

NOVEX SYSTEMS INTERNATIONAL INC
Form SC 13G/A
February 14, 2002

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

SCHEDULE 13G/A

INFORMATION STATEMENT PURSUANT TO RULES 13D-1 AND 13D-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO.2) *

NOVEX SYSTEMS INTERNATIONAL, INC.
(NAME OF ISSUER)

COMMON STOCK, PAR VALUE \$.001 PER SHARE
(TITLE OF CLASS OF SECURITIES)

670019 10 8
(CUSIP NUMBER)

DECEMBER 31, 2001

(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- [] Rule 13d-1 (b)
[X] Rule 13d-1 (c)
[] Rule 13d-1 (d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAME OF REPORTING PERSON, I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY): Little Wing, L.P., 13-3778596

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*: (a) []
(b) [X]

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3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware
- | | |
|--|--|
| NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH | 5. SOLE VOTING POWER: |
| | 6. SHARED VOTING POWER: 2,987,130 |
| | 7. SOLE DISPOSITIVE POWER: |
| | 8. SHARED DISPOSITIVE POWER: 2,987,130 |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 2,987,130
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES:*
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 11.25%
12. TYPE OF REPORTING PERSON*: PN

* See Instructions before filling out!

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1. NAME OF REPORTING PERSON, I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY): Quilcap Corp., 13-3780878
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*: (a)
(b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware
- | | |
|--|--|
| NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH | 5. SOLE VOTING POWER: |
| | 6. SHARED VOTING POWER: 2,987,130 |
| | 7. SOLE DISPOSITIVE POWER: |
| | 8. SHARED DISPOSITIVE POWER: 2,987,130 |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 2,987,130
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES:*
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 11.25%
12. TYPE OF REPORTING PERSON*: CO

* See Instructions before filling out!

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1. NAME OF REPORTING PERSON, I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): Tradewinds Fund Ltd.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*: (a) []
(b) [X]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION: British Virgin Islands
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5. SOLE VOTING POWER:
6. SHARED VOTING POWER: 1,004,439
7. SOLE DISPOSITIVE POWER:
8. SHARED DISPOSITIVE POWER: 1,004,439
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 1,004,439
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:* []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 3.78%
12. TYPE OF REPORTING PERSON*: CO

* See Instructions before filling out!

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1. NAME OF REPORTING PERSON, I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): Quilcap International Corp., 13-3868725
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*: (a) []
(b) [X]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5. SOLE VOTING POWER: 0
6. SHARED VOTING POWER: 1,004,439
7. SOLE DISPOSITIVE POWER: 0
8. SHARED DISPOSITIVE POWER: 1,004,439
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 1,004,439

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:* []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 3.78%
12. TYPE OF REPORTING PERSON*: CO

* See Instructions before filling out!

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Amendment No. 2 to Schedule 13G of Little Wing, L.P. ("Little Wing"), Quilcap Corp. ("Quilcap Corp."), Tradewinds Fund Ltd. ("Tradewinds") and Quilcap International Corp. ("Quilcap International"), with respect to the common stock, par value \$.001 per share (the "Common Stock") of Novex Systems International, Inc. (the "Company").

ITEM 1 (a) NAME OF ISSUER:
Novex Systems International, Inc.

ITEM 1 (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
16 Cherry Street, Clifton, New Jersey 07014

ITEM 2 (a) NAME OF PERSON FILING:
Little Wing, L.P. ("Little Wing")
Quilcap Corp. ("Quilcap Corp.")
Tradewinds Fund Ltd. ("Tradewinds")
Quilcap International Corp. ("Quilcap International")

ITEM 2 (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

Little Wing, L.P.
c/o Quilcap Corp.
153 East 53rd Street
Suite 2600
New York, NY 10022

Quilcap Corp.
153 East 53rd Street
Suite 2600
New York, NY 10022

Tradewinds Fund Ltd.
c/o Quilcap International Corp.
153 East 53rd Street
Suite 2600
New York, NY 10022

Quilcap International Corp.
153 East 53rd Street
Suite 2600
New York, NY 10022

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- ITEM 2 (c) CITIZENSHIP:
 Little Wing is a limited partnership organized under the laws of the State of Delaware. Quilcap Corp. and Quilcap International are each corporations organized under the laws of the State of Delaware. Tradewinds is a corporation organized under the laws of the British Virgin Islands.
- ITEM 2 (d) TITLE OF CLASS OF SECURITIES:
 Common Stock, par value \$.001 per share (the "Common Shares")
- ITEM 2 (e) CUSIP NUMBER:
 670019 10 8
- ITEM (3) IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:
- (a) () Broker or Dealer registered under Section 15 of the Securities Exchange Act of 1934 (the "Act")
 - (b) () Bank as defined in Section 3(a)(6) of the Act
 - (c) () Insurance Company as defined in Section 3(a)(19) of the Act
 - (d) () Investment Company registered under Section 8 of the Investment Company Act of 1940
 - (e) () An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
 - (f) () An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
 - (g) () A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
 - (h) () A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
 - (i) () A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
 - (j) () A Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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- ITEM 4. OWNERSHIP
- (a) Amount Beneficially Owned:
 3,991,569
 - (b) Percentage of Class:
 15.03% (based on the 24,598,988 Common Shares reported to be outstanding in the Issuer's Form 10-QSB for the period ended November 30, 2001)
 - (c) Number of shares as to which such person has:

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- (i) sole power to vote or to direct the vote: -0-
- (ii) shared power to vote or to direct the vote: 3,991,569
- (iii) sole power to dispose or to direct the disposition of : -0-
- (iv) shared power to dispose to direct the disposition of: 3,991,569

Quilcap Corp. is the general partner of Little Wing. Quilcap International is the investment manager to Tradewinds. Little Wing has the power to vote and dispose of its Common Shares, which power may be exercised by Parker Quillen, as President of Quilcap Corp., the general partner to Little Wing. Tradewinds has the power to vote and dispose of the Common Shares owned by it, which power may be exercised by Parker Quillen, as President of Quilcap International, the investment manager to Tradewinds.

- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS
Not applicable.
- ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON
Not applicable.
- ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.
Not applicable.
- ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP
Not applicable.
- ITEM 9. NOTICE OF DISSOLUTION OF GROUP
Not applicable.
- ITEM 10. CERTIFICATION. (if filing pursuant to Rule 13d-1(c))

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the

effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

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Dated: February 14, 2002

LITTLE WING, L.P.

By: Quilcap Corp.,
General Partner

By: /s/ Parker Quillen

Parker Quillen, President

QUILCAP CORP.

By: /s/ Parker Quillen

Parker Quillen, President

TRADEWINDS FUND LTD.

By: Quilcap International Corp.

By: /s/ Parker Quillen

Parker Quillen, President

QUILCAP INTERNATIONAL CORP.

By: /s/ Parker Quillen

Parker Quillen, President