

Edgar Filing: ARPEGGIO ACQUISITION CORP - Form SC 13G/A

ARPEGGIO ACQUISITION CORP  
Form SC 13G/A  
March 02, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 1) \*

Arpeggio Acquisition Corporation

-----  
(Name of Issuer)

Common Stock, \$0.0001 Par Value

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

042689 10 9

-----  
(CUSIP Number)

FEBRUARY 22, 2005

-----  
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 the disclosures provided in a prior cover page.

The information required in 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)

Woodland Partners

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(A)

(B)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5 SOLE VOTING POWER  
134,000 shares

6 SHARED VOTING POWER  
0 shares

7 SOLE DISPOSITIVE POWER  
134,000 shares

8 SHARED DISPOSITIVE POWER  
0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
134,000 shares

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
1.6%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Barry Rubenstein

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

Number of  
Shares  
Beneficially  
Owned By  
Each  
Reporting  
Person  
With

5 SOLE VOTING POWER  
96,000 shares

6 SHARED VOTING POWER  
314,000 shares

7 SOLE DISPOSITIVE POWER  
96,000 shares

8 SHARED DISPOSITIVE POWER  
314,000 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
410,000 shares

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
4.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Marilyn Rubenstein

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

Number of  
Shares  
Beneficially  
Owned By  
Each  
Reporting  
Person  
With

5 SOLE VOTING POWER  
0 shares

6 SHARED VOTING POWER  
314,000 shares

7 SOLE DISPOSITIVE POWER  
0 shares

8 SHARED DISPOSITIVE POWER  
314,000 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
314,000 shares

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
3.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Woodland Venture Fund

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

Number of  
Shares  
Beneficially  
Owned By  
Each  
Reporting  
Person  
With

5 SOLE VOTING POWER  
120,000 shares

6 SHARED VOTING POWER  
0 shares

7 SOLE DISPOSITIVE POWER  
120,000 shares

8 SHARED DISPOSITIVE POWER  
0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
120,000 shares

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
1.4%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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Seneca Ventures

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

Number of  
Shares  
Beneficially  
Owned By  
Each  
Reporting  
Person  
With

5 SOLE VOTING POWER  
60,000 shares

6 SHARED VOTING POWER  
0 shares

7 SOLE DISPOSITIVE POWER  
60,000 shares

8 SHARED DISPOSITIVE POWER  
0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
60,000 shares

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Woodland Services Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

Number of  
Shares  
Beneficially  
Owned By  
Each  
Reporting  
Person  
With

5 SOLE VOTING POWER  
0 shares

6 SHARED VOTING POWER  
180,000 shares

7 SOLE DISPOSITIVE POWER  
0 shares

8 SHARED DISPOSITIVE POWER  
180,000 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
180,000 shares

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
2.2%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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ITEM 1.

(a) Name of Issuer:  
Arpeggio Acquisition Corporation

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(b) Address of Issuer's Principal Executive Offices:  
10 East 53rd Street  
36th Floor  
New York, New York 10022

ITEM 2.

1. (a) Name of Person Filing: Woodland Partners  
(b) Address of Principal Business Office, or, if none, Residence: 68 Wheatley Road  
Brookville, New York 11545  
(c) Place of Organization: New York  
(d) Title of Class of Securities: Common Stock, \$0.0001 par  
value per share  
(e) CUSIP Number: 042689 10 9
  2. (a) Name of Person Filing: Barry Rubenstein  
(b) Address of Principal Business Office, or, if none, Residence: 68 Wheatley Road  
Brookville, New York 11545  
(c) Citizenship: United States  
(d) Title of Class of Securities: Common Stock, \$0.0001 par  
value per share  
(e) CUSIP Number: 042689 10 9
  3. (a) Name of Person Filing: Marilyn Rubenstein  
(b) Address of Principal Business Office, or, if none, Residence: 68 Wheatley Road  
Brookville, New York 11545  
(c) Citizenship: United States  
(d) Title of Class of Securities: Common Stock, \$0.0001 par  
value per share  
(e) CUSIP Number: 042689 10 9
  4. (a) Name of Person Filing: Woodland Venture Fund  
(b) Address of Principal Business Office, or, if none, Residence: 68 Wheatley Road  
Brookville, New York 11545  
(c) Place of Organization: New York  
(d) Title of Class of Securities: Common Stock, \$0.0001 par  
value per share  
(e) CUSIP Number: 042689 10 9
  5. (a) Name of Person Filing: Seneca Ventures  
(b) Address of Principal Business Office, or, if none, Residence: 68 Wheatley Road  
Brookville, New York 11545  
(c) Place of Organization: New York  
(d) Title of Class of Securities: Common Stock, \$0.0001 par  
value per share  
(e) CUSIP Number: 042689 10 9
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6. (a) Name of Person Filing: Woodland Services Corp.  
(b) Address of Principal Business Office, or, if none, Residence: 68 Wheatley Road  
Brookville, New York 11545  
(c) Place of Organization: New York  
(d) Title of Class of Securities: Common Stock, \$0.0001 par  
value per share



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(e) CUSIP Number: 042689 10 9

ITEM 3. If this statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C.78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C.78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C.78c).
- (d)  Investment company as registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G).
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j)  Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

1. Woodland Partners:

- (a) Amount Beneficially Owned: 134,000(1,2) shares.
- (b) Percent of Class:1.6%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 134,000(1,2) shares.
  - (ii) shared power to vote or to direct the vote: 0 shares.
  - (iii) sole power to dispose or to direct the disposition of: 134,000(1,2) shares.
  - (iv) shared power to dispose or to direct the disposition of: 0 shares.

- 
- (1) Includes 134,000 shares of Common Stock owned by Woodland Partners.
  - (2) Does not include 353,000 shares of Common Stock issuable upon the exercise of the Warrants held by Woodland Partners.

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2. Barry Rubenstein:

- (a) Amount Beneficially Owned: 410,000(1,2,3,4,5,6,7,8,9) shares.  
Barry Rubenstein is a general partner of Seneca Ventures, Woodland Venture Fund and Woodland Partners and an officer and director of Woodland Services Corp. Mr. Rubenstein is the husband of Marilyn Rubenstein.
- (b) Percent of Class:4.9%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 96,000(3,4) shares.
  - (ii) shared power to vote or to direct the vote: 314,000(1,2,5,6,7,8,9) shares.
  - (iii) sole power to dispose or to direct the disposition of:

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96,000(3,4) shares.

- (iv) shared power to dispose or to direct the disposition of:  
314,000(1,2,5,6,7,8,9) shares.

3. Marilyn Rubenstein:

- (a) Amount Beneficially Owned: 314,000(1,2,5,6,7,8,9) shares.  
Marilyn Rubenstein is a general partner of Woodland Partners and an officer of Woodland Services Corp. Marilyn Rubenstein is the wife of Barry Rubenstein.
- (b) Percent of Class:3.8%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0 shares.
  - (ii) shared power to vote or to direct the vote:  
314,000(1,2,5,6,7,8,9) shares.
  - (iii) sole power to dispose or to direct the disposition of: 0 shares.
  - (iv) shared power to dispose or to direct the disposition of:  
314,000(1,2,5,6,7,8,9) shares.

4. Woodland Venture Fund:

- (a) Amount Beneficially Owned: 120,000(5,6) shares.
- (b) Percent of Class:1.4%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 120,000(5,6) shares.
  - (ii) shared power to vote or to direct the vote: 0 shares.
  - (iii) sole power to dispose or to direct the disposition of:  
120,000(5,6) shares.
  - (iv) shared power to dispose or to direct the disposition of: 0 shares.

5 Seneca Ventures:

- (a) Amount Beneficially Owned: 60,000(7,8) shares.
- (b) Percent of Class:0.7%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 60,000(7,8) shares.
  - (ii) shared power to vote or to direct the vote: 0 shares.
  - (iii) sole power to dispose or to direct the disposition of:  
60,000(7,8) shares.
  - (iv) shared power to dispose or to direct the disposition of: 0 shares.

- 
- (3) Includes 96,000 shares of Common Stock owned by the Barry Rubenstein Rollover IRA account.
  - (4) Does not include 92,000 shares of Common Stock issuable upon the exercise of the Warrants held by the Barry Rubenstein Rollover IRA account.
  - (5) Includes 120,000 shares of Common Stock owned by Woodland Venture Fund.
  - (6) Does not include 170,000 shares of Common Stock issuable upon the exercise of the Warrants held by Woodland Venture Fund.
  - (7) Includes 60,000 shares of Common Stock owned by Seneca Ventures.
  - (8) Does not include 90,000 shares of Common Stock issuable upon the exercise of the Warrants held by Seneca Ventures.

6. Woodland Services Corp.:
- (a) Amount Beneficially Owned: 180,000(5,6,7,8,9) shares. Woodland Services Corp. is a general partner of Seneca Ventures and Woodland Venture Fund.
  - (b) Percent of Class:2.2%
  - (c) Number of shares as to which such person has:
    - (i) sole power to vote or to direct the vote: 0 shares.
    - (ii) shared power to vote or to direct the vote: 180,000(5,6,7,8,9) shares.
    - (iii) sole power to dispose or to direct the disposition of: 0 shares.
    - (iv) shared power to dispose or to direct the disposition of: 180,000(5,6,7,8,9) shares.

Exhibit A, a Joint Filing Agreement, was previously filed with a Schedule 13G, dated June 30, 2004.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. |X|

INSTRUCTION: Dissolution of a group requires a response to this item.

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

Not Applicable.

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

Not Applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable.

ITEM 10. CERTIFICATION.

- (b) The following certification shall be included if the statement is filed pursuant to ss.240.13d-1(c):

By signing below each party certifies that, to the best of his/her/its 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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- (9) The reporting person disclaims beneficial ownership of these securities except to the extent of his/her/its equity interest therein.

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SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

Dated: February 28, 2005

WOODLAND VENTURE FUND

By:/s/ BARRY RUBENSTEIN

-----  
Barry Rubenstein, a General Partner

SENECA VENTURES

By:/s/ BARRY RUBENSTEIN

-----  
Barry Rubenstein, a General Partner

WOODLAND PARTNERS

By:/s/ BARRY RUBENSTEIN

-----  
Barry Rubenstein, a General Partner

WOODLAND SERVICES CORP.

By:/s/ BARRY RUBENSTEIN

-----  
Barry Rubenstein, President

/s/ BARRY RUBENSTEIN

-----  
Barry Rubenstein

/s/ MARILYN RUBENSTEIN

-----  
Marilyn Rubenstein

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)

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