

QUILLEN PARKER L
Form SC 13G
October 19, 2009

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

SCHEDULE 13G

INFORMATION TO BE INCLUDED IN STATEMENTS
FILED PURSUANT TO RULES 13D-1(B), (C), AND (D) AND AMENDMENTS
THERE TO FILED PURSUANT TO RULE 13D-2

AFTERSOFT GROUP, INC.
(NAME OF ISSUER)

COMMON STOCK, PAR VALUE \$0.0001 PER SHARE
(TITLE OF CLASS OF SECURITIES)

00210T102
(CUSIP NUMBER)

SEPTEMBER 8, 2009
(DATE OF EVENT WHICH REQUIRES FILING THIS STATEMENT)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1 (b)
- Rule 13d-1 (c)
- Rule 13d-1 (d)

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1. NAME OF REPORTING PERSON, I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY):
Parker Quillen

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION:
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER: 26,058
	6.	SHARED VOTING POWER: 5,494,161*
	7.	SOLE DISPOSITIVE POWER: 26,058
	8.	SHARED DISPOSITIVE POWER: 5,494,161*

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

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5,520,219

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):
6.6%**

12. TYPE OF REPORTING PERSON:
IN

* Such shares are owned directly by BBE Group Holdings LLC, of which each of Parker Quillen and Whitney Quillen is a director/trustee and each has voting and disposition power over these shares.

**Based on 83,498,874 Common Shares outstanding as reported by the Company in its annual report on Form 10-K for the year ended June 30, 2009 filed with the Securities and Exchange Commission on September 25, 2009.

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1. NAME OF REPORTING PERSON, I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY):
BBE Group Holdings LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION:
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER: 5,494,161*
	6. SHARED VOTING POWER:
	7. SOLE DISPOSITIVE POWER: 5,494,161
	8. SHARED DISPOSITIVE POWER:

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
5,494,161

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):
6.6%**

12. TYPE OF REPORTING PERSON:
IN

* Parker Quillen and Whitney Quillen are each a director/trustee of BBE Group Holdings LLC and share voting and disposition power of the shares owned by BBE Group Holdings LLC.

**Based on 83,498,874 Common Shares outstanding as reported by the Company in its annual report on Form 10-K for the year ended June 30, 2009 filed with the Securities and Exchange Commission on September 25, 2009.

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1. NAME OF REPORTING PERSON, I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
(ENTITIES ONLY):
Whitney Quillen

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION:
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER: 124,214*
	6.	SHARED VOTING POWER: 5,494,161**
	7.	SOLE DISPOSITIVE POWER: 124,214
	8.	SHARED DISPOSITIVE POWER: 5,494,161

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
5,618,375

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):
6.7%***

12. TYPE OF REPORTING PERSON:
IN

*3,090 of such shares are owned directly by Whitney Quillen, 60,164 are owned directly by Q Properties, an entity of which Whitney Quillen is the general partner and has sole voting and disposition power and 60,960 are owned by his minor children.

** Such shares are owned directly by BBE Group Holdings LLC, of which Whitney Quillen and Parker Quillen each is a director/trustee and each has shared voting and disposition power over these shares.

***Based on 83,498,874 Common Shares outstanding as reported by the Company in its annual report on Form 10-K for the year ended June 30, 2009 filed with the Securities and Exchange Commission on September 25, 2009.

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ITEM 1 (a) NAME OF ISSUER:
Aftersoft Group, Inc.

ITEM 1 (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
Second Floor, 9 Lower Bridge Street, Chester, UK CH1 1RS

ITEM 2 (a) NAME OF PERSON FILING:
Parker Quillen

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BBE Group Holdings LLC ("BBE")
Whitney Quillen

ITEM 2 (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

Parker Quillen
c/o Quilcap Corp.
145 East 57th Street, 10th Floor
New York, NY 10022

BBE Group Holdings LLC
c/o Quilcap Corp.
145 East 57th Street, 10th Floor
New York, NY 10022

Whitney Quillen
c/o Quilcap Corp.
145 East 57th Street, 10th Floor
New York, NY 10022

ITEM 2 (c) CITIZENSHIP:

Parker Quillen is a citizen of the United States. BBE is a Delaware limited liability company. Whitney Quillen is a citizen of the United States.

ITEM 2 (d) TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$0.0001 per share (the "Common Shares")

ITEM 2 (e) CUSIP NUMBER:

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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 Securities Exchange Act of 1934 (the "Act")
- (b) Bank as defined in Section 3(a)(6) of the Act
- (c) Insurance Company as defined in Section 3(a)(19) of the Act
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940
- (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) A Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box. [X]

ITEM 4. OWNERSHIP

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- (a) Amount Beneficially Owned:
5,523, 309 shares of common stock
- (b) Percentage of Class:
6.7% (based on 83,498,874 Common Shares as reported by the Company in its annual report on Form 10-K for the year ended June 30, 2009 filed with the Securities and Exchange Commission on September 25, 2009).

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- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote: Parker Quillen has sole power to vote or direct the vote of 26,058 shares; Whitney Quillen has sole power to vote or direct the vote of 124,214 shares (of which 3,090 are owned directly by him, 60,164 are owned indirectly by him in his capacity as the general partner of Q properties and 60,960 are owned indirectly by him as custodian of his minor children) and BBE Group Holdings LLC has sole power to vote or direct the vote of 5,494,161 shares;
 - (ii) shared power to vote or to direct the vote: Parker Quillen and Whitney Quillen are each a director/trustee of BBE Group Holdings LLC and as such share power to vote or direct the vote of 5,494,161 shares;
 - (iii) sole power to dispose or to direct the disposition of : Parker Quillen has sole power to dispose or direct the disposition of 26,058 shares; Whitney Quillen has sole power to dispose or direct the disposition of 124,214 shares (of which 3,090 are owned directly by him, 60,164 are owned indirectly by him in his capacity as the general partner of Q properties and 60,960 are owned indirectly by him as custodian of his minor children) and BBE Group Holdings LLC has sole power to dispose or direct the disposition of 5,494,161 shares; and
 - (iv) shared power to dispose or to direct the disposition of: Parker Quillen and Whitney Quillen are each a director/ trustee of BBE Group Holdings LLC and as such share power to dispose or direct the disposition of 5,494,161 shares

Parker Quillen and Whitney Quillen are directors and trustees of BBE Group Holdings LLC and as such have the shared power to vote and dispose of the shares owned by BBE Group Holdings LLC.

Mr. Parker Quillen is the President of Quilcap Corp., which is the general partner of Little Wing, L.P. and was the sole managing member of Quilcap Management, LLC, the investment manager of Little Wing, L.P. and Tradewinds Funds, Ltd.

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Mr. Whitney Quillen is the general partner of Q Properties and has sole voting and disposition power over the shares owned by Q Properties and has sole voting power of the shares owned by his minor children.

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- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS
Not Applicable
- 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.
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. CERTIFICATION. (if filing pursuant to Rule 13d-1(c))
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are 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 that purpose or effect.

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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.

Dated: October 16, 2009

BBE GROUP HOLDINGS LLC

By: /S/ PARKER QUILLEN

Parker Quillen, Co-Trustee

/S/ PARKER QUILLEN

Parker Quillen

/S/ WHITNEY QUILLEN

Whitney Quillen