

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 14F1

Statement regarding change in majority of directors pursuant to Rule 14f-1

Filing Date: **2002-05-14**  
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### SUBJECT COMPANY

#### DAIR VENTURES INC

CIK: **1139511** | IRS No.: **651103313** | State of Incorporation: **FL** | Fiscal Year End: **1231**  
Type: **SC 14F1** | Act: **34** | File No.: **005-78265** | Film No.: **02645189**  
SIC: **9995** Non-operating establishments

Mailing Address  
650 WEST AVE  
STE 1509  
MIAMI BEACH FL 33139

Business Address  
650 WEST AVE  
STE 1509  
MIAMI BEACH FL 33139  
3059137769

### FILED BY

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

SCHEDULE 14F-1

INFORMATION STATEMENT  
PURSUANT TO SECTION 14(f) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
AND RULE 14f-1 THEREUNDER

DAIR VENTURES, INC.  
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(Exact name of registrant as  
specified in its corporate charter)

0-32857  
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Commission File No.

FLORIDA  
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(State of Incorporation)

65-1103313  
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(IRS Employer  
Identification No.)

650 West Avenue, Suite #1509  
Miami Beach, FL 33139  
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(Address of principal executive offices)

(305) 913-7769  
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(Issuer's telephone number)

DAIR VENTURES, INC.

INFORMATION STATEMENT PURSUANT TO  
SECTION 14(f) OF THE SECURITIES  
EXCHANGE ACT OF 1934 AND RULE 14f-1 THEREUNDER

GENERAL

This Information Statement is being delivered on or about May 21, 2002 to the holders of shares of common stock, par value \$0.0001 (the "Common Stock") of Dair Ventures, Inc., a Florida corporation (the "Company"). You are receiving this Information Statement in connection with the appointment of a new member to the Company's Board of Directors (the "Board").

On May 9, 2002, Laufer Capital Partners, Inc., a Florida corporation, the majority shareholder of the Company entered into a Stock Purchase Agreement (the "Agreement") with Brightpoint Capital Partners, LLC, a Pennsylvania limited liability company, which results in a restructuring of the Company's management, Board, and ownership.

Pursuant to the terms of the Agreement, on May 31, 2002 Laufer Capital Partners, Inc. will sell 4,750,000 shares of the Company, representing at that time 95% of the outstanding Common Stock, to Brightpoint Capital Partners, LLC. As consideration for the purchase of the shares, Brightpoint Capital Partners, LLC will pay the sum of \$5,000 cash.

On May 31, 2002, in accordance with the Agreement, Mr. Adam J. Laufer will resign as the sole director and officer and appoint Mike Tay as the sole director of the Company. Mr. Tay will not take office until 10 days after this Information Statement is mailed or delivered to all Company stockholders in compliance with Section 14(f) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 14f-1 thereunder.

YOU ARE URGED TO READ THIS INFORMATION STATEMENT CAREFULLY. YOU ARE NOT, HOWEVER, REQUIRED TO TAKE ANY ACTION.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Voting Securities of the Company

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On May 21, 2002, there were 5,000,000 shares of Common Stock issued and outstanding. Each share of Common Stock entitles the holder thereof to one vote on each matter that may come before a meeting of the stockholders.

Security Ownership of Certain Beneficial Owners and Management

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The following table sets forth, as of May 21, 2002, certain information with respect to the Company's equity securities owned of record or beneficially by (i) each officer and director of the Company; (ii) each person who owns beneficially more than 5% of each class of the Company's outstanding equity securities; and (iii) all directors and executive officers as a group.

Title of Class	Name and Address of Beneficial Owner (1)	Amount and Nature of Beneficial Ownership	Percent of Class
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Common Stock	Mike Tay (2) 1422 Chestnut Street Suite 410 Philadelphia, PA 19102	4,750,000	95%
Common Stock	Brightpoint Capital Partners, LLC 1422 Chestnut Street Suite 410 Philadelphia, PA 19102	4,750,000	95%
Common Stock	Adam J. Laufer (3) 650 West Avenue Suite #1509 Miami Beach, FL 33139	250,000	5%
Common Stock	Laufer Capital Partners, Inc. 650 West Avenue Suite #1509 Miami Beach, FL 33139	250,000	5%

(1) Beneficial ownership has been determined in accordance with Rule 13d-3 under the Exchange Act and unless otherwise indicated, represents securities for which the beneficial owner has sole voting investment power or has the power to acquire such beneficial ownership within 60 days. Accordingly, the numbers assume a closing has occurred.

(2) Mike Tay is the manager and owner of Brightpoint Capital Partners, LLC and may be deemed the beneficial owner of the shares of the Company's Common Stock owned by it.

(3) Adam J. Laufer is currently the sole officer, director and stockholder of Laufer Capital Partners, Inc. and may be deemed the beneficial owner of the shares of the Company's Common Stock owned by it.

Change in Control

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On May 31, 2002, Brightpoint Capital Partners, LLC will acquire 4,750,000 shares from Laufer Capital Partners, Inc. in a private transaction. As the owner of Brightpoint Capital Partners, LLC, Mike Tay will become the "control person" of the Registrant as that term is defined in the Securities Act of 1933, as amended. Simultaneously with this transaction, Adam J. Laufer resigned as an officer and director and appointed Mike Tay to the Board and which appointment is effective 10 days after mailing of this Information Statement. Mike Tay also was appointed as President, Secretary and Treasurer of the Company.

Prior to the sale, the Company had 5,000,000 shares of Common Stock outstanding.

DIRECTORS AND EXECUTIVE OFFICERS

Legal Proceedings

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The Company is not aware of any legal proceedings in which any director, officer, or any owner of record or beneficial owner of more than five percent of any class of voting securities of the Company, or any affiliate of any such director, officer, affiliate of the Company, or security holder, is a party adverse to the Company or has a material interest adverse to the Company.

Directors and Executive Officers

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The following table sets forth the names and ages of the incoming director and executive officer of the Company, the principal offices and positions with the Company held by each person. Such person will become a director or executive officer of the Company effective 10 days after the mailing of this Information Statement. The executive officers of the Company are elected annually by the Board. The directors serve one year terms until their successors are elected. The executive officers serve terms of one year or until their death, resignation or removal by the Board. Unless described below, there are no family relationships among any of the directors and officers.

Name	Age	Position(s)
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Mike Tay	65	President, Secretary, Treasurer and Director

For the last five years, Mr. Tay has devoted full time in managing his own investments in securities and real estate, including commercial, and residential real estate investments in undeveloped land as well as income producing properties, mutual funds and other securities investments, both debt and equity, in companies listed on exchanges such as AMEX or traded over-the-counter and listed on NASDAQ and the OTC Bulletin Board.

Certain Relationships and Related Transactions

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Not applicable

Compliance with Section 16(a) of the Securities Exchange Act of 1934

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Section 16(a) of the Exchange Act requires the Company's directors and executive officers and persons who own more than ten percent of a registered class of the Company's equity securities to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of Common Stock and other equity securities of the Company. Officers, directors and greater than ten percent stockholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

To the Company's knowledge, none of the officers, directors or stockholders of the Company was delinquent in any necessary filings under Section 16(a).

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Executive Officers and Directors

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The Company currently does not pay any cash salaries to any officers or directors.

Summary Compensation Table

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The Summary Compensation Table shows certain compensation information for services rendered in all capacities for the fiscal year ended December 31, 2001. Other than as set forth herein, no executive officer's salary and bonus exceeded \$100,000 in any of the applicable years. The following information includes the dollar value of base salaries, bonus awards, the number of stock options granted and certain other compensation, if any, whether paid or deferred.

<TABLE>

SUMMARY COMPENSATION TABLE

NAME AND PRINCIPAL POSITION	Annual Paid Compensation				Long Term Compensation			
	YEAR	SALARY (\$)	BONUS (\$)	OTHER ANNUAL COMPENSATION (\$)	Awards		Payouts	
					RESTRICTED STOCK AWARDS (\$)	SECURITIES UNDERLYING OPTIONS SARS (#)	LTIP PAYOUTS (\$)	ALL OTHER COMPENSATION (\$)
<s> Adam Laufer (President, Treasurer, Secretary)	<c> 2001 (12/31)	<c> -0-	<c> -0-	<c> -0-	<c> -0-	<c> -0-	<c> -0-	<c> -0-

OPTION/SAR GRANTS IN LAST FISCAL YEAR (INDIVIDUAL GRANTS)

NAME	NUMBER OF SECURITIES UNDERLYING OPTIONS/SAR'S GRANTED (#)	PERCENT OF TOTAL OPTIONS/SAR'S GRANTED TO EMPLOYEES IN FISCAL YEAR	EXERCISE OF BASE PRICE (\$/SH)	EXPIRATION DATE
<s> Adam Laufer	<c> None	<c> N/A	<c> N/A	<c> N/A

AGGREGATED OPTION/SAR EXERCISES IN LAST FISCAL YEAR AND FY-END OPTION/SAR VALUES

Name	Shares Acquired On Exercise (#)	Value Realized (\$)	Number of Unexercised Securities Underlying Options/SARs At Fy-End (#) Exercisable/Unexercisable	Value of Unexercised In The-Money Option/SARs At FY-End (\$) Exercisable/Unexercisable
<s> Adam Laufer	<c> N/A	<c> N/A	<c> None	<c> N/A

</TABLE>

Dated: May 21, 2002

By order of the Board of Directors

/s/Adam Laufer

Adam J. Laufer  
President