

Edgar Filing: ENTRUST FINANCIAL SERVICES INC - Form SC 13D

ENTRUST FINANCIAL SERVICES INC
Form SC 13D
August 12, 2005

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

ENTRUST FINANCIAL SERVICES, INC.

(Name of Issuer)

Common Stock, par value \$0.0000001 per share

(Title of Class of Securities)

293849 20 4
(CUSIP Number)

R&R Biotech Partners, LLC
c/o Kenneth Rose, Esq.
Morse, Zelnick, Rose & Lander, LLP
405 Park Avenue, Suite 1401
New York, New York 10022
Tel: (212) 838-5030
Fax: (212) 838-9190

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

August 5, 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 ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

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).

CUSIP No. 293849 20 4

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).
R&R Biotech Partners, LLC; 26-0083392

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

3. SEC Use Only

4. Source of Funds (See Instructions) (See item 3).....AF.....

5. Check 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 | 39,600,000..... |
| | 8. Shared Voting Power | |
| | 9. Sole Dispositive Power..... | 39,600,000..... |
| | 10. Shared Dispositive Power | |

11. Aggregate Amount Beneficially Owned
 by Each Reporting Person

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

13. Percent of Class Represented by Amount in Row (11)75.99%.....

14. Type of Reporting Person (See Instructions)
OO.....

ITEM 1. SECURITY AND ISSUER.

This Schedule 13D relates to the common stock, par value \$0.0000001 per share (the "Common Stock") of Entrust Financial Services, Inc., whose principal executive offices are located at 47 School Avenue, Chatham, New Jersey 07928 (the "Issuer").

ITEM 2. IDENTITY AND BACKGROUND.

- (a) The name of the reporting person is R&R Biotech Partners, LLC ("R&R").
- (b) The business address of the reporting person is 1270 Avenue of the Americas 16th Floor, New York, NY 10020.
- (c) R&R was formed for the purpose of investing in biotechnology companies.
- (d) R&R has not been convicted in any criminal proceedings during the last five years.
- (e) R&R has not been a party to any civil proceedings during the last five years.

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(f) R&R is organized under the laws of the State of Delaware.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

R&R acquired the securities from the Issuer with funds received from its affiliate, Rodman & Renshaw, a registered broker-dealer.

ITEM 4. PURPOSE OF TRANSACTION.

Whereas the Issuer is a public shell company, the acquisition was made by R&R to acquire a controlling equity interest in the Issuer in contemplation of acquiring, in the future by merger, a company with a viable operating business.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

- (a) R&R is deemed to beneficially own all 39,600,000 shares, representing 75.99% of the outstanding shares of Common Stock. This percentage is based, as to the number of outstanding shares, upon the Issuer's statement as to the number of outstanding shares of Common Stock as set forth in its Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 5, 2005.
- (b) R&R has the sole power to vote or to direct the vote, and dispose or direct the disposition, of all 39,600,000 shares owned by it.
- (c) R&R acquired all 39,600,000 shares from the Issuer for a purchase price of \$400,000 as of August 5, 2005. The average per share price of the shares acquired was approximately \$0.01. The transaction was effected by R&R delivering the purchase price to the Issuer in exchange for the shares.
- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock purchased by R&R.
- (e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

None.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

A copy of the Securities Purchase Agreement has been filed as an exhibit to the Current Report on Form 8-K filed by the Issuer on August 5, 2005 and is incorporated herein by reference.

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.

August 8, 2005

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R&R Biotech Partners, LLC

By: /s/ Thomas G. Pinou

Thomas G. Pinou
Treasurer