

Edgar Filing: MICROTTEL INTERNATIONAL INC - Form SC 13G

MICROTTEL INTERNATIONAL INC  
Form SC 13G  
April 06, 2004

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

SCHEDULE 13G  
(Rule 13d-102)

Under the Securities Exchange Act of 1934  
(Amendment No. 5)\*

Microtel International, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

59514K209

-----  
(CUSIP Number)

March 22, 2004

-----  
(Date of Event Which Requires Filing of this Statement)

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

Rule13d-1(b)  
 Rule13d-1(c)  
 Rule13d-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	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Alan S. MacKenzie, Jr.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
	5	SOLE VOTING POWER
	NUMBER OF  SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	1,135,285 shares of Common Stock. See Item 4.
	6	SHARED VOTING POWER
	7	SOLE DISPOSITIVE POWER
		1,135,285 shares of Common Stock. See Item 4.
	8	SHARED DISPOSITIVE POWER
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,135,285 shares of Common Stock. See Item 4.	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  4.8% of shares of Common Stock. See Item 4.	
12	TYPE OF REPORTING PERSON*  IN	

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Joel S. Kraut

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

1,127,785 shares of Common  
Stock. See Item 4.

6 SHARED VOTING POWER

7 SOLE DISPOSITIVE POWER

1,127,785 shares of Common  
Stock. See Item 4.

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,127,785 shares of Common Stock. See Item 4.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.8% of shares of Common Stock. See Item 4.

12 TYPE OF REPORTING PERSON\*

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Orbit II Partners, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
		5
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER  1,127,785 shares of Common Stock. See Item 4.
		6
		7
		8
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,127,785 shares of Common Stock. See Item 4.	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	4.8% of shares of Common Stock. See Item 4.	

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12 TYPE OF REPORTING PERSON\*

PN  
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ITEM 1(a). Name of Issuer:

Microtel International, Inc.

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

9485 Haven Avenue  
Suite 100  
Rancho Cucamonga, CA 91730

ITEM 2(a). Name of Person Filing:

Alan S. MacKenzie, Jr., Joel S. Kraut and Orbit II Partners, L.P.

ITEM 2(b). Address of Principal Business Office or, if None, Residence:

The principal business address of each of Alan S. MacKenzie, Jr.,  
Joel S. Kraut and Orbit II Partners, L.P. ("Orbit II") is:

c/o Orbit II Partners, L.P.  
2 Rector Street  
16th Floor  
New York, New York 10006

ITEM 2(c). Citizenship:

Mr. MacKenzie and Mr. Kraut are United States citizens. Orbit II  
Partners, L.P. is a Delaware limited partnership. Messrs.  
MacKenzie and Kraut are each a Managing General Partner of Orbit  
II.

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

Common Stock, \$.0033 par value per share (the "Common Stock").

ITEM 2(e). CUSIP Number:

59514K209

ITEM 3. If this statement is filed pursuant to Rule 13d-1(b), or  
13d-2(b), check whether the person filing is a:

- (a)  Broker or Dealer registered under Section 15 of the  
Exchange Act.  
(b)  Bank as defined in section 3(a)(6) of the Exchange Act.  
(c)  Insurance Company as defined in section 3(a)(19) of the  
Exchange Act.

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- (d)  Investment Company registered under section 8 of the Investment Company Act.
- (e)  An investment advisor in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

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ITEM 4. Ownership.

(a) Amount Beneficially Owned:

As of March 22, 2004, Orbit II owned 1,127,785 shares of Common Stock. Therefore, as of March 22, 2004, Orbit II beneficially owned 1,127,785 shares of Common Stock within the meaning of Rule 13d-3 of the Securities Exchange Act of 1934, as amended. Each of Messrs. MacKenzie and Kraut is a Managing General Partner of Orbit II. Based upon the foregoing, as of March 22, 2004, Mr. Kraut beneficially owned 1,127,785 shares of Common Stock within the meaning of Rule 13d-3 of the Securities Exchange Act of 1934, as amended. Additionally, as of March 22, 2004, Mr. MacKenzie individually owned 7,500 shares of Common Stock. Based upon the foregoing, as of March 22, 2004, Mr. MacKenzie beneficially owned 1,135,285 shares of Common Stock within the meaning of Rule 13d-3 of the Securities Exchange Act of 1934, as amended.

(b) Percent of Class:

As of March 22, 2004, each of Mr. Kraut and Orbit II was the beneficial owner of an aggregate of 1,127,785 shares of Common Stock, which constituted approximately 4.8% of the shares of Common Stock outstanding (based upon 23,433,250 shares of Common Stock outstanding as of November 10, 2003). As of March 22, 2004, Mr. MacKenzie was the beneficial owner of an aggregate of 1,135,285 shares of Common Stock, which constituted approximately 4.8% of the shares of Common Stock outstanding (based upon 23,433,250 shares of Common Stock outstanding as of November 10, 2003).

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

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(i) Sole power to vote or direct the vote:

Each of Mr. Kraut and Orbit II had sole power to vote or direct the vote of 1,127,785 shares of Common Stock. Mr. MacKenzie had sole power to vote or direct the vote of 1,135,285 shares of Common Stock. See Item 4(a) above.

(ii) Shared power to vote or direct the vote:

Not Applicable.

(iii) Sole power to dispose or to direct the disposition of:

Each of Mr. Kraut and Orbit II had sole power to dispose or to direct the disposition of 1,127,785 shares of Common Stock. Mr. MacKenzie had sole power to dispose or to direct the disposition of 1,135,285 shares of Common Stock. See Item 4(a) above.

(iv) Shared power to dispose or to direct the disposition of:

Not Applicable.

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

If this statement is being filed to report the fact that as of the date hereof each of Orbit II, Mr. Kraut and Mr. MacKenzie have ceased to be the beneficial owner of more than 5% of the class of securities, check the following |X|.

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

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Not Applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on 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 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

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acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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.

April 5, 2004

-----  
(Date)

/s/ Alan S. MacKenzie, Jr.

-----  
(Signature)

Alan S. MacKenzie, Jr.

-----  
(Name)

April 5, 2004

-----  
(Date)

/s/ Joel S. Kraut

-----  
(Signature)

Joel S. Kraut

-----  
(Name)

April 5, 2004

-----  
(Date)

ORBIT II PARTNERS, L.P.

/s/ Alan S. MacKenzie, Jr.

-----  
Name: Alan S. MacKenzie, Jr.  
Title: Managing General Partner



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EXHIBIT INDEX

Exhibit No.	Title:	Sequentially Numbered Page on Which Exhibit Begins
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1.	Joint Filing Agreement pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, among Alan S. MacKenzie, Jr., Joel S. Kraut and Orbit II Partners, L.P.	10

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EXHIBIT 1

Joint Filing Agreement pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

Each of the undersigned hereby agrees to be included in the filing of the Schedule 13G dated March 22, 2004 with respect to the issued and outstanding Common Stock of Microtel International, Inc. beneficially owned by each of the undersigned, respectively.

Dated: April 5, 2004

/s/ Alan S. MacKenzie, Jr.  
-----

Alan S. MacKenzie, Jr.

/s/ Joel S. Kraut  
-----

Joel S. Kraut

ORBIT II PARTNERS, L. P.

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/s/ Alan S. MacKenzie, Jr.

-----  
Name: Alan S. MacKenzie, Jr.

Title: Managing General Partner