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MARINE JET TECHNOLOGY CORP
Form SC 13D
February 11, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

The Securities Exchange Act of 1934

MARINE JET TECHNOLOGY CORP.
(Name of Issuer)

Common Stock, Par Value \$0.001
(Title Class of Securities)

568273 10 6
(CUSIP Number)

Keating Reverse Merger Fund, LLC
5251 DTC Parkway, Suite 1090
Greenwood Village, CO 80111
(720) 889-0131
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 9, 2005

(Date of Event Which Requires Filing of This Statement)

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- (1) Names of Reporting Persons
I.R.S. Identification Number
Keating Reverse Merger Fund, LLC/02-0665412
-
- (2) Check the Appropriate Box if a
Member of a Group (See Instructions)
(A) N/A
(B) Reporting Person disclaims being member of a group relating to Issuer
-
- (3) SEC Use Only
-
- (4) Source of Funds (See Instructions)
WC
-
- (5) Check if Disclosure Of Legal Proceedings Is Required N/A
Pursuant to Items 2(d) OR 2(e)
-
- (6) Citizenship or Place of Organization
Nevada
-
- | | |
|---|--|
| Number of Shares
Beneficially
Owned by Each
Reporting Person
With | (7) Sole Voting Power
15,306,500 |
| | (8) Shared Voting Power
0 |
| | (9) Sole Dispositive Power
15,306,500 |
| | (10) Shared Dispositive Power |
-

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(11) Aggregate Amount Beneficially Owned By Each Reporting Person
15,306,500

(12) Check if the Aggregate Amount In Row (11) Excludes Certain Shares (See Instructions) N/A

(13) Percent of Class Represented by Amount in Row (11)
70.1%

(14) Type of Reporting Person (See Instructions)
OO - Limited Liability Company

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Item 1. Security and Issuer.

- (a) Title of Class: Common Stock
(b) Name and Address of Issuer:

Marine Jet Technology Corp., 936A Beachland Boulevard, Suite 13, Vero Beach, Florida 32963

- (c) Trading Symbol: MJET

Item 2. Identity and Background of the Reporting Entity.

- (a) Name: Keating Reverse Merger Fund, LLC
(b) Business Address: 5251 DTC Parkway, Suite 1090, Greenwood Village, CO 80111
(c) Occupation: Institutional Investor
(d) Conviction: N/A
(e) Civil Proceedings: N/A
(f) State of Incorporation: Delaware

Item 3. Source and Amount of Funds or Other Consideration.

The Reporting Entity, on February 9, 2005 acquired 15,306,500 shares of the Issuer's Common Stock ("Shares") from the Issuer in exchange for a purchase price of \$440,000. The Reporting Entity's working capital.

Item 4. Purpose of Transaction.

Reporting Person is making these purchases of Issuer's Common Shares for investment purposes only. The Reporting Person is not a member of a group relating to the Issuer.

Other than as described in this Schedule 13D, the Reporting Person is not aware of any plans or proposals which would result in the acquisition by any person of additional securities of Issuer or the disposition of securities of the Issuer;

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any extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries; a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; any change in the present board of directors or management of the Issuer, including any place or proposals to change the number or term of directors or to fill any existing vacancies on the Issuer's Board; any material change in the present

capitalization or dividend policy of the Issuer; any other material change in the Issuer's business or corporate structure; any changes in Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; causing a class of securities of the Issuer to be delisted from national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to section 12(g) (4) of the Act; or any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

(a) Aggregate Number and %: 15,306,500 Common Shares representing 70.1% of the total 21,822,570 outstanding Common Shares of the Issuer.

(b) Power to Vote or Dispose of Issuer's Shares: 15,306,500 Common Shares, power over which to vote or dispose of resides with the Reporting Person.

(c) Transactions Within Prior 60 Days: No transactions have been effected between the Issuer and the Reporting Person beyond those described in Items 3 and 4 specifically and this Schedule 13D generally. Information contained in Items 3 and 4 above is hereby incorporated by reference.

Item 6. Contracts, Arrangements, Understanding or Relationships With Respect to Securities of the Issuer.

Other than the foregoing, there are no contracts, arrangements, understandings or relationships not described herein.

Item 7. Material to be Filed as Exhibits.

None

Signature

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies he is Timothy J. Keating, the duly authorized and acting manager of the Reporting Person, and that the information set forth in this Schedule 13D is true, complete and correct.

Dated: February 11, 2005

/s/ Timothy J. Keating

Timothy J. Keating
Manager