

Rhapsody Acquisition Corp.  
Form SC 13D  
August 11, 2008

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934\***

**RHAPSODY ACQUISITION CORP.**  
(Name of Issuer)

**Common Stock, \$.0001 par value**  
(Title of Class of Securities)

**762014 10 8**  
(CUSIP Number)

**Brian Pratt, c/o Rhapsody Acquisition Corp., 26000 Commercentre Drive, Lake Forest, CA 92630**  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**July 31, 2008**  
(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 § 240.13d-1(e), 240.13d-1(f) or 240.13d-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 §240.13d-7 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).

**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.**

CUSIP No. **762014 10 8**

1. Names of Reporting Persons.  
**Brian Pratt**
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  **x**  
(b)  **o**
3. SEC Use Only  

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4. Source of Funds (See Instructions) **OO**
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  **f**
6. Citizenship or Place of Organization **United States**
7. Sole Voting Power **14,072,400 (1)**
8. Shared Voting Power **8,748,000 (2)**
9. Sole Dispositive Power **14,072,400 (1)**
10. Shared Dispositive Power **81,000 (3)**
11. Aggregate Amount Beneficially Owned by Each Reporting Person **22,820,400 (2)**
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  

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13. Percent of Class Represented by Amount in Row (11) **75.1% (4)**
14. Type of Reporting Person (See Instructions) **IN**

Number of  
Shares  
Beneficially by  
Owned by Each  
Reporting  
Person With

**(1) Represents those shares of Common Stock owned by Brian Pratt in his name and over which he has sole voting and investment power, subject to applicable community property laws.**

**(2) Represents 81,000 shares of Common Stock that are owned by his spouse, Barbara Pratt. In addition, Mr. Pratt has the power to vote an additional 8,667,000 shares of Common Stock pursuant to revocable proxies granted to him by the following group of stockholders, which proxies are revocable at any time by the grantor of each respective proxy and expire on July 31, 2011: Arline Pratt, trustee of the Pratt Family Trust and the Pratt Family Bypass Trust; Scott E. Summers, trustee of the Summers Family Trust; John P. Schauerman; John C. Pratt; Timothy R. Healy; Gregory N. Pratt; Alfons Theeuwes; Donald K. Brown; Anthony L. Leggio, trustee of the Anthony L. Leggio Separate Property Trust Dated June 2, 1997; Geoff B. Pratt; Kenneth J. Borja; David J. Baker and Janice M. Baker, trustees of the Revocable Living Trust dated 12/8/1994; Darryl Oscars; Donald and Linda Trisch; John M. Perisich, trustee of the Perisich Family Trust**

**dated July 11, 2007; and Combustion Automation Ltd., which entity is owned and controlled by Roger Newnham.**

- (3) Represents those shares of Common Stock held in the name of Barbara Pratt, Brian Pratt's spouse.**
- (4) The number of outstanding shares of Common Stock for purposes of this calculation consists of 30,394,800 shares outstanding as of July 31, 2008, as reported in the Company's Proxy Statement filed with the Securities and Exchange Commission on July 10, 2008.**

CUSIP No. **762014 10 8**

1. Names of Reporting Persons.  
**Barbara Pratt**
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  **x**  
(b)  **o**
3. SEC Use Only  

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4. Source of Funds (See Instructions) **OO**
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) **o**
6. Citizenship or Place of Organization **United States**
7. Sole Voting Power **0**
- Number of  
Shares  
Beneficially by  
Owned by Each  
Reporting  
Person With
8. Shared Voting Power **81,000 (1)**
9. Sole Dispositive Power **0**
10. Shared Dispositive Power **81,000 (1)**
11. Aggregate Amount Beneficially Owned by Each Reporting Person **81,000**
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  

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13. Percent of Class Represented by Amount in Row (11) **0.3% (2)**
14. Type of Reporting Person (See Instructions) **IN**

**(1) Voting and dispositive power of these shares of Common Stock is shared with Brian Pratt, Barbara Pratt's spouse.**

**(2) The number of outstanding shares of Common Stock for purposes of this calculation consists of 30,394,800 shares outstanding as of July 31, 2008, as reported in the Company's Proxy Statement filed with the Securities and Exchange Commission on July 10, 2008.**

CUSIP No. **762014 10 8**

1. Names of Reporting Persons.  
**Pratt Family Trust**
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  **x**  
(b)  **o**
3. SEC Use Only  

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4. Source of Funds (See Instructions) **OO**
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) **o**
6. Citizenship or Place of Organization **United States**
7. Sole Voting Power **0**
- Number of  
Shares  
Beneficially by  
Owned by Each  
Reporting  
Person With
8. Shared Voting Power **2,208,600 (1)**
9. Sole Dispositive Power **2,208,600 (1)**
10. Shared Dispositive Power **0**
11. Aggregate Amount Beneficially Owned by Each Reporting Person **2,208,600**
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  

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13. Percent of Class Represented by Amount in Row (11) **7.3% (2)**
14. Type of Reporting Person (See Instructions) **OO - Trust**

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**(1) The power to vote or dispose of the shares of Common Stock is exercised through the Pratt Family Trust's trustee, Arline Pratt. All of these shares are subject to a revocable proxy in favor of Brian Pratt.**

**(2) The number of outstanding shares of Common Stock for purposes of this calculation consists of 30,394,800 shares outstanding as of July 31, 2008, as reported in the Company's Proxy Statement filed with the Securities and Exchange Commission on July 10, 2008.**

CUSIP No. **762014 10 8**

1. Names of Reporting Persons.  
**Pratt Family Bypass Trust**
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  **x**  
(b)  **o**
3. SEC Use Only  

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4. Source of Funds (See Instructions) **OO**
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) **o**
6. Citizenship or Place of Organization **United States**
7. Sole Voting Power **0**
8. Shared Voting Power **307,800 (1)**
9. Sole Dispositive Power **307,800 (1)**
10. Shared Dispositive Power **0**
11. Aggregate Amount Beneficially Owned by Each Reporting Person **307,800**
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  

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13. Percent of Class Represented by Amount in Row (11) **1.0% (2)**
14. Type of Reporting Person (See Instructions) **OO - Trust**

Number of  
Shares  
Beneficially by  
Owned by Each  
Reporting  
Person With

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**(1) The power to vote or dispose of the shares of Common Stock is exercised through the Pratt Family Bypass Trust's trustee, Arline Pratt. All of these shares are subject to a revocable proxy in favor of Brian Pratt.**

**(2) The number of outstanding shares of Common Stock for purposes of this calculation consists of 30,394,800 shares outstanding as of July 31, 2008, as reported in the Company's Proxy Statement filed with the Securities and Exchange Commission on July 10, 2008.**

CUSIP No. **762014 10 8**

1. Names of Reporting Persons.  
**Arline Pratt**
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  **x**  
(b)  **o**
3. SEC Use Only  

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4. Source of Funds (See Instructions) **OO**
5. Check 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 **0**
8. Shared Voting Power **2,516,400 (1)**
9. Sole Dispositive Power **2,516,400 (1)**
10. Shared Dispositive Power **0**
11. Aggregate Amount Beneficially Owned by Each Reporting Person **2,516,400**
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  

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13. Percent of Class Represented by Amount in Row (11) **8.3% (2)**
14. Type of Reporting Person (See Instructions) **IN**

Number of  
Shares  
Beneficially by  
Owned by Each  
Reporting  
Person With

**(1) Arline Pratt is the beneficial owner of 2,208,600 shares of Common Stock held by the Pratt Family Trust by virtue of her position as the trustee of the trust, and 307,800 shares of Common Stock held by the Pratt Family Bypass Trust by virtue of her position as the trustee of the trust. All of these shares are subject to a revocable proxy in favor of Brian Pratt.**

**(2) The number of outstanding shares of Common Stock for purposes of this calculation consists of 30,394,800 shares outstanding as of July 31, 2008, as reported in the Company's Proxy Statement filed with the Securities and Exchange Commission on July 10, 2008.**

CUSIP No. **762014 10 8**

1. Names of Reporting Persons.  
**Summers Family Trust**
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  **x**  
(b)  **o**
3. SEC Use Only  

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4. Source of Funds (See Instructions) **OO**
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) **o**
6. Citizenship or Place of Organization **United States**
7. Sole Voting Power **0**
8. Shared Voting Power **1,225,800 (1)**
9. Sole Dispositive Power **1,225,800 (1)**
10. Shared Dispositive Power **0**
11. Aggregate Amount Beneficially Owned by Each Reporting Person **1,225,800**
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  

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13. Percent of Class Represented by Amount in Row (11) **4.0% (2)**
14. Type of Reporting Person (See Instructions) **OO - Trust**

Number of  
Shares  
Beneficially by  
Owned by Each  
Reporting  
Person With

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**(1) The power to vote the shares of Common Stock is exercised through the Summers Family Trust's trustee, Scott E. Summers. All of these shares are subject to a revocable proxy in favor of Brian Pratt.**

**(2) The number of outstanding shares of Common Stock for purposes of this calculation consists of 30,394,800 shares outstanding as of July 31, 2008, as reported in the Company's Proxy Statement filed with the Securities and Exchange Commission on July 10, 2008.**



CUSIP No. **762014 10 8**

1. Names of Reporting Persons.  
**Scott E. Summers**
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  **x**  
(b)  **o**
3. SEC Use Only  

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4. Source of Funds (See Instructions) **OO**
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  **o**
6. Citizenship or Place of Organization **United States**
7. Sole Voting Power **0**
- Number of  
Shares  
Beneficially by  
Owned by Each  
Reporting  
Person With
8. Shared Voting Power **1,225,800 (1)**
9. Sole Dispositive Power **1,225,800 (1)**
10. Shared Dispositive Power **0**
11. Aggregate Amount Beneficially Owned by Each Reporting Person **1,225,800**
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  

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13. Percent of Class Represented by Amount in Row (11) **4.0% (2)**
14. Type of Reporting Person (See Instructions) **IN**

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**(1) Scott E. Summers is the beneficial owner of 1,225,800 shares of Common Stock held by the Summers Family Trust by virtue of his position as the trustee of the trust. All of these shares are subject to a revocable proxy in favor of Brian Pratt.**

**(2) The number of outstanding shares of Common Stock for purposes of this calculation consists of 30,394,800 shares outstanding as of July 31, 2008, as reported in the Company's Proxy Statement filed with the Securities and Exchange Commission on July 10, 2008.**

CUSIP No. **762014 10 8**

1. Names of Reporting Persons.  
**John P. Schauerman**
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  **x**  
(b)  **o**
3. SEC Use Only  

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4. Source of Funds (See Instructions) **OO**
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) **o**
6. Citizenship or Place of Organization **United States**
7. Sole Voting Power **0**
8. Shared Voting Power **1,161,000 (1)**
9. Sole Dispositive Power **1,161,000 (1)**
10. Shared Dispositive Power **0**
11. Aggregate Amount Beneficially Owned by Each Reporting Person **1,161,000**
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  

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13. Percent of Class Represented by Amount in Row (11) **3.8% (2)**
14. Type of Reporting Person (See Instructions) **IN**

Number of  
Shares  
Beneficially by  
Owned by Each  
Reporting  
Person With

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**(1) All of these shares are subject to a revocable proxy in favor of Brian Pratt.**

**(2) The number of outstanding shares of Common Stock for purposes of this calculation consists of 30,394,800 shares outstanding as of July 31, 2008, as reported in the Company's Proxy Statement filed with the Securities and Exchange Commission on July 10, 2008.**

CUSIP No. **762014 10 8**

1. Names of Reporting Persons.  
**John C. Pratt**
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  **x**  
(b)  **o**
3. SEC Use Only \_\_\_\_\_
4. Source of Funds (See Instructions) **OO**
5. Check 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 **0**
8. Shared Voting Power **545,400 (1)**
9. Sole Dispositive Power **545,400 (1)**
10. Shared Dispositive Power **0**
11. Aggregate Amount Beneficially Owned by Each Reporting Person **545,400**
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  
\_\_\_\_\_
13. Percent of Class Represented by Amount in Row (11) **1.8% (2)**
14. Type of Reporting Person (See Instructions) **IN**

Number of  
Shares  
Beneficially by  
Owned by Each  
Reporting  
Person With

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**(1) All of these shares are subject to a revocable proxy in favor of Brian Pratt.**

**(2) The number of outstanding shares of Common Stock for purposes of this calculation consists of 30,394,800 shares outstanding as of July 31, 2008, as reported in the Company's Proxy Statement filed with the Securities and Exchange Commission on July 10, 2008.**

CUSIP No. **762014 10 8**

1. Names of Reporting Persons.  
**Timothy R. Healy**
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  **x**  
(b)  **o**
3. SEC Use Only \_\_\_\_\_
4. Source of Funds (See Instructions) **OO**
5. Check 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 **0**
8. Shared Voting Power **469,800 (1)**
9. Sole Dispositive Power **469,800 (1)**
10. Shared Dispositive Power **0**
11. Aggregate Amount Beneficially Owned by Each Reporting Person **469,800**
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  
\_\_\_\_\_
13. Percent of Class Represented by Amount in Row (11) **1.5% (2)**
14. Type of Reporting Person (See Instructions) **IN**

Number of  
Shares  
Beneficially by  
Owned by Each  
Reporting  
Person With

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**(1) All of these shares are subject to a revocable proxy in favor of Brian Pratt.**

**(2) The number of outstanding shares of Common Stock for purposes of this calculation consists of 30,394,800 shares outstanding as of July 31, 2008, as reported in the Company's Proxy Statement filed with the Securities and Exchange Commission on July 10, 2008.**

CUSIP No. **762014 10 8**

1. Names of Reporting Persons.  
**Gregory N. Pratt**
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  **x**  
(b)  **o**
3. SEC Use Only \_\_\_\_\_
4. Source of Funds (See Instructions) **OO**
5. Check 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 **0**
8. Shared Voting Power **394,200 (1)**
9. Sole Dispositive Power **394,200 (1)**
10. Shared Dispositive Power **0**
11. Aggregate Amount Beneficially Owned by Each Reporting Person **394,200**
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  
\_\_\_\_\_
13. Percent of Class Represented by Amount in Row (11) **1.3% (2)**
14. Type of Reporting Person (See Instructions) **IN**

Number of  
Shares  
Beneficially by  
Owned by Each  
Reporting  
Person With

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**(1) All of these shares are subject to a revocable proxy in favor of Brian Pratt.**

**(2) The number of outstanding shares of Common Stock for purposes of this calculation consists of 30,394,800 shares outstanding as of July 31, 2008, as reported in the Company's Proxy Statement filed with the Securities and Exchange Commission on July 10, 2008.**

CUSIP No. **762014 10 8**

1. Names of Reporting Persons.  
**Alfons Theeuwes**
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  **x**  
(b)  **o**
3. SEC Use Only \_\_\_\_\_
4. Source of Funds (See Instructions) **OO**
5. Check 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 **0**
8. Shared Voting Power **351,000 (1)**
9. Sole Dispositive Power **351,000 (1)**
10. Shared Dispositive Power **0**
11. Aggregate Amount Beneficially Owned by Each Reporting Person **351,000**
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  
\_\_\_\_\_
13. Percent of Class Represented by Amount in Row (11) **1.2% (2)**
14. Type of Reporting Person (See Instructions) **IN**

Number of  
Shares  
Beneficially by  
Owned by Each  
Reporting  
Person With

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**(1) All of these shares are subject to a revocable proxy in favor of Brian Pratt.**

**(2) The number of outstanding shares of Common Stock for purposes of this calculation consists of 30,394,800 shares outstanding as of July 31, 2008, as reported in the Company's Proxy Statement filed with the Securities and Exchange Commission on July 10, 2008.**

CUSIP No. **762014 10 8**

1. Names of Reporting Persons.  
**Donald K. Brown**
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  **x**  
(b)  **o**
3. SEC Use Only \_\_\_\_\_
4. Source of Funds (See Instructions) **OO**
5. Check 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 **0**
8. Shared Voting Power **345,600 (1)**
9. Sole Dispositive Power **345,600 (1)**
10. Shared Dispositive Power **0**
11. Aggregate Amount Beneficially Owned by Each Reporting Person **345,600**
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  
\_\_\_\_\_
13. Percent of Class Represented by Amount in Row (11) **1.1% (2)**
14. Type of Reporting Person (See Instructions) **IN**

Number of  
Shares  
Beneficially by  
Owned by Each  
Reporting  
Person With

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**(1) All of these shares are subject to a revocable proxy in favor of Brian Pratt.**

**(2) The number of outstanding shares of Common Stock for purposes of this calculation consists of 30,394,800 shares outstanding as of July 31, 2008, as reported in the Company's Proxy Statement filed with the Securities and Exchange Commission on July 10, 2008.**

CUSIP No. **762014 10 8**

1. Names of Reporting Persons.  
**Anthony L. Leggio Separate Property Trust dated June 2, 1997**
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  **x**  
(b)  **o**
3. SEC Use Only  

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4. Source of Funds (See Instructions) **OO**
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) **o**
6. Citizenship or Place of Organization **United States**
7. Sole Voting Power **0**
8. Shared Voting Power **270,000 (1)**
9. Sole Dispositive Power **270,000 (1)**
10. Shared Dispositive Power **0**
11. Aggregate Amount Beneficially Owned by Each Reporting Person **270,000**
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  

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13. Percent of Class Represented by Amount in Row (11) **0.9% (2)**
14. Type of Reporting Person (See Instructions) **OO - Trust**

Number of  
Shares  
Beneficially by  
Owned by Each  
Reporting  
Person With

**(1) The power to vote or dispose of the shares of Common Stock is exercised through the Anthony L. Leggio Separate Property Trust dated June 2, 1997's trustee, Anthony L. Leggio. All of these shares are subject to a revocable proxy in favor of Brian Pratt.**

**(2) The number of outstanding shares of Common Stock for purposes of this calculation consists of 30,394,800 shares outstanding as of July 31, 2008, as reported in the Company's Proxy Statement filed with the Securities and Exchange Commission on July 10, 2008.**



CUSIP No. **762014 10 8**

1. Names of Reporting Persons.  
**Anthony L. Leggio**
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  **x**  
(b)  **o**
3. SEC Use Only  

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4. Source of Funds (See Instructions) **OO**
5. Check 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 **0**
- Number of  
Shares  
Beneficially by  
Owned by Each  
Reporting  
Person With
8. Shared Voting Power **270,000 (1)**
9. Sole Dispositive Power **270,000 (1)**
10. Shared Dispositive Power **0**
11. Aggregate Amount Beneficially Owned by Each Reporting Person **270,000**
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  

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13. Percent of Class Represented by Amount in Row (11) **0.9% (2)**
14. Type of Reporting Person (See Instructions) **IN**

**(1) Anthony L. Leggio is the beneficial owner of 270,000 shares of Common Stock held by the Anthony L. Leggio Separate Property Trust dated June 2, 1997 by virtue of his position as the trustee of the trust. All of these shares are subject to a revocable proxy in favor of Brian Pratt.**

**(2) The number of outstanding shares of Common Stock for purposes of this calculation consists of 30,394,800 shares outstanding as of July 31, 2008, as reported in the Company's Proxy Statement filed with the Securities and Exchange Commission on July 10, 2008.**

CUSIP No. **762014 10 8**

1. Names of Reporting Persons.  
**Geoff B. Pratt**
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  **x**  
(b)  **o**
3. SEC Use Only  

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4. Source of Funds (See Instructions) **OO**
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  **o**
6. Citizenship or Place of Organization **United States**

Number of  
Shares  
Beneficially by  
Owned by Each  
Reporting  
Person With

7. Sole Voting Power **0**
8. Shared Voting Power **259,200 (1)**
9. Sole Dispositive Power **259,200 (1)**
10. Shared Dispositive Power **0**
11. Aggregate Amount Beneficially Owned by Each Reporting Person **259,200**
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  

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13. Percent of Class