

US BIODEFENSE INC
Form SC 13D
April 03, 2008
United States
Securities and Exchange Commission
Washington, D.C. 20549

Schedule 13D

Under the Securities Exchange Act of 1934
(Amendment No. n/a)*

OMB Number

3235-0145

US Biodefense, Inc.
(Name of Issuer)
Common Stock
(Title of Class of Securities)
903325306
(CUSIP Number)
Scott Gallagher
US Biodefense, Inc.
300 State Street East, Suite 226
Oldsmar, Florida 34677
8137498805
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
January 10, 2008
(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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. 903325306

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Gallagher Scott

2. Check the Appropriate Box if a Member of a Group (See Instructions)

1.

2. ☒

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Mr. Gallagher is a citizen of the United States of America. 221 Fund, LLC is organized under the laws of Florida.

Number of Shares Beneficially Owned by Each Reporting Person With:

7. Sole Voting Power

Mr. Gallagher has sole voting power over 10,000,000 shares.

8. Shared Voting Power

Mr. Gallagher does not share voting power over any shares of the Issuer.

9. Sole Dispositive Power

Mr. Gallagher has sole dispositive power over 10,000,000 shares.

10. Shared Dispositive Power

Mr. Gallagher does not share dispositive power over any shares of the Issuer.

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Mr. Gallagher beneficially owns 10,000,000 shares. Mr. Gallagher is the Chief Investment Officer of 221 Fund, LLC and, as such, has voting and dispositive control over the shares held by 221 Fund, LLC.

Mr. Gallagher owns 5,000,000 shares of common stock.

221 Fund, LLC owns 5,000,000 shares of common stock.

12. Check if the Aggregate Amount in *Row 11* Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in *Row 11*

Based on 11,214,075 shares of common stock outstanding as of March 11, 2008: Mr. Gallagher owns 89.2% and 221 Fund, LLC owns 44.6%

14. Type of Reporting Person (See Instructions)

IN

Item 1. Security and Issuer

State the title of the class of equity securities to which this statement relates and the name and address of the principal executive offices of the issuer of such securities.

This Schedule 13D ("Schedule") relates to the acquisition of common stock of the Issuer whose principal executive office is located at 300 State Street East, Suite 226, Oldsmar, Florida 34677.

Item 2. Identity and Background

If the person filing this statement or any person enumerated in Instruction C of this statement is a corporation, general partnership, limited partnership, syndicate or other group of persons, state its name, the state or other place of its organization, its principal business, the address of its principal office and the information required by (d) and (e) of this Item. If the person filing this statement or any person enumerated in Instruction C is a natural person, provide the information specified in (a) through (f) of this Item with respect to such person(s).

1. Name

Scott Gallagher; 221 Fund, LLC.

2. Residence or Business Address

Mr. Gallagher's principal business address is c/o US Biodefense, Inc., 300 State Street East, Suite 226, Oldsmar, Florida 34677. The principal business office address of 221 Fund, LLC is 300 State Street East, Suite 226, Oldsmar, Florida 34677.

3. Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted:

Mr. Gallagher is Chief Executive Officer of the Issuer, whose principal place of business is located at 300 State Street East, Suite 226, Oldsmar, Florida 34677.

4. Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, and penalty imposed, or other disposition of the case:

During the last 5 years, Mr. Gallagher has not been convicted in any criminal proceeding.

5. Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws; and, if so, identify and describe such proceedings and summarize the terms of such judgment, decree or final order:

During the last 5 years, Mr. Gallagher has not been a party to a civil proceeding before a judicial or administrative body of competent jurisdiction resulting in a judgment, decree or final order enjoining future violation of, prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

6. Citizenship

Mr. Gallagher is a citizen of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration

State the source and the amount of funds or other consideration used or to be used in making the purchases, and if any part of the purchase price is or will be represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding, trading or voting the securities, a description of the transaction and the names of the parties thereto. Where material, such information should also be provided with respect to prior acquisitions not previously reported pursuant to this regulation. If the source of all or any part of the funds is a loan made in the ordinary course of business by a bank, as defined in Section 3(a)(6) of the Act, the name of the bank shall not be made available to the public if the person at the time of filing the statement so requests in writing and files such request, naming such bank, with the Secretary of the Commission. If the securities were acquired other than by purchase, describe the method of acquisition

On January 10, 2008, Mr. Gallagher was issued 5,000,000 shares of common stock pursuant to a Stock Purchase Agreement between the Issuer and Mr. Gallagher for consideration of \$150,000. On January 10, 2008, 221 Fund, LLC was issued 5,000,000 shares of common stock pursuant to a Stock Purchase Agreement between the Issuer and 221 Fund, LLC for consideration of \$150,000.

Item 4. Purpose of Transaction

State the purpose or purposes of the acquisition of securities of the issuer. Describe any plans or proposals which the reporting persons may have which relate to or would result in:

In a series of private transactions, 221 Fund, LLC was issued 5,000,000 shares of common stock of the Issuer and Mr. Gallagher was issued 5,000,000 shares of common stock of the Issuer, whereby Mr. Gallagher obtained beneficial ownership of a controlling share of the Issuer's securities. Upon completion of the transactions, Mr. Gallagher was appointed to the position of Chief Executive Officer of the Issuer.

1. The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;
2. An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
3. A sale or transfer of a material amount of assets of the issuer or any of its subsidiaries;
4. Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
5. Any material change in the present capitalization or dividend policy of the issuer;
6. Any other material change in the issuer's business or corporate structure including but not limited to, if the issuer is a registered closed-end investment company, any plans or proposals to make any changes in its investment policy for which a vote is required by section 13 of the Investment Company Act of 1940;
7. Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;
8. Causing a class of securities of the issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
9. A class of equity securities of the issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
10. Any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer

1. State the aggregate number and percentage of the class of securities identified pursuant to Item 1 (which may be based on the number of securities outstanding as contained in the most recently available filing with the Commission by the issuer unless the filing person has reason to believe such information is not current)

beneficially owned (identifying those shares which there is a right to acquire) by each person named in Item 2. The above mentioned information should also be furnished with respect to persons who, together with any of the persons named in Item 2, comprise a group within the meaning of Section 13(d)(3) of the Act;

Mr. Gallagher is the beneficial owner of 10,000,000 shares or 89.2% of the common stock issued and outstanding of the Issuer. Mr. Gallagher directly owns 5,000,000 shares of common stock of the Issuer and beneficially owns 5,000,000 shares of common stock of the Issuer through 221 Fund, LLC.

2. For each person named in response to paragraph (a), indicate the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition. Provide the applicable information required by Item 2 with respect to each person with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared;

Mr. Gallagher has sole voting and dispositive power 10,000,000 shares of common stock of the Issuer.

3. Describe any transactions in the class of securities reported on that were effected during the past sixty days or since the most recent filing of Schedule 13D (?40.13d-191), whichever is less, by the persons named in response to paragraph (a).

Mr. Gallagher has effected the following transactions with respect to the common stock of the Issuer during the past 60 days: None

Transaction Date	Shares or Units Purchased (Sold)	Price Per Share or Unit
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4. If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of an employee benefit plan, pension fund or endowment fund is not required.

N/A

5. If applicable, state the date on which the reporting person ceased to be the beneficial owner of more than five percent of the class of securities.

N/A

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Describe any contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the issuer, including but not limited to transfer or voting of any of the securities, finder? fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, naming the persons with whom such contracts, arrangements, understandings or relationships have been entered into. Include such information for any of the securities that are pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

N/A

Item 7. Material to Be Filed as Exhibits

The following shall be filed as exhibits: copies of written agreements relating to the filing of joint acquisition statements as required by 240.13d-1(k) and copies of all written agreements, contracts, arrangements, understandings, plans or proposals relating to: (1) the borrowing of funds to finance the acquisition as disclosed in Item 3; (2) the acquisition of issuer control, liquidation, sale of assets, merger, or change in business or corporate structure or any other matter as disclosed in Item 4; and (3) the transfer or voting of the securities, finder's fees, joint ventures, options, puts, calls, guarantees of loans, guarantees against loss or of profit, or the giving or withholding of any proxy as disclosed in Item 6.

The following documents relating to the securities of the Issuer are incorporated herein by reference:

- (i) Stock Purchase Agreement between the Company and Scott Gallagher, dated January 10, 2008 (included as Exhibit 10.2 to the Form 8-K filed by the Issuer on January 10, 2008, and incorporated herein by reference).
- (ii) Stock Purchase Agreement between the Company and 221 Fund, LLC, dated January 10, 2008 (included as Exhibit 10.3 to the Form 8-K filed by the Issuer on January 10, 2008, and incorporated herein by reference).

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.

April 03, 2008

Date

221 Fund, LLC

/s/ Scott Gallagher

Signature

Scott Gallagher

Chief Investment Officer

Name / Title

Footnotes:

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)