

Edgar Filing: CATALYST LIGHTING GROUP INC - Form SC 13D

CATALYST LIGHTING GROUP INC  
Form SC 13D  
April 13, 2004

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Catalyst Lighting Group, Inc.  
(formerly Wentworth III, Inc.)

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

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

950704 10 6

-----  
(CUSIP Number)

Catalyst Lighting Group, Inc  
7700 Wyatt Drive  
Fort Worth, TX 76108  
(800) 433-7753

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

February 17, 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 that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

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).

CUSIP No. 950704 10 6

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1. Names of Reporting Persons. I.R.S. Identification Nos. of  
above persons (entities only).

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The Larry D. Duskocil Living Trust Dated February 20, 1986 as Amended; 511-30-9437

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  
(b) X

3. SEC Use Only

4. Source of Funds (See Instructions) (See item 3)  
PF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Kansas

7. Sole Voting Power  
685,004

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power

9. Sole Dispositive Power  
685,004

10. Shared Dispositive Power

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
685,004

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
19.4%

14. Type of Reporting Person (See Instructions)  
OO

CUSIP No. 950704 10 6

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  
Larry D. Duskocil.....511-30-9437

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  
(b) X

3. SEC Use Only

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4. Source of Funds (See Instructions) (See item 3)  
PF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant  
to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
U.S.A.

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 16,000
	8. Shared Voting Power 685,004
	9. Sole Dispositive Power 16,000
	10. Shared Dispositive Power 685,004

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
701,004

12. Check if the Aggregate Amount in Row (11) Excludes Certain  
Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)  
19.9%

14. Type of Reporting Person (See Instructions)  
IN

CUSIP No. 950704 10 6

1. Names of Reporting Persons. I.R.S. Identification Nos. of above  
persons (entities only).  
Joan Doscocil.....004-32-8585

2. Check the Appropriate Box if a Member of a Group (See  
Instructions)  
(a)  
(b) X

3. SEC Use Only

4. Source of Funds (See Instructions) (See item 3)  
PF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant  
to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
U.S.A.

7. Sole Voting Power  
2,000

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Number of Shares Beneficially Owned by Each Reporting Person With	8. Shared Voting Power 685,004
	9. Sole Dispositive Power 2,000
	10. Shared Dispositive Power 685,004
	11. Aggregate Amount Beneficially Owned by Each Reporting Person 687,004
	12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
	13. Percent of Class Represented by Amount in Row (11) 19.5%
	14. Type of Reporting Person (See Instructions) IN

CUSIP No. 950704 10 6

Number of Shares Beneficially Owned by Each Reporting Person With	1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). The Daskocil Foundation; 48-0970383
	2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b) <input checked="" type="checkbox"/>
	3. SEC Use Only
	4. Source of Funds (See Instructions) (See item 3) PF
	5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
	6. Citizenship or Place of Organization Kansas
	7. Sole Voting Power 16,000
	8. Shared Voting Power
	9. Sole Dispositive Power 16,000
	10. Shared Dispositive Power
	11. Aggregate Amount Beneficially Owned by Each Reporting Person 16,000

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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)  
004%  
-----

14. Type of Reporting Person (See Instructions)  
00  
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### ITEM 1. SECURITY AND ISSUER.

This Schedule 13D relates to the common stock, par value \$0.01 per share (the "Common Stock") of Catalyst Lighting Group, Inc. (formerly Wentworth III, Inc.), whose principal executive offices are located at 7700 Wyatt Drive, Fort Worth, TX 76108 (the "Issuer").

### ITEM 2. IDENTITY AND BACKGROUND.

- (a) The names of the reporting persons are The Larry D. Duskocil Living Trust Dated February 20, 1986 as Amended (the "Trust"), Larry D. Duskocil ("Mr. Duskocil"), Joan Duskocil ("Mrs. Duskocil") and The Duskocil Foundation (the "Foundation").
- (b) The business address of each of the above is c/o Paul Roederer, P.O. Box 705, Hutchinson, KS 67504.
- (c) The Trust was formed for estate planning purposes. The Foundation was formed to serve as a conduit for donations by Mr. Duskocil, members of his family and other persons to religious, charitable, scientific, literary, educational and other organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1987, as amended.
- (d) Neither Mr. Duskocil nor Mrs. Duskocil have been convicted in any criminal proceedings during the last five years. The Trust has not been convicted in any criminal proceedings during the last five years.
- (e) Neither Mr. Duskocil nor Mrs. Duskocil have been a party to any civil proceedings during the last five years. The Trust has not been a party to any civil proceedings during the last five years.
- (f) Both Mr. Duskocil and Mrs. Duskocil are citizens of the United States. The Trust is organized under the laws of the State of Kansas. The Foundation is organized under the laws of the State of Kansas.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The Trust acquired the securities as a result of the acquisition of all of the partnership units of Whitco Company, LP ("Whitco") by the Issuer in exchange for an aggregate of 2,991,368 shares of Common Stock (the "Acquisition"). The Trust was a partner in Whitco prior to the Acquisition and its 204.45 partnership units were converted into 685,004 shares of Common Stock.

Both the Foundation and Mrs. Duskocil purchased their respective shares on February 17, 2004 pursuant to the Issuer's registered offering on Form SB-2. The source of funds for these purchases came from Mr. and Mrs. Duskocil.

### ITEM 4. PURPOSE OF TRANSACTION.

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The Trust acquired the securities as a result of the Acquisition. The Trust was a partner in Whitco prior to the Acquisition. The securities issued by the Issuer were acquired by the Trust as a result of the Acquisition and for no other reason. The Foundation and Mrs. Duskocil acquired their respective shares in connection with a capital raising transaction conducted by the Issuer.

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

- (a) Based on their status as co-trustees of the Trust, each of Mr. and Mrs. Duskocil are deemed to beneficially own the 685,004 shares owned by the Trust. Additionally, based on his status as President of the Foundation, Mr. Duskocil is deemed to beneficially own the 16,000 shares purchased by the Foundation, for an aggregate of 701,004 shares of Common Stock, representing 19.9% of the outstanding shares of Common Stock. As stated above, Mrs. Duskocil is deemed to beneficially own the 685,004 shares owned by the Trust. Duskocil owns 2,000 shares of common stock in her individual capacity, for an aggregate beneficial ownership of 687,004, representing 19.5% of the outstanding shares of Common Stock of the Issuer. All of the foregoing percentages are based, as to the number of outstanding shares, upon the Issuer's statement as to the number of outstanding shares of Common Stock immediately following Issuer's first closing on its registered offering, which such closing took place on February 17, 2004.
- (b) Mr. Duskocil has the sole power to vote and dispose, or direct the disposition, of the 16,000 shares owned by the Foundation. Mr. Duskocil has the shared power with Mrs. Duskocil, the only other trustee of the Trust, to vote and dispose, or direct the disposition, of the 685,004 shares of Common Stock owned by the Trust. Additionally, Mrs. Duskocil has the sole power to vote and dispose, or direct the disposition, of the 2,000 shares owned by her individually.
- (c) The 685,004 shares of Common Stock reported herein were acquired by the Trust from the Issuer effective August 27, 2003. The 16,000 shares of Common Stock reported herein were acquired by the Foundation from the Issuer effective February 17, 2004. The 2,000 shares of Common Stock reported herein were acquired by Mrs. Duskocil from the Issuer effective February 17, 2004.
- (d) Other than Mr. and Mrs. Duskocil, who have the shared right, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the 685,004 shares of Common Stock owned by the Trust. Other than Mr. Duskocil, who has the sole right, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the 16,000 shares of Common Stock owned by the Foundation. Mrs. Duskocil has the sole right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the 2,000 shares of Common Stock owned by her.
- (e) Not applicable.

### ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

None.

### ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

None.

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.

March 3, 2004

/s/ Larry D. Doskocil

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Larry D. Doskocil, Co-Trustee of the Larry D.  
Doskocil Living Trust Dated February 20,  
1986, as Amended

/s/ Joan Doskocil

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Joan Doskocil, Co-Trustee of the Larry D. Doskocil  
Living Trust Dated February 20, 1986,  
as Amended

/s/ Larry D. Doskocil

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Larry D. Doskocil, President of The Doskocil  
Foundation

/s/ Joan Doskocil

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Joan Doskocil