## Edgar Filing: Pochapski Elena - Form 4

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December 2	0, 2010										
	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMMISSION	OMB	Number:3235-0287Expires:January 31, 2005Estimated average burden hours per response0.5	
Check th if no lon subject to Section 1 Form 4 of Form 5 obligation may con See Instr 1(b).	ger o 16. or Filed pu tinue.	rsuant to S (a) of the I	Washington, D.C. 20549 OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES to Section 16(a) of the Securities Exchange Act of 1934, he Public Utility Holding Company Act of 1935 or Section (h) of the Investment Company Act of 1940								
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Pochapski Elena								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 275 MADISON AVE, 6TH			3. Date of Earliest Transaction (Month/Day/Year) 10/01/2010					_X Director _X Officer (give elow)		Owner r (specify	
			Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	la I Non	Dorivotivo S	ouritio		red, Disposed of,	or Bonoficial	v Ownod	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	ed Date, if	3.	4. Securities omr Disposed (Instr. 3, 4 a	Acquin of (D)	-	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 Beneficial Ownership (Instr. 4)	
Common Stock	10/01/2010			J <u>(1)</u>	2,716,655		\$ 0.11	3,036,655	D		
N/A	10/01/2010			S	0	A	\$ 0	0	I	Through minor child.	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Addre	SS	Relationships						
1	Director	10% Owner	Officer	Other				
Pochapski Elena 275 MADISON AVE, 6TH NEW YORK, NY 10016	Х		CFO					
Signatures								
/s/ Elena Boghanski	12/20/2010							

<u>\*\*</u>Signature of Reporting Person

Pochapski

Date

## **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).

In October 2010, the Issuer entered into Debt Conversion Agreements with nine (9) creditors of the Issuer including Ms. Pochapski, the Issuer's Chief Financial Officer, who converted \$298,832 of debt owed to her by the Issuer into 2,716,655 shares of restricted common

(1) stock at the rate of one share for each \$0.11 of debt converted (the "Conversion"). The Conversion price of \$0.11 per share was calculated based on the average market price of the Issuer's common stock on the Over-The-Counter Bulletin Board for the six months prior to September 30, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.