



Edgar Filing: WORKFLOW MANAGEMENT INC - Form SC 13G

Springhouse Capital, LP

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER 0
6 SHARED VOTING POWER 831,687
7 SOLE DISPOSITIVE POWER 0
8 SHARED DISPOSITIVE POWER 831,687

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 831,687

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.3%

12 TYPE OF REPORTING PERSON\* PN

\*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Springhouse Capital LLC

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER  
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER  
831,687

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
831,687

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
831,687

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
6.3%

12 TYPE OF REPORTING PERSON\*  
OO

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 98137N1090 13G Page 4 of 10 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Brian Gaines

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

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(a) [ ]

(b) [X]

-----  
3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States  
-----

5 SOLE VOTING POWER

65,900  
-----

NUMBER OF SHARES  
BENEFICIALLY OWNED BY

6 SHARED VOTING POWER

831,687  
-----

OWNED BY EACH REPORTING PERSON WITH

7 SOLE DISPOSITIVE POWER

65,900  
-----

8 SHARED DISPOSITIVE POWER

831,687  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

897,587  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

N/A  
-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.8%  
-----

12 TYPE OF REPORTING PERSON\*

IN  
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\*SEE INSTRUCTION BEFORE FILLING OUT!

This Schedule 13G (this "Schedule 13G") is being filed with respect to the Common Stock (as defined in Item 2(d) below) of Workflow Management, Inc.

Item 1(a): Name of Issuer:  
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The name of the issuer is Workflow Management, Inc., a Delaware corporation (the "Company").

Item 1(b): Address of Issuer's Principal Executive Offices:  
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The Company's principal executive office is located at 240 Royal Palm Way,

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Palm Beach, FL 33480.

Item 2(a): Name of Person Filing:
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This Schedule 13G with respect to the Common Stock (as defined in Item 2(d) below) of the Company is filed by Mr. Brian Gaines ("Mr. Gaines"), Springhouse Capital LLC, a Delaware limited liability company (the "General Partner"), and Springhouse Capital, LP, a Delaware limited partnership (the "Partnership" and, together with the General Partner and Mr. Gaines, the "Reporting Persons"). Certain shares of Common Stock reported herein are held directly by the Partnership and the remainder of the shares reported herein are held directly by Mr. Gaines. The General Partner is the general partner of the Partnership, has investment discretion over securities held by the Partnership and by virtue of such position may be deemed to have beneficial ownership of the Common Stock held by the Partnership. Mr. Gaines is the managing member of the General Partner and by virtue of such position may be deemed to have beneficial ownership of the Common Stock held by the Partnership, along with beneficial ownership of his direct holdings.

Item 2(b): Address of Principal Business Office or, if None,
-----
Residence:
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The address of the principal business office of each of the Reporting Persons is 520 Madison Avenue, 32nd Floor, New York, NY 10022.

Item 2(c): Citizenship:
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The Partnership and the General Partner are organized under the laws of the State of Delaware. Mr. Gaines is a citizen of the United States of America.

Item 2(d): Title of Class of Securities:
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Common Stock, \$0.001 par value ("Common Stock")

Item 2(e): CUSIP Number:
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98137N1090

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Item 3: If this statement is filed pursuant to Rules 13d-1(b) or
-----
13d-2(b) or (c), check whether the person filing is a:
-----

- (a) [ ] Broker or dealer registered under Section 15 of the Act,
(b) [ ] Bank as defined in Section 3(a)(6) of the Act,
(c) [ ] Insurance Company as defined in Section 3(a)(19) of the Act,
(d) [ ] Investment Company registered under Section 8 of the Investment Company Act of 1940,
(e) [ ] Investment Adviser in accordance with Rule 13d-1 (b)(1)(ii)(E),
(f) [ ] Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b)(1)(ii)(F),



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Item 5: Ownership of Five Percent or Less of a Class:  
-----

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [ ]

Item 6: Ownership of More than Five Percent on Behalf of Another  
-----  
Person:  
-----

Other than as set forth herein, no other person has the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, in excess of 5% of the total outstanding Common Stock.

Item 7: Identification and Classification of the Subsidiary Which  
-----  
Acquired the Security Being Reported on by the Parent  
-----  
Holding Company:  
-----

Not applicable.

Item 8: Identification and Classification of Members of the  
-----  
Group:  
-----

Not applicable.

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Item 9: Notice of Dissolution of Group:  
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Not applicable.

Item 10: Certification:  
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Each Reporting Person hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify

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that the information set forth in this statement is true, complete and correct.

Dated: July 8, 2003

SPRINGHOUSE CAPITAL, LP

By: SPRINGHOUSE CAPITAL LLC,  
its General Partner

By: /s/ Brian Gaines

-----  
Name: Brian Gaines  
Title: Managing Member

SPRINGHOUSE CAPITAL LLC

By: /s/ Brian Gaines

-----  
Name: Brian Gaines  
Title: Managing Member

/s/ Brian Gaines

-----  
Brian Gaines

[SIGNATURE PAGE TO SCHEDULE 13G  
WITH RESPECT TO  
WORKFLOW MANAGEMENT, INC.]

EXHIBIT INDEX

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Exhibit 1: Joint Filing Agreement, dated July 8, 2003, by and among  
Springhouse Capital, LP, Springhouse Capital LLC and Brian  
Gaines.