

MILITARY RESALE GROUP INC
Form SC 13G/A
February 07, 2006

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

SCHEDULE 13G
AMENDMENT NO. 1
UNDER THE SECURITIES EXCHANGE ACT OF 1934

MILITARY RESALE GROUP, INC.
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

599788106
(CUSIP Number)

DECEMBER 31, 2005
(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. 599788106

| | | |
|----|---|-----------------------------------|
| 1) | Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only) | NITE CAPITAL LP 20-1487251 |
|----|---|-----------------------------------|

| | | |
|----|--|---|
| 2) | Check the Appropriate Box if a Member of a Group (See Instructions) | (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
|----|--|---|

3) SEC Use Only

| | | |
|----|--------------------------------------|----------|
| 4) | Citizenship or Place of Organization | Delaware |
|----|--------------------------------------|----------|

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| | | |
|---|-----------------------------|--------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5) Sole Voting Power | 3,051,550 (1) |
| | 6) Shared Voting Power | 0 |
| | 7) Sole Dispositive Power | 3,051,550 |
| | 8) Shared Dispositive Power | 0 |
| ----- | | |
| 9) Aggregate Amount Beneficially Owned by Each Reporting Person | | 3,051,550 |
| ----- | | |
| 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | | <input type="checkbox"/> |
| ----- | | |
| 11) Percent of Class Represented by Amount in Row 9 | | 2.1% |
| ----- | | |
| 12) Type of Reporting Person (See Instructions) | | PN |
| ----- | | |

(1) Please see footnote (2) under Item 4. Ownership.

ITEM 1.

- (A) NAME OF ISSUER
Military Resale Group, Inc. (the "Issuer").
- (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICE 2180 Executive Circle,
Colorado Springs, CO 80906

ITEM 2.

- (A) NAME OF PERSONS FILING Nite Capital LP
- (B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR IF NONE, RESIDENCE 100 East Cook
Avenue, Suite 201, Libertyville, Illinois 60048
- (C) CITIZENSHIP
Nite Capital LP is a Delaware limited partnership
- (D) TITLE OF CLASS OF SECURITIES
Common stock, par value per share \$.001 (the "Common Stock").
- (E) CUSIP NUMBER 599788106

ITEM 3.

If this statement is filed pursuant to rule 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the

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Act (15 U.S.C. 78c).

- (d) ___ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ___ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E).
- (f) ___ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F).
- (g) ___ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G).
- (h) ___ A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) ___ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) ___ Group, in accordance with section 240.13d-1(b)(1)(ii)(J).

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:
Nite Capital LP beneficially owns 3,051,550 shares of Common Stock.(2)
- (b) Percent of class: 2.1% of Common Stock. The foregoing is based on 143,021,303 shares outstanding on January 31, 2006 based on information supplied by the Issuer.
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 3,051,550
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of:
3,051,550
 - (iv) Shared power to dispose or to direct the disposition of: 0

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following |_|.

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

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Not Applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable.

- (2) The general partner of Nite Capital LP is Nite Capital LLC, a Delaware limited liability company. Nite Capital LLC, in such capacity, has voting and investment control with respect to the shares of Common Stock beneficially owned by Nite Capital LP.

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: February 1, 2006

NITE CAPITAL LP

By: Nite Capital LLC
/s/ Keith Goodman

Name: Keith Goodman
Title: Manager