

Edgar Filing: CD&L INC - Form SC 13D/A

CD&L INC
Form SC 13D/A
August 17, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D/A
(Amendment No. 1)

Under the Securities Exchange Act of 1934

CD&L, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

14983Y107

(CUSIP Number)

EXETER CAPITAL PARTNERS IV, L.P.
10 EAST 53RD STREET, 32ND FLOOR
NEW YORK, NY 10022
(212) 872-1175
ATTN: KURT BERGQUIST

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

July 3, 2006

(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(e), 13d-1(f) or 13d-1(g), check the following box [].

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Exeter Capital Partners IV, L.P.

I.R.S. Identification No. 13-3967549

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

3 SEC USE ONLY

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4 SOURCE OF FUNDS (See Instructions)
OO (SEE ITEM 3)

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 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)
0.00%

14 TYPE OF REPORTING PERSON (See Instructions)
PN

2

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Exeter IV Advisors, L.P.
I.R.S. Identification No.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
OO (SEE ITEM 3)

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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 7 SOLE VOTING POWER
BENEFICIALLY OWNED BY 0
EACH REPORTING PERSON

WITH 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)

0.00%

14 TYPE OF REPORTING PERSON (See Instructions)

PN

3

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Exeter IV Advisors, Inc.

I.R.S. Identification No.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO (SEE ITEM 3)

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)

0.00%

14 TYPE OF REPORTING PERSON (See Instructions)

CO

4

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Exeter Venture Advisors, Inc.

I.R.S. Identification No.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []

(b) [x]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO (SEE ITEM 3)

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	7	SOLE VOTING POWER
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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	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) 0.00%	

14	TYPE OF REPORTING PERSON (See Instructions) CO	

5

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Keith R. Fox I.R.S. Identification No.	

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

3	SEC USE ONLY	

4	SOURCE OF FUNDS (See Instructions) OO (SEE ITEM 3)	

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 Kingdom	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER

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328,084 shares of Common Stock to Velocity in exchange for (i) a 12% Senior Secured Note of Velocity in the aggregate principal amount of \$3,205,000 due 2010 and (ii) a warrant to purchase up to 1,105,725 shares of Common Stock of Velocity. For more details concerning these transactions, see the Schedule 13D of Exeter Capital Partners IV, L.P. filed in respect of Velocity with the Securities and Commission on July 13, 2006.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

The response to this Item is deleted in its entirety and replaced by the following:

"(a) Not applicable.

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(b) Not applicable.

(c) All of Exeter's equity holdings in the Issuer were sold to Velocity Express Corporation as of July 3, 2006. Please see Item 3 above for more information.

(d) Not applicable.

(e) Not applicable."

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

The following exhibit is filed with this Statement:

Exhibit 99--Joint Filing Agreement (incorporated by reference to Exhibit 8 to Schedule 13D)

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SIGNATURE*

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: August 17, 2006

EXETER CAPITAL PARTNERS IV, L.P.

By: /s/Keith R. Fox

EXETER IV ADVISORS, L.P.

By: /s/Keith R. Fox

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EXETER IV ADVISORS, INC.

By: /s/Keith R. Fox

EXETER VENTURE ADVISORS, INC.

By: /s/Keith R. Fox

KEITH R. FOX

By: /s/Keith R. Fox

*Because Exeter Venture Lenders, L.P. is under the receivership of the SBA, it is not included as a Reporting Person in this joint filing of Amendment No. 1.

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EXHIBIT INDEX

Exhibit 99--Joint Filing Agreement (incorporated by reference to Exhibit 8 to Schedule 13D)

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