

1039280

FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

PROCESSED JUL 16 2003

OMB APPROVAL table with fields: OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response: 16.00

FORM D

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

THOMSON FINANCIAL

SEC USE ONLY table with fields: Prefix, Serial, DATE RECEIVED

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

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.



03026559

NetSol Technologies, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) 24011 Ventura Blvd. Ste. 101, Calabasas, CA 91302

Telephone Number (Including Area Code)

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

Telephone Number (Including Area Code)

Brief Description of Business

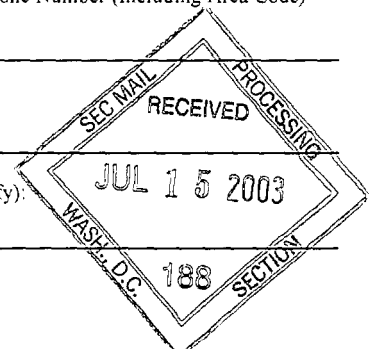
Software Development

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: 03 97 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)



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. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

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. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

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. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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.

Handwritten initials

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)

Ghuri, Najeeb

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

24011 Ventura Blvd., Ste. 101, Calabasas, CA 91302

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

Full Name (Last name first, if individual)

Ghuri, Salim

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

24011 Ventura Blvd., Ste. 101, Calabasas, CA 91302

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

Full Name (Last name first, if individual)

Ghuri, Naeem

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

24011 Ventura Blvd., Ste. 101, Calabasas, CA 91302

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

Full Name (Last name first, if individual)

Mustafa, Irfan

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

24011 Ventura Blvd., Ste. 101, Calabasas, CA 91302

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

Full Name (Last name first, if individual)

Burki, Shahid

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

24011 Ventura Blvd., Ste. 101, Calabasas, CA 91302

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

Full Name (Last name first, if individual)

Moody, Jim

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

24011 Ventura Blvd., Ste. 101, Calabasas, CA 91302

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

Full Name (Last name first, if individual)

Beckert, Eugen

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

24011 Ventura Blvd., Ste. 101, Calabasas, CA 91302

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

ADDITIONAL

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)

Randeree, Shabir

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

24011 Ventura Blvd., Ste. 101, Calabasas, CA 91302

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)

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)

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? \$ No Minimum
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)

Fresne, David

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

405 Lexington Ave., New York, NY 10174

Name of Associated Broker or Dealer

Maxim Group LLC

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

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

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input checked="" type="checkbox"/> CA	<input checked="" type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input checked="" type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input checked="" type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input checked="" type="checkbox"/> NJ	<input type="checkbox"/> NM	<input checked="" type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input checked="" type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> 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

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> 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

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> 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 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	\$ _____	\$ _____
Equity	\$ <u>1,200,000</u>	\$ <u>1,200,000</u>
	<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ <u>1,200,000</u>	\$ <u>1,200,000</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>12</u>	\$ <u>1,215,000</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 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 insurer. 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"/> \$ <u>2,500</u>
Printing and Engraving Costs	<input type="checkbox"/> \$ _____
Legal Fees	<input type="checkbox"/> \$ <u>30,000</u>
Accounting Fees	<input type="checkbox"/> \$ _____
Engineering Fees	<input type="checkbox"/> \$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/> \$ <u>121,500</u>
Other Expenses (identify) <u>Expenses + Advisory Fees</u>	<input type="checkbox"/> \$ <u>63,950</u>
Total	<input type="checkbox"/> \$ <u>217,950</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.”


\$ 997,050

5. Indicate below the amount of the adjusted gross proceed 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"/> \$ <u>997,050</u>	<input type="checkbox"/> \$ _____
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input checked="" type="checkbox"/> \$ <u>997,050</u>	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ <u>997,050</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) NetSol Technologies, Inc.	Signature 	Date July 10, 2003
Name of Signer (Print or Type) Najeeb Ghauri	Title of Signer (Print or Type) CFO & Chairman	

ATTENTION

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

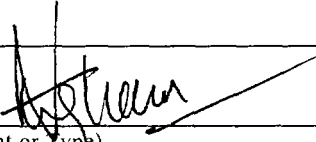
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 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) NetSol Technologies, Inc.	Signature 	Date 7.10.03
Name (Print or Type) Najeeb Ghauri	Title (Print or Type) CFO & Chairman	

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		X	Common	3	700,000	-0-	-0-		
CO		X	Common	1	10,000	-0-	-0-		
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS		X	Common	1	300,000	-0-	-0-		
KY									
LA									
ME									
MD									
MA		X	Common	1	90,000	-0-	-0-		
MI									
MN									
MS									

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		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO									
MT									
NE									
NV									
NH									
NJ		X	Common	2	30,000	-0-	-0-		
NM									
NY		X	Common	3	75,000	-0-	-0-		
NC									
ND									
OH		X	Common	1	10,000	-0-	-0-		
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									

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		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									

FORM U-2
CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, NetSol Technologies, organized under the laws of Nevada, for purposes of complying with the laws of the states indicated hereunder relating to (i) either the registration or sale of securities or (ii) the furnishing of investment advisory services, hereby irrevocably appoints the officers of the states so designated hereunder and their successors in such offices, its attorney in those states so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the states so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the states so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that state and have been served lawfully with process in that state.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Place an "X" before the names of all states for which the person executing this form is appointing the designated Officer of that state as its attorney in that state for receipt of service of process:

<input checked="" type="checkbox"/> ALABAMA	Secretary of State.	<input checked="" type="checkbox"/> ILLINOIS	Secretary of State.
<input checked="" type="checkbox"/> ALASKA	Commissioner, Department of Community And Economic Development.	<input checked="" type="checkbox"/> INDIANA	Secretary of State.
<input checked="" type="checkbox"/> ARIZONA	The Corporation Commission.	<input checked="" type="checkbox"/> IOWA	Commissioner of Insurance.
<input checked="" type="checkbox"/> ARKANSAS	Commissioner of Securities Department.	<input checked="" type="checkbox"/> KANSAS	Secretary of State.
<input checked="" type="checkbox"/> CALIFORNIA	Commissioner of Corporations.	<input checked="" type="checkbox"/> KENTUCKY	Commissioner, Department of Financial Institutions.
<input checked="" type="checkbox"/> COLORADO	Securities Commissioner.	<input checked="" type="checkbox"/> LOUISIANA	Commissioner of Securities.
<input checked="" type="checkbox"/> CONNECTICUT	Banking Commissioner.	<input checked="" type="checkbox"/> MAINE	Securities Administrator.
<input checked="" type="checkbox"/> DELAWARE	Securities Commissioner.	<input checked="" type="checkbox"/> MARYLAND	Securities Commissioner of the Division of Securities.
<input checked="" type="checkbox"/> DISTRICT OF COLUMBIA	Each member of Public Service Commission or Commissioner's successor in office.	<input checked="" type="checkbox"/> MASSACHUSETTS	State Secretary.
<input checked="" type="checkbox"/> FLORIDA	Department of Banking and Finance.	<input checked="" type="checkbox"/> MICHIGAN	Commissioner, Office of Financial and Insurance Services.
<input checked="" type="checkbox"/> GEORGIA	Commissioner of Securities.	<input checked="" type="checkbox"/> MINNESOTA	Commissioner of Commerce.
<input checked="" type="checkbox"/> GUAM	Administrator, Department of Revenue and Taxation.	<input checked="" type="checkbox"/> MISSISSIPPI	Secretary of State.
<input checked="" type="checkbox"/> HAWAII	Commissioner of Securities & Consumer Affairs.	<input checked="" type="checkbox"/> MISSOURI	Commissioner of Securities.
<input checked="" type="checkbox"/> IDAHO	Director of Department of Finance and his successors in office.	<input checked="" type="checkbox"/> MONTANA	Securities Commissioner and his successors in office.
		<input checked="" type="checkbox"/> NEBRASKA	Director of Department of Banking and Finance.
		<input checked="" type="checkbox"/> NEVADA	Administrator of the Securities Division of the Office of the Secretary of State.

<input checked="" type="checkbox"/> NEW HAMPSHIRE	Secretary of State.	<input checked="" type="checkbox"/> SOUTH CAROLINA	Attorney General (ex officio Securities Commissioner).
<input checked="" type="checkbox"/> NEW JERSEY	Chief, Bureau of Securities in the Division of Consumer Affairs of the Department of Law and Public Safety.	<input checked="" type="checkbox"/> SOUTH DAKOTA	Director of the Division of Securities.
<input checked="" type="checkbox"/> NEW MEXICO	Director, Securities Division Of the Regulation and Licensing Department.	<input checked="" type="checkbox"/> TENNESSEE	Commissioner of Commerce and Insurance.
<input checked="" type="checkbox"/> NEW YORK	Secretary of State.	<input checked="" type="checkbox"/> TEXAS	Securities Commissioner.
<input checked="" type="checkbox"/> NORTH CAROLINA	Secretary of State.	<input checked="" type="checkbox"/> UTAH	Director, Division of Securities.
<input checked="" type="checkbox"/> NORTH DAKOTA	Securities Commissioner.	<input checked="" type="checkbox"/> VERMONT	Commissioner of Banking, Insurance, Securities, and Health Care Administration.
<input checked="" type="checkbox"/> OHIO	Secretary of State.	<input checked="" type="checkbox"/> VIRGINIA	Clerk, State Corporation Commission.
<input checked="" type="checkbox"/> OREGON	Director, Department of Consumer and Business Services.	<input checked="" type="checkbox"/> WASHINGTON	Director of the Department of Financial Institutions.
<input checked="" type="checkbox"/> OKLAHOMA	Department of Securities.	<input checked="" type="checkbox"/> WEST VIRGINIA	Commissioner. (Auditor of the State).
<input checked="" type="checkbox"/> PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process.	<input checked="" type="checkbox"/> WISCONSIN	Division of Securities, Department of Financial Institutions.
<input checked="" type="checkbox"/> PUERTO RICO	Commissioner of Financial Institutions.	<input checked="" type="checkbox"/> WYOMING	Secretary of State.
<input checked="" type="checkbox"/> RHODE ISLAND	Director of Department of Business Regulation.		

Dated this July 10th 2003

APPLICANT

NetSol Technologies

By: *[Signature]*

By: Najeeb Ghauri, CFO Chairman

(CORPORATE SEAL)

THE STATE OF CALIFORNIA §
COUNTY OF Los Angeles §

On this July 10, 2003, before me, Stephen A. Tramontana the undersigned officer, personally appeared, Najeeb Ghauri known personally to me to be the of the above named corporation and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



[Signature]
Notary Public/Commissioner of Oaths

My Commission Expires April 9, 2006

(SEAL)

**FORM U-2A UNIFORM CORPORATE RESOLUTIONS OF
NETSOL TECHNOLOGIES, INC.**

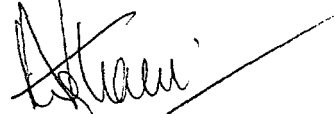
RESOLVED, that it is desirable and in the best interests of this Corporation that the shares (the "Securities") be qualified or registered for sale in various states that the officers of the Company hereby are authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the Securities of this Corporation as said officers may deem necessary or advisable in order to comply with the applicable laws of any such states, and in connection therewith to execute and file all required papers and documents, including but not limited to, applications, reports surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such officers of any such paper or document or the doing by then of any act in connection with the foregoing matters shall conclusively establish their authority therefore from this Corporation and the approval and ratification by this Corporation of the papers and documents so executed and the action so taken.

CERTIFICATE

The undersigned hereby certifies that he is the CFO and Chairman of NetSol Technologies, Inc. a corporation organized under the laws of the state of Nevada that the foregoing is a true and correct copy of a resolution duly adopted by the board of directors at their special meeting held on May 19, 2003; that the passage of said resolution was in all respects legal and that the said resolution was in full force and effect.

Dated:

**NetSol Technologies, Inc.,
a Nevada corporation**



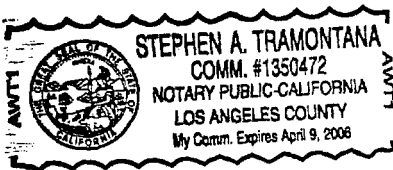
Najeeb Ghauri, CFO and Chairman

(Corporate Seal)

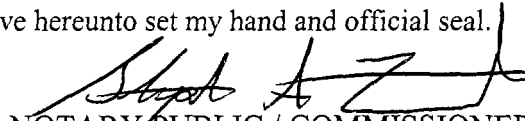
THE STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

On July 10th, 2003 before, me Stephen A. Tramontana the undersigned officer, personally appeared Najeeb Ghauri, known personally to me or by proved to me on the basis of satisfactory evidence to be the CFO of the above named corporation and acknowledge that he, as an officer being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as the officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



(SEAL)


NOTARY PUBLIC / COMMISSIONER OF OATHS
STATE OF CALIFORNIA

My commission Expires: April 9, 2006