisting of Common Stock and Warrants**

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**

1. Enter the information requested about the issuer

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

**Boundless Corporation**

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

**100 Marcus Boulevard**

**Hauppauge, New York 11788**

**(631) 342-7400**

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

Brief Description of Business

**Electronic Manufacturing Services**

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month  Year   Actual  Estimated

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

**PROCESSED**

**AUG 22 2002**

**THOMSON  
FINANCIAL**

**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

Full Name (Last name first, if individual)

Joy, Jr., Joseph V.

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

c/o Boundless Corporation  
100 Marcus Boulevard  
Hauppauge, New York 11788

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

Full Name (Last name first, if individual)

Giovaniello, Anthony

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

Same

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

Full Name (Last name first, if individual)

Gardner, Joseph

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

Same

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

Full Name (Last name first, if individual)

Smith, Oscar L.

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

Unique Co-Operative Solutions, Inc.  
9185 Bond  
Overland Park, KS 66214

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

Full Name (Last name first, if individual)

Unique Co-Operative Solutions, Inc.

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

Same as above

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

Full Name (Last name first, if individual)

Bowman, Richard

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

c/o Boundless Corporation  
100 Marcus Boulevard  
Hauppauge, New York 11788

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

Full Name (Last name first, if individual)

Brooks, Gary

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

Same

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

Full Name (Last name first, if individual)

Masri, Safwan

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

Same

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

Full Name (Last name first, if individual)

**McGovern, John J.**

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

Same

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

Full Name (Last name first, if individual)

**Stephens, J. Frank**

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

Same

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

Full Name (Last name first, if individual)

**Combs, J. Gerald**

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

Same

**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? ..... \$ NA

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)

Business or Residence Address (Number and Street, 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 Street, 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 .....	\$ _____	\$ _____
Equity.....	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify) <u>Units</u> consisting of Common Stock and Warrants .....	\$1,000,000 <u>(estimated)</u>	\$ <u>162,000</u>
Total.....	\$1,000,000 <u>(estimated)</u>	\$ <u>162,000</u>

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 .....	<u>5</u>	<u>\$87,000</u>
Non-accredited Investors .....	<u>4</u>	<u>\$75,000</u>
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.

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 type="checkbox"/> \$ _____
Legal Fees.....	<input checked="" type="checkbox"/> <u>\$5,000.00</u>
Accounting Fees.....	<input type="checkbox"/> \$ _____
Engineering Fees.....	<input type="checkbox"/> \$ _____
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/> \$ _____
Other Expenses (identify) Listing and Transfer Agent Fees, Blue Sky Fees, Copying....	<input checked="" type="checkbox"/> <u>\$5,000.00</u>
Total.....	<input checked="" type="checkbox"/> <u>\$10,000.00</u>

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

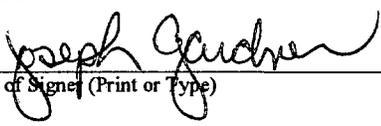
b. Enter the difference between the aggregate offering price given in response to part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... \$990,000 (estimated)

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 another issuer pursuant to a merger).....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of Indebtedness.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital .....	<input checked="" type="checkbox"/> \$990,000	<input type="checkbox"/> \$ _____
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals .....	<input checked="" type="checkbox"/> \$990,000	<input type="checkbox"/> \$ _____
 Total Payments Listed (column totals added)	 <input checked="" type="checkbox"/> \$990,000	

**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	Date
Boundless Corporation		August 13, 2002
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Joseph Gardner	Vice President and Chief Financial Officer	