

Edgar Filing: STERLING CAPITAL INVESTMENT GROUP INC - Form SC 13D

STERLING CAPITAL INVESTMENT GROUP INC  
Form SC 13D  
April 04, 2001

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

SCHEDULE 13D

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

Sterling Capital Investment Group, Inc.  
(formerly)  
Sterling Media Capital Group, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$.001  
Series A Preferred Convertible Stock, par value \$.001

-----  
(Title of Class of Securities)

85916R104

-----  
(CUSIP Number)

Mr. David C. Annin  
6223 Twin Oaks Circle  
Dallas, TX 75240  
(972) 571-3618

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

July 7, 2000

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(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(b) 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. NAME OF REPORTING PERSONS:  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

David C. Annin

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

3 . SEC USE ONLY

4. SOURCE OF FUNDS

(See Item 3 and Exhibit 1)

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7. SOLE VOTING POWER  
(See Item 1 and Exhibit 1)

NUMBER OF BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

(See Item 1 and Exhibit 1)

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(See Item 1 and Exhibit 1)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.4% (See Exhibit 1)

14. TYPE OF REPORTING PERSON

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Individual

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## Item 1. Security and Issuer

This Schedule 13D relates to the common stock, par value \$0.001 per share (the "Common Stock") and Series "A" Convertible Preferred Stock, no par value ("the "Preferred Stock") issued by Sterling Capital Investment Group, Inc.), a Nevada corporation, (formerly, Sterling Media Capital Group, Inc., a Pennsylvania corporation (the "Company"), the principal offices of which are located at 4570 Westgrove, Ste. 220, Addison, TX 75001.

## Item 2. Identity and Background

- (a) This Schedule 13D is filed by David C. Annin, an individual. (the "Reporting Person").
- (b) The Reporting Person has never been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).
- (c) During the last five years, the Reporting Person has not been party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which proceeding the Reporting Person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (d) The Reporting Person is a Citizen of the United States

## Item 3. Source and Amount of Funds or Other Consideration

The securities described in this 13d statement were acquired as a result of the Reporting Person being a beneficial owner of a privately held predecessor company ("Sterling Managers"). The predecessor company merged with the Issuer on July 7, 2000. (See Exhibit 1)

## Item 4. Purpose of Transaction

(See Exhibit 1)

## Item 5. Interest in Securities of the Issuer

- (a) Securities Beneficially Owned.

(See Exhibit 1)

## Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

None

## Item 7. Material to be Filed as Exhibits.

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The following document is filed as an Exhibit:

Exhibit 1 Description of Transaction and Securities Beneficially Owned

Signatures

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DAVID C. ANNIN

Date: March 27, 2001

/s/ David C. Annin

-----  
Signature

Exhibit 1

Description of Transaction and Securities Beneficially Owned

The Merger

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On July 7, 2000, Electro-Kinetic Systems, Inc. ("EKS") and Sterling Media Fund Management Liability company ("Sterling Managers"), completed the transactions contemplated by the Lease Agreement, a complete copy of which is attached as Exhibit A to the 8-K filing with the SEC dated July 24, 2000, which provided for EKS to acquire 15% of the equity interests in Sterling Managers. On the same day EKS changed its name to Electro-Kinetic Systems ("Sterling Media"). Thereafter, on the 10th day of July 2000, Sterling Media acquired the remaining equity interests in Sterling Managers with Sterling Managers continuing as a wholly-owned subsidiary of Sterling Media.

As a result of the acquisition, the equity holders of Sterling Managers and the person who held a 5% equity interest in Sterling Managers now own approximately 91.5% of the voting stock of Sterling Media Capital Group, Inc.

Because of the change in ownership of voting stock and the composition of the board of directors, there was a change in control of EKS upon completion of the acquisition.

SCHEDULE 13D

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CUSIP No. 85916R104  
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Page 5 of 6 Pages  
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Reduction in Outstanding Shares  
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Pursuant to a resolution by the Board of Directors dated November 2, 2000, the number of shares of Series A Preferred have been effectively reduced whereby one share of "new" Sterling Media common was issued for each share of Series A Preferred Media common shares outstanding on that date. On the same date, each share of Sterling Media common issued as a part of the merger, were converted into 3.2840938 "new" shares of Sterling Media common shares then outstanding. These actions effectively reduced the number of outstanding shares from 3,535,538 shares of Series A Preferred to approximately 17,000,000 "new" common shares.

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### Series B Convertible Preferred Stock

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On December 29, 2000 the Reporting Person acquired 1,285 shares of the Company's Series B Convertible Preferred Stock in exchange for the Preferred Stock of a Predecessor company for the subject Series B Preferred Stock pursuant to the terms of the Letter Agreement dated June 7, 2000.

### Corporate Reincorporation

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On January 4, 2001 the shareholders of the Company approved the Company's re-incorporation in Nevada effective January 18, 2001. The actions resulted in the Company's name being changed to "Sterling Capital Investment Group Inc" (trading under the symbol "STCE"), the replacement of stock in the existing Pennsylvania corporation with the Nevada corporation, and the election of the individuals presently serving as directors in the Nevada corporation. For more information on the reincorporation, see the Company's Form 10-K for the year ended December 31, 2000, filed with the SEC pursuant to SECTION 14 (C) OF THE SECURITIES EXCHANGE ACT OF 1934, statement DEF-14(c), filed November 1, 2000.

### Exchange of Shares for Membership Interest in a limited liability company

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On January 22, 2001, David C. Annin, (the "Reporting Person") entered into a transaction with the Company for the exchange of common stock of the issuer for 9 units of membership interest in a limited liability company.

### Securities Beneficially Owned

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|   | "Old" Sterling<br>Media Stock | "New" Sterling<br>Media Stock | Stock<br>by Reporting Person<br>as of March 31, 2001 |
|---|-------------------------------|-------------------------------|--|
|   | -----                         | -----                         | -----  |
| Common Stock<br>(Converted @1:30.4498)                | 4,039,461                     | 1,152,224                     | 922,224  |
| Series A Preferred Stock<br>(Converted @ 3.2840938:1) | 310,455                       | -0-                           | -0-  |
| Series B Preferred Stock<br>(Convertible @ 11.2069:1) | -0-                           | -0-                           | 1,285  |

Based on 20,609,465 fully diluted shares of Common stock believed to be outstanding as of March 31, 2001, the Reporting Person beneficially owned approximately 4.4% of the Company's outstanding Common Stock.

### Voting and Dispositive Power.

| Reporting Person        | Number of Shares     |                        |                              |                                |
|-------------------------|----------------------|------------------------|------------------------------|--------------------------------|
|                         | Sole<br>Voting Power | Shared<br>Voting Power | Sole<br>Dispositive<br>Power | Shared<br>Dispositive<br>Power |
|                         | -----                | -----                  | -----                        | -----                          |
| David C. Annin          |                      |                        |                              |                                |
| Common                  | 922,224              | -0-                    | 922,224                      | -0-                            |
| Series "B"<br>Preferred | 1,285                | -0-                    |                              | 1,285                          |

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## Transaction in Company Securities:

The following purchases and or acquisitions have been made by the Reporting Person:

| Type of Security     | Shares Purchased or acquired | Price per share | Date     |
|----------------------|------------------------------|-----------------|----------|
| Series "B" Preferred | 1,285                        | (1)             | 12/29/00 |

1.) Acquired by converting preferred stock of predecessor company (which was acquired for \$1 stock of the company, pursuant to the terms of the Letter Agreement dated June 7, 2000.