

Edgar Filing: CONVERSION SERVICES INTERNATIONAL INC - Form SC 13G

CONVERSION SERVICES INTERNATIONAL INC
Form SC 13G
July 08, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c)
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b) *

CONVERSION SERVICES INTERNATIONAL, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

21254R109

(CUSIP Number)

June 28, 2004

(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)

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
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).

(Continued on following pages)

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1 NAME OF REPORTING PERSON
 WHRT I CORP.
 See Item 2 for identification of General Partner
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Tax ID Number: 94-3178229

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 California

| | | |
|---|---|--------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 72,543,956 |
| | 6 | SHARED VOTING POWER 0 |
| | 7 | SOLE DISPOSITIVE POWER 72,543,956 |
| | 8 | SHARED DISPOSITIVE POWER 0 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 72,543,956

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.5%

12 TYPE OF REPORTING PERSON*
 CO

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1.

(a) NAME OF ISSUER: Conversion Services International, Inc.
 (the "Company")

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: 100
 Eagle Rock Avenue, East Hanover, NJ 07936

2.

Set forth below is the following information with respect to

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each of the persons filing this Schedule 13G (together, the "Filing Persons"): (a) name; (b) address of principal offices (if entity) or residence or business address (if individual); (c) citizenship (if individual) or jurisdiction of organization (if entity); (d) title of class of securities and (e) CUSIP number.

- (a) WHRT I Corp.
- (b) c/o Tudor Ventures, 50 Rowes Wharf, 6th Floor, Boston, MA 02420
- (c) California
- (d) Common Stock
- (e) 21254R109

3.

Not Applicable

4.

(a), (b) and (c) This Schedule 13G shall not be construed as an admission that any Filing Person is, either for purposes of Section 13(d) or 13(g) of the Act or for other purposes, the beneficial owner of any Common Stock disclosed in this Schedule 13G. The aggregate number and percentage of the class of securities identified pursuant to Item 1 of this Schedule 13G that, pursuant to Rule 13d-3, may be deemed to be beneficially owned by each Filing Person are as follows:

| Filing Person ----- | Common Stock Beneficially Owned ----- | % of Class ----- | Voting Power ----- |
|------------------------|---|---------------------|-----------------------|
| WHRT I Corp. | 72,543,956 | 9.5% | sole |

5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not Applicable.

6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not Applicable.

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7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not Applicable.

8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

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Not Applicable.

9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable.

10. CERTIFICATION

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.

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SIGNATURES

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: July 8, 2004

WHRT I CORP.
a California corporation

By: /s/ LACY EDWARDS

Lacy Edwards
Chairman and Chief Executive Officer