ANZA CAPITAL INC
Form SC 13G
March 17, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(Amendment No.)*

Anza Capital, Inc.

(Name of Issuer)

Common Stock, par value $0.001 per share

(Title of Class of Securities)

26874T 10 4

(CUSIP Number)

February 28, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[ ] Rule 13d-1(b)
[X] Rule 13d-1(c)
[ ] Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Cranshire Capital, L.P.

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

3 SEC USE ONLY

4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Illinois	
NUMBER OF	5	SOLE VOTING POWER
SHARES		12,761,281
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		None
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		12,761,281
PERSON	8	SHARED DISPOSITIVE POWER
WITH		None
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	12,761,281 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
		[X]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	13.21%	
12	TYPE OF REPORTING PERSON	
	PN	

(1) Cranshire Capital, L.P. ("Cranshire") entered into a Stock Exchange Agreement, dated as of February 28, 2003 (the "Stock Exchange Agreement"), with Anza Capital, Inc. (the "Issuer"), pursuant to which, among other things, Cranshire exchanged all of its shares of Series C Convertible Preferred Stock for (i) 12,562,245 shares of Common Stock of the Issuer ("Common Stock"), (ii) 3,075.5 shares of newly created Series D Convertible Preferred Stock ("Series D Preferred Stock"), each of which is convertible commencing twelve months after issuance into 126.81 shares of Common Stock and (iii) warrants to acquire 281,244 shares of Common Stock, exercisable for a period of five years, with one-third of such shares of Common Stock to have exercise prices of each of $0.50 per share, $0.75 per share, and $0.95 per share, respectively (collectively, the "Warrants"). The Series D Preferred Stock and the Warrants are subject to conversion caps that preclude the holder thereof from utilizing its exercise rights to acquire in excess of 9.99% of the Common Stock, giving effect to such exercise (determined in accordance with Section 13(d) of the Securities Exchange Act of 1934).

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)	

	Downsview Capital, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [ ] (b) [ ]
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Illinois	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 12,761,281 6 SHARED VOTING POWER None 7 SOLE DISPOSITIVE POWER 12,761,281 8 SHARED DISPOSITIVE POWER None	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	12,761,281 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	[X]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	13.21%	
12	TYPE OF REPORTING PERSON	
	CO	

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)	
	Mitchell P. Kopin	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [ ] (b) [ ]
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	U.S.A.	

NUMBER OF	5	SOLE VOTING POWER	
SHARES		12,761,281	
BENEFICIALLY	6	SHARED VOTING POWER	
OWNED BY		None	
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING		12,761,281	
PERSON	8	SHARED DISPOSITIVE POWER	
WITH		None	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	12,761,281 (1)		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
			[X]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	13.21%		
12	TYPE OF REPORTING PERSON		
	IN		

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Item 1(a). Name of Issuer:

Anza Capital, Inc., a Nevada corporation (the "Issuer")

Item 1(b). Address of Issuer 's Principal Executive Offices:

3200 Bristol Street, Suite 700
Costa Mesa, CA 92626

Items 2(a), (b) and (c). Name of Persons Filing, Address of Principal Business Office and Citizenship:

This Schedule 13G is being filed on behalf of (i) Cranshire Capital, L.P., an Illinois limited partnership ("Cranshire"), (ii) Downsview Capital, Inc., a Illinois corporation ("Downsview") and (iii) Mitchell P. Kopin, an individual who is a citizen of the U.S.A. ("Kopin," together with Cranshire and Downsview, the "Reporting Persons").

The Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13G as Exhibit 1, pursuant to which the Reporting Persons have agreed to file this Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended.

The principal business office of each of the Reporting Persons is 666

Dundee Road, Suite 1901, Northbrook, Illinois, 60062.

Item 2(d). Title of Class of Securities:

Common Stock, par value $0.001 per share, of the Issuer (the "Common Stock")

Item 2(e). CUSIP Number:

26874T 10 4

Item 3. Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

12,761,281 shares of Common Stock

(b) Percent of class:

Based on 96,597,900 shares of Common Stock of the Issuer outstanding as of March 11, 2003, Cranshire holds approximately 13.21% of the issued and outstanding Common Stock of the Issuer.

(c) Number of shares to which such person has:

(i) Sole power to vote or direct the vote: 12,761,281

(ii) Shared power to vote or direct the vote: None

(iii) Sole power to dispose or to direct the disposition of: 12,761,281

(iv) Shared power to dispose of or direct the disposition of: None

Cranshire beneficially owns an aggregate of 12,761,281 shares of Common Stock. Because (i) Downsview is the general partner of Cranshire and (ii) Kopin is the holder of 100% of the issued and outstanding shares of Downsview and is the president thereof, each of Downsview and Kopin are considered to share the power to vote or direct the vote of, and the power to dispose or direct the disposition of, the shares of Common Stock which Cranshire beneficially owns. Each of Downsview and Kopin disclaim beneficial ownership of the reported securities except to the extent of each of their respective pecuniary interests therein, and this statement on Schedule 13G shall not be construed as an admission that each of the Reporting Persons is the beneficial owner of the Common Stock covered by such statement.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

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

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported By the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of a Group.

Not Applicable.

Item 10. 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.

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.

Dated: March 17, 2003

CRANSHIRE CAPITAL, L.P.

By: Downsview Capital, Inc.,
its general partner

By:/s/ Mitchell P. Kopin

Mitchell P. Kopin, President

DOWNSVIEW CAPITAL, INC.

By:/s/ Mitchell P. Kopin

Mitchell P. Kopin, President

/s/ Mitchell P. Kopin

Mitchell P. Kopin

CUSIP NO. 26874T 10 4

Exhibit 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to 12,761,281 shares of Common Stock, par value $0.001 per share, of Anza Capital, Inc., and further agree that this Joint Filing Agreement shall be included as an exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein; provided, however, that no party is responsible for the completeness or accuracy of the information concerning any other party making the filing, unless such party knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the parties have executed this Joint Filing Agreement on March 17, 2003.

CRANSHIRE CAPITAL, L.P.

By: Downsview Capital, Inc.,
its general partner

By:/s/ Mitchell P. Kopin

Mitchell P. Kopin, President

DOWNSVIEW CAPITAL, INC.

By:/s/ Mitchell P. Kopin

Mitchell P. Kopin, President

/s/ Mitchell P. Kopin

Mitchell P. Kopin