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STARKE WENDELL M
Form SC 13D/A
May 23, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D/A
(RULE 13D-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULE 13D-1(A) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13D-2(A)
(AMENDMENT NO. 2)*

eResource Capital Group, Inc.

(Name of Issuer)

Common Stock, \$.04 par value per share

(Title of Class of Securities)

26883W 10 6

(CUSIP Number)

G. David Gordon
G. David Gordon & Associates, P.C.
7633 East 63rd Place, Suite 210
Tulsa, OK 74133
Tel No.: 918-254-4997

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

May 13, 2002

(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 which is the subject
of this Schedule 13D, and is filing this schedule because of
Rule 13d-1(b) (3) or (4), check the following box .

Note: Six copies of this statement, including all exhibits,
should be filed with the Commission. See Rule 13d-1(a) for other
parties to whom copies are to be sent.

(Continued on following pages)

PAGE 2 of 3 Pages

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

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shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 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. 26883W 10 6

SCHEDULE 13D/A

1

NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

WENDELL M. STARKE (1)

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

3

SEC USE ONLY

4

SOURCE OF FUNDS*

00

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

7

SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

4,275,000 (1)

8

SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

4,275,000 (1)

10

SHARED DISPOSITIVE POWER

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,275,000 (1)

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.99%

14

TYPE OF REPORTING PERSON*

IN

(1) Shares held by Wendell M. Starke Trust under Declaration of Trust dated October 2, 1991 (the "Trust"). The reporting person is the Trustee and Beneficiary of the Trust.

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 26883W 10 6

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

AMENDMENT NO. 2 TO SCHEDULE 13D

This Amendment No. 2 to Schedule 13D relates to the shares of common stock, par value \$0.04 per share ("Common Stock"), issued by eResource Capital Group, Inc. (the "Company"), the principal executive offices of which are located at 5935 Carnegie Boulevard, Suite 100, Charlotte, NC 28209. Items 1 and 5 of the Schedule 13D filed by Wendell M. Starke (the "Reporting Person") on July 2, 1999 are amended and restated as set forth below.

Item 1. Security and Issuer

The title of the class of equity securities to which this Schedule relates is common stock, par value \$0.04 per share ("Common Stock"), issued by eResource Capital Group, Inc. (f/k/a flightserv.com (the "Company"), the principal executive offices of which are located at 5935 Carnegie Boulevard, Suite 100, Charlotte, NC 28209.

Item 5. Interest in Securities of the Issuer

(a) - (b) See Items 7-13 of the cover page. The percentage of outstanding shares of the Common Stock set out in the cover page has been computed based on a total of 85,673,715 shares of Common Stock indicated as outstanding in the Company's Proxy Statement dated April 24, 2002 relating to the Annual Meeting of Stockholders held on May 17, 2002.

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Item 5(c) and 5(e) are added as follows:

- (c) On May 13 , 2002, the Wendell M. Starke Trust gifted 525,000 Shares of the Common Stock to the grandchildren of Mr. Starke. The closing price of the Common Stock on the American Stock Exchange on the date of the gift was \$.16.
- (e) As a result of the above transaction on May 13, 2002 Wendell M. Starke ceased to be the beneficial owner of more than five percent of the shares of Common Stock. Also as a result of the above transaction on May 13, 2002 the Wendell M. Starke Trust ceased to be the beneficial owner of more than five percent of the shares of Common Stock.

SIGNATURE

After reasonable inquiry the undersigned certifies that to the best of his knowledge and belief the information set forth in this statement is true, complete and correct.

/s/ Wendell M. Starke

May 21, 2002

Wendell M. Starke
Trustee and Beneficiary of
the Wendell M. Starke Trust

Date

-SHEET="Para (List) Hang " FSL="Default" -->

4. *For the purposes of the dispositions of numbers two and three, the shares must remain entered or registered in the shareholder s name, at least up until the time of the closing of the General Meeting.*
5. *Each 500 (five hundred euros) of share capital is entitled to one vote.*
6. *Shareholders having less than the amount of share capital required to make up the amount referred to in the preceding number may form groups for, in conjunction, arranging to be represented by one of the group s members in order to make up the number of shares required for exercising their voting entitlement.*
7. *Votes cast by ordinary shareholders, either on their own account or by representatives, either in their own name or as the representative of another shareholder, when exceeding ten per cent of the company s total voting stock, shall not be counted.*
8. *For the purposes of this article, shares held by persons in the situation referred to in article 20 of the Securities Code shall be considered to belong to the shareholder, with the limit on each person covered being proportional to the number of votes cast.*
9. *The limitation set out in number seven applies to all resolutions, even those which require a qualified majority.*
10. *In cases of the joint ownership of shares, only the common representative or a representative thereof,*

may participate in General Meetings.

- 11. The limits set out in the preceding numbers apply to usufructs and collateral creditors of the shares.*
- 12. Shareholders shall produce a declaration to the effect that the situation referred to in number eight does not apply to them.*
- 13. Pursuant to ADR (American Depositary Receipts) or GDR (Global Depositary Receipts) programmes involving the Company's shares, holders of ADRs or GDRs shall be considered as shareholders, in accordance with the terms of the following number, and the entity in whose name the shares have been entered as merely the representatives thereof.*
- 14. Pursuant to the terms of the preceding number:*
 - (a) The dispositions of article 385 of the Commercial Companies Code which apply to the representative, shall apply to the entity in whose name the shares used as the basis for the issue of ADR or GDR programmes have been entered;*
 - (b) The legally or statutorily established limitation on the counting of votes shall apply to the votes cast on behalf of each holder of ADRs or GDRs, who/which shall be subject to the dispositions of number eight and the dispositions set out in article twelve.*
- 15. The limitation on the counting of the votes cast by one entity on behalf of another does not apply to entities in whose name the shares of the company used as a basis for ADR or GDR programmes have been entered.*
- 16. For the purpose of participating in and voting at a General Meeting, holders of ADRs and GDRs must comply with the terms of this article .*

Shareholders with voting rights in conformity with the above may, pursuant to the terms of article 22 of the Securities Code, vote by correspondence in the form of a statement signed by the Shareholders, unequivocally specifying their vote in respect of each of the items on the agenda of the meeting. The company has voting forms for the use of its Shareholders at its registered office and they may also be sent by e-mail or obtained from the Company's website at www.telecom.pt.

Voting statements must be accompanied by a legible photocopy of the Shareholder's Identity Card and, if the Shareholder is a collective body, the voting statement must be signed by the person representing it and the signature notarised in such a capacity.

The voting statements, accompanied by the elements referred to in the above paragraph, must be placed inside an envelope, sealed and addressed to the Chairman of the General Meeting of Portugal Telecom, SGPS, S.A. and delivered by hand to the company's registered office in Avenida Fontes Pereira de Melo 40, Lisbon, or received therein by registered mail no later than March 28, 2003.

Shareholders may also request the content of the proposals available for consultation by Shareholders, by sending a registered letter accompanied by the referred to elements, addressed to the Company Secretary and which must be received at the company's registered office no later than March 21, 2003.

Shareholders may arrange to be represented at a General Meeting, in conformity with the contents of article 380 of the Commercial Companies Code, with a signed letter addressed to the Chairman of the

General Meeting being considered sufficient as an instrument of representation.

The Shareholders' letters of representation, referred to in the preceding paragraph, in addition to the letters of those Shareholders which are collective persons, announcing the name of their representatives and the instruments of shareholder groupings, must be addressed to the Chairman of the General Meeting, marked as such and sent to Avenida Fontes Pereira de Melo 40, 11^o Lisbon for the attention of the Company Secretary no later than 17.00 (seventeen hundred hours) on the antepenultimate working day prior to the date scheduled for the General Meeting.

Lisbon, February 20, 2003

Chairman of General Meeting,
Armando Manuel Marques Guedes

PORTUGAL TELECOM, SGPS, SA

Public company with registered office in Av. Fontes Pereira de Melo 40, collective person no. 503 215 058,
registered at the Conservatory of the Commercial Registry of Lisbon under no. 03602 with a share capital of 1,254,285,000

