

BASIC CAPITAL MANAGEMENT INC  
Form SC 13D/A  
August 28, 2008

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 12 )**

**NEW CONCEPT ENERGY, INC.**

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

643611-10-6

(CUSIP Number)

R. Neil Crouch

1800 Valley View Lane, Suite 300

Dallas, Texas 75234

214-750-5800

214-361-0964 (Facsimile)

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 19, 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 which is the subject of this Schedule 13D, and is filing this schedule because of Rules 13d-1(b)(3) or (4), check the following box.

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting persons' 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. 643611-10-6

NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
(ENTITIES ONLY)

1)

Basic Capital Management, Inc., FEI No. 75-2332719

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2)

(a)

(b)

SEC USE ONLY

3)

4) SOURCE OF FUNDS (SEE INSTRUCTIONS) WC/OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR 2(e)

5)

6) CITIZENSHIP OR PLACE OF ORGANIZATION Nevada

NUMBER OF 7) SOLE VOTING POWER -0-  
SHARES

BENEFICIALLY 8) SHARED VOTING POWER -0-  
OWNED BY

EACH 9) SOLE DISPOSITIVE POWER -0-  
REPORTING

PERSON 10) SHARED DISPOSITIVE POWER -0-  
WITH

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-

**12)** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**13)** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) -0-%

**14)** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO

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CUSIP No. 643611-10-6

NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
(ENTITIES ONLY)

1)

International Health Products, Inc., FEI No. 75-2302531

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2)

(a)

(b)

SEC USE ONLY

3)

4) SOURCE OF FUNDS (SEE INSTRUCTIONS) WC/OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR 2(e)

5)

6) CITIZENSHIP OR PLACE OF ORGANIZATION U.S.

NUMBER OF 7) SOLE VOTING POWER -0-  
SHARES

BENEFICIALLY 8) SHARED VOTING POWER -0-  
OWNED BY

EACH 9) SOLE DISPOSITIVE POWER -0-  
REPORTING

PERSON 10) SHARED DISPOSITIVE POWER -0-  
WITH

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-

**12)** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**13)** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) -0-%

**14)** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO

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CUSIP No. 643611-10-6

NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
(ENTITIES ONLY)

1)

TacCo Financial, Inc., FEI No. 75-2442090

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2)

(a)

(b)

SEC USE ONLY

3)

4) SOURCE OF FUNDS (SEE INSTRUCTIONS) WC/OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR 2(e)

5)

6) CITIZENSHIP OR PLACE OF ORGANIZATION Nevada

NUMBER OF 7) SOLE VOTING POWER 500  
SHARES

BENEFICIALLY 8) SHARED VOTING POWER -0-  
OWNED BY

EACH 9) SOLE DISPOSITIVE POWER 500  
REPORTING

PERSON 10) SHARED DISPOSITIVE POWER -0-  
WITH

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 500

**12)** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**13)** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.03%

**14)** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO

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CUSIP No. 643611-10-6

NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
(ENTITIES ONLY)

1)

JRG Investment Co., Inc., FEI No. 75-2383811

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2)

(a)

(b)

SEC USE ONLY

3)

4) SOURCE OF FUNDS (SEE INSTRUCTIONS) AF/OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR 2(e)

5)

6) CITIZENSHIP OR PLACE OF ORGANIZATION Nevada

NUMBER OF 7) SOLE VOTING POWER -0-  
SHARES

BENEFICIALLY 8) SHARED VOTING POWER -0-  
OWNED BY

EACH 9) SOLE DISPOSITIVE POWER -0-  
REPORTING

PERSON 10) SHARED DISPOSITIVE POWER -0-  
WITH

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-



**12)** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**13)** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) -0-%

**14)** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO

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CUSIP No. 643611-10-6

NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
(ENTITIES ONLY)

1)

Gene E. Phillips

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2)

(a)

(b)

SEC USE ONLY

3)

4) SOURCE OF FUNDS (SEE INSTRUCTIONS) WC/PF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR 2(e)

5)

6) CITIZENSHIP OR PLACE OF ORGANIZATION U.S.

NUMBER OF 7) SOLE VOTING POWER -0-  
SHARES

BENEFICIALLY 8) SHARED VOTING POWER -0-  
OWNED BY

EACH 9) SOLE DISPOSITIVE POWER -0-  
REPORTING

PERSON 10) SHARED DISPOSITIVE POWER -0-  
WITH

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,345,080

**12)** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**13)** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 69.44%

**14)** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN

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CUSIP No. 643611-10-6

NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
(ENTITIES ONLY)

1)

Syntek West, Inc., FEI No. 75-1836450

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2)

(a)

(b)

SEC USE ONLY

3)

4) SOURCE OF FUNDS (SEE INSTRUCTIONS) WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR 2(e)

5)

6) CITIZENSHIP OR PLACE OF ORGANIZATION Nevada

NUMBER OF 7) SOLE VOTING POWER -0-  
SHARES

BENEFICIALLY 8) SHARED VOTING POWER -0-  
OWNED BY

EACH 9) SOLE DISPOSITIVE POWER -0-  
REPORTING

PERSON 10) SHARED DISPOSITIVE POWER -0-  
WITH

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,345,080

**12)** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**13)** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 69.44%

**14)** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO

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CUSIP No. 643611-10-6

NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
(ENTITIES ONLY)

1)

URC Energy LLC, FEI No. 20-5796583

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2)

(a)

(b)

SEC USE ONLY

3)

4) SOURCE OF FUNDS (SEE INSTRUCTIONS) AF/00

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)

5)

6) CITIZENSHIP OR PLACE OF ORGANIZATION Nevada

NUMBER OF 7) SOLE VOTING POWER 950,000  
SHARES

BENEFICIALLY 8) SHARED VOTING POWER -0-  
OWNED BY

EACH 9) SOLE DISPOSITIVE POWER 950,000  
REPORTING

PERSON 10) SHARED DISPOSITIVE POWER -0-  
WITH

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 950,000

12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 49.05%

14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO

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CUSIP No. 643611-10-6

NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
(ENTITIES ONLY)

1)

Syntek Acquisition Corp., FEI No. 42-1590653

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2)

(a)

(b)

SEC USE ONLY

3)

4) SOURCE OF FUNDS (SEE INSTRUCTIONS) WC/OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)

5)

6) CITIZENSHIP OR PLACE OF ORGANIZATION Nevada

NUMBER OF 7) SOLE VOTING POWER 395,080  
SHARES

BENEFICIALLY 8) SHARED VOTING POWER -0-  
OWNED BY

EACH 9) SOLE DISPOSITIVE POWER 395,080  
REPORTING

PERSON 10) SHARED DISPOSITIVE POWER -0-  
WITH



11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 395,080

12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 20.4%

14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO

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### **Item 1. Security and Issuer**

This Amendment No. 12 to Statement on Schedule 13D (this Amendment No. 12 ) relates to shares of Common Stock, par value \$0.01 per share (the Shares ) of New Concept Energy, Inc. (formerly CabelTel International Corporation), a Nevada corporation (the Company or the Issuer or GBR ), and amends the original Statement on Schedule 13D as amended by Amendment Nos. 1 through 11 to Statement on Schedule 13D (collectively the

Amended Statement ) filed by the Reporting Persons described below. The principal executive offices of the Issuer are located at 1755 Wittington Place, Suite 340, Dallas, Texas 75234. The name of the Issuer changed on May 21, 2008. The CUSIP number of the Shares is 643611-10-6. The Shares are currently listed and traded on the American Stock Exchange LLC.

This Amendment No. 12 is being filed to reflect the sale and disposition by three of the Reporting Persons of 395,080 Shares (20.4%) to another entity which becomes a Reporting Person. See Items 3 and 5 below.

### **Item 2. Identity and Background**

Item 2 of the Amended Statement is further amended by restating the first portion of such item as follows:

(a)-(c) and (f). This Amendment No. 12 is being filed on behalf of Basic Capital Management, Inc., a Nevada corporation ( BCM ), International Health Products, Inc., a Nevada corporation ( IHPI ), TacCo Financial, Inc. (formerly Institutional Capital Corporation), a Nevada corporation ( TFI ), JRG Investment Co., Inc., a Nevada corporation ( JRGIC ), which became a wholly-owned subsidiary of TFI effective for tax and accounting purposes at July 31, 2004, URC Energy LLC, a Nevada limited liability company ( URCELLC ) and its sole member Syntek West, Inc., a Nevada corporation ( SWI ) 100% owned by Gene E. Phillips, an individual and Syntek Acquisition Corp., a Nevada corporation ( SAC ) which is a wholly owned subsidiary of SWI. All of BCM, IHPI, TFI, JRGIC, URCELLC, SWI, SAC and Gene E. Phillips are collectively referred to as the Reporting Persons. The Reporting Persons may be deemed to constitute a Person within the meaning of Section 13d of the Securities Exchange Act of 1934, as amended. BCM is beneficially owned by a trust established for the benefit of the children of Gene E. Phillips (the May Trust ) who, although he is not an officer or director of BCM, continues to have substantial contact with the management of BCM and has a significant influence on matters as a representative of the May Trust. IHPI is owned by a separate trust established for the benefit of the wife and children of Gene E. Phillips (the Martin Trust ). IHPI is managed by R Neil Crouch II who also manages other private entities owned by Mr. Phillips or his family trusts. Mr. Crouch consults on a regular basis with Mr. Phillips regarding investments in marketable securities by IHPI. In the past, IHPI has generally made such investments with funds borrowed from BCM. TFI s day-to-day operations are managed by the same personnel who manage IHPI s day-to-day operations and other private companies owned by Gene E. Phillips or his family trusts. TFI has generally made such investments with funds borrowed from BCM. Each of TFI and JRG has its principal executive offices located at 555 Republic Drive, Suite 490, Plano, Texas 75074. IHPI has its principal office at 1755 Wittington Place, Dallas, Texas 75234.

URCELLC s sole and managing member is SWI which is 100% owned by Gene E. Phillips. The directors and executive officers of SWI are Gene E. Phillips, Director, Chairman, President and Chief Executive Officer and R. Neil Crouch II, Director, Vice President, Treasurer and Secretary.

The principal executive offices are URCELLC, 1800 Valley View Lane, Suite 300, Dallas, Texas 75234 and SWI, 1755 Wittington Place, Suite 340, Dallas, Texas 75234.

The directors and executive officers of SAC are the same as SWI and are Gene E. Phillips, Director, Chairman, President and Chief Executive Officer and R. Neil Crouch II, Director, Vice President, Treasurer and Secretary. The principal executive offices of SAC are the same as SWI at 1755 Wittington Place, Suite 340, Dallas, Texas 75234.

As of the time of filing of this Amendment No. 12, each of BCM, JRGIC and IHPI will cease to be a Reporting Person under the Amended Statement as each has disposed of all Shares previously owned and held. See Item 5(e) below.

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

On August 19, 2008, pursuant to separate agreements, SAC purchased at a price of \$7 per share from JRGIC 156,884 Shares, from TFI 228,226 Shares and from IHPI 9,970 Shares. SAC issued to each of the Sellers a separate Promissory Note in the amount of the purchase price payable on demand and bearing interest at 1% plus the Wall Street Journal prime rate of interest. The amounts of the separate promissory notes are JRGIC \$1,098,188, TFI \$1,597,582 and IHPI \$69,790 for a total of \$2,765,560.

**Item 4. Purpose of Transaction**

Each of the Reporting Persons which continue to own the Shares described in Item 5 below hold such Shares to continue an investment position in the Company. The Reporting Persons have no present plans or proposals which would result in the Reporting Persons seeking to acquire the entire equity interest in the Issuer. Except as set forth herein, the Reporting Persons have no present plans or proposals which relate to or would result in:

(a) The acquisition by any person of any additional securities of the Issuer or the disposition of securities of the Issuer, except that the Reporting Persons may, if the appropriate opportunity exists, acquire additional securities of the Issuer or to the extent no restrictions upon the Reporting Persons exist, to possibly dispose of any portion or all of their respective securities of the Issuer presently owned; or

(b) An extraordinary corporate transaction such as a merger, reorganization or liquidation involving the Issuer or any of its subsidiaries; or

(c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; or

(d) A 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; however, by virtue of the collective percentage ownership in excess of 69% of the outstanding shares, the Reporting Persons will be able to elect all directors of the Company under the Company's current procedure of the annual election of the Board of Directors by a plurality of the votes cast in person or proxy in the election of directors; or

(e) Any material change in the present capitalization or dividend policy of the Issuer; or

(f) Any other material change in the Issuer's business or corporate structure; or

(g) Any 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, except that the Reporting Persons may support a potential change of the name of the Issuer which would require an amendment to the Issuer's charter and as the Reporting Persons in the aggregate currently own in excess of a majority of the number of shares of outstanding of the Company, such item itself will impede the acquisition of control of the Issuer by any other person unless supported by the Reporting Persons; or

(h) 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-deliver quotation system of a register national securities association; or

(i) A class of equity of securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Exchange Act; or

(j) Any action similar to any of those enumerated above.

**Item 5. Interest in Securities of the Issuer**

(a) According to the latest information available as of August 13, 2008, the total number of issued and outstanding Shares is believed to be 1,936,935 Shares, and each of the Reporting Persons own and hold directly the following Shares as of August 19, 2008:

| Name             | No. of Shares<br>Owned<br>Directly | Approximate<br>Percent of<br>Class |
|------------------|------------------------------------|------------------------------------|
| BCM              | -0-                                | 0.00%                              |
| IHPI             | -0-                                | 0.00%                              |
| TFI*             | 500                                | 0.03%                              |
| JRGIC            | -0-                                | 0.00%                              |
| Gene E. Phillips | -0-                                | 0.00%                              |
| URCELLC          | 950,000                            | 49.05%                             |
| SWI              | -0-                                | 0.00%                              |
| SAC              | 395,080                            | 20.40%                             |
|                  | 1,345,580                          | 69.47%                             |

\* TFI also holds exercisable rights under a Stock Option Agreement dated December 16, 2003 covering the right to purchase 40,000 Shares at \$2.60 per Share.

Pursuant to Rule 13d-3 under the Exchange Act, each of the directors of TFI may be deemed to beneficially own the Shares held directly by TFI; each of the directors of SWI may be deemed to beneficially own any Shares held by URCELLC, SAC and SWI; and Gene E. Phillips may be deemed to beneficially own any Shares held by SWI, SAC and URCELLC. Those individuals and the number of Shares deemed beneficially owned pursuant to Rule 13d-3 and the approximate percent of class, as well as the relationship, are set forth in the following table as of August 19, 2008:



| Name of Director or<br>Manager  | Entity                        | No. of Shares<br>Beneficially<br>Owned | Approximate<br>Percent of<br>Class |
|---|-------------------------------|--|------------------------------------|
| Ryan T. Phillips  | BCM                           | -0-                                    | 0.00%                              |
| Mickey Ned Phillips   | BCM                           | -0-                                    | 0.00%                              |
| J.T. Tackett  | TFI and JRGIC                 | 500                                    | 0.03%                              |
| E. Wayne Starr  | TFI and JRGIC                 | 500                                    | 0.03%                              |
| R. Neil Crouch II   | IHPI, SWI, SAC and<br>URCELLC | 1,345,080                              | 69.44%                             |
| Gene E. Phillips  | SWI, SAC and<br>URCELLC       | 1,345,080                              | 69.44%                             |
| Total Shares beneficially owned by Reporting Persons<br>and individuals listed above: |                               | 1,345,580                              | 69.47%                             |

(b) Each of the directors of SAC share voting and dispositive power over the 395,080 Shares held directly by SAC. Each of the directors of TFI share voting and dispositive power over the 500 Shares held directly by TFI. Each of the directors of SWI share voting and dispositive power over the 950,000 Shares held directly by URCELLC and over the 395,080 Shares held by SAC.

(c) During the sixty calendar days ended August 19, 2008, except for the acquisition of 395,080 Shares by SAC described in Item 3 above, the Reporting Persons and their executive officers and directors did not engage in any transaction in the Shares or any other equity interest derivative thereof.

(d) No person other than the Reporting Persons or members of their respective Boards of Directors is known to have the right to receive or the power to direct receipt of dividends from, or the proceeds of sale of, the Shares of GBR held by any of the Reporting Persons.

(e) The following ceased to be Reporting Persons on or about the date described below for the reasons set forth below:

(i) BCM ceased to own any securities of the Issuer or any Shares on or about November 3, 2003 and ceased to provide any financing or other arrangements to any of the other Reporting Persons during the year ended December 31, 2007.

(ii) JRGIC ceased to own of record or beneficially any Shares on August 19, 2008 and therefore ceased to be a Reporting Person.

(iii) IHPI ceased to own of record or beneficially any Shares on August 19, 2008 and therefore ceased to be a Reporting Person.

#### **Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer**

Item 6 of the Amended Statement is hereby further amended by adding the following at the end of current Item 6 in place of the next-last and second-last paragraphs thereof.

Of the Shares transferred by TFI, JRGIC and IHPI to SAC, 385,110 Shares are now held in a brokerage account of SAC at Oppenheimer & Co. and may be deemed to be collateral for

borrowings by SAC pursuant to margin or other account arrangements which are standard arrangements involving margin securities of up to a specified percentage of the market value of the Shares and bear interest at varying rates and contain only standard default and similar provisions, the operating of any of which should not give any person immediate voting power or investment power over such securities. Such arrangements exist with the Shares and other securities held in such account and it is impracticable at any time to determine the amounts, if any, with respect to such Shares and interest cost under such arrangements vary with applicable costs and account balances.

Except as set forth above, the Reporting Persons do not have any contracts, arrangements, understandings or relationships, legal or otherwise, with any person with respect to any securities of the Issuer, including but not limited to, transfer or voting of any of the securities, finders fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, divisions of profits or losses, or the giving or withholding of proxies.

**Item 7. Material to be Filed as Exhibits**

None.

**SIGNATURES**

After reasonable inquiry and to the best of the respective knowledge or belief, the undersigned certify that the information set forth in this Amendment No. 11 to Schedule 13D is true, complete and correct.

Dated: August 16, 2008

BASIC CAPITAL MANAGEMENT, INC.

By: /s/ Louis J. Corna

Louis J. Corna, Executive Vice  
President and Secretary

INTERNATIONAL HEALTH PRODUCTS,  
INC.

By: /s/ R. Neil Crouch

R. Neil Crouch II, President and  
Treasurer

TACCO FINANCIAL, INC.

By: /s/ R. Neil Crouch

R. Neil Crouch II, Secretary

JRG INVESTMENT CO., INC.

By: /s/ R. Neil Crouch

R. Neil Crouch II, Vice President and  
Secretary

URC ENERGY LLC

By: /s/ R. Neil Crouch

R. Neil Crouch II, Vice President

/s/ Gene E. Phillips

Gene E. Phillips

SYNTEK WEST, INC.

By: /s/ R. Neil Crouch

R. Neil Crouch II, Vice President,  
Secretary and Treasurer

SYNTEK ACQUISITION CORP.

By: /s/ R. Neil Crouch

R. Neil Crouch II, Vice President,  
Secretary and Treasurer