

Edgar Filing: MONTREAL PARTNERS - Form SC 13D

MONTREAL PARTNERS  
Form SC 13D  
July 19, 2002

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934

Hear USA Inc.

-----  
(Name of Issuer)

Common Shares

-----  
(Title of Class of Securities)

4223601

-----  
(CUSIP Number)

Pierre Bourgie, 1980 Rene-Levesque Blvd West, Montreal, Quebec, Canada, H3H 1R6

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

July 11, 2002

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(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 rule 240.13d-1(e), 240.13d-1(f), or 240.13d-1(g), check the following box ( )

1. Names of Reporting Persons

Montreal Partners - Limited Partnership

2. Check the appropriate box if a member of a group ( )

3. SEC Use Only

4. Source of Funds WC

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

6. Citizenship or Place of Organization

1980 Rene-Levesque Blvd West, Montreal, Quebec, Canada, H3H 1R6

7. Sole Voting Power 1 591 650

8. Shared Voting Power 0

9. Sole Dispositive Power 1 591 650

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- 10. Shared Dispositive Power 0
- 11. Aggregate Amount Beneficially Owned by Each Reporting Person 1 591 650
- 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares ( )
- 13. Percent of Class Represented by Amount in Row (11) 5,8%
- 14. Type of Reporting Person PN

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Item 1. Security and Issuer

This Form 13D relates to common shares of Hear USA Inc., headquartered at 1250 North Point Parkway, West Palm Beach, Florida 33408.

Item 2. Identity and Background

- 
- (a) Name Montreal Partners - LP
  - (b) Business address 1980 Rene-Levesque Blvd. West  
Montreal, Quebec, Canada H3H 1R6
  - (c) Principal business Investment Fund
  - (d) Criminal Proceedings During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been convicted in any criminal proceeding.
  - (e) Civil Proceedings During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to any 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.
  - (f) Citizenship Canadian
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Please find below the information required by this item 2 with respect to the General Partners of Montreal Partners - LP:

- 
- (a) Name Pierre Bourgie
  - (b) Business address 1980 Rene-Levesque Blvd. West  
Montreal, Quebec, Canada H3H 1R6

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(c) Principal occupation	President, Montreal Partners President and CEO, Societe Financiere Bourgie
(d) Criminal Proceedings	During the last five years, Pierre Bourgie has not been convicted in any criminal proceeding.
(e) Civil Proceedings	During the last five years, Pierre Bourgie has not been party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to any 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.
(f) Citizenship	Canadian
(a) Name	Michel Labadie
(b) Business address	90 Beaubien West Suite 101 Montreal, Quebec H2S 1V6
(c) Principal occupation	Treasurer, Montreal Partners President and CEO, Les Pros de la Photo
(d) Criminal Proceedings	During the last five years, Michel Labadie has not been convicted in any criminal proceeding.
(e) Civil Proceedings	During the last five years, Michel Labadie has not been party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to any 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.
(f) Citizenship	Canadian
(a) Name	Benoit La Salle
(b) Business address	750, Marcel Laurin Bureau 390 Saint-Laurent, Quebec H4M 2M4

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(c) Principal occupation	Secretary, Montreal Partners President, Semafo Inc. Partner, Groupe La Salle & Associates
(d) Criminal Proceedings	During the last five years, Benoit La Salle has not been convicted in any criminal proceeding.
(e) Civil Proceedings	During the last five years, Benoit La Salle has not been party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to any 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.
(f) Citizenship	Canadian

Item 3. Source and Amount of Funds or Other Considerations.

Shares of Hear USA were obtained as a result of the company's merger with Helix, Hearing Care of America, a Canadian-based company in which the cost of our investment made in February 1999 and November 2000 totaled CDN\$5 915 000.

Item 4. Purpose of transaction

Montreal Partners - LP made its investment in Helix Hearing Care of America through a private placement as part of its regular investment activities. Helix merged with Hear USA on July 11, 2002.

Item 5. Interest in Securities of the Issuer

	Montreal Partners - LP	Pierre Bourgie	Michel Labadie	Benoit La S
a) Number of shares beneficially owned	1 591 650	76 045	751 612	0
a) % of the class of securities	5,8%	0,3%	2,7%	0
b) Sole voting power	1 591 650	76 045	751 612	0
b) Shared voting power	0	0	0	0
b) Sole dispositive power	1 591 650	76 045	751 612	0
b) Shared dispositive power	0	0	0	0

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c) Transactions past 60 days	n.a.	n.a.	n.a.	n.a.
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d)	n.a.	n.a.	n.a.	n.a.
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e)	n.a.	n.a.	n.a.	n.a.
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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Not applicable

Item 7. Material to Be Filed as Exhibits

Not applicable