

ATTENTION

1076164

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 UNIFORM LIMITED OFFERING EXEMPTION

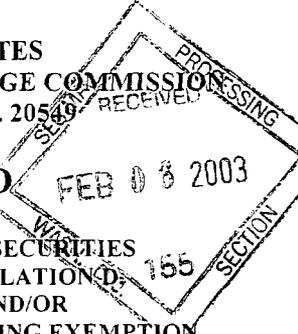


Table with OMB APPROVAL header, OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response: 1

Table with SEC USE ONLY header, Prefix, Serial, DATE RECEIVED

Name or Offering (Passco Real Estate Enterprises, Inc. - TIC Interests in Puente Hills Mall), Filing Under (Rule 506 checked), Type of Filing (New Filing checked)

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer: Name of Issuer (Passco Real Estate Enterprises, Inc.), Address of Executive Offices (801 N. Parkcenter Drive, Suite 235, Santa Ana, CA 92705), Telephone Number (714.836.6342), Brief Description of Business (Real Estate Operating Company)

Type of Business Organization (corporation checked), Actual or Estimated Date of Incorporation or Organization (03/98 Actual checked), Jurisdiction of Incorporation or Organization (CA)

PROCESSED FEB 07 2003 THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal: Who Must File, When to File, Where to File, Copies Required, Information Required, Filing Fee, State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities...

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)

Passo, William O.

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

801 N. Parkcenter Drive, Suite 235, Santa Ana, CA 92705

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

Full Name (Last name first, if individual)

Harty, Nat S.

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

801 N. Parkcenter Drive, Suite 235, Santa Ana, CA 92705

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

Full Name (Last name first, if individual)

Winn, William H.

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

801 N. Parkcenter Drive, Suite 235, Santa Ana, CA 92705

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

Full Name (Last name first, if individual)

Fralick, Geoffrey

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

801 N. Parkcenter Drive, Suite 235, Santa Ana, CA 92705

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

Full Name (Last name first, if individual)

Jahncke, Thomas B.

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

801 N. Parkcenter Drive, Suite 235, Santa Ana, CA 92705

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

Full Name (Last name first, if individual)

Eisenberg, Dawn R.

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

801 N. Parkcenter Drive, Suite 235, Santa Ana, CA 92705

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?..... **\$216,000***

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)

Passco Capital, Inc.**

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

801 N. Parkcenter Drive, Suite 235, Santa Ana, CA 92705

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)

PLEASE SEE ATTACHED FOR SELLING GROUP (next page)

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)

*Lesser amounts may be accepted in the Issuer's sole discretion.

**All states for which they are Registered/Licensed.

B. INFORMATION ABOUT OFFERING

BROKER/DEALER INFORMATION

| | | |
|---|---|--|
| H. Beck Inc** 11140 Rockville Pike, 4th Fl Rockville, MD 20852 | PIM Financial Services** 365 W. El Camino Real, #520 Mt. View, CA 94040 | Centennial Capital Management** 999 Peach Tree, #2670 Atlanta, GA 30309 |
| Pacific West Securities** 9223 Powell Ave, S.W., Suite 101 Renton, WA 98057 | Foothill Securities** 360 S. San Antonio Road, #3 Los Altos, CA 94022 | Ashton Capital Management** 8880 Rio San Diego Dr., #315 San Diego, CA 92108 |
| VSR Financial Services** 8620 W. 110th St., #200 Overland Park, KS 66210 | Financial Goal Securities** 255 N. Cielo Rd., #300 Palm Springs, CA 92262 | Capital Growth Resources** 405 E. Lexington, #201 El Cajon, CA 92022 |
| Cullum & Burks** 12001 N. Central Expwy, #870 Dallas, TX 75243 | Magellan Securities** 20610 Harper Ave. Rancho Mirage, CA 92270 | Protected Investors of America** 235 Montgomery St., #1050 San Francisco, CA 94104 |
| Finance 500** 19762 MacArthur, #200 Irvine, CA 92612 | FMN Capital Corp.** 24411 Ridge Route Drive, #220 Laguna Hills, CA 92653 | Townsend Financial Services** 5120 Bur Oak Circle Raleigh, NC 27612 |
| American Investors** 11875 Dublin Blvd., #D169 Dublin, CA 94568 | Investors Capital Corp.** 2419 W. Brandtwood Ave. Glendale, WI 53209 | Steven Falk & Associates** 186 DeLong Dumont, NJ 07079 |
| Stock USA ** 12396 World Trade Drive, #112 San Diego, CA 92128 | Rushmore Securities** 5000 Quorum Drive Dallas, TX 75240 | James Harold Goode** 3008 La Ventana San Clemente, CA 92672 |
| Burch & Company, Inc.** 10502 Ambassador Drive, Ste 260 Kansas City, MO 64153 | | |

**Has Solicited or Intends to Solicit Purchasers in all States for which they are Registered/Licensed.

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>TIC Interests</u>) | \$ <u>56,000,000</u> | \$ <u>0</u> |
| Total | \$ <u>56,000,000</u> | \$ <u>0</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 | _____ | \$ _____ |
| Non-accredited Investors | _____ | \$ _____ |
| 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 | _____ | \$ _____ |

4a. 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 type="checkbox"/> | \$ _____ |
| Accounting Fees | <input type="checkbox"/> | \$ _____ |
| 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"/> | \$ <u>0</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." \$56,000,000
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"/> | \$ _____ | \$ _____ |
| Purchase of real estate | <input type="checkbox"/> | \$ _____ | \$ _____ |
| Purchase, rental or leasing and installation of machinery and equipment..... | <input type="checkbox"/> | \$ _____ | \$ _____ |
| Construction or leasing of plant buildings and facilities..... | <input type="checkbox"/> | \$ _____ | \$ _____ |
| Acquisition of other business (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"/> | \$ _____ | \$ _____ |
| Repayment of indebtedness | <input type="checkbox"/> | \$ _____ | \$ _____ |
| Working capital | <input type="checkbox"/> | \$ _____ | \$ _____ |
| Other (specify) | <input type="checkbox"/> | \$ _____ | \$ _____ |
| Real Estate Investment | <input checked="" type="checkbox"/> | \$ _____ | <u>\$56,000,000</u> |
| Column Totals | <input checked="" type="checkbox"/> | <u>\$0</u> | <u>\$56,000,000</u> |
| Total Payments Listed (column totals added) | | | <input checked="" type="checkbox"/> <u>\$56,000,000</u> |

D. FEDERAL SIGNATURES

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) Passco Real Estate Enterprises, Inc. | Signature | Date 1/31/83 |
| Name of Signer (Print or Type) Dawn R. Eisenberg | Title of Signer (Print or Type) Secretary | |

ATTENTION

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

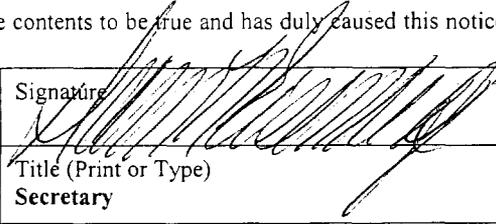
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

| | | |
|---|---|------------------------|
| Issuer (Print or Type) Passco Real Estate Enterprises, Inc. | Signature  | Date 1/31/83 |
| Name (Print or Type) Dawn R. Eisenberg | Title (Print or Type) Secretary | |

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

| 1 State | 2 Intend to sell to non-accredited investors in State (Part B - Item 1) | | 3 Type of security and aggregate offering price offered in State (Part C - Item 1) | 4 Type of Investor and amount purchased in State (Part C- Item 2) | | | | 5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E- Item 1) | |
|------------|--|----|---|--|--------|------------------------------------|--------|--|----|
| | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No |
| AL | | | | | | | | | |
| AK | | | | | | | | | |
| AZ | | | | | | | | | |
| AR | | | | | | | | | |
| CA | | | | | | | | | |
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| NH | | | | | | | | | |
| NJ | | | | | | | | | |
| NM | | | | | | | | | |

APPENDIX

| 1 State | 2 Intend to sell to non-accredited investors in State (Part B - Item 1) | | 3 Type of security and aggregate offering price offered in State (Part C - Item 1) | 4 Type of Investor and amount purchased in State (Part C- Item 2) | | | | 5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E- Item 1) | |
|------------|--|----|---|--|--------|------------------------------------|--------|--|----|
| | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No |
| NY | | | | | | | | | |
| NC | | | | | | | | | |
| ND | | | | | | | | | |
| OH | | | | | | | | | |
| OK | | | | | | | | | |
| OR | | | | | | | | | |
| PA | | | | | | | | | |
| RI | | | | | | | | | |
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