

Edgar Filing: 1818 FUND III LP - Form SC 13D/A

1818 FUND III LP
Form SC 13D/A
December 20, 2005

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 8)

TRINSIC, INC.
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

988792107
(CUSIP Number)

LAWRENCE C. TUCKER
Brown Brothers Harriman & Co.
140 Broadway
New York, New York
(212) 483-1818
(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

December 15, 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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

*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 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).

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CUSIP No. 988792107

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1 NAME OF REPORTING PERSON

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THE 1818 FUND III, L.P.

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

DELAWARE

| | | |
|--------------|------------|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | -0- | |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | 14,592,428 | See Item 5 |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | -0- | |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | 14,592,428 | See Item 5 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,592,428 See Item 5.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

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

83.2%%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 988792107

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1 NAME OF REPORTING PERSON

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BROWN BROTHERS HARRIMAN & CO.

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

NEW YORK

| | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | |
| BENEFICIALLY | | -0- |
| OWNED BY | 8 | SHARED VOTING POWER |
| EACH | | 14,592,428 See Item 5 |
| REPORTING | 9 | SOLE DISPOSITIVE POWER |
| PERSON | | -0- |
| WITH | 10 | SHARED DISPOSITIVE POWER |
| | | 14,592,428 See Item 5 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,592,428 See Item 5.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

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

83.2%%

14 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON

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T. MICHAEL LONG

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

UNITED STATES

| | | |
|--------------|------------|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | -0- | |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | 14,592,428 | See Item 5 |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | -0- | |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | 14,592,428 | See Item 5 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,592,428 See Item 5.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

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

83.2%

14 TYPE OF REPORTING PERSON

IN

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1 NAME OF REPORTING PERSON

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LAWRENCE C. TUCKER

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

UNITED STATES

| | | |
|--------------|------------|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | 2,031 | |
| BENEFICIALLY | | |
| OWNED BY | 8 | SHARED VOTING POWER |
| EACH | 14,592,428 | See Item 5 |
| REPORTING | 9 | SOLE DISPOSITIVE POWER |
| PERSON | 2,031 | |
| WITH | 10 | SHARED DISPOSITIVE POWER |
| | 14,592,428 | See Item 5 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,594,459 See Item 5.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

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

84.0%

14 TYPE OF REPORTING PERSON

IN

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EXPLANATORY NOTE

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This Amendment No. 8 ("AMENDMENT NO. 8") to Schedule 13D is filed by the undersigned to amend and supplement the Schedule 13D filed on November 20, 2000 (the "ORIGINAL 13D"), as amended by Amendment No. 1 to Schedule 13D filed on July 12, 2001 ("Amendment No. 1"), Amendment No. 2 to Schedule 13D filed on August 9, 2001 ("AMENDMENT NO. 2"), Amendment No. 3 to Schedule 13D filed on August 26, 2004 ("AMENDMENT NO. 3"), Amendment No. 4 to Schedule 13D filed on December 3, 2004 ("AMENDMENT NO. 4"), Amendment No. 5 to Schedule 13D filed on July 18, 2005 ("AMENDMENT NO. 5"), Amendment No. 6 to Schedule 13D filed on September 2, 2005 ("AMENDMENT NO. 6"), and Amendment No. 7 to Schedule 13D filed on October 3, 2005 ("AMENDMENT NO. 7"), relating to the common stock (the "COMMON STOCK"), par value \$.01 per share, issued by Trinsic, Inc., a Delaware corporation (the "COMPANY"). Unless otherwise indicated, all capitalized terms shall have the same meaning as provided in the Original 13D as amended by Amendment No.1, Amendment No. 2, Amendment No.3, Amendment No.4, Amendment No. 5, Amendment No. 6 and Amendment No. 7.

ITEM 1. SECURITY AND ISSUER.

No Change.

ITEM 2. IDENTITY AND BACKGROUND.

No Change.

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

No Change.

ITEM 4. PURPOSE OF TRANSACTION.

No Change.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and supplemented by the addition of the following:

As of the date hereof, based on calculations made in accordance with Rule 13d-3 promulgated under the Exchange Act and there being 17,531,889 shares of Common Stock outstanding (as of November 8, 2005 according to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 as filed by the Company with the Securities and Exchange Commission on November 14, 2005), the number of shares of Common Stock the Fund, BBH, Long and Tucker would be deemed to own and the percent of the outstanding shares of Common Stock are as follows:

| | SHARES | PERCENTAGE |
|--------|------------|------------|
| | ----- | ----- |
| Fund | 14,592,428 | 83.2% |
| BBH | 14,592,428 | 83.2% |
| Long | 14,592,428 | 83.2% |
| Tucker | 14,594,459 | 84.0% |

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

Item 6 is hereby amended and supplemented by the addition of the following:

On December 15, 2005, in consideration for a loan in the aggregate principal amount of \$1,000,000, the Company executed a promissory note (the "Note") in favor of the Fund in an aggregate principal amount of \$1,000,000.00 and bearing interest at a rate of twelve percent (12%) per annum payable quarterly commencing on January 1, 2006. The Note is payable immediately upon demand by the Fund. The Company has the right to prepay the Note in whole or in part at any time, without premium or penalty.

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As security for the Note, the Company agreed, if and to the extent requested by the Fund, to (a) grant a security interest to the Fund in all real property and personal property assets (other than accounts receivable) of the Company or its subsidiaries and (b) cause each subsidiary of the Company to guarantee the Company's obligations under the Note. The Fund has requested and the Company is in the process of granting a mortgage on certain real property owned by the Company in Atmore, Alabama where the Company has an operations facility.

The foregoing description of the Note does not purport to be complete and is qualified in its entirety by reference to the Note, a copy of which is attached hereto as Exhibit 1 to this Amendment No. 8.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

1. Promissory Note, dated as of December 15, 2005, made by the Company in favor of The 1818 Fund III, L.P.

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SIGNATURE

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

Dated: December 20, 2005

THE 1818 FUND III, L.P.

By: Brown Brothers Harriman & Co.,
General Partner

By: /s/ Lawrence C. Tucker

Name: Lawrence C. Tucker
Title: Partner

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BROWN BROTHERS HARRIMAN & CO.

By: /s/ Lawrence C. Tucker

Name: Lawrence C. Tucker

Title: Partner

/s/ T. Michael Long

T. Michael Long

/s/ Lawrence C. Tucker

Lawrence C. Tucker