

Edgar Filing: HALTER TIMOTHY P - Form SC 13D

HALTER TIMOTHY P  
Form SC 13D  
May 11, 2005

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

(Amendment No. \_\_\_\_\_ )\*

TS Electronics, Inc.

-----  
(Name of Issuer)

Common Stock, \$0.001 par value per share

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

89852P106

-----  
(CUSIP Number)

Timothy P. Halter  
12890 Hilltop Road  
Argyle, TX 76226  
(972) 233-0300

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

May 11, 2005

-----  
(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 Rule 13d-1(e), 13d-1(f) or 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 Rule 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

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1934 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. 89852P106

13D

Page 2 of 7 Pages

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

HALTER FINANCIAL GROUP

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS\*

WC

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2 (d) OR 2 (e)

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

---

7 SOLE VOTING POWER

NUMBER OF  
SHARES 1,875,045 SHARES

---

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY

---

EACH 9 SOLE DISPOSITIVE POWER

REPORTING PERSON 1,875,045 SHARES

---

10 SHARED DISPOSITIVE POWER

WITH

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,875,045 SHARES

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

75%

---

14 TYPE OF REPORTING PERSON\*

CO

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 89852P106

13D

Page 3 of 7 Pages

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1 NAME OF REPORTING PERSONS

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

TIMOTHY P. HALTER

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS\*

OO

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

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|                     |                             |
|---------------------|-----------------------------|
| 7                   | SOLE VOTING POWER           |
| NUMBER OF<br>SHARES |                             |
| BENEFICIALLY        | 8 SHARED VOTING POWER       |
| OWNED BY            | 1,875,045 SHARES            |
| EACH                | 9 SOLE DISPOSITIVE POWER    |
| REPORTING<br>PERSON |                             |
| WITH                | 10 SHARED DISPOSITIVE POWER |
|                     | 1,875,045 SHARES            |

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|    |  |
|----|--|
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
|    | 1,875,045 SHARES   |

---

|    |  |
|----|--|
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* |
|    | <input type="checkbox"/>   |

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|    |  |
|----|--|
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
|    | 75%  |

---

|    |                           |
|----|---------------------------|
| 14 | TYPE OF REPORTING PERSON* |
|    | IN                        |

---

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 89852P106

13D

Page 4 of 7 Pages

ITEM 1. SECURITY AND ISSUER.

This statement relates to shares of Common Stock, \$0.001 par value per share (the "Stock"), of TS Electronics, Inc., a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at 12890 Hilltop Road, Argyle, Texas 76226.

ITEM 2. IDENTITY AND BACKGROUND.

Pursuant to Rule 13d-1(a) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), this Schedule 13D Statement is hereby filed by the following persons

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(collectively, the "Reporting Persons"): Halter Financial Group, Inc., a Texas corporation ("HFG"); and Timothy P. Halter, a citizen of the United States and sole shareholder of HFG ("Halter").

HFG is a Texas corporation, the principal business of which is to provide financial consulting services. The principal business address of HFG, which also serves as its principal office, is 12890 Hilltop Road, Argyle, Texas 76226.

Halter's principal occupation or employment is serving as the President of HFG. The principal business address of Halter, which also serves as his principal office, is 12890 Hilltop Road, Argyle, Texas 76226.

During the last five years, none of the Reporting Persons (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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

Pursuant to a stock purchase agreement, on May 11, 2005, HFG purchased for a price of \$200,000 in cash, 1,875,045 outstanding shares of restricted Stock from the Issuer. HFG used "working capital" to purchase its Stock. As used herein, the term "working capital" includes income from the business operations of the entity plus sums borrowed from, among other sources, banks and brokerage firm margin accounts, to operate such business in general.

### ITEM 4. PURPOSE OF TRANSACTION.

The Reporting Persons acquired their interests in the Issuer pursuant to a transaction whereby Halter would become the President and a director of the Issuer. The purpose of this transaction is to facilitate the desire of the Issuer to effect a reverse merger with an as yet unidentified private company at some point in the future. In order to further such a potential reverse merger, the Reporting Persons have acquired control of the Issuer through a purchase of outstanding shares of common stock.

CUSIP No. 89852P106

13D

Page 5 of 7 Pages

At the time of filing, neither the Issuer nor the Reporting Persons have any formal plans or proposals with regard to such a reverse merger. Upon identification of a suitable reverse merger candidate, the candidate would be merged into the Issuer and the primary business of the candidate would become the primary business of the Issuer. The purpose of such a reverse merger transaction is to allow the private company candidate to become a public reporting company pursuant to the Securities Exchange Act of 1934. Once a reverse merger transaction has occurred it is expected that Halter will resign his positions as officer and director and a new board of directors will be elected.

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

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Pursuant to Rule 13d-3(a), at the close of business on May 11, 2005, HFG may be deemed to be the beneficial owner of 1,875,045 shares of the Stock, which constitutes approximately 75% of the 2,500,060 shares of the Stock outstanding on May 11, 2005 (the "Outstanding Shares"). HFG, either directly or indirectly, has or shares the power to vote or to direct the vote and to dispose or to direct the disposition of, such shares of Stock.

Pursuant to Rule 13d-3(a), at the close of business on May 11, 2005, Halter, as sole shareholder of HFG, may be deemed to be the beneficial owner of 1,875,045 shares of the Stock, which constitutes approximately 75% of the Outstanding Shares. Halter, either directly or indirectly, may have or share the power to vote or direct the vote and to dispose of or to direct the disposition of such shares of Stock.

Other than as set forth above, none of the Reporting Persons named herein is the beneficial owner of any shares of the Stock.

Transactions effected in the last 60 days:

| Reporting Person | Date         | Number of Shares | Price per Share | How the transaction was effected |
|------------------|--------------|------------------|-----------------|----------------------------------|
| HFG              | May 11, 2005 | 1,875,045        | \$.1066641      | Private Stock Purchase Agreement |

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

To the best knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons or between the Reporting Persons and any other person with respect to any securities of the Issuer, including but not limited to, transfer or voting of any of the securities of the Issuer, finders fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, or a pledge or contingency, the occurrence of which would give another person voting power over shares of the Stock.

CUSIP No. 89852P106

13D

Page 6 of 7 Pages

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 10.1: Stock Purchase Agreement dated May 11, 2005 by and between TS Electronics, Inc. and Halter Financial Group, Inc.

CUSIP No. 89852P106

13D

Page 7 of 7 Pages

SIGNATURES

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

DATED: May 11, 2005

Halter Financial Group, Inc.,  
a Texas corporation

By: /s/ Timothy P. Halter  
-----

Its: President

/s/ Timothy P. Halter  
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Timothy P. Halter