

**SECURITIES AND EXCHANGE COMMISSION**

**FORM REGDEX**

Notice of sale of securities [Regulation D and Section 4(6) of the Securities Act of 1933], item  
05

Filing Date: **2005-05-02**  
SEC Accession No. [999999997-05-022301](#)

([HTML Version](#) on [secdatabase.com](#))

**FILER**

**CENTURY ENGINEERING INC/MD**

CIK: [1112578](#) | IRS No.: **000000000**  
Type: **REGDEX** | Act: **34** | File No.: [021-42606](#) | Film No.: **05053251**

Business Address  
*32 WEST RD  
TOWSON MD 21204*

1112578

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



FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering ([ ] check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply): [X] Rule 504 [X] Rule 505 [X] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [X] New Filing [ ] Amendment

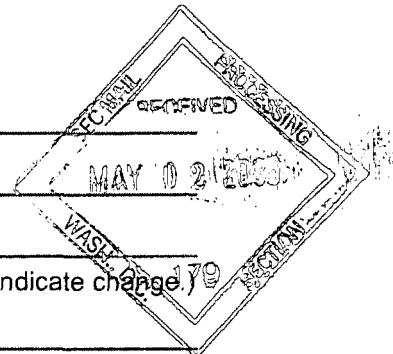
A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([ ] check if this is an amendment and name has changed, and indicate change.)  
**Century Engineering, Inc.**

Address of Executive Offices (Number and Street, City, State, Zip Code)  
Telephone Number (Including Area Code)  
**Telephone Number: (410) 823-8070**  
**Facsimile Number: (410) 823-2104**  
**32 West Road, Towson, Maryland, 21204**

Address of Principal Business Operations (Number and Street, City, State, Zip Code)  
Telephone Number (Including Area Code)  
(if different from Executive Offices)  
**Telephone Number: (410) 823-8070**  
**Facsimile Number: (410) 823-2104**  
**32 West Road, Towson, Maryland, 21204**



PROCESSED

R

MAY 06 2005

THOMSON  
FINANCIAL

Brief Description of Business

Consulting, engineering and planning firm providing diversified services to private, governmental and industrial clients. The Company's services include transportation, shipyard and marine, environmental, mechanical, electrical, land development, geotechnical and facilities engineering, and commercial construction inspection services, principally to customers in Maryland, Delaware and West Virginia.

Type of Business Organization

corporation  limited partnership, already formed  other (please specify):  
 business trust  limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: [ 11 ] [ 1996 ] [ X\* ] Actual [ ] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [ M ] [ D ]

\*On 12/23/96, the Company purchased the assets of the previous Century Engineering, Inc., a Maryland corporation that had been in operation since 1974, as well as the stock of that corporation's affiliates.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that  Promoter  Beneficial  Executive  Director  General and/or

Apply:

Owner

Officer

Managing  
Partner

Full Name (Last name first, if individual): **Smyth, Francis X.**

Business or Residence Address (Number and Street, City, State, Zip Code): **President and Chief Executive Officer, 32 West Road, Towson, Maryland, 21204**

Full Name (Last name first, if individual): **Stratemeyer, Kenneth M.**

Business or Residence Address (Number and Street, City, State, Zip Code): **Senior Vice President, Treasurer, Secretary, Chief Financial Officer, 32 West Road, Towson, Maryland, 21204**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual): **Jardieu, Peter F.**

Business or Residence Address (Number and Street, City, State, Zip Code): **Senior Vice President, 32 West Road, Towson, Maryland, 21204**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual): **Rathfon, Scott L.**

Business or Residence Address (Number and Street, City, State, Zip Code): **Senior Vice President, Dover, Delaware Operations, 32 West Road, Towson, Maryland, 21204**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual): **Thaker, Harish P.**

Business or Residence Address (Number and Street, City, State, Zip Code): **Senior Vice President, Transportation Division, 32 West Road, Towson, Maryland, 21204**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual): **Stephen, Harry C., Jr.**

Business or Residence Address (Number and Street, City, State, Zip Code): **Senior Vice President, 32 West Road, Towson, Maryland, 21204**

**(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)**

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No  
[ X ] [ ]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ \_\_\_\_\_

**Not applicable; stock grant to fifteen (15) employees of the Company.**

3. Does the offering permit joint ownership of a single unit?..... Yes No  
[ ] [ X ]

**Not applicable; stock grant to fifteen (15) employees of the Company.**

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ _____	\$ _____
Equity .....	\$ 96,112.50	\$ 96,112.50
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____).	\$ _____	\$ _____
Total .....	\$ 96,112.50	\$ 96,112.50

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	4	\$ 27,960

**Note 1**

Non-accredited Investors .....	11	\$ 68,152
		<b>Note 1</b>
Total (for filings under Rule 504 only) .....	15	\$ 96,112

Answer also in Appendix, Column 4, if filing under ULOE.

**Note 1 to Item C.2.: Stock grant to fifteen (15) employees of the Company. Stock valued as shown in Item C.1., but no "dollar amount of purchases" is applicable.**

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
<u>Regulation A</u> .....	_____	\$ _____
Rule 504 .....	Common Stock	<b>\$347,150 Note 1</b>
Total .....	_____	<b>\$347,150 Note 1</b>

**Note 1 to Item C.3.: Regulation D offering filed April 21, 2004: common stock grant to fourteen (14) employees of the Company; purchase of common stock by two employees.**

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees .....	<input checked="" type="checkbox"/>	<b>\$ 3,000 Note 1</b>
Accounting Fees .....	<input checked="" type="checkbox"/>	<b>\$ 1,000 Note 2</b>
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input checked="" type="checkbox"/>	<b>\$ 100 Note 3</b>
Total .....	<input type="checkbox"/>	<b>\$ 4,100</b>

**Note 1 to Item C.4.A.: Estimate of legal fees for preparation of offering documents and other securities-related advice, and also fees attributable to other elements of corporate advice related thereto.**

**Note 2 to Item C.4.A.: Estimate of accounting fees relating to offering.**

**Note 3 to Item C.4.A.: Filing fees for this Form D with Maryland Division of Securities.**

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." .....

\$-----

**Not applicable; Stock grant to fifteen (15) employees of the Company; no proceeds.**

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any

purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.


**Not applicable; Stock grant to fifteen (15) employees of the Company; no proceeds.**

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	[ ] \$ _____	[ ] \$ _____
Purchase of real estate .....	[ ] \$ _____	[ ] \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	[ ] \$ _____	[ ] \$ _____
Construction or leasing of plant buildings and facilities.....	[ ] \$ _____	[ ] \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	[ ] \$ _____	[ ] \$ _____
Repayment of indebtedness .....	[ ] \$ _____	[ ] \$ _____
Working capital .....	[ ] \$ _____	[ ] \$ _____
Other (specify): _____	[ ] \$ _____	[ ] \$ _____
_____	[ ] \$ _____	[ ] \$ _____
_____	[ ] \$ _____	[ ] \$ _____
Column Totals .....	[ ] \$ _____	[ ] \$ _____
Total Payments Listed (column totals added) .....	[ ] \$ _____	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

**NOTE: Because of the highly competitive nature of the civil engineering services, should such information be required, the Company requests confidential treatment of the offering documents (in particular, the financial information) provided to its employees in this grant of Common Stock to the Company.**

Issuer (Print or Type)	Signature	Date
Century Engineering, Inc.		April 28, 2005
Name of Signer (Print or Type)	Title of Signer (Print or Type)	



<b>Susan D. Baker, Attorney</b>  <b>111 S. Calvert Street, Suite 1400</b>  <b>Baltimore, MD 21202</b>  <b>(410) 783-6366 – <a href="mailto:SDBaker@niles-law.com">SDBaker@niles-law.com</a></b>	<b>Counsel</b>
---	----------------

<b>ATTENTION</b>
<b>Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)</b>

**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No

.....  
 See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

**NOTE: Because of the highly competitive nature of the civil engineering services, should such information be required, the Company requests confidential treatment of the offering documents (in particular, the financial information) provided to its employees in this grant of Common Stock to the Company.**

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
<b>Century Engineering, Inc.</b>	<i>Susan D. Baker</i>	April 28, 2005
Name of Signer (Print or Type)	Title (Print or Type)	
<b>Susan D. Baker, Attorney</b>	<b>Counsel</b>	





PR									
----	--	--	--	--	--	--	--	--	--

<http://www.sec.gov/divisions/corpfin/forms/formd.htm>  
Last update: 06/06/2002