

James JayCee
Form 4/A
April 21, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
James JayCee

2. Issuer Name and Ticker or Trading Symbol
ACCESSPOINT CORP /NV/
[ASAP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
9298 SVL BOX
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2009

____ Director
____ Officer (give title below)
 10% Owner
 Other (specify below)
Majority Holder

VICTORVILLE, CA 92395
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
04/20/2009

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Preferred <u>(1)</u> <u>(2)</u>	04/21/2009	04/21/2009	P		1,000,000	A	\$ 0
Common <u>(1)</u> <u>(2)</u>	04/21/2009	04/21/2009	P		12,323,623	A	\$ 0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
James JayCee 9298 SVL BOX VICTORVILLE, CA 92395		X		Majority Holder

Signatures

JayCee James 04/21/2009
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Establishment of the Accesspoint, Corp., discriminatory share price, the reporting owner has determined to issue as previously filed, 1,000,000 shares preferred stock upon the completion of Accesspoint, Corp.,(ASAP) corporate restructuring notwithstanding all like communications industry comparable share structures and share prices.
- (2) Establishment of the Accesspoint, Corp., discriminatory share price, the reporting owner has determined to issue as previously filed, 12,323,623 shares common stock upon the completion of Accesspoint, Corp.,(ASAP) corporate restructuring notwithstanding all like communications industry comparable share structures and share prices.

Remarks:

All Common shares and Preferred shares if applicable currently outstanding listed as 24,163,965 common on OTC market Tie

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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