

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
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DATE RECEIVED

Name of Offering () check if this is an amendment and name has changed, and indicate change.
NNN Netpark, LLC- \$23,700,000 Offering

Filing Under (Check box(es) that apply):
Type of Filing: () Rule 504 () Rule 505 (X) Rule 506 () Section 4(6) () ULOE
(X) 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.
NNN Netpark, LLC

Address of Executive Offices (Number of Street, City, State, Zip Code) Telephone number (including area code)
1551 N. Tustin Avenue, Suite 650, Santa Ana, California 92705 (877) 888-7348

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone number (including area code)
(if different from Executive Offices)

Brief Description of Business
Own an office and technology center

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

Actual or Estimated Date of Incorporation or Organization: Month Year
0 3 0 3 (X) Actual () Estimated

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

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.
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.
Information Required: A new filing must contain all information requested.
Filing Fee: There is no federal filing fee.

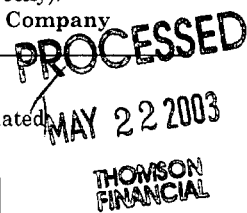
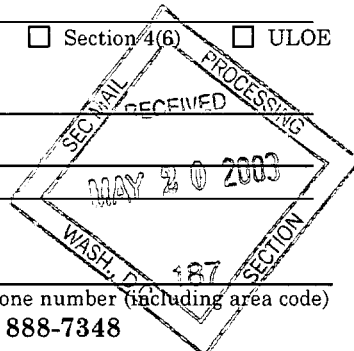
State:
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION

Failure to file notice in the appropriate state will not result in 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 upon 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.

SEC 1972(2-97)



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)

Anthony W. Thompson

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

1551 N. Tustin Avenue, Suite 650, Santa Ana, California 92705

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

Full Name (Last name first, if individual)

Talle Voorhies

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

1551 N. Tustin Avenue, Suite 650, Santa Ana, California 92705

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

Full Name (Last name first, if individual)

Jack Maurer

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

1551 N. Tustin Avenue, Suite 650, Santa Ana, California 92705

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

Full Name (Last name first, if individual)

William C. Daniel

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

1551 N. Tustin Avenue, Suite 650, Santa Ana, California 92705

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

Full Name (Last name first, if individual)

Triple Net Properties, LLC

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

1551 N. Tustin Avenue, Suite 650, Santa Ana, California 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)

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

(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
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
| Answer also in Appendix, Column 2, if filing under ULOE. | | |
| 2. What is the minimum investment that will be accepted from any individual?..... | \$ <u>25,000</u> | |
| * Issuer reserves the right to sell fractional units | | |
| 3. Does the offering permit joint ownership of a single unit?..... | Yes
<input checked="" type="checkbox"/> | No
<input type="checkbox"/> |

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 broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

NNN Capital Corp.

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

1551 N. Tustin Avenue, Suite 650, Santa Ana, California 92705

Name of Associated Broker or Dealer

NNN Capital Corp.

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] XX	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN] XX	[MS]	[MO]
[MT]	[NE]	[NV] XX	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR] XX	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI] XX	[WY]	[PR]

Full Name (Last name first, if individual)

Pacific West Securities, Inc.

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

555 S. Renton Village Pl., Suite 700, Renton, Washington 98055

Name of Associated Broker or Dealer

Pacific West Securities, Inc.

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] XX	[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]

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 the 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.....	\$ <u>0</u>	\$ <u>0</u>
Equity.....	\$ <u>0</u>	\$ <u>0</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests.....	\$ <u>0</u>	\$ <u>0</u>
Other (Investment/Membership Units)	\$ <u>23,700,000</u>	\$ <u>250,000</u>
Total.....	\$ <u>23,700,000</u>	\$ <u>250,000</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 the answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	<u>5</u>	\$ <u>250,000</u>
Non-accredited Investors.....	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only).....	<u> </u>	\$ <u> </u>

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.....	<u> </u>	\$ <u> </u>
Regulation A.....	<u> </u>	\$ <u> </u>
Rule 504.....	<u> </u>	\$ <u> </u>
Total.....	<u> </u>	\$ <u> </u>

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 expenditures is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ <u>0</u>
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ <u>8,000</u>
Legal Fees.....	<input checked="" type="checkbox"/>	\$ <u>35,000</u>
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ <u>2,000</u>
Engineering Fees.....	<input type="checkbox"/>	\$ <u>0</u>
Sales Commission (specify finders' fees separately).....	<input checked="" type="checkbox"/>	\$ <u>1,896,000</u>
Other Expenses (organization and marketing and expense reimbursement).....	<input checked="" type="checkbox"/>	\$ <u>1,540,000</u>
Total.....	<input checked="" type="checkbox"/>	\$ <u>3,481,000</u>

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

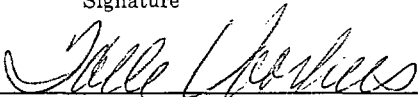
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ 20,219,000

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 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"/> \$ <u>0</u>
Purchase of real estate.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>16,000,000</u>
Purchase, rental, or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ <u>0</u>
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ <u>0</u>
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"/> \$ <u>0</u>
Repayment of indebtedness.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ <u>0</u>
Working capital.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>1,421,000</u>
Other (specify): <u>closing and carrying costs, loan fees, and assignment fee</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>2,798,000</u>
Column Totals.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ <u>20,219,000</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 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) NNN Netpark, LLC	Signature 	Date May 19, 2003
Name of Signer (print or type) Talle Voorhies	Title of Signer (print or type) Chief Operating Officer, Triple Net Properties, LLC, Manager of Issuer	

ATTENTION

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

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) \$23,700,000 in Investor and Membership Units ("Units")	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		X	Units - \$23,700,000						X
AK		X	Units - \$23,700,000						X
AZ		X	Units - \$23,700,000						X
AR		X	Units - \$23,700,000						X
CA		X	Units - \$23,700,000	2	\$150,000				X
CO		X	Units - \$23,700,000						X
CT		X	Units - \$23,700,000						X
DE		X	Units - \$23,700,000						X
DC		X	Units - \$23,700,000						X
FL		X	Units - \$23,700,000						X
GA		X	Units - \$23,700,000						X
HI									
ID									
IL		X	Units - \$23,700,000						X
IN									
IA		X	Units - \$23,700,000						X
KS		X	Units - \$23,700,000						X
KY		X	Units - \$23,700,000						X
LA									
ME									
MD		X	Units - \$23,700,000						X
MA		X	Units - \$23,700,000						X
MI									
MN		X	Units - \$23,700,000						X
MS									
MO		X	Units - \$23,700,000						X

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