

1065734

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

SEC USE ONLY table with fields for Prefix, Serial, and DATE RECEIVED

Name of Offering (NeXplore Corporation Private Offering of Class C Preferred Stock)
Filing Under (Rule 504, Rule 505, Rule 506, Section 4(6), ULOE)
Type of Filing (New Filing, Filing Amendment)

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer
Name of Issuer (NeXplore Corporation)
Address of Executive Offices (2601 Network Boulevard, Suite 208, Frisco, Texas 75034)
Address of Principal Business Operations

Brief Description of Business: The Company provides web site and online services and applications.

B PROCESSED

Type of Business Organization (corporation)
Actual or Estimated Date of Incorporation or Organization (01/07)
Jurisdiction of Incorporation or Organization (N V)

JUL 16 2007 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 in those states that have adopted ULOE and that have adopted this form.

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.

Persons who 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

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**A. BASIC IDENTIFICATION DATA**

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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)  
Mandel, Edward W.

Business or Residence Address (Number and Street, City, State, Zip Code)  
2601 Network Boulevard, Suite 208, Frisco, Texas 75034

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

Full Name (Last name first, if individual)  
Williams, Paul O.

Business or Residence Address (Number and Street, City, State, Zip Code)  
2601 Network Boulevard, Suite 208, Frisco, Texas 75034

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

Full Name (Last name first, if individual)  
Layne, Skinner G.

Business or Residence Address (Number and Street, City, State, Zip Code)  
2601 Network Boulevard, Suite 208, Frisco, Texas 75034

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

Full Name (Last name first, if individual)  
Texas Search Solutions, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)  
15950 North Dallas Parkway, Suite 400, Dallas, Texas 75248

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

Full Name (Last name first, if individual)  
Frisco Technologies, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)  
4537 Fort Campbell Boulevard, Hopkinsville, Kentucky 42240

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

Full Name (Last name first, if individual)  
Relevance Search Partners II, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)  
12273 W. Tanyard Hollow Rd., Bentonville, AR 72712

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

Full Name (Last name first, if individual)  
Relevance Search Partners III, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)  
12273 W. Tanyard Hollow Rd., Bentonville, AR 72712

(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 the exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ <u>0</u>	\$ <u>0</u>
Equity .....	\$ <u>662,500</u>	\$ <u>50,000</u>
<input checked="" type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests .....	\$ <u>0</u>	\$ <u>0</u>
Other (Specify _____) .....	\$ <u>0</u>	\$ <u>0</u>
Total .....	\$ <u>662,500</u>	\$ <u>50,000</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>1</u>	\$ <u>50,000</u>
Non-accredited Investors .....	<u>0</u>	\$ <u>0</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 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 origination expenses of the issuer. The information may be given as subject to future contingencies. If the amount of expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input checked="" type="checkbox"/>	\$ <u>0</u>
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	\$ <u>0</u>
Legal Fees .....	<input checked="" type="checkbox"/>	\$ <u>20,000</u>
Accounting Fees .....	<input checked="" type="checkbox"/>	\$ <u>0</u>
Engineering Fees .....	<input checked="" type="checkbox"/>	\$ <u>0</u>
Sales Commissions (specify finders' fees separately) .....	<input checked="" type="checkbox"/>	\$ <u>0</u>
Other Expenses (identify) _____ .....	<input checked="" type="checkbox"/>	\$ <u>0</u>
Total .....	<input checked="" type="checkbox"/>	\$ <u>20,000</u>

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

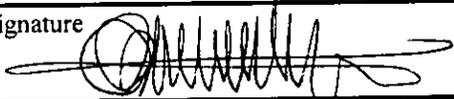
b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” ..... \$ 642,500

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 checked="" type="checkbox"/> \$ <u>50,000</u>	<input checked="" type="checkbox"/> \$ <u>150,000</u>
Purchase of real estate .....	<input checked="" type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment .....	<input checked="" type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>0</u>
Construction or leasing of plant buildings and facilities .....	<input checked="" type="checkbox"/> \$ <u>0</u>	<input checked="" 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 checked="" type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>0</u>
Repayment of indebtedness .....	<input checked="" type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>0</u>
Working capital .....	<input checked="" type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>442,500</u>
Other (specify) .....	<input checked="" type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>0</u>
.....	<input checked="" type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>0</u>
.....	<input checked="" type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>0</u>
Column Totals .....	<input checked="" type="checkbox"/> \$ <u>50,000</u>	<input checked="" type="checkbox"/> \$ <u>592,500</u>
Total Payments Listed (column totals added) .....		<input checked="" type="checkbox"/> \$ <u>642,500</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) NeXplore Corporation	Signature 	Date July 5, 2007
Name of Signer (Print or Type) Paul O. Williams	Title of Signer (Print or Type) Chairman and Chief Financial Officer	

**ATTENTION**

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



**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No	Shares of Class C Preferred Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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									

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No	Shares of Class C Preferred Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ									
NM									
NY		X	\$662,500	1	50,000	0			X
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

*END*