

Edgar Filing: United EcoEnergy Corp. - Form SC 13G/A

United EcoEnergy Corp.
Form SC 13G/A
April 27, 2009

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

SCHEDULE 13G/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)*

United EcoEnergy Corp.

COMMON STOCK
(Title of Class of Securities)

910203108
(CUSIP Number)

March 31, 2009
April 17, 2009
(Date of Event Which Requires Filing of 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)

*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 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. 910203108

1) Names of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (entities only)
Roadrunner Capital Group, LLC EIN: 22-3695261

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

3) SEC Use Only

4) Citizenship or Place of Organization
New Jersey

Number of Shares	5) Sole Voting Power	1,016,586	(a)
Beneficially	-----		
Owned by Each	6) Shared Voting Power	-0-	
Reporting	-----		
Person With	7) Sole Dispositive Power	1,016,586	(a)

	8) Shared Dispositive Power	-0-	

9) Aggregate Amount Beneficially Owned by Each Reporting Person
1,016,586 (a)

10) Check if the Aggregate Amount in Row (9) Excludes
Certain Shares (See Instructions) []

11) Percent of Class Represented by Amount in Item 9
2.93%

12) Type of Reporting Person (See Instructions)
00

(a) Roadrunner Capital Group LLC ("Roadrunner") has the right to purchase up to 6,715,760 shares of common stock of United EcoEnergy Corp. ("Issu") pursuant to an option agreement between Roadrunner and Enterprise Partners LLC ("Enterprise"). Although Roadrunner has sole voting and dispositive control of the shares upon purchase, Chris Messalas as the Managing Member of Roadrunner may be deemed to have the right to direct the voting and dispositive control over such common stock. The option agreement contains a restriction that restricts Roadrunner from exercising and beneficially owning, together with its affiliates, more than 9.5% of the number of shares of common stock of the Issuer outstanding on the dates the options are exercised, currently 3,297,501 would represent 9.5%. Currently

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Roadrunner owns 1,000,000 shares of the Issuer's common stock and the balance remaining under the option agreement is 5,715,760.

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CUSIP No. 910203108

1) Names of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (entities only)
Leaddog Capital L.P. EIN: 22-3967904

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

3) SEC Use Only

4) Citizenship or Place of Organization
Delaware

Number of Shares	5)	Sole Voting Power	2,250,000	(b)
Beneficially	-----	-----	-----	-----
Owned by Each	6)	Shared Voting Power	-0-	
Reporting	-----	-----	-----	-----
Person With	7)	Sole Dispositive Power	2,250,000	(b)
	-----	-----	-----	-----
	8)	Shared Dispositive Power	-0-	

9) Aggregate Amount Beneficially Owned by Each Reporting Person
2,250,000 (b)

10) Check if the Aggregate Amount in Row (9) Excludes
Certain Shares (See Instructions) []

11) Percent of Class Represented by Amount in Item 9
6.48%

12) Type of Reporting Person (See Instructions)
PN

- (b) Leaddog Capital L.P. ("Leaddog") has the right to purchase up to 2,000,000 shares of common stock of United EcoEnergy Corp. ("Issuer") pursuant to an option agreement between Leaddog and Enterprise Partners LLC ("Enterprise"). Although Leaddog has sole voting and dispositive control of the shares upon purchase, Chris Messalas and Joseph B. LaRocco as Managing Members of Leaddog Capital Markets, LLC, (Leaddog's general partner) may be deemed to have the right to direct the voting and dispositive control over such common stock. The option agreement contains a restriction that restricts Leaddog from exercising and beneficially owning, together with its affiliates, more than 9.5% of the number of shares of common stock of the Issuer outstanding on the dates the options are exercised. Leaddog has exercised its option to purchase all 2,000,000 shares. Leaddog also received an additional 100,000 shares as partial consideration for a loan to the Issuer on February 21, 2008. Leaddog is entitled to receive an additional 100,000 shares as partial consideration for a loan to the Issuer on March 31, 2009. Leaddog is entitled to receive an additional 50,000 shares as partial consideration for a loan to the Issuer on April 17, 2009.

Explanatory Note

The Reporting Persons hereby amend and restate the following items and supplements the statement on Schedule 13G filed with the Securities and Exchange Commission (the "SEC") on March 6, 2009.

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ITEM 1.

- (A) NAME OF ISSUER

United EcoEnergy Corp.

- (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICE

1365 N. Courtenay Parkway, Suite A, Merritt Island, FL 32953

ITEM 2.

- (A) NAME OF PERSONS FILING

Roadrunner Capital Group, LLC New Jersey
Leaddog Capital, L.P. Delaware

- (B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR IF NONE, RESIDENCE

120 Wall Street, 24th Floor, New York, NY 10005

- (C) CITIZENSHIP

Roadrunner Capital Group, LLC New Jersey
Leaddog Capital, L.P. Delaware

- (D) TITLE OF CLASS OF SECURITIES

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Common Stock

(E) CUSIP NUMBER
910203108

ITEM 3.

Not Applicable.

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:

		Roadrunner	Leaddog
(a)	Beneficial Ownership	1,016,586	2,250,000
(b)	Percentage of Class	2.93%	6.48%
(c)	Sole Voting Power	1,016,586	2,250,000
	Shared Voting Power	-0-	-0-
	Sole Dispositive Power	1,016,586	2,250,000
	Shared Dispositive Power	-0-	-0-

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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

See Item 4.

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.

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ITEM 10. CERTIFICATION.

By signing below we certify that, to the best of our 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.

Dated: April 27, 2009

By: /s/ Chris Messalas

Name: Chris Messalas
Title: Managing Member

EXHIBITS

A: Joint Filing Statement

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Exhibit A

Agreement of Joint Filing

We, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of us.

Date: April 27, 2009

SIGNATURES

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.

Roadrunner Capital Group, LLC

/s/ Chris Messalas

By: _____
Chris Messalas, Managing Member

Leaddog Capital L.P. by its General
Partner Leaddog Capital Markets, LLC

/s/ Chris Messalas

By: _____
Chris Messalas, Managing Member

