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EARTHSHELL CORP
Form SC 13D/A
June 30, 2005

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

EarthShell Corporation

(Name of Issuer)

Common Stock, Par Value \$.01 Per Share

(Title of Class of Securities)

27032B209

(CUSIP Number)

James A. Cooper
100 South Brentwood Boulevard
Suite 200
St. Louis, Missouri 63105-1691
(314) 727-2232

With a copy to:
Roger R. Wilen
Schiff Hardin LLP
6600 Sears Tower
Chicago, IL 60606
(312) 258-5810

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

June 17, 2005

(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 Sections 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 Section 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

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of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

PERSONS WHO RESPOND TO THE COLLECTION OF INFORMATION
CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS
THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

This amendment amends and restates Item 2 and Item 5 to reflect certain information about Richard F. Glennon ("Mr. Glennon") and includes the exhibits, which previously were included in the text of the statement, as separate documents.

ITEM 2. IDENTITY AND BACKGROUND

This Schedule 13D is being filed jointly by ReNewable Products LLC, a Delaware limited liability company (the "Stockholder"), TSCP Machinery & Processing Group, LLC, a Delaware limited liability company (the "Holding Company"), Thompson Street Capital Partners, L.P., a Delaware limited partnership (the "Fund"), Thompson Street Capital GP LLC, a Delaware limited liability company (the "General Partner"), James A. Cooper, individually ("Mr. Cooper"), and Peter S. Finley, individually ("Mr. Finley"). The Stockholder, the Holding Company, the Fund, the General Partner, Mr. Cooper, and Mr. Finley are referred to together as the "Reporting Persons".

During the last five years, none of the Reporting Persons (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) 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. Additional information with respect to each of the Reporting Persons follows.

The Stockholder's principal business is to serve as a holding company for ReNewable Products, Inc., a Delaware corporation (the "Target"). The Stockholder's principal office is located at 100 South Brentwood Boulevard, Suite 200, St. Louis, Missouri 63105-1691. Its executive officers are its President, Mr. Finley, and its Vice President, Treasurer, and Secretary, Mr. Cooper. Its managers and controlling persons are Mr. Cooper, Mr. Glennon, and Harry Holiday ("Mr. Holiday"). The persons ultimately in control of the Stockholder are Mr. Cooper and Mr. Finley.

The Holding Company's principal business is to serve as a holding company. Its principal office is located at 100 South Brentwood Boulevard, Suite 200, St. Louis, Missouri 63105-1691. Its executive officers are its President, Mr. Finley, and its Vice President, Treasurer, and Secretary, Mr. Cooper. Its managers and controlling persons are Mr. Cooper, Mr. Finley, and Mr. Holiday. The persons ultimately in control of the Holding Company are Mr. Cooper and Mr. Finley.

The Fund's principal business is to operate a private equity fund. Its principal office is located at 100 South Brentwood Boulevard, Suite 200, St. Louis, Missouri 63105-1691. Its general partner is the General Partner. The persons controlling the General Partner are set forth below.

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The General Partner's principal business is to manage the Fund. Its principal office is located at 100 South Brentwood Boulevard, Suite 200, St. Louis, Missouri 63105-1691. Its managing members and controlling persons are Mr. Cooper and Mr. Finley.

Mr. Cooper's business address is 100 South Brentwood Boulevard, Suite 200, St. Louis, Missouri 63105-1691. His principal occupation is Managing Member of the General Partner. He is a citizen of the United States.

Mr. Finley's business address is 100 South Brentwood Boulevard, Suite 200, St. Louis, Missouri 63105-1691. His principal occupation is Managing Member of the General Partner. He is a citizen of the United States.

Mr. Glennon's address is 313 Mound St., Dayton, Ohio 45402. His principal occupation is President and Chief Financial Officer of Assembly & Test Worldwide, Inc. During the last five years, Mr. Glennon (i) has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and (ii) was not 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. Mr. Glennon is a citizen of the United States.

Mr. Holiday's business address is 100 South Brentwood Boulevard, Suite 200, St. Louis, Missouri 63105-1691. His principal occupation is Chief Operating Officer of the General Partner. During the last five years, Mr. Holiday (i) has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and (ii) was not 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. Mr. Holiday is a citizen of the United States.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

As described in Item 6, under the terms of the Merger Agreement, the Stockholder's ability to complete the Merger is subject to various conditions. As a result of these conditions, the Reporting Persons do not currently have a right to acquire the Convertible Preferred Stock. Despite these conditions, however, the Reporting Persons may be deemed to have a right to acquire, within 60 days, beneficial ownership of the Common Stock into which the Convertible Preferred Stock will be convertible.

The share ownership percentages described in this Item 5 are based on the Company's representation in the Merger Agreement that

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18,234,615 shares of Common Stock were outstanding as of June 17, 2005. The Company's Annual Report on Form 10-K/A, Amendment No. 3, for the fiscal year ended December 31, 2004, filed with the Securities and Exchange Commission on June 9, 2005, reported that 18,435,452 shares of Common Stock were outstanding as of June 8, 2005.

(a) The aggregate number and percentage of Common Stock that may be beneficially owned by each of the persons identified in Item 2 of this Schedule 13D are provided in the following table:

| Name ---- | Aggregate Number ----- | Percentage ----- |
|---------------------|---------------------------|---------------------|
| The Stockholder | 8,000,000 | 30.5% |
| The Holding Company | 8,000,000 | 30.5% |
| The Fund | 8,000,000 | 30.5% |
| The General Partner | 8,000,000 | 30.5% |
| Mr. Cooper(1) | 8,248,357 | 31.4% |
| Mr. Finley(2) | 8,027,000 | 30.6% |
| Mr. Glennon | 0 | 0 |
| Mr. Holiday | 0 | 0 |

As described in Item 6, the Reporting Persons may be deemed to be members of a group with the Khashoggi Holders. Based solely on the information reported by the Company in its Annual Report on Form 10-K/A, Amendment No. 3, for the fiscal year ended December 31, 2004, filed with the Securities and Exchange Commission on June 9, 2005, under the caption "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters," the Reporting Persons understand that the Khashoggi Holders were the beneficial owners, as of June 2, 2005, of 7,664,449 shares of Common Stock, which is reported as representing 39.25 percent of the Common Stock then outstanding.

(b) The number of shares of Common Stock as to which each person identified in Item 2 of this Schedule 13D may have the sole power to vote or to direct the vote, shared power to vote or direct the vote,

1 Includes (i) 235,157 shares of Common Stock held by Mr. Cooper's spouse; (ii) 9,700 shares of Common Stock held by Mr. Cooper as custodian for his children, and (iii) 3,500 shares of Common Stock held by Mr. Cooper in his IRA.

2 Includes (i) 12,000 shares of Common Stock held by Mr. Finley as custodian of UGMA accounts for his three children, (ii) 5,000 shares of Common Stock held jointly with Mr. Finley's spouse, and (iii) 10,000 shares of Common Stock held as co-trustee, along with Ms. Finley, of the Peter S. Finley Living Trust of 4/12/02.

sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition is provided in the following table:

| Name ---- | Sole Power to Vote ----- | Shared Power to Vote ----- | Sole Power to Dispose ----- | Shared Power to Dispose ----- |
|--------------|--------------------------------|----------------------------------|-----------------------------------|--|
| | | | | |

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| | | | | |
|---------------------|------------|---------------|------------|---------------|
| The Stockholder | 0 | 8,000,000 | 0 | 8,000,000 |
| The Holding Company | 0 | 8,000,000 | 0 | 8,000,000 |
| The Fund | 0 | 8,000,000 | 0 | 8,000,000 |
| The General Partner | 0 | 8,000,000 | 0 | 8,000,000 |
| Mr. Cooper | 13,200 (3) | 8,235,157 (4) | 13,200 (3) | 8,235,157 (4) |
| Mr. Finley | 0 | 8,027,000 (5) | 0 | 8,027,000 (5) |
| Mr. Glennon | 0 | 0 | 0 | 0 |
| Mr. Holiday | 0 | 0 | 0 | 0 |

Mr. Cooper's spouse's name is Stacy Cooper ("Ms. Cooper"). Ms. Cooper's address is 26 Dromara Road, St. Louis, Missouri 63124. She is not employed. During the last five years, Ms. Cooper (i) has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and (ii) was not 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. Ms. Cooper is a citizen of the United States.

Mr. Finley's spouse's name is Macon P. Finley ("Ms. Finley"). Ms. Finley's address is 12 Carrswold Drive, St. Louis, Missouri 63105. Her principal occupation is a schoolteacher. During the last five years, Ms. Finley (i) has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and (ii) was not 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. Ms. Finley is a citizen of the United States.

3 Includes (i) 9,700 shares of Common Stock held by Mr. Cooper as custodian of UMOUTMA for his children and (ii) 3,500 shares of Common Stock held by Mr. Cooper in his IRA.

4 Includes 235,157 shares of Common Stock held by Mr. Cooper's spouse.

5 Includes (i) 5,000 shares of Common Stock held jointly by Mr. Finley and Ms. Finley, (ii) 10,000 shares of Common Stock held by Mr. Finley and Ms. Finley as trustees of the Peter S. Finley Living Trust of 4/12/02, and (iii) 12,000 shares of Common Stock held by Mr. Finley as custodian of UGMA accounts for his children.

(c) In the past 60 days, Ms. Cooper has effected the following purchases of shares of Common Stock through a broker:

| Date | Number of Shares | Price Per Share |
|---------------|------------------|-----------------|
| ---- | ----- | ----- |
| June 17, 2005 | 2000 | \$2.00 |
| June 17, 2005 | 3000 | \$2.05 |
| June 17, 2005 | 1000 | \$2.11 |
| June 17, 2005 | 21,000 | \$2.20 |
| June 17, 2005 | 5,000 | \$2.30 |

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By Thompson Street Capital GP LLC

By: /s/ James A. Cooper

James A. Cooper
Managing Member

TSCP MACHINERY & PROCESSING GROUP, LLC

By Thompson Street Capital Partners, L.P.

By Thompson Street Capital GP LLC

By: /s/ James A. Cooper

James A. Cooper
Managing Member

THOMPSON STREET CAPITAL PARTNERS, L.P.

By Thompson Street Capital GP LLC

By: /s/ James A. Cooper

James A. Cooper
Managing Member

THOMPSON STREET CAPITAL GP LLC

By: /s/ James A. Cooper

James A. Cooper
Managing Member

/s/ James A. Cooper

JAMES A. COOPER, individually

/s/ Peter S. Finley

PETER S. FINLEY, individually