

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **1998-07-22**
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SUBJECT COMPANY

EPL TECHNOLOGIES INC

CIK: **945269** | IRS No.: **840990658** | State of Incorpor.: **CO** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-51771** | Film No.: **98669873**
SIC: **2890** Miscellaneous chemical products

Mailing Address
*2 INTERNATIONAL PLZ
STE 245
PHILADELPHIA PA 19113*

Business Address
*2 INTERNATIONAL PLZ
STE 245
PHILADELPHIA PA 19113-1507
6105214400*

FILED BY

TRITON DOMINION PARTNERS LLC

CIK: **1066108**
Type: **SC 13D/A**

Mailing Address
*245 PARK AVE
NEW YORK NY 10157*

Business Address
*245 PARK AVE
NEW YORK NY 10157
2128673000*

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

Amendment No. 1

SCHEDULE 13D

Under the Securities Exchange Act of 1934

EPL TECHNOLOGIES, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

268920105

(CUSIP Number)

VC HOLDINGS, INC.
245 Park Avenue
New York, New York 10167
(212) 867-3800

(Name, Address and Telephone Number of person
authorized to receive notices and communications)

July 22, 1998

(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 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 []

CUSIP No. 268920105000

SCHEDULE 13D

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

TRILON DOMINION PARTNERS, L.L.C. 13-3838873

2 Check the Appropriate Box If a Member of a Group

a.
b.

3 SEC Use Only

4 Source of Funds

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power	1,100,000
	8	Shared Voting Power	0
	9	Sole Dispositive Power	1,100,000
	10	Shared Dispositive Power	0

11 Aggregate Amount Beneficially Owned by Each Reporting Person
1,100,000

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented By Amount in Row (11)
9.7%

14 Type of Reporting Person
00

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

VC HOLDINGS, INC. 13-3838864

2 Check the Appropriate Box If a Member of a Group

a.
 b.

3 SEC Use Only

4 Source of Funds

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items
 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned By Each Reporting Person With	7 8 9 10	Sole Voting Power ----- Shared Voting Power ----- Sole Dispositive Power ----- Shared Dispositive Power	0 1,100,000 0 1,100,000
--	-------------------------------	---	--

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,100,000

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented By Amount in Row (11)

9.7%

14 Type of Reporting Person

HC

CUSIP No. 268920105000

SCHEDULE 13D

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

RONALD W. CANTWELL

2 Check the Appropriate Box If a Member of a Group

a.
b.

3 SEC Use Only

4 Source of Funds

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items
2(d) or 2(e)

6 Citizenship or Place of Organization

United States

	7	Sole Voting Power	0
Number of Shares Beneficially Owned By Each Reporting Person With		----- 8 Shared Voting Power	1,100,000
	9	Sole Dispositive Power	0

10 Shared Dispositive Power 1,100,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person
1,100,000

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares |_ |

13 Percent of Class Represented By Amount in Row (11)
9.7%

14 Type of Reporting Person
IN

CUSIP No. 268920105000 SCHEDULE 13D Page 5 of 21 Pages

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
DOMINION CAPITAL, INC. 54-134806B

2 Check the Appropriate Box If a Member of a Group
a. |_ |
b. |X |

3 SEC Use Only

4 Source of Funds

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items
2(d) or 2(e) |_ |

6 Citizenship or Place of Organization
Virginia

7 Sole Voting Power 0

Number of Shares Beneficially Owned By Each Reporting Person With			
8	Shared Voting Power		1,100,000
9	Sole Dispositive Power		0
10	Shared Dispositive Power		1,100,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person
1,100,000

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented By Amount in Row (11)
9.7%

14 Type of Reporting Person
CO

CUSIP No. 268920105000

SCHEDULE 13D

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1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
DOMINION RESOURCES, INC. 54-1229715

2 Check the Appropriate Box If a Member of a Group
a.
b.

3 SEC Use Only

4 Source of Funds

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Virginia

Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power	0
	8	Shared Voting Power	1,100,000
	9	Sole Dispositive Power	0
	10	Shared Dispositive Power	1,100,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,100,000

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented By Amount in Row (11)

9.7%

14 Type of Reporting Person

HC

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Schedule 13D

The common stock par value \$.001 per share (the "Common Stock") of EPL Technologies, Inc., a Colorado corporation (the "Issuer") was registered under Section 12 of the Act on May 3, 1996. Prior to and following such date, Trilon Dominion Partners, L.L.C., a Delaware limited liability company, formerly known

as Venture Capital Equities, L.L.C. (the "LLC") has been the beneficial owner of more than five percent of the Common Stock of the Issuer (as more fully described below). On March 13, 1998, a one-for-two reverse stock split was approved by the Issuer's shareholders. The information in this report gives retroactive effect to such split. Prior to the sale (as more fully described below), the LLC was the beneficial owner of 1,402,236 shares of Common Stock and 1,288,667 shares of Common Stock issuable upon the conversion of 1,933,000 shares of the Issuer's Series A 10% Cumulative Convertible Preferred Stock (the "Series A Stock"). On May 15, 1998, the LLC converted all shares of Series A Stock of the Issuer into Common Stock and immediately thereafter sold 1,590,903 shares of Common Stock of the Issuer pursuant to an Effective Registration Statement on Form S-1, Registration No. 333-46397. In connection with this transaction the LLC is filing this report on Schedule 13D.

Item 1. Security and Issuer

As more fully described below, and giving effect to the May, 1998 transaction, the LLC presently owns 1,100,000 shares of Common Stock of the Issuer. The principal executive offices of the Issuer are located at 2 International Plaza, Suite 245, Philadelphia, PA 19113-1507.

Item 2. Identity and Background

This Statement is being filed by the LLC, VC Holdings, Inc., a Delaware corporation ("VC Holdings"), Ronald W. Cantwell ("Mr. Cantwell"), Dominion Resources, Inc. a Virginia corporation ("Resources"), and Dominion Capital, Inc., a Virginia corporation ("Capital").

The LLC is a Delaware limited liability company. Its principal business address and the address of its principal office is 245 Park Avenue, New York, New York 10167. The LLC was formed for the purpose of acquiring a diversified portfolio of venture capital investments. The sole Manager of the LLC is VC Holdings, which wholly owns 100% of the voting Class A membership in the LLC. The only other member of the LLC is Capital, which holds a non-voting Class B membership interest in the LLC.

VC Holdings is a Delaware corporation, its principal business address and the address of its principal office is 245 Park Avenue, New York, New York 10167. VC Holdings is the sole Manager and the holder of 100% of the voting interests of the LLC

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and was formed for the purpose of acting in such capacity. Mr. Cantwell is the sole shareholder of VC Holdings.

Mr. Cantwell is a citizen of the United States. His principal business address and the address of his principal office is 245 Park Avenue, New York, New York 10167. Mr. Cantwell is the President of VC Holdings.

Capital is a Virginia corporation. Its principal business address and the address of its principal office is 901 East Byrd Street, Richmond, Virginia 23219. Capital was established in 1985 as a subsidiary of Resources to provide investment management services and specialized finance advice to Resources and its other non-regulated subsidiaries. Capital owns a non-voting Class B membership interest in the LLC. Capital is a wholly-owned subsidiary of Resources.

Resources is a Virginia corporation. Its principal business address and the address of its principal office is 901 East Byrd Street, Richmond, Virginia 23219. Resources is a holding company. Its subsidiaries are principally involved in the electric power business and are also active in the real estate and investment management businesses.

The directors and executive officers of VC Holdings, Capital and Resources are set forth on Schedules I, II, and III, respectively attached hereto.

During the last five years, none of the LLC, VC Holdings, Mr. Cantwell, Capital, Resources or any person named in Schedules I, II or III attached hereto has been (a) convicted in a criminal proceeding (excluding traffic violation or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

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Item 3. Source and Amount of Funds or Other Consideration.

Not Applicable.

Item 4. Purpose of Transaction.

The shares referred to in Item 5 below were acquired by the LLC for investment purposes. The Operating Agreement of the LLC contemplates a three-year time horizon to expire on December 31, 1998 (subject to extension) to monetize all of the investments contributed by Dominion Capital to the LLC. The sale by the LLC on May 15, 1998 of 1,590,903 shares of Common Stock pursuant to a Registration Statement on Form S-1, Registration No. 333-46397 and ultimately, of its entire holdings of Common Stock of the Issuer is consistent with this stated objective and the sale of other investments that comprise the LLC's portfolio. Effective May 15, 1998, Mr. Cantwell resigned from the Board of Directors of the Issuer.

Except as set forth above, none of the Reporting Persons nor, to the best knowledge of such persons, any executive officer or director or any of the Reporting Persons has any plans or proposals which relate to or would result in: (a) the acquisition by any person of additional securities of the Issuer; (b) an

extraordinary corporate transaction, such as a merger, reorganization or liquidation involving the Issuer or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (d) any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (e) any material change in the present capitalization or in dividend policy of the Issuer; (f) any other material change in the Issuer's business or corporate structure; (g) changes in the

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Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (h) a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of the Issuer to become eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or (j) any action similar to any of those enumerated above. The Reporting Persons may formulate plans or proposals with respect to one or more of the foregoing in the future.

Item 5. Interest in Securities of the Issuer.

(a) Currently, the LLC is the registered and direct beneficial owner of 1,100,000 shares of Common Stock representing approximately 9.7% of the outstanding shares of Common Stock of the Issuer.

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(b) The LLC has voting and dispositive power with respect to the 1,100,000 shares of Common Stock by virtue of its direct ownership of such shares.

VC Holdings may be considered to be an indirect beneficial owner of such shares of Common Stock and to have shared voting and dispositive power with respect to such shares by virtue of its ownership of 100% of the voting interest of the LLC and its status as sole Manager of the LLC.

Mr. Cantwell may be considered to be an indirect beneficial owner of such shares of Common Stock and to have shared voting and dispositive power with respect to such shares by virtue of his ownership of all of the voting stock of VC Holdings.

Capital may be considered to be an indirect beneficial owner of such shares of Common Stock and to have shared voting and dispositive power with respect to such shares by virtue of its ownership interest in the LLC, which ownership interest entitles Capital to veto (except in certain limited

circumstances) any sale of such shares of Common Stock by the LLC for a purchase price below the agreed fair market value of such shares at the time of their contribution to the LLC. Capital disclaims, however, any indirect beneficial ownership interest in the shares of Common Stock owned directly by the LLC.

Resources may be considered to be an indirect beneficial owner of such shares of Common Stock and to have shared voting and dispositive power with respect to such shares by virtue of

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its ownership of all of the voting stock of Capital. Resources disclaims, however, any indirect beneficial ownership interest in the shares of Common Stock owned directly by the LLC.

Except as described herein, none of VC Holdings, Mr. Cantwell, Capital, Resources or any other person referred to in Schedules I, II or III attached hereto may be considered direct beneficial owners of shares of Common Stock. None of VC Holdings, Mr. Cantwell, Capital, Resources or any other person referred to in Schedules I, II or III has acquired or disposed of any shares of Common Stock during the past sixty days.

(c) On May 15, 1998, the LLC sold 1,590,903 shares of Common Stock pursuant to an Effective Registration Form S-1, Registration No. 333-46397.

(d) Mr. A.S. Clausi was elected to the Board of Directors of the Issuer in March 1998. Mr. Cantwell resigned from the Board of Directors of the Issuer effective May 15, 1998.

(e) Not Applicable

Item 6. Contracts, Arrangements, Understanding or Relationships with Respect to Securities of the Issuer.

VC Holdings is the owner of a voting Class A membership interest in the LLC, representing 100% of the voting interests of the LLC. VC Holdings is also the sole Manager of the LLC. Capital is the only other member of the LLC and is the owner of a non-voting Class B membership interest. Pursuant to the Operating Agreement for the LLC, formerly known as Venture Capital Equities, L.L.C., dated as of June 30, 1995, between VC Holdings and Capital (the "Operating Agreement"), a copy of which is filed hereto as Exhibit A, VC Holdings has the full, exclusive and complete power and authority to make all decisions regarding the management and sale of the LLC's investment portfolio (including the shares of Common Stock of the Issuer), except that the consent of Capital is required (except in certain limited circumstances) for the sale of any investment (including the shares of Common Stock) by the LLC for a purchase price below the agreed fair market value of such investment at the time of its contribution to the LLC.

Pursuant to the Operating Agreement, net cash flow from the LLC (after provision for the LLC's operating expenses, including the payment of an annual management fee to VC Holdings) shall be distributed in the following order of priority: first, to Capital and VC Holdings in proportion to their respective unrecovered

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capital contributions; second, to Capital until it has received a preferred return on its unrecovered capital contributions equal to 3% in year one, 5% in year two and 8% thereafter; and the balance, 50% to Capital and 50% to VC Holdings.

The foregoing summary of certain provisions of the Operating Agreement is not intended to be complete and is qualified in its entirety by the complete text of such document which is incorporated herein by reference.

Except as set forth herein, none of the Reporting Persons and (to the best of the Reporting Persons' knowledge) none of the persons named in Schedules I, II or III hereto has any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to, any securities of the Issuer, including but not limited to, any contracts, arrangements, understandings or relationships concerning the transfer or voting of such securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

Item 7. Material to be filed as Exhibits.

Exhibit A - Operating Agreement for the LLC, formerly known as Venture Capital Equities, L.L.C., dated as of June 30, 1995. (Incorporated by reference to Exhibit A to the LLC's report on Schedule 13-D filed with the SEC on October 22, 1997)

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SIGNATURES

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.

July 22, 1998

TRILON DOMINION PARTNERS, L.L.C.

By: VC HOLDINGS, Inc.,
its Manager

By: /s/ Ronald W. Cantwell

Name: Ronald W. Cantwell

Title: President

VC HOLDINGS, INC.

By: /s/ Ronald W. Cantwell

Name: Ronald W. Cantwell

Title: President

/s/ Ronald W. Cantwell

Ronald W. Cantwell

DOMINION CAPITAL, INC.

By: /s/ Daniel A. Hillsman, Jr.

Name: Daniel A. Hillsman, Jr.

Title: Vice President

DOMINION RESOURCES, INC.

By: /s/ James L. Trueheart

Name: James L. Trueheart

Title: Vice President and
Controller

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Schedule I

The name and present principal occupation of each of the executive officers and directors of VC Holdings are set forth below. Unless otherwise noted, each of these persons are United States citizens and have as their business address at 245 Park Avenue, New York, New York 10167.

Name ----	Position with VC Holdings -----	Principal Occupation and Address -----
Ronald W. Cantwell	President and Director	Same
Jack R. Sauer	Vice President, Chief Financial Officer, Assistant Secretary, Director	Same
Scott H. Flamm	Senior Managing Director	Same
William P. Gendron	Vice President and Director	Same

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Schedule II

Unless otherwise noted, each of the executive officers and directors of Dominion Capital, Inc., set forth below, are United States citizens.

Name ----	Title -----	Principal Occupation or Employment -----
Thos. E. Capps	Chairman of the Board	See Schedule III
David L. Heavenridge	President, Chief Executive Officer and Director	See Schedule III
Henry C. Riely	Corporate Secretary	Corporate Secretary of Capital; an Assistant Corporate Secretary of Resources and other direct and indirect subsidiaries of Resources
John W. Harris	Director	President and Managing Partner The Harris Group, Rotunda Suite 175 4201 Congress Street

David A. Wollard	Director	Retired 2019 East 3rd Avenue Denver, CO 80206
John B. Bernhardt	Director	See Schedule III
Thomas N. Chewning	Director	See Schedule III
Frank S. Royal	Director	See Schedule III
William T. Roos	Director	See Schedule III
Daniel A. Hillsman, Jr.	Vice President	Vice President of Capital

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Name	Title	Principal Occupation or Employment
----	-----	-----
Charles E. Coudriet	Senior Vice President	Senior Vice President of Capital
Thomas K. Wilson	Vice President	Vice President Marketing of Capital
Dennis W. Hedgepeth	Vice President and Treasurer	Vice President and Treasurer of Capital
Hayden D. McMillian	Senior Vice President and CFO	Senior VP and CFO of Capital
Mark P. Mikuta	Vice President and Controller	Vice President and Controller
S. Dallas Simmons	Director	See Schedule III
Randolph W. Wyckoff	Senior Vice President	Senior Vice President of Capital

The business address of each of the foregoing individuals except Messrs. Harris, Wollard, Bernhardt, Royal, Roos and Simmons is 901 East Byrd Street, Richmond, Virginia 23219. The respective business addresses of Messrs. Bernhardt, Royal, Roos and Simmons are set forth under "Principal Occupation or Employment" on Schedule III.

SCHEDULE III

Unless otherwise noted, each of the executive officers and directors of Dominion Resources, Inc., set forth below, are United States citizens.

Name ----	Title -----	Principal Occupation or Employment -----
John B. Adams	Director	President and CEO, The Bowman Companies One Bowman Drive Fredricksburg, VA 22408-7318
Norman B. M. Askew	Executive Vice President	Chief Executive East Midlands Electricity, plc P.O. Box 444 Woodyard Lane Wallaton, Nottingham, NG8 1EZ
John B. Bernhardt	Director	Managing Director, Bernhardt/Gibson Financial Opportunities, 11817 Canon Boulevard, Suite 502, Newport News, Virginia 23606, a financial services firm
Thos. E. Capps	Chairman, President and CEO of Resources	Chairman, President and CEO of Resources
Thos. N. Chewning	Executive Vice President	President and CEO
Thos. F. Farrell, II	Senior Vice President of Corporate Affairs	Senior Vice President of Corporate Affairs of Resources
William C. Hall, Jr.	Assistant Vice President Corporate Communications	Assistant Vice President of Corporate Communications of Resources

Name ----	Title -----	Principal Occupation or Employment -----
David L. Heavenridge	Executive Vice President	President and CEO of Capital
G. Scott Hetzer	Vice President- Treasurer	Vice President and Treasurer of Resources
Karen E. Hunter	Assistant Vice President - Financial Planning	Assistant Vice President - Financial Planning of Resources
Benjamin J. Lambert, III	Director	Optometrist 904 North First Street Richmond, VA 23219
Richard L. Leatherwood	Director	Former President and Chief Executive Officer CSX Equipment 3805 Greenway Baltimore, MD 21218
Harvey L. Lindsay, Jr.	Director	Chairman and Chief Executive Officer Harvey Lindsay Commercial Real Estate Dominion Tower, Suite 1400 999 Waterside Drive Norfolk, VA 23510
Kenneth A. Randall	Director	Corporate Director of various public companies 6 Whittaker's Mill Williamsburg, VA 23185
Edgar M. Roach, Jr.	Executive Vice President	Executive Vice President and CFO of Resources

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Name ----	Title -----	Principal Occupation or Employment -----
William T. Roos	Director	Retired President

		Penn Luggage, Inc. 2820 Build America Drive Hampton, VA 23666
Frank S. Royal	Director	Physician East End Medical Building 1122 North 25th Street, Suite A Richmond, VA 23223
Judith B. Warrick	Director	Senior Advisor Morgan Stanley & Co., Inc. 1585 Broadway 14th Floor New York, New York 10036
S. Dallas Simmons	Director	President Virginia Union University 1500 North Lombardy Street Richmond, VA 23220
Robert H. Spilman	Director	Chief Executive Officer Chairman of the Board Bassett Furniture Industries, Inc. 245 Main Street P.O. Box 626 Bassett, VA 24055
James F. Stutts	Vice President and General Counsel	Vice President and General Counsel of Resources
James L. Trueheart	VP and Controller	Vice President and Controller of Resources
Patricia A. Wilkerson	Corporate Secretary	Corporate Secretary of of Resources
Fred G. Wood, III	Assistant VP - Investor Relations	Assistant Vice President - Investor Relations of Resources
William S. Mister	Vice President	Vice President of Resources
Robert J. Davies (British Citizen)	Executive Vice President	CEO-East Midland Electricity P.O. Box 944 Woodyard Lane Wollaton, Nottingham NG8 1ZE

The business address of Messrs. Capps, Chewning, Farrell, Hall Heavenridge, Herrick, Hetzer, Roach, Robertson, Stutts, Trueheart, Wilkerson, and Wood is 901 East Byrd Street, Richmond, Virginia 23219. The respective business addresses of the remaining executive officers and directors of Resources are set forth under "Principal Occupation or Employment" above.