

Edgar Filing: MISHKIN EDWIN B TRUSTEE - Form SC 13D/A

MISHKIN EDWIN B TRUSTEE
Form SC 13D/A
October 01, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Rainwire Partners, Inc.
(formerly Envirometrics, Inc.)
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001
(Title of Class of Securities)

751019100
(CUSIP Number)

Edwin B. Mishkin, Esq. (the "Trustee"), solely in his capacity as trustee
under the Securities Investor Protection Act ("SIPA")
pursuant to a court order further described in the Schedule 13D filed on
February 3, 1997 by the Trustee with respect to the Common
Stock of the Issuer

C/O Cleary, Gottlieb, Steen & Hamilton
One Liberty Plaza
New York, New York 10006
(212) 225-2000

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

September 30, 2002
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report
the acquisition that is the subject of this Schedule 13D, and is filing this
schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following
box.

Note: Schedules filed in paper format shall include a signed original and five
copies of the schedule, including all exhibits. See Rule 13d-7 for other parties
to whom copies are to be sent.

*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
disclosures provided in a prior cover page.

The information required on 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 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- Edwin B. Mishkin, Esq., solely in his capacity as Trustee under SIPA pursuant to a court order more fully described in the Schedule 13D filed February 3, 1997.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*

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- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.
- | | | | |
|--|----|--------------------------|--|
| | 7 | SOLE VOTING POWER | |
| | | See Item 5. | |
| NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH | 8 | SHARED VOTING POWER | |
| | | See Item 5. | |
| | 9 | SOLE DISPOSITIVE POWER | |
| | | See Item 5. | |
| | 10 | SHARED DISPOSITIVE POWER | |
| | | See Item 5. | |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 5.
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES*
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

See Item 5.
- 14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 1 amends and supplements the Amended and Restated Schedule 13D, filed February 3, 1997 (the "Schedule 13D"), with respect to the common stock, par value \$0.001 per share ("Envirometrics Common Stock"), of Envirometrics, Inc. ("Envirometrics"), a Delaware corporation. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D.

Item 1. Security and Issuer

Item 1 is hereby amended and restated in its entirety as follows:

"On July 27, 2000, Envirometrics changed its name to Rainwire Partners, Inc. This amendment to the Schedule 13D is therefore filed in respect of the shares of common stock, par value \$0.001 per share (the "Common Stock"), of Rainwire Partners, Inc., a Delaware corporation (the "Company"), the principal executive offices of which are located at 8215 Roswell Road, Suite 925, Atlanta, Georgia 30350.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended to read in its entirety as follows:

"(a) Based solely upon a review of Adler's trading records, the Trustee believes that, for the purposes of Rule 13d-3(a), the Trustee may be the beneficial owner of 15,582 shares of Common Stock, representing 0.2% of the outstanding shares of Common Stock. The Trustee has determined that the Units and Warrants previously reported as being possibly beneficially owned by him are no longer valid or exercisable.

(b) The Trustee believes that, pursuant to his powers and obligations under the Court Order, he has sole voting power and sole dispositive power as to all of the shares of Common Stock listed in Item 5(a) above.

(c) In connection with the ongoing liquidation of Adler and the related claims determination process, the Trustee has determined that a portion of the Units, Warrants, shares of Common Stock and shares of Envirometrics Common Stock previously reported as being possibly beneficially owned by him were needed for delivery to former customers of Adler in satisfaction of their claims. In addition, the Trustee has made the following sales to the trustee for the liquidation of Hanover Sterling & Company, Ltd:

i. On April 16, 1997, the Trustee sold 300 Envirometrics, Inc. Warrants at a price of \$0.13 per Warrant.

ii. On May 2, 1997, the Trustee sold 4,126 Envirometrics, Inc. Warrants at a price of \$0.01 per Warrant.

iii. On May 15, 1997, the Trustee sold 140 Envirometrics, Inc. Warrants at a price of \$0.01 per Warrant.

Other than the foregoing transactions, the Trustee (and Mr. Mishkin, in his individual capacity) has not effected any transactions in the Common Stock, Warrants or Units within the past sixty (60) days.

(d) Not applicable.

(e) The Reporting Person has ceased to be the beneficial owner of more than five percent of the Common Stock."

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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.

Dated: October 1, 2002

By: /s/ Edwin B. Mishkin

Name: Edwin B. Mishkin, as SIPA Trustee for
the liquidation of the business of
Adler, Coleman Clearing Corp.