

Edgar Filing: QUEPASA COM INC - Form SC 13G

QUEPASA COM INC  
Form SC 13G  
August 12, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

QUEPASA.COM, INC.

-----  
(Name of Issuer)

Common Stock, Par Value \$.001 per Share

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

74833W107

-----  
(CUSIP Number)

August 7, 2002

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(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 the disclosures provided in a prior cover page.

The information required in 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).

(Continued on following page(s))

SCHEDULE 13G

- 1) Name of Reporting Person  
I.R.S. Identification Nos. of above persons (entities only)

Sutter Holding Company, Inc.  
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- 2) Check the Appropriate Box (a) [ ]  
if a Member of a Group  
(See Instructions) (b) [ ]

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3) SEC Use Only  
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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

The Reporting Person beneficially owns 1,088,583 shares of Common Stock, Par Value \$.001 per Share ("Shares") of the Issuer, or 6.1% of the total outstanding Shares reported by the Issuer as of the end of its most recent fiscal year at December 31, 2001. The Reporting Person has sole voting and disposition power over the Shares, but Robert E. Dixon and William G. Knuff, III are the sole directors and co-chief executive officers of the Reporting Person. Mssrs. Dixon and Knuff may therefore be deemed to control voting and disposition of the Shares held by the Reporting Person.

(6) Shared Voting Power

The Reporting Person beneficially owns 1,088,583 shares of Common Stock, Par Value \$.001 per Share ("Shares") of the Issuer, or 6.1% of the total outstanding Shares reported by the Issuer as of the end of its most recent fiscal year at December 31, 2001. The Reporting Person has sole voting and disposition power

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over the Shares, but Robert E. Dixon and William G. Knuff, III are the sole directors and co-chief executive officers of the Reporting Person. Mssrs. Dixon and Knuff may therefore be deemed to control voting and disposition of the Shares held by the Reporting Person.

(7) Sole Dispositive Power

The Reporting Person beneficially owns 1,088,583 shares of Common Stock, Par Value \$.001 per Share ("Shares") of the Issuer, or 6.1% of the total outstanding Shares reported by the Issuer as of the end of its most recent fiscal year at December 31, 2001. The Reporting Person has sole voting and disposition power over the Shares, but Robert E. Dixon and William G. Knuff, III are the sole directors and co-chief executive officers of the Reporting Person. Mssrs. Dixon and Knuff may therefore be deemed to control voting and disposition of the Shares held by the Reporting Person.

(8) Shared Dispositive Power

The Reporting Person beneficially owns 1,088,583 shares of Common Stock, Par

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Value \$.001 per Share ("Shares") of the Issuer, or 6.1% of the total outstanding Shares reported by the Issuer as of the end of its most recent fiscal year at December 31, 2001. The Reporting Person has sole voting and disposition power over the Shares, but Robert E. Dixon and William G. Knuff, III are the sole directors and co-chief executive officers of the Reporting Person. Messrs. Dixon and Knuff may therefore be deemed to control voting and disposition of the Shares held by the Reporting Person.

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9) Aggregate Amount Beneficially

Owned by Each Reporting Person

Sutter Holding Company, Inc. 1,088,583 Shares

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

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11) Percent of Class Represented  
by Amount in Row 9 6.1%

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12) Type of Reporting Person  
(See Instructions)

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Item 1.

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(a) The name of issuer as to whose securities this statement relates is QuePasa.com, Inc. (the "Issuer").

(b) The address of the Issuer's principal place of business is 7904 E. Chaparral Road, Suite A-110, PMB # 160, Scottsdale, Arizona 85250.

Item 2.

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(a-c) Sutter Holding Company, Inc. (the "Reporting Person"), is a Delaware corporation. Its principal business address is 150 Post Street, Suite 320, San Francisco, California 94108.

(d-e) The subject securities are the issuer's shares of Common Stock, Par Value \$.001 per Share (CUSIP No. 74833W107)

Item 3.

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If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c) check whether the person filing is a:

(a-j) Not applicable.

Item 4. Ownership.  
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(a-c) The Reporting Person beneficially owns 1,088,583 shares of Common Stock, Par Value \$.001 per Share ("Shares") of the Issuer, or 6.1% of the total outstanding Shares reported by the Issuer as of the end of its most recent fiscal year at December 31, 2001. The Reporting Person has sole voting and disposition power over the Shares, but Robert E. Dixon and William G. Knuff, III are the sole directors and co-chief executive officers of the Reporting Person. Mssrs. Dixon and Knuff may therefore be deemed to control voting and disposition of the Shares held by the Reporting Person.

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Item 5. Ownership of Five Percent or Less of a Class.  
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Not applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.  
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The Reporting Person beneficially owns 1,088,583 shares of Common Stock, Par Value \$.001 per Share ("Shares") of the Issuer, or 6.1% of the total outstanding Shares reported by the Issuer as of the end of its most recent fiscal year at December 31, 2001. The Reporting Person has sole voting and disposition power over the Shares, but Robert E. Dixon and William G. Knuff, III are the sole directors and co-chief executive officers of the Reporting Person. Mssrs. Dixon and Knuff may therefore be deemed to control voting and disposition of the Shares held by the Reporting Person. The Reporting Person is a corporation, and its shareholders may therefore have the right to receive dividends from, or the proceeds from the sale of, the Shares. None of the shareholders of the Reporting Person would, by virtue of their capital interest in the Reporting Person, have an interest in dividends from, or the proceeds from the sale of, the Shares relating to more than 5% of the outstanding Shares.

Item 7. Identification and Classification of the Subsidiary Which  
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Acquired the Security Being Reported on By the Parent Holding  
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Company.  
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Not applicable.

Item 8. Identification and Classification of Members of the Group.  
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Not applicable.

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Item 9. Notice of Dissolution of Group.  
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Not applicable.

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Item 10. Certification.  
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By signing below, the undersigned certifies that, to the best of its 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.

SIGNATURES

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, we certify that the information set forth in this statement is true, complete and correct.

Date: August 9, 2002

Sutter Holding Company, Inc.

By: /s/Robert Dixon  
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Robert Dixon, Co-Chief Executive Officer

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