

Edgar Filing: ACTIVE LINK COMMUNICATIONS INC - Form SC 13G

ACTIVE LINK COMMUNICATIONS INC  
Form SC 13G  
December 10, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2 (b)

Active Link Communications, Inc.

-----  
(Name of Issuer)

Common Stock

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

00505W 10 9

-----  
(CUSIP Number)

November 7, 2002

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

CUSIP No.203421508

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1. NAME OF REPORTING PERSONS

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

Renaissance Capital Growth & Income Fund III, Inc.

75-2533518

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

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3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

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Texas

-----  
NUMBER OF 5. SOLE VOTING POWER  
SHARES 1,885,008  
-----  
BENEFICIALLY 6. SHARED VOTING POWER  
OWNED BY None  
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EACH 7. SOLE DISPOSITIVE POWER  
REPORTING 1,885,008  
-----  
PERSON 8. SHARED DISPOSITIVE POWER  
WITH None  
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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,885,008  
-----

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
8.36%  
-----

12. TYPE OF REPORTING PERSON\*  
IV  
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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1(a). Name of Issuer:  
Active Link Communications, Inc. ("Company")  
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Item 1(b). Address of Issuer's Principal Executive Offices:  
1840 Centre Point Drive  
Naperville, IL 60563-9364  
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Item 2(a). Name of Person Filing:  
Renaissance Capital Growth & Income Fund III, Inc. ("Filer")

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

8080 N. Central Expressway, Suite 210, LB-59  
Dallas, TX 75206  
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Item 2(c). Citizenship:

United States  
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Item 2(d). Title of Class of Securities:

Common Stock  
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Item 2(e). CUSIP Number:

75966V105  
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Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), 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.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser 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).

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

At November 1, 2002, the Filer owned the following: \$250,000 8% convertible promissory note, dated November 8, 1999, maturing September 30, 2002, and convertible at a price of \$0.80 per share into 312,500 shares of the Company's common stock ("250,000 Note"); Warrant to purchase 100,000 shares of the Company's common stock at an exercise price of \$0.60 per share expiring September 30, 2004; \$125,000 8% convertible promissory note, dated October 16, 2000, maturing September 30, 2002, and convertible at a price of \$0.80 per share into 156,250 shares of the Company's common stock ("125,000 note"); \$53,752 12% convertible promissory note, dated December 27, 2001, and convertible into 67,190 shares of the Company's common stock (Bridge Loan); and Warrant to purchase 70,000 shares of the Company's common stock at an exercise price of \$0.80 per share expiring December 27, 2006. In total, at November 1, 2002, the Filer owned 705,940 shares of the Company's common stock on a fully converted basis.

On November 7, 2002, the Company and the Filer renegotiated the outstanding convertible notes as follows: The 250,000 Note matures on September 30, 2003, and is convertible at a rate of \$0.25 per share into 1,000,000 shares of the Company's common stock; the 125,000 Note matures on September 30, 2003, and is convertible at a rate of \$0.25 per share into 500,000 shares of the Company's common stock; and the Bridge Loan is convertible at a rate of \$0.25 per share into 215,008 shares of the Company's common stock.

Thus, at November 30, 2002, the Filer owned 1,885,008 shares of the Company's common stock on a fully converted basis.

The Filer's Investment Adviser is Renaissance Capital Group, Inc., which is also Investment Manager for Renaissance US Growth Investment Trust PLC (formerly known as Renaissance US Growth and Income Trust PLC). Renaissance US Growth Investment Trust PLC also owns securities of Active Link Communications, Inc.

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(b) Percent of class:

8.36%  
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(c) Number of shares as to which such person has:

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

1,885,008

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

None

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

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1,885,008

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

None

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 the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following [ ].

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Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

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. Certifications.

"By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and 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 acquired and are not held in connection with or as a participant in any transaction having such purpose or effect."

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.

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December 10, 2002  
(Date)

/S/ Russell Cleveland  
(Signature)

President & CEO  
Renaissance Capital Growth & Income Fund III, Inc.  
(Name/Title)

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).