## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL									
OMB Number: 3235-0287									
Expires:	December 31, 2014								
Estimated avera	age burden								
hours per response	0.5								

(Check all applicable)  (Last) (First) (Middle)  130 MAPLE AVENUE, SUITE 6D  (Street)  RED BANK NJ 07701  3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable)  X Director 10% Officer (give Oth title below) below  4. If Amendment, Date of Original Filed (Month/Day/Year)  (Month/Day/Year)  (Check all applicable)  X Director 10% Officer (give Oth title below) below  X Form filed by One Reporting			
(Street)  RED BANK NJ 07701  (Month/Day/Year)  Applicable Line)  X Form filed by One Reporting			
(City) (State) (Zip) Form filed by More than One Person	RED BANK	Reporting Person	

	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code		4. Secu Acquired Dispose (Instr. 3	d (A) d of	or (D) nd 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			

	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Instr. 8		of Der Sec Acq (A) Disp	oosed D) tr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		Date Amount of		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	(1)	05/20/2014		D <sup>(2)</sup>			100,000	05/12/2014	(3)	Common Stock	2,000,000	\$ 0	1,768,630	D	

## **Explanation of Responses:**

- 1. Each share of Series A Convertible Preferred Stock is convertible by the holder thereof into twenty (20) shares of Common Stock of the Issuer; provided, however, each holder of Series A Convertible Preferred Stock may not convert any part of the Series A Convertible Preferred Stock if such conversion would cause such holder or any of its assignees to beneficially own more than 4.99% of the Common Stock of the Issuer.
- 2. On May 20, 2014, the Issuer entered into a Share Redemption Agreement with the Reporting Person pursuant to which the Company redeemed 100,000 shares of Series A Convertible Preferred Stock for \$0.20 per share, for a total of \$20,000.
- 3. No expiration date

**Edward Whitehouse** 05/21/2014

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.