

Edgar Filing: American Petroleum Group Inc - Form SC 13D

American Petroleum Group Inc
Form SC 13D
February 11, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)
(Amendment No.: __)

AMERICAN PETROLEUM GROUP, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.0001
(Title of Class of Securities)

028864 10 6
(CUSIP Number)

ALPHA ADVISORS, LLC
C/O MICHAEL S. KROME, ESQ.
8 TEAK COURT
LAKE GROVE, NEW YORK 11755
(631) 737-8381

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

SEPTEMBER 9, 2004
(Date of Event which Requires Filing of this Statement)

If 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 [].

Note. Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) 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 on 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 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)

SCHEDULE 13D

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CUSIP No.: 028864 10 6

1 Name of Reporting Person
I.R.S. Identification No. of Above Person

ALPHA ADVISORS LLC - 75-3120996

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

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)
Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With

7 SOLE VOTING POWER
163,750

8 SHARED VOTING POWER
1,348,750

9 SOLE DISPOSITIVE POWER
163,750

10 SHARED DISPOSITIVE POWER
1,348,750

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
163,750

12 CHECK BOX IF THAT AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES _ _ _ _

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.3%

14 TYPE OF REPORTING PERSON
PN, HC

Item 1. SECURITY AND ISSUER

The class of securities to which this statement relates in the common stock, \$0.001 par value (the "Common Stock") of American Petroleum Group, Inc., located at 1400 N. Gannon Drive, Hoffman Estates, IL 60194.

ITEM 2. IDENTITY AND BACKGROUND

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| Name | (a) - (c) Principal Occupation | Employer | Address |
|------------------------|-----------------------------------|----------|--------------------------------------|
| Michael S. Krome, Esq. | Attorney | Self | 8 Teak Court Lake Grove, NY 11755 |
| | (d) None | | |
| | (e) None | | |
| | (f) United States | | |

| Name | (a) - (c) Principal Occupation | Employer | Address |
|-----------------|-----------------------------------|----------|--|
| James W. Zimble | Consultant | Self | 234 East College Avenue State College, PA 16801 |
| | (d) None | | |
| | (e) None | | |
| | (f) United States | | |

| Name | (a) - (c) Principal Occupation | Employer | Address |
|----------------------|-----------------------------------|----------|---|
| George L. Riggs, III | Certified Public Accountant | Self | PO Box 290975 Wethersfield, CT 06129 |
| | (d) None | | |
| | (e) None | | |
| | (f) United States | | |

| Name | (a) - (c) Principal Occupation | Employer | Address |
|-----------------|-----------------------------------|----------|--|
| William Bossung | Consultant | Self | 10300 W Charleston Blvd #13-378 Las Vegas NV 89135 |
| | (d) None | | |
| | (e) None | | |
| | (f) United States | | |

| Name | (a) - (c) Principal Occupation | Employer | Address |
|----------------|-----------------------------------|----------|---------|
| Richard Carter | Consultant | Self | |
| | (d) None | | |
| | (e) None | | |
| | (f) United States | | |

| Name | (a) - (c) Principal Occupation | Employer | Address |
|---------------|-----------------------------------|----------|--------------------|
| Ronald Shapss | Consultant | Self | 75 Montebello Road |

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Suffern, NY 10901

- (d) None
- (e) None
- (g) United States

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Issued by issuer as compensation for services.

ITEM 4. PURPOSE OF TRANSACTION

Purpose of issuance was as compensation for consulting services.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) Aggregate Number and Percentage of Securities. The Reporting Person is the beneficial owner of 163,750 shares of

Common Stock of the Issuer, representing approximately 4.3% of the Issuer's common stock (based upon 3,740,000 shares of common stock outstanding at November 19, 2004).

(b) Power to Vote and Dispose. The Reporting Person has sole voting and dispositive power over the 163,750 shares beneficially owned by the Reporting Person.

(c) Transactions Within the Past 60 Days. Except as noted herein, the Reporting Person has not effected any other transactions in the Issuer's securities, including shares of the Issuer's common stock, within sixty (60) days preceding the date hereof.

(d) Certain Rights of Other Persons. Not Applicable (e) Date Ceased to be a 5% Owner. Not Applicable

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

Not Applicable

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Not Applicable

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 as of December 29, 2004

Alpha Advisors, LLC

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/s/ Michael S. Krome

By: Michael S. Krome, Esq.
Member