Gould James M Form 4 November 04, 2004

subject to

Form 4 or

obligations

may continue.

See Instruction

Form 5

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

burden hours per response...

if no longer Section 16.

1. Name and Address of Reporting Person \*

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

2 Jasuar Nama and Tiakar or Trading

1(b).

Common

Common

Stock

Stock

11/02/2004

11/02/2004

(Print or Type Responses)

Gould Jame	es M	Feison _	Symbol	O A BEA			J		Issuer (Chec	k all applicab	. ,
(Last) 312 WALN 1151	(First) (	(Middle)		of Earliest ( Day/Year) 2004	Fransactio	on			_X Director Officer (give below)		% Owner her (specify
CINCINNA	(Street) ATI, OH 45202			nendment, I onth/Day/Ye	_	nal			6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	One Reporting I	Person
(City)	(State)	(Zip)	Tal	ble I - Non-	-Derivati	ve Sec	curitie	s Acqu	ired, Disposed of	, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transaction Code (Instr. 8)	4. Secur. or Dispo (Instr. 3,	sed o	f (D)	ed (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock				Code V	7 Milot			11100	93,864	I	Walnut Capital Partners, L.P.

C

C

1,190,203 A

1,380,418 A

(1)

<u>(1)</u>

1,284,067

2,664,485

I

Walnut

Capital

Walnut

Capital Partners,

Partners, L.P.

### Edgar Filing: Gould James M - Form 4

								L.P.
Common Stock	11/02/2004	S	1,331,966	D	\$ 18.6	1,332,519	I	Walnut Capital Partners, L.P.
Common Stock	11/02/2004	С	813,499	A	(1)	813,499	I	Walnut Investment Partners, L.P.
Common Stock	11/02/2004	S	406,666	D	\$ 18.6	406,833	I	Walnut Investment Partners, L.P.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A-3 Convertible Preferred Stock	<u>(3)</u>	11/02/2004		C		913,200	<u>(2)</u>	<u>(2)</u>	Common Stock	1,190,
Series B-2 Convertible Preferred Stock	<u>(4)</u>	11/02/2004		С		1,380,418	(2)	(2)	Common Stock	1,380,
Series D-1 Convertible Preferred Stock	<u>(5)</u>	11/02/2004		С		677,869	(2)	(2)	Common Stock	813,4

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Gould James M

312 WALNUT STREET
SUITE 1151

CINCINNATI, OH 45202

## **Signatures**

/s/ John Burtelow, Attorney-in-fact for James
Gould

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Price is not applicable to conversion of preferred stock to common stock.
- (2) Convertible upon demand. All shares of preferred stock will convert automatically upon consummation of the Company's initial public offering.
- (3) 1.30333-to-1.
- (4) 1-to-1.
- (5) 1.200083-to-1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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