

CATTLESALE CO  
Form SC 13D/A  
June 17, 2004

CUSIP No. 26779T 30 08

[681726-4]

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 53)

THE CATTLESALE COMPANY  
(Name of Issuer)

Common Stock, Par Value \$.01 Per Share  
(Title of Class of Securities)

149479-10-7  
(CUSIP Number)

Asher B. Edelman,  
136 E. 74th Street  
New York, New York 10021  
(212) 371-7711

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

June 11, 2004  
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), 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.

(Continued on following pages)

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1. NAME OF REPORTING PERSON S.S. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Asher B. Edelman

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

3. SEC USE ONLY

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4. SOURCE OF FUNDS\*: Not Applicable
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 of America
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7. SOLE VOTING POWER: 1,125
8. SHARED VOTING POWER: 0
9. SOLE DISPOSITIVE POWER: 1,125
10. SHARED DISPOSITIVE POWER: 0
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 1,125
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* [x]
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): Less than .1%
14. TYPE OF REPORTING PERSON\*: IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON S.S. OR IRS IDENTIFICATION NO. OF ABOVE PERSON
- Edelman Family Partnership, L.P.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [x]  
(b) [ ]
3. SEC USE ONLY
4. SOURCE OF FUNDS\*: Not Applicable
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS [ ] IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7. SOLE VOTING POWER: 37,500
8. SHARED VOTING POWER: 0
9. SOLE DISPOSITIVE POWER: 37,500
10. SHARED DISPOSITIVE POWER:
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 37,500
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* [ ]
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): .2%
14. TYPE OF REPORTING PERSON\*: PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON S.S. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Irving Garfinkel, as custodian for Christopher Asher Edelman UTMA/NY

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

3. SEC USE ONLY

4. SOURCE OF FUNDS\*: Not Applicable

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 of America

NUMBER OF 7. SOLE VOTING POWER: 12,500  
SHARES

BENEFICIALLY 8. SHARED VOTING POWER 0  
OWNED BY

EACH 9. SOLE DISPOSITIVE POWER: 12,500  
REPORTING

PERSON WITH 10. SHARED DISPOSITIVE POWER: 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 12,500

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): Less than .1%

14. TYPE OF REPORTING PERSON\*: IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON S.S. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Michelle Vrebalovich

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

3. SEC USE ONLY

4. SOURCE OF FUNDS\*: Not Applicable

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 of America

NUMBER OF 7. SOLE VOTING POWER: 198,649  
SHARES

BENEFICIALLY 8. SHARED VOTING POWER: 0  
OWNED BY

EACH 9. SOLE DISPOSITIVE POWER: 198,649

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REPORTING

PERSON WITH 10. SHARED DISPOSITIVE POWER 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 198,649

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): .9%

14. TYPE OF REPORTING PERSON\*: IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON S.S. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Plaza Securities Company

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

3. SEC USE ONLY

4. SOURCE OF FUNDS\*: Not Applicable

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION: New York

NUMBER OF 7. SOLE VOTING POWER: 99,381  
SHARES

BENEFICIALLY 8. SHARED VOTING POWER: 0  
OWNED BY

EACH 9. SOLE DISPOSITIVE POWER: 99,381  
REPORTING

PERSON WITH 10. SHARED DISPOSITIVE POWER: 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 99,381

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): .5%

14. TYPE OF REPORTING PERSON\*: PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON S.S. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

A.B. Edelman Management Co.

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

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3. SEC USE ONLY

4. SOURCE OF FUNDS\*: Not Applicable

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION: New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

|                               |  |
|-------------------------------|--|
| 7. SOLE VOTING POWER:         | 0  |
| 8. SHARED VOTING POWER:       | 0  |
| 9. SOLE DISPOSITIVE POWER:    | 0  |
| 10. SHARED DISPOSITIVE POWER: | 51,152 (Shares owned by Canal Capital Corporation) |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 51,152  
(Shares owned by Canal Capital Corporation)

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): .2%

14. TYPE OF REPORTING PERSON\*: CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON S.S. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Canal Capital Corporation

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

3. SEC USE ONLY

4. SOURCE OF FUNDS\*: Not Applicable

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

|                               |        |
|-------------------------------|--------|
| 7. SOLE VOTING POWER:         | 51,152 |
| 8. SHARED VOTING POWER:       | 0      |
| 9. SOLE DISPOSITIVE POWER:    | 0      |
| 10. SHARED DISPOSITIVE POWER: | 51,152 |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 51,152

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): .2%

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14. TYPE OF REPORTING PERSON\*: CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON S.S. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Felicitas Partners, L.P.

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

3. SEC USE ONLY

4. SOURCE OF FUNDS\*: Not Applicable

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF 7. SOLE VOTING POWER: 0  
SHARES

BENEFICIALLY 8. SHARED VOTING POWER: 0  
OWNED BY

EACH 9. SOLE DISPOSITIVE POWER: 0  
REPORTING

PERSON WITH 10. SHARED DISPOSITIVE POWER: 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 0

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

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

14. TYPE OF REPORTING PERSON\*: PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON S.S. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

A.B. Edelman Limited Partnership

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

3. SEC USE ONLY

4. SOURCE OF FUNDS\*: Not Applicable

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

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6. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

|                               |   |
|-------------------------------|---|
| 7. SOLE VOTING POWER:         | 0 |
| 8. SHARED VOTING POWER:       | 0 |
| 9. SOLE DISPOSITIVE POWER:    | 0 |
| 10. SHARED DISPOSITIVE POWER: | 0 |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 0

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

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

14. TYPE OF REPORTING PERSON\*: PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON S.S. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Canal Corporation Retirement Plan

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

3. SEC USE ONLY

4. SOURCE OF FUNDS\*: Not Applicable

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION: New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

|                               |   |
|-------------------------------|---|
| 7. SOLE VOTING POWER:         | 0 |
| 8. SHARED VOTING POWER:       | 0 |
| 9. SOLE DISPOSITIVE POWER:    | 0 |
| 10. SHARED DISPOSITIVE POWER: | 0 |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 0

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

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

14. TYPE OF REPORTING PERSON\*: EP

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON S.S. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Datapoint Corporation Supplemental Executive Retirement Plan

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

3. SEC USE ONLY

4. SOURCE OF FUNDS\*: Not Applicable

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION: New York

NUMBER OF 7. SOLE VOTING POWER: 71,253  
SHARES

BENEFICIALLY 8. SHARED VOTING POWER: 0  
OWNED BY

EACH 9. SOLE DISPOSITIVE POWER: 71,253  
REPORTING

PERSON WITH 10. SHARED DISPOSITIVE POWER: 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 71,253

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): .3%

14. TYPE OF REPORTING PERSON\*: EP

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON S.S. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Asher B. Edelman, as Escrow Agent for the Benefit of the Holders of Record of Dynacore Holdings Corporation Common Stock on February 24, 2003

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

3. SEC USE ONLY

4. SOURCE OF FUNDS\*: Not Applicable

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 of America

NUMBER OF 7. SOLE VOTING POWER: 9,983,250  
SHARES

BENEFICIALLY 8. SHARED VOTING POWER: 0  
OWNED BY

EACH 9. SOLE DISPOSITIVE POWER: 0



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REPORTING

PERSON WITH 10. SHARED DISPOSITIVE POWER: 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 9,983,250

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 32%

14. TYPE OF REPORTING PERSON\*: IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 53 to Schedule 13D amends the Schedule 13D filed by Asher B. Edelman, among others, with the Securities and Exchange Commission on December 5, 2003 to report the sale of the Issuer's Common Stock between May 11, 2004 and June 10, 2004.

Item 1. Security and Issuer.

This Schedule 13D, as amended, relates to common stock, par value \$.01 per share ("Common Stock"), issued by Dynacore Holdings Corporation (the "Issuer" or the "Company"), whose principal domestic executive offices are at 9901 IH 10 West, Suite 800, San Antonio, Texas 78230.

Item 2. Identity and Background.

The persons filing this Schedule 13D (the "Reporting Persons") are:

- (i) Asher B. Edelman, individually;
  - (ii) Irving Garfinkel, as custodian for Christopher Asher Edelman UTMA/NY;
  - (iii) Edelman Family Partnership, L.P.;
  - (iv) Michelle Vrebalovich;
  - (v) Plaza Securities Company;
  - (vi) A.B. Edelman Management Co. Inc.;
  - (vii) Canal Capital Corporation;
  - (viii) Felicitas Partners, L.P.;
  - (ix) A.B. Edelman Limited Partnership;
  - (x) Canal Corporation Retirement Plan;
  - (xi) Datapoint Corporation Supplemental Executive Retirement Plan; and
  - (xii) Asher B. Edelman, in his capacity as Escrow Agent (the "Escrow Agent") for the Benefit of the Holders of Record of Dynacore Holdings Corporation Common Stock on February 24, 2003.
- (i) Mr. Edelman's business address is 136 E. 74th Street, New York, New York 10021.
- (ii) Mr. Garfinkel's business address is 136 E. 74th Street, New York, New York 10021 and his present principal occupation is a self-employed consultant.
- (iii) Edelman Family Partnership, L.P.'s, a Delaware limited partnership, principal business is investment management and its principal business address is 136 E. 74th Street, New York, New York 10021. Mr. Edelman, Mr. Garfinkel and Gerald Agranoff are denominated as the general partners for Edelman Family Partnership, L.P. Mr. Agranoff's business address is 1251 Avenue of the Americas, New York, New York 10020 and

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his principal occupation is self-employed investment manager.

- (iv) Ms. Vrebalovich's residential address is 134 E. 74th Street, New York, New York 10021 and her present occupation is owner of Traffic, Inc., whose principal business address is 648 Broadway, New York, New York 10012.

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- (v) Plaza Securities Company's, a New York partnership, principal business is investment management and its principal business address is 136 E. 74th Street, New York, New York 10021. Messrs. Edelman and Agranoff are denominated as the general partners of Plaza Securities Company.
- (vi) A.B. Edelman Management Co. Inc.'s, a New York corporation, principal business is investment management and its principal business address is 136 E. 74th Street, New York, New York 10021. Mr. Edelman is the sole stockholder and director and also is an executive officer along with Mr. Agranoff of A.B Edelman Management Co. Inc.
- (vii) Canal Capital Corporation's, a Delaware corporation, principal business is investment management and its principal business address is 490 Wheeler Rd, Hauppauge, New York, 11788. Mr. Edelman, Mr. Agranoff and Michael E. Schultz are directors and Mr. Schultz and Reginald Schauder are executive officers of Canal Capital Corporation. Mr. Schultz's business address is 490 Wheeler Rd, Hauppauge, New York, 11788 and his principal occupation is self-employed investment manager. Mr. Schauder's business address is 490 Wheeler Rd, Hauppauge, New York, 11788 and his principal occupation is self-employed investment manager.
- (viii) Felicitas Partners, L.P.'s, a Delaware limited partnership, principal business is investment management and its principal business address is 136 E. 74th Street, New York, New York 10021. Mr. Edelman and Citas Partners are denominated as the general partners of Felicitas Partners, L.P. Citas Partners', a New York partnership, principal business address is 136 E. 74th Street, New York, New York 10021 and its principal business is investment management. Mr. Edelman and A.B. Edelman Management Co. Inc. are denominated as partners of Citas Partners.
- (ix) A.B. Edelman Limited Partnership's, a Delaware limited partnership, principal business is investment management and its principal business address is 136 E. 74th Street, New York, New York 10021. Mr. Edelman is denominated as the general partner of A.B. Edelman Limited Partnership.
- (x) Canal Corporation Retirement Plan's, a New York employee benefit plan, principal business is to pay retirement benefits to former employees of Canal Corporation and its principal business address is 490 Wheeler Rd, Hauppauge, New York, 11788. Messrs. Edelman and Schultz are the trustees for Canal Corporation Retirement Plan.
- (xi) Datapoint Corporation Supplemental Executive Retirement Plan's, a New York employee benefit plan, principal business is to pay retirement benefits to former executives of Datapoint Corporation and its principal business address is 136 E. 74th Street, New York, New York 10021. Mr. Agranoff is the trustee for Datapoint Corporation Supplemental Executive Retirement Plan.

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During the last five years none of the Reporting Persons have been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are 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.

All of the individual Reporting Persons are citizens of the United States of America.

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

Not applicable.

Item 4. Purpose of Transaction

The Reporting Persons intend to review their investment in the Company on a continuing basis and, depending upon various factors, including the Company's Business affairs and financial position, the price levels of the shares of the Common Stock, and conditions in the securities markets and general economic and industry conditions, will take such actions with respect to their respective investments in the Company as they deem appropriate in light of the circumstances existing from time to time. Such actions may include the acquisition of additional shares of the Common Stock through the open-market or in privately negotiated transactions to one or more purchasers under appropriate circumstances.

Except as set forth above, none of the Reporting Persons have any plans or proposals which relate to or would result in:

- (a) the acquisition by any person of additional securities of the Issuer;
- (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation involving the Issuer or any of its subsidiaries;
- (c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- (d) any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;

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- (e) any material change in the present capitalization or in dividend policy of the Issuer;
- (f) any other material change in the Issuer's business or corporate structure;
- (g) changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- (h) a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities

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association;

- (i) a class of equity securities of the Issuer to become eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange of 1934, as amended; or
- (j) any action similar to any of those enumerated above.

The Reporting Persons may formulate plans or proposals with respect to one or more of the foregoing in the future.

### Item 5. Interest in Securities of the Issuer.

Item 5(a) of the Schedule 13D is hereby amended and restated as of June 11, 2004 as follows:

- (a) The aggregate percentage of the outstanding shares of Common Stock reported owned by each person referred to herein is based upon 21,360,907 shares of Common Stock outstanding as of March 31, 2004, as reported in the Issuer's Quarterly Report on Form 10-QSB for the quarter ended March 31, 2004.

As of the close of business on June 10, 2004:

- (i) Plaza Securities Company ("Plaza") owned 99,381 shares of Common Stock constituting approximately .5% of the Common Stock outstanding;
- (ii) A.B. Edelman Management Co., Inc. ("Edelman Management") owned no shares of Common Stock. As investment manager for Canal Capital Corporation ("Canal"), Edelman Management may be deemed, by the provisions of Rule 13d-3, to be the beneficial owner of 51,152 shares of Common Stock owned by Canal. Such shares constitute approximately .2% of the Common Stock outstanding.

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- (iii) Canal Capital Corporation ("Canal") owned 51,152 shares of Common Stock constituting approximately .2% of the Common Stock outstanding.
- (iv) Felicitas Partners, L.P. owned no shares of Common Stock.
- (v) A.B. Edelman Limited Partnership owned no shares of Common Stock.
- (vi) The Uniform Gifts to Minors accounts for Mr. Edelman's three (3) daughters for which he is custodian own no shares of Common Stock.
- (vii) Edelman Family Partnership, L.P. owned 37,500 shares of Common Stock constituting approximately .2% of the Common Stock outstanding.
- (ix) Michelle Vrebalovich, Mr. Edelman's spouse, owned 198,649 shares of Common Stock constituting approximately .9% of the Common Stock outstanding.
- (x) The Uniform Gifts to Minors account for Mr. Edelman's son for which Irving Garfinkel is custodian owned a total of 12,500 shares of Common Stock constituting less than .1% of the Common Stock outstanding.
- (xi) Asher B. Edelman owned 1,125 shares of Common Stock in a Keough plan. By reason of the provisions of Rule 13d-3, Mr. Edelman may be deemed to own beneficially the 400,307 shares of Common Stock beneficially owned by the foregoing persons and himself, constituting approximately 1.9% of the Common Stock outstanding.

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- (xii) The Canal Corporation Retirement Plan owned no shares of Common Stock.
- (xiii) The Datapoint Corporation Supplemental Executive Retirement Plan ("Datapoint Plan") owned 71,253 shares of Common Stock constituting .3% of the Common Stock outstanding.
- (xiv) Asher B. Edelman, in his capacity as Escrow Agent (in such capacity, the "Escrow Agent") for the Benefit of the Holders of Record of Dynacore Holdings Corporation on February 24, 2003, owned no shares of Common Stock; however, each share of the 250,000 shares of Series A Convertible Preferred Stock and share of the 1,127,000 shares of Series B Convertible Preferred Stock held in escrow (collectively, the "Preferred Stock") is convertible at any time into 7.25 shares of Common Stock and is entitled to one vote per share of Preferred Stock on any matter presented to the holders of the Common Stock. The Escrow Agent does not have any pecuniary interest in the shares of Preferred Stock held in escrow (the "Escrowed Stock") and is not authorized to sell, convert or otherwise dispose of any shares of Escrowed Stock. The Escrow Agent does have the power to vote the Escrowed Shares. Accordingly, by reason of the provisions of Section 13(d)-3, the Escrow Agent may be deemed to beneficially own 9,983,250 shares constituting 32% of the Common Stock outstanding. However, the Escrow Agent disclaims any beneficial ownership in the Escrowed Shares. The

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foregoing determination of the percentage of the Common Stock outstanding assumes that all of the shares of Escrowed Stock have been converted into shares of Common Stock. Such assumption is made only for purposes of this Item 5(a)(xv). For so long as the shares of Escrowed Stock are held in escrow and are reported in this Item 5(a)(xv) by the Escrow Agent, none of the other Reporting Persons will separately report beneficial ownership of their respective portions of the Escrowed Stock or the shares of Common Stock into which they are convertible .

- (xv) Certain other persons who are related to, affiliated with or customers of Mr. Edelman own Common Stock but are not members of the group of reporting persons due to the absence of voting or dispositive power over such shares. Such persons include: (A) Penelope Edelman, Mr. Edelman's former wife, who owned no shares of Common Stock; and (B) Three Uniform Gifts to Minors Accounts for the benefit of children of Mr. Edelman, of which Mr. Edelman's former wife is custodian, own no shares of Common Stock.
- (xvi) To the best knowledge of the Reporting Persons, certain directors, officers and/or general partners of the Reporting Persons own the following amounts of Common Stock (based upon information reported by the Company or such individuals in public filings): (A) Gerald N. Agranoff, a director of Canal, a general partner of Edelman Family Partnership, and a Trustee of the Datapoint Plan, currently owns 6,618 shares of Common stock, constituting less than .1% of the outstanding shares; and (B) Irving Garfinkel, a Trustee of the Datapoint Plan currently owns 1,481 shares of Common Stock, constituting less than .1% of the outstanding shares. Mr. Edelman expressly disclaims ownership of the foregoing shares.
- (c) Item 5 ( c ) is hereby amended and restated as follows:

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Edelman Family Partnership, L.P. sold an aggregate of 9,325 shares on the open market on the dates and for the prices per share listed below.

| Date<br>---- | Edelman Family Partnership, L.P.<br># of shares sold<br>----- | Price per share<br>----- |
|--------------|---|--------------------------|
| 6/2/2004     | 9,325   | 0.096                    |

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Irving Garfinkel, as custodian for Christopher Asher Edelman UTMA/NY sold an aggregate of 6,755 shares on the open market on the dates and for the prices per share listed below.

| Date<br>---- | Irving Garfinkel, as Custodian for<br>Christopher Edelman UTMA/NY<br># of shares sold<br>----- | Price per share<br>----- |
|--------------|--|--------------------------|
| 6/3/2004     | 6,755  | 0.090                    |

Michelle Vrebolavich sold an aggregate of 6,980 shares on the open market on the dates and for the prices per share listed below.

| Date<br>---- | Michelle Vrebolavich<br># of shares sold<br>----- | Price per share<br>----- |
|--------------|---|--------------------------|
| 6/3/2004     | 6,980   | 0.090                    |

Felicitas Partners, L.P. sold an aggregate of 1,416 shares on the open market on the dates and for the prices per share listed below.

| Date<br>---- | Felicitas Partners, L.P.<br># of shares sold<br>----- | Price per share<br>----- |
|--------------|---|--------------------------|
| 6/3/2004     | 1,416   | 0.090                    |

Canal Capital Corporation Retirement Plan sold an aggregate of 27,287 shares on the open market on the dates and for the prices per share listed below.

| Date<br>---- | Canal Capital Corporation<br>Retirement Plan<br># of shares sold<br>----- | Price per share<br>----- |
|--------------|---|--------------------------|
| 6/7/2004     | 25,413  | 0.115                    |
| 6/8/2004     | 1,874   | 0.090                    |

A.B. Edelman Limited Partnership sold an aggregate of 135,730 shares on the open market on the dates and for the prices per share listed below.

| Date<br>---- | A.B. Edelman Limited Partnership<br># of shares sold<br>----- | Price per share<br>----- |
|--------------|---|--------------------------|
| 5/11/2004    | 20,000  | 0.1083                   |
| 5/20/2004    | 55,730  | 0.095                    |
| 5/21/2004    | 40,000  | 0.080                    |
| 5/25/2004    | 12,500  | 0.090                    |
| 6/2/2004     | 7,500   | 0.095                    |

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Canal Capital Corporation sold an aggregate of 31,126 shares on the open market on the dates and for the prices per share listed below.

| Date     | Canal Capital Corporation<br># of shares sold | Price per share |
|----------|---|-----------------|
| ----     | -----   | -----           |
| 6/8/2004 | 31,126  | 0.090           |

(3) Uniform Gifts to Minors Asher B. Edelman, Custodian sold an aggregate of 4,728 shares on the open market on the dates and for the prices per share listed below.

| Date     | Uniform Gifts to Minors, Asher B.<br>Edelman, Custodian<br># of shares sold | Price per share |
|----------|---|-----------------|
| ----     | -----   | -----           |
| 6/3/2004 | 4,728   | 0.090           |

Penelope C. Edelman sold an aggregate of 411 shares on the open market on the dates and for the prices per share listed below.

| Date     | Penelope C. Edelman<br># of shares sold | Price per share |
|----------|---|-----------------|
| ----     | -----                                   | -----           |
| 6/3/2004 | 411                                     | 0.090           |

(3) Uniform Gifts to Minors Penelope C. Edelman, Custodian sold an aggregate of 13,172 shares on the open market on the dates and for the prices per share listed below.

| Date     | Uniform Gifts to Minors, Penelope<br>C. Edelman, Custodian<br># of shares sold | Price per share |
|----------|--|-----------------|
| ----     | -----  | -----           |
| 6/3/2004 | 13,172   | 0.090           |

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

Not applicable.

Item 7. Material to be Filed as Exhibits.

Not applicable

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SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true,

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complete and correct.

Dated: June 15, 2004

By: /s/ Asher B. Edelman

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Asher B. Edelman, (i) individually and (ii) in his capacity as Escrow Agent for the Benefit of the Holders of Record Dynacore Holdings Corporation Common Stock on February 24, 2003, and (iii) as attorney-in-fact for each of Plaza Securities Company, Canal Capital Corporation, A.B. Edelman Limited Partnership, Edelman Value Partners, L.P., Felicitas Partners, L.P., A.B. Edelman Management Co., Inc., Canal Capital Corporation Retirement Plan, Datapoint Corporation Supplemental Executive Retirement Plan, Edelman Family Partnership Fund, L.P. and Edelman Value Fund, Ltd. under powers of attorney.

By: /s/ Michelle Vrebalovich  
Michelle Vrebalovich

By: /s/ Irving Garfinkel  
Irving Garfinkel, as Custodian  
for Christopher Asher Edelman  
UTMA/NY