

Edgar Filing: ENTREVEST I ASSOCIATES - Form SC 13D/A

ENTREVEST I ASSOCIATES
Form SC 13D/A
January 20, 2004

OMB APPROVAL

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

NOCOPI TECHNOLOGIES, INC.

(Name of Issuer)

COMMON STOCK - PAR VALUE .01
(Title of Class of Securities)

655212207
(CUSIP Number)

c/o Dr. Michael Feinstein, 537 Apple St., W. Conshohocken, PA 19428

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

January 19, 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 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(b) 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 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).

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CUSIP No. 655212207

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

David Marcus
Maury B. Reiter
Enid R. Rudney
Michael B. Solomon
Kay Weinstock

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

David Marcus - PF
Maury B. Reiter - PF
Enid R. Rudney - PF
Michael B. Solomon - PF
Kay Weinstock - PF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

All citizens of United States of America

7 SOLE VOTING POWER

NUMBER OF	Marcus - 300,000 shares;
	Reiter -0- shares
	Rudney -0- shares
	Solomon - 222,000 shares
SHARES	Weinstock -0- shares*

8 SHARED VOTING POWER
BENEFICIALLY
3,333,333 shares*

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OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING PERSON Marcus - 300,000 shares;
Reiter -0- shares;
Rudney -0- shares;
Solomon - 222,000 shares;
Weinstock -0- shares*

WITH 10 SHARED DISPOSITIVE POWER

3,333,333 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Marcus - 3,633,333 shares;
Reiter - 3,333,333 shares;
Rudney - 3,333,333 shares;
Solomon - 3,555,333 shares;
Weinstock - 3,333,333 shares*

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

[X] Entrevest I Associates, a Pennsylvania general partnership which comprises the individual reporting persons, has warrants to acquire additional shares in the Issuer representing up to 51% of the total issued and outstanding shares of Issuer.*

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

8.39%*

14 TYPE OF REPORTING PERSON*

IN

*This is a joint filing by Marcus, Reiter, Rudney, Solomon and Weinstock who share voting and investment control over all 3,333,333 shares owned by Entrevest I Associates, a Pennsylvania general partnership (the "Partnership"). The interest of each of Reiter, Rudney and Weinstock in the securities described in this Schedule is limited to the extent of their respective pecuniary interest in the Partnership. The interest of each of Marcus and Solomon in the securities described in this Schedule is limited to the extent of their respective pecuniary interest in the Partnership, and an additional 300,000 shares individually owned by Marcus and an additional 222,000 shares individually owned by Solomon.

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CUSIP Number: 655212207

Item 1: Common Stock, par value .01 per share of Nocopi Technologies, Inc.,
537 Apple Street, West Conshohocken, PA 19428.

Item 2: This statement is filed by Marcus, Reiter, Rudney, Solomon and Weinstock, all of whom are partners of Entrevest I Associates, a Pennsylvania general partnership, c/o 350 Sentry Parkway, Bldg. 640, P. O. Box 3037, Blue Bell, PA 19422.

- (1) (a) David Marcus
 - (b) 104 Woodside Road, Haverford, PA 19041
 - (c)
 - (d) No convictions
 - (e) No proceedings
 - (f) USA
- (2) (a) Maury B. Reiter
 - (b) 303 Pheasant Hill Drive Bryn Mawr, PA 19010
 - (c) Attorney for Kaplin Stewart Meloff Reiter & Stein, P.C.
350 Sentry Parkway, Bldg. 640
P. O. Box 3037
Blue Bell, PA 19422
 - (d) None
 - (e) None
 - (f) USA
- (3) (a) Enid R. Rudney
 - (b) 222 Pineridge Road, Havertown, PA 19083
 - (c)
 - (d) None
 - (e) None
 - (f) USA
- (4) (a) Michael Solomon
 - (b) 309 Pheasant Hill Drive Bryn Mawr, PA 19010
 - (c) Certified Public Accountant for Rudney, Solomon, Cohen & Felzer, P.C. Rosemont, PA
 - (d) None

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- (e) None
- (f) USA
- (5) (a) Kay Weinstock
- (b) 201, Landover Road, Bryn Mawr, PA 19010
- (c)
- (d) None
- (e) None
- (f) USA

Item 3:

All reporting persons utilized personal funds for the purpose of acquiring the securities.

Item 4:

Investment. In addition, the Partnership has certain warrants to acquire additional shares of stock of the Issuer representing up to 51% of the issued and outstanding shares of the Issuer. There are no plans or proposals for any other transactions as described in Item 4, Schedule D.

Item 5:

Based upon the Company's Quarterly Report on Form 10-QSB for the quarterly period ended September 30, 2003, as of November 1, 2003, there were 45,972,241 shares of Common Stock issued and outstanding. As of the close of business on January 15, 2004, the Reporting Persons beneficially own an aggregate of 3,855,333 shares of Common Stock. This constitutes an aggregate of approximately 8.39% of the outstanding shares of Common Stock of the Issuer. The Reporting Persons have shared power to vote and dispose of 3,333,333 of such shares.

In the past sixty days, Solomon sold 100,000 shares on December 15, 2003 at a price of \$0.1127; 160,000 shares on December 16, 2003 at a price of \$0.105 and 18,000 shares on December 18, 2003 at a price of \$0.125.

Other than the Reporting Persons, 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 securities referred to in this Schedule. See also section 12 the footnote after section 14 above.

Item 6:

The only arrangement known is the Partnership Agreement of Entrevest I Associates, to which all of the individual reporting persons are parties.

Item 7. Material to be filed as exhibits:

99.1 Joint Filing Agreement dated as of January 16, 2004, by and among David Marcus, Maury B. Reiter, Enid R. Rudney, Michael B. Solomon and Kay Weinstock.

SIGNATURES

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

January 16, 2004

/s/ David Marcus

David Marcus

/s/ Maury B. Reiter

Maury B. Reiter

/s/ Enid R. Rudney

Enid R. Rudney

/s/ Michael B. Solomon

Michael B. Solomon

/s/ Kay Weinstock

Kay Weinstock

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE
FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001).

EXHIBIT INDEX

99.1 Joint Filing Agreement dated as of January 16, 2004 by and among David Marcus, Maury B. Reiter, Enid R. Rudney, Michael B. Solomon and Kay Weinstock.

Exhibit 99.1

JOINT FILING AGREEMENT

The undersigned agree that this Schedule 13D filing herewith relating to securities of NOCOPI Technologies, Inc. is filed jointly on behalf of each of the undersigned pursuant to Rule 13d-1(k).

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Dated: January 16, 2004

/s/ David Marcus

David Marcus

/s/ Maury B. Reiter

Maury B. Reiter

/s/ Enid R. Rudney

Enid R. Rudney

/s/ Michael B. Solomon

Michael B. Solomon

/s/ Kay Weinstock

Kay Weinstock

END OF FILING