

PERFECTDATA CORP
Form SC 13D/A
December 21, 2005

Table of Contents

OMB APPROVAL
OMB Number: 3235-0145
Expires: December 31, 2005
Estimated average burden hours per response...15

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Perfect Data Corporation

(Name of Issuer)
Common Stock

(Title of Class of Securities)

713727105

(CUSIP Number)

Vandenberg, Johnson & Gandara
1201 Pacific Avenue, Suite 1900
Tacoma, WA 98401
253-383-3791

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 8, 2005

(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

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 control number.

Table of Contents

CUSIP No. 713727105

1. Name of Reporting Person: P.T. Houston, LLC
I.R.S. Identification Nos. of above persons (entities only): 32-0052654

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
Washington

Number of
Shares

7. Sole Voting Power:

Beneficially
Owned by
Each

8. Shared Voting Power:
3,961,190

Reporting
Person With

9. Sole Dispositive Power:

10. Shared Dispositive Power:
3,961,190

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,961,190

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

o

13. Percent of Class Represented by Amount in Row (11):

10.5%

14. Type of Reporting Person (See Instructions):

OO

2

Table of Contents

CUSIP No. 713727105

1. Name of Reporting Person: Thomas R. Ellis I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
United States of America

Number of
Shares

Beneficially
Owned by
Each

Reporting
Person With

7. Sole Voting Power:

8. Shared Voting Power:
3,961,190

9. Sole Dispositive Power:

10. Shared Dispositive Power:
3,961,190

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

3,961,190

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

o

13. Percent of Class Represented by Amount in Row (11):

10.5%

14. Type of Reporting Person (See Instructions):

IN

3

TABLE OF CONTENTS

Item 1. Security of the Issuer

Item 2. Identity and Background

Item 3. Source and Amount of Funds or Other Consideration

Item 4. Purpose of Transaction

Item 5. Interest in Securities of the Issuer

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

Item 7. Material to be Filed as Exhibits

SIGNATURE

Table of Contents

Item 1. Security of the Issuer

This statement relates to the Common Stock, \$.01 par value (the Common Stock), of PerfectData Corporation (the Issuer), whose principal executive office is located at 825 Third Avenue, 19th Floor, New York, NY 10022.

Item 2. Identity and Background

- (a) Thomas R. Ellis and P.T. Houston, LLC (f.k.a. Lohrey LLC), of which Mr. Ellis is the sole member and manager.
- (b) Thomas R. Ellis does not currently have a residential address in the United States. The business mailing address is 2323 North 30th Street, Suite 100, Tacoma, WA 98403.
- (c) Thomas R. Ellis was the Executive Vice President and a Director of Sona Mobile, Inc. He resigned in March 2005. Thomas R. Ellis is currently unemployed. He is the sole member and manager of P.T. Houston, LLC (f.k.a Lohrey LLC), which currently does not conduct any business other than holding the shares of the Issuer.
- (d) None
- (e) None
- (f) United States of America and Washington

Item 3. Source and Amount of Funds or Other Consideration

P.T. Houston, LLC (f.k.a. Lohrey LLC) acquired beneficial ownership of the shares of Common Stock pursuant to an Agreement and Plan of Merger, dated as of March 7, 2005 (the Merger Agreement), by and among the Issuer, PerfectData Acquisition Corporation (the Merger Sub), a wholly-owned subsidiary of the issuer, and Sona Mobile, Inc. entered into an Agreement and Plan of Merger, dated as of March 7, 2005. The Merger Agreement is more fully described in, and a copy of the Merger Agreement (without exhibits and schedules) was previously filed as an Exhibit to, a current report on Form 8-K filed by the Issuer on March 11, 2005, which is incorporated herein by this reference. Under the Merger Agreement, Sona Mobile, Inc. merged with and into the Merger Sub, which was the surviving entity. In the merger, the shareholders of Sona Mobile, Inc. received shares of the Issuer's Series A Convertible Preferred Stock, par value \$.01 per share, which is convertible into shares of the Issuer's common stock, par value \$.01 per share. Lohrey LLC was a shareholder of Sona Mobile, Inc., and, as such, exchanged its shares of Sona Mobile, Inc. for approximately 82,333.38 shares of Series A Preferred Stock of the Issuer, which are convertible into 3,961,190 shares of Common Stock of the Issuer.

Under the Merger Agreement, the former shareholders of Sona Mobile, Inc., including P.T. Houston, LLC (f.k.a. Lohrey LLC), can earn 11,389,271 additional shares of the Common Stock (the Additional Shares) if the Issuer and Merger Sub on a consolidated basis have (1) revenues of at least \$3,000,000 and a gross profit margin of at least 50% for the fiscal year ending December 31, 2005 (fiscal 2005) or (2) Aggregate Revenues (as defined) of at least \$12,000,000 and Aggregate Gross Profit Margin (as defined) of at least 50% for fiscal 2005 and the fiscal year ending December 31, 2006. If the Additional Shares are earned, they will be allocated among the holders of the Series A and Series B Preferred Stock pro rata based on their

Table of Contents

relative holding of the Series A and Series B Preferred Stock. None of the conditions for the issuance of the Additional Shares have been satisfied.

Item 4. Purpose of Transaction

The purpose of the acquisition of securities of the Issuer was to effect the merger of Sona Mobile, Inc. into PerfectData Acquisition Corporation as described in the response to Item 3 of this statement. As a result of the merger, all but one of the five directors of the Issuer and both of its executive officers resigned and Sona Mobile, Inc. designated their replacements.

As described in the response to Item 3 of this statement, under the Merger Agreement P.T. Houston, LLC (f.k.a. Lohrey LLC) may acquire its pro rata share of the Additional Shares. Thomas R. Ellis and P.T. Houston, LLC (f.k.a. Lohrey LLC) intend to purchase additional securities of the Issuer and sell securities of the Issuer from time to time, depending on the then market price of the Common Stock and their financial requirements and resources. Other than pursuant to the merger described in response to Item 3 of this statement, neither Thomas R. Ellis nor P.T. Houston, LLC (f.k.a. Lohrey LLC) have any current plans or proposals which relate to or would result in (1) an extraordinary corporate transaction involving the Issuer or any of its subsidiaries; (2) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (3) any change in the present board of directors or management of the Issuer; (4) any material change in the present capitalization or dividend policy of the Issuer; (5) any other material change in the Issuer's business or corporate structure; changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (6) causing a class of securities of the Issuer to be delisted from a national exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (7) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g) of the Exchange Act.

Item 5. Interest in Securities of the Issuer

(a) Thomas R. Ellis, as the sole member and manager of P.T. Houston, LLC (f.k.a. Lohrey LLC), beneficially owns 3,961,190 shares of Common Stock of the Issuer, which is approximately 10.5% of the outstanding common stock of the Issuer according to the Issuer's most recent filings.

(b) Thomas R. Ellis, as the sole member and manager of P.T. Houston, LLC (f.k.a. Lohrey LLC), has the shared power with P.T. Houston, LLC to direct the vote and disposition of the 3,961,190 shares of Common Stock of the Issuer held by P.T. Houston, LLC, and any of the Additional Shares hereafter acquired. In addition, on December 8, 2005, P.T. Houston, LLC executed a Limited Power of Attorney appointing Ed Raisl as attorney-in-fact and granting authority to perform any action, execute any document, or make any request related to the securities described in paragraph (a) of Item 5. Ed Raisl's business address is 2323 N. 30th Street, Tacoma, Washington 98403. Ed Raisl is a certified public accountant at Raisl & Company PS. Mr. Raisl has not been convicted in a criminal proceeding or a party to a civil proceeding in the last five years. Mr. Raisl is a citizen of the United States of America.

Table of Contents

(c) The persons named in response to paragraph (a) of this Item 5 of this statement had no transactions in the Common Stock during the past 60 days except as described in response to Items 3, 5 and 6 of this statement.

(d) On June 13, 2005, Lohrey LLC executed a Secured Promissory Note in favor of Ed Raisl (Note). The Note is secured by a Stock Pledge Agreement whereby, as amended, P.T. Houston, LLC (f.k.a. Lohrey LLC) pledged 71,862 shares of Series A Convertible Stock (convertible to approximately 500,000 shares of Common Stock) it owned and any proceeds of its disposition, including the Common Stock of the Issuer. Under the terms of the Note and Stock Pledge Agreement, Ed Raisl has the right to receive the dividends from the securities described in paragraph (a) of this Item 5 until the Note is paid in full. Proceeds from the sale of the securities described in paragraph (a) of this Item 5 are subject to the terms of the Note and Stock Pledge Agreement. In addition, on December 8, 2005, P.T. Houston, LLC executed a Limited Power of Attorney appointing Ed Raisl as attorney-in-fact and granting authority to perform any action, execute any document, or make any request related to the securities described in paragraph (a) of Item 5.

(e) Not applicable.

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

On June 13, 2005, Lohrey LLC executed a Secured Promissory Note in favor of Ed Raisl (Note). The Note is secured by a Stock Pledge Agreement whereby, as amended, P.T. Houston, LLC (f.k.a. Lohrey LLC) pledged 71,862 shares of Series A Convertible Stock (convertible to approximately 500,000 shares of Common Stock) it owned and any proceeds of its disposition, including the Common Stock of the Issuer. Under the terms of the Note and Stock Pledge Agreement, Ed Raisl has the right to receive the dividends from the securities described in paragraph (a) of this Item 5 until the Note is paid in full. Proceeds from the sale of the securities described in paragraph (a) of this Item 5 are subject to the terms of the Note and Stock Pledge Agreement. In addition, on December 8, 2005, P.T. Houston, LLC executed a Limited Power of Attorney appointing Ed Raisl as attorney-in-fact and granting authority to perform any action, execute any document, or make any request related to the securities described in paragraph (a) of Item 5.

On December 8, 2005, P.T. Houston, LLC granted Ed Raisl an option to purchase 4,167 shares of Series A Preferred Stock of the Issuer for \$36 per share, with appropriate adjustment to the number, type and purchase price if, among other things, the Series A Preferred Stock is converted to the Common Stock. Such option is exercisable between April 20, 2007 and April 19, 2012.

Except for (1) the Merger Agreement described in response to Items 3 and 4 of this statement, and (2) the transactions described in response to Items 5 and 6 of this statement, there are no other contracts, arrangements, understanding or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities

Table of Contents

of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits

There are no agreements with respect to the borrowing of funds to finance the acquisition of the securities of the Issuer as disclosed in Item 3 of this statement. The only agreement with respect to the acquisition of issuer, control, liquidation, sale of assets, merger or change in business or corporate structure or any other matter as disclosed in Item 4, is the Merger Agreement as described in Items 3 and 4, which was filed on March 11, 2005 as an exhibit to the Issuer's current report on Form 8-K and is incorporated herein by this reference. Except for the Note and Stock Pledge Agreement described in Items 5 and 6, there is no agreement with respect to the transfer or voting of the securities, finder's fees, joint ventures, options, puts, calls, guarantees of loans, guarantees against loss or of profit or the giving or withholding of any proxy as disclosed in Item 6.

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.

Date: December 9, 2005

P.T. HOUSTON, LLC

THOMAS R. ELLIS

By /s/ Thomas R. Ellis
Thomas R. Ellis, Manager

/s/ Thomas R. Ellis
Thomas R. Ellis

Table of Contents

Exhibit 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the signatories of the statement to which this Joint Filing Agreement is attached, hereby agree that such statement is filed, and any amendments thereto filed by either or both of us will be filed, on behalf of each of us.

Dated: December 9, 2005

P.T. HOUSTON, LLC

THOMAS R. ELLIS

By /s/ Thomas R. Ellis
Thomas R. Ellis, Manager

/s/ Thomas R. Ellis
Thomas R. Ellis