

Edgar Filing: PRELUDE VENTURES INC - Form 8-K

PRELUDE VENTURES INC
Form 8-K
November 06, 2003

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): October 9, 2003

PRELUDE VENTURES, INC.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation)

000-49950

98-0232018

(Commission File No.)

(IRS Employer Identification No.)

1400 N. Gannon Drive
2nd Floor
Hoffman Estates, IL 60194
(847) 310-1400
(Address and telephone number of principal executive offices
and place of business)

ITEM 1. CHANGES IN CONTROL OF REGISTRANT.

On October 9, 2003, the Board of Directors of the Registrant appointed the following individuals to the Board of Directors

| Name | Age | Position |
|-----------------------|-----|---|
| Jesse Fuller | 60 | Chairman of the Board of Directors, CEO and President |
| Lawrence J. Griffin | 40 | Vice-Chairman of the Board, President of Tri-State Ac |
| Christopher A. Hanson | 51 | Director, Senior Vice President of Marketing & Legal |
| Al Giudice | 42 | Director and Secretary |
| George L. Riggs, III | 53 | Director and Interim Chief Financial Officer |
| Richard Steifel | 69 | President of Alliance Petroleum, Inc. |
| Donald Mago | 41 | Chief Operating Officer |

Edgar Filing: PRELUDE VENTURES INC - Form 8-K

| | | |
|------------|----|--------------------------------------|
| Frank Mago | 42 | Senior Vice President |
| Al Cilella | 58 | Vice-President and Asst. to Chairman |

The biographies of the new Directors and Officers are as follows:

JESSE FULLER 60 CHAIRMAN OF THE BOARD OF DIRECTORS, CEO AND PRESIDENT
Jesse Fuller has been in the financial, insurance and real estate business for over 20 years. He is the president of the following companies: Since February 1998, President of American Group Financial, Inc., an equipment leasing company that is licensed by the State of Illinois as consumer finance company. Also since January 1997, President of ProTec Security Company, which makes special identification tags used for tagging assets of corporations and other entities, which is the only approved vender for tagging and tracking assets for the Chicago Public Schools. And since April 1997, President of Health Care Benefits, Ltd., which is in the Senior Life Settlement business, which consists of purchasing life insurance policies from seniors that can not afford the payment of the premiums, and pays them a percentage of the policy amount according to the life expectancy and premiums to be paid.

He is also, since January 2003, the Chairman of the Board of Alliance Petroleum Products Company, which is a blender and bottler of oil and anti-freeze, and is to be a subsidiary of Registrant. Mr. Fuller was educated at Southeastern Illinois College and Aurora Business College. He holds licenses in the following: Illinois real Estate License, Illinois Insurance License, Life, Casualty, Accident, Health and Fire Consumer Finance Company. He is a member of the American Association of Equipment Leasing and General Insurance Association.

2

LAWRENCE J. GRIFFIN 40 VICE-CHAIRMAN OF THE BOARD, PRESIDENT OF
TRI-STATE ACQUISITION CORP.

Lawrence J. Griffin has been in the automotive aftermarket for his entire career. He has been President and part owner of the following automotive related companies: GMG Partners LLC, Tri-State Stores, Inc. and SASCO Springfield Auto Supply Company. He is part owner and President of Top Notch Parts Distributors, Inc., a tire distributor located in Brookfield, WI. Lawrence has held leadership positions in the automotive aftermarket such as Executive Committee member and Product Committee member of Parts Plus, a nationally recognized marketing group with combined sales of \$1 billion. Before his involvement with Parts Plus, Lawrence was a Board of Director and Marketing Committee member of the National Pronto Association, a nationally recognized marketing group with combined sales of 700 million dollars. He is a graduate of DePaul University in Chicago. While at DePaul he majored in Political Science and International Relations. He attended Triton Community College and was student government president in 1982-83.

CHRISTOPHER A. HANSON 51 DIRECTOR, SENIOR VICE PRESIDENT OF
MARKETING & LEGAL AFFAIRS

Christopher A. Hanson has a degree in engineering from the University of Michigan and a law degree. After practicing law, he entered business, and in 19, he joined Alliance Petroleum Products Company. He has a seat on the commodities exchange and traded for the last 4 years.

AL GIUDICE 42 DIRECTOR AND SECRETARY

Edgar Filing: PRELUDE VENTURES INC - Form 8-K

Al Giudice is a CPA and Licensed attorney in Illinois is the founder and president of Giudice Law Offices, Ltd. He also holds a Masters in Law Degree in Taxation. He is vice president of GMG Partners, LLC (since 1997), Tri-State Stores, Inc. (since 1997) and SASCO Springfield Auto Supply Company (since 1996), companies related to the automotive parts industry. He is president of Lancor Equities, Ltd. a real estate company since 1992. He vice president of Top Notch Parts Distributors, Inc. a Wisconsin tire distributor (since 1995). He is manager of WW Engineering Company LLC a metal fabrication company (since 1996). He is vice president of Altitude Plus LLC in the oral care industry (since 2002). He is president of NRG International, Limited, a Hong Kong toy company (since 2002). He is president of Cool Products Corp USA, a toy company (since 1991). He was a manager of Inland Great Lakes LLC from 1996-2003, a real estate developer. He received his B.B.A. from Loyola University in 1982 with a major in public accounting. He received his J.D. in 1985 from the John Marshall Law School. He received his LLM from John Marshall Law School in 1987.

GEORGE L. RIGGS, III, C.P.A., 53, DIRECTOR AND INTERIM CHIEF FINANCIAL OFFICER. George L. Riggs, III, C.P.A., was the founder and Managing partner of Riggs & Associates, LLP prior to joining the firm of Centerprise/Scillia Dowling & Natarelli (formerly Simone Scillia Larrow & Dowling LLC) as an audit and accounting principal. He left the firm in October 2002 to return to a solo

3

practice. He specializes in public and privately held corporations, with significant experience in mergers and acquisitions, litigation support, and bankruptcy and reorganizations matters. He has over twenty-five years experience in public accounting, including 13 years as a partner at Deloitte & Touche, LLP. He spent ten years as the Professional Practice Director for the Hartford, New Haven and Waterbury offices. In this position, he was responsible for the review of all engagements to ascertain compliance with professional guidelines and technical consultations on all clients in the areas of accounting, auditing and securities. He is a graduate of the University of Hartford where he received the Regents Honor award for graduating first from the school of business administration. He also holds an MBA degree from the University of Connecticut with a specialization in finance. He received a certificate of merit from the Massachusetts Society of CPAs for passing the CPA exam at the first sitting. George has conducted many continuing education seminars for his prior firms and the Connecticut Society of CPAs as well as spoken to many professional groups on certain industry, technical and financing subjects. He holds a CPA certificates in Connecticut and Vermont. He is a member of the American Institute of Certified Public Accountants, the Connecticut Society of Certified Public Accountants, and Mr. Riggs is also Chief Financial Officer of Humana Trans Services Holding Corp, ("HTSC"), traded on the OTC BB, since July 1, 2003.

RICHARD STEIFEL 69 PRESIDENT OF ALLIANCE PETROLEUM, INC. Attended the University of Illinois. He joined Sovereign Oil in 1956, and grew it into a basic compounder, blender and packager of oil which developed into one of the largest independent oil company producing up to 500,000,000 million quarts annually in five plants located throughout the United States. Sovereign packaged for Valvoline, Amoco, Mobil, Exxon and many other large retailers, including K-mart, Montgomery Ward, Howard Bros, Safeway, etc. He sold Sovereign in 1978. IN 1986 he formed Alliance Petroleum Products Company, which provides proprietary and private label packaged automotive oil and related products. It also provides bulk product to the Industrial and Installer market.

DONALD MAGO

41

CHIEF OPERATING OFFICER

Edgar Filing: PRELUDE VENTURES INC - Form 8-K

Corp. with Harris Bank is not secured within 150 days from the date of the execution of the Alliance Agreement.

Also on October 9, 2003, the registrant entered into an Agreement to purchase an

5

option to purchase the assets and certain liabilities of Tri-State Stores, Inc., an Illinois Corporation ("Tri-State"), GMG Partners LLC, an Illinois Limited Liability Company ("GMG") and SASCO Springfield Auto Supply Company, a Delaware Corporation, ("SASCO") (Tri-State, GMG and SASCO are collectively referred to herein as "TSG"), for the payment of FIVE HUNDRED THOUSAND DOLLARS (\$500,000). The option is exercisable upon the purchase of the net assets of TSG for approximately THREE MILLION DOLLARS (\$3,000,000).

In addition, on October 9, 2003, the Registrant entered into an agreement with the shareholders of Motor Parts Warehouse, Inc. ("MPW"), of St. Louis, Missouri, for the option to purchase all of the outstanding shares ("MPW Option"). In payment of this option, Registrant issued 5,000,000 shares of common stock. Upon exercise of the MPW Option, Registrant will pay an additional 5,000,000 shares of common stock to the shareholders of MPW, and Two Million Two Hundred Thousand Dollars (\$2,200,000), this option can not be exercised until after the refinancing of the TSG debt, of approximately \$3,000,000.

The Registrant, effective October 10, 2003, relocated its offices to 1400 N. Gannon Drive, 2nd Floor, Hoffman Estates, IL 60194, telephone number of (847) 310-1400. The offices are co-located with office of Jesse Fuller, Chairman, CEO and President of the Registrant, occupying approximately 4,000 square feet. The registrant is not subject to a lease and does not pay rent, and the space is sufficient for the Registrant's needs for the foreseeable future.

As previously reported on the Current Report on Form 8-K, filed April 15, 2003, the Registrant, Prelude Ventures, Inc., on April 1, 2003, entered into a definitive agreement to acquire an aggregate of 10,000,000 shares of common stock, being all of the issued and outstanding shares of Pascal Energy, Inc. from that company and its shareholders. Prelude has agreed to issue and or exchange the following shares: with the date of April 1, 2003, 5,000,000 common voting shares, restricted under rule 144 of the Sec. Act, and in such form as requested by the sellers; and at a later date, issue 5,000,000 shares common voting shares, restricted under rule 144 of the Sec. Act, and in such form as requested by the sellers, subject to Prelude paying not less than \$1,000,000 accumulated dividend to its shareholders of record.

The Registrant has determined that the transaction can not be completed, due to the inability to complete a comprehensive due diligence and difficulties in completing an audit of the financials of Pascal Energy. The shares of common stock, previously issued in anticipation of the completion of the transaction are to be returned to the treasury of the Registrant and cancelled.

ITEM 6. RESIGNATIONS OF REGISTRANT'S DIRECTORS

Effective October 10, 2003, Anthony Sarvucci, resigned as a Director and Officer of the Registrant. The resignation was accepted by the Board of Directors on

6

Edgar Filing: PRELUDE VENTURES INC - Form 8-K

October 10, 2003. Mr. Sarvucci, in his resignation letter did not advise the Registrant of any disputes with respect with the Registrant on any matter relating to the Registrant's operations, policies or practices. Mr. Sarvucci is to receive a total of 200,000 shares of common stock as his entire compensation for servicing as Sole Director and Officer of the Registrant from April 15, 2003 until October 10, 2003.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

| | |
|--------------|--|
| Exhibit 10.1 | Agreement and Plan of Reorganization for Stock Purchase Agreement of Alliance Products Company |
| Exhibit 10.2 | Rider to Agreement and Plan of Merger |
| Exhibit 10.3 | Agreement and Plan of Reorganization to Purchase Option to Purchase Motor Parts |
| Exhibit 10.4 | Option to Purchase Motor Parts Warehouse, Inc. from shareholders |
| Exhibit 10.5 | Agreement and Plan of Reorganization to Purchase the Option to Purchase the Assets of State Stores, Inc., GMG Partners LLC, and SASCO Springfield Auto Supply Company. |
| Exhibit 10.6 | Option to Purchase the Assets of -State Stores, Inc., GMG Partners LLC, and SASCO Springfield Auto Supply Company. |
| Exhibit 17. | Letter of resignation of Anthony Sarvucci |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 6, 2003

Prelude Ventures, Inc.

By: Jesse Fuller

Jesse Fuller, President