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BURKE MAYBORN CO LTD
Form SC 13D
February 10, 2003

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Advanced Photonix, Inc.

(Name of Issuer)

SERIES A COMMON STOCK, PAR VALUE \$.001 PER SHARE

(Title of Class of Securities)

00754E-10-7

(CUSIP Number)

FRANK M. BURKE, JR.
BURKE, MAYBORN CO., LTD.
5500 PRESTON ROAD, SUITE 315
DALLAS, TEXAS 75205
214-559-9898

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

January 17, 2003

(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), (f) or (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(b) 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).

SCHEDULE 13D

CUSIP No. 00754E-10-7

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Burke, Mayborn Co., Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

NUMBER OF SHARES	7	SOLE VOTING POWER
		777,500
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER
		0
EACH REPORTING	9	SOLE DISPOSITIVE POWER
		777,500
PERSON WITH	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

777,500

12 CHECK BOX 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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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Frank M. Burke, Jr.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 7 SOLE VOTING POWER
SHARES 46,300

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 777,500

EACH 9 SOLE DISPOSITIVE POWER
REPORTING 46,300

PERSON 10 SHARED DISPOSITIVE POWER
WITH 777,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
823,800

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.2%

14 TYPE OF REPORTING PERSON
IN

CUSIP No. 00754E-10-7

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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The Mayborn Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES 7 SOLE VOTING POWER
0

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
777,500

EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER
0

PERSON WITH 10 SHARED DISPOSITIVE POWER
777,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
777,500

12 CHECK BOX 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
IN

CUSIP No. 00754E-10-7

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Anyse Sue Mayborn

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

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3	SEC USE ONLY	
4	SOURCE OF FUNDS	
		OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
		United States
	NUMBER OF SHARES	7
	SOLE VOTING POWER	
		0
	BENEFICIALLY OWNED BY	8
	SHARED VOTING POWER	
		777,500
	EACH REPORTING PERSON	9
	SOLE DISPOSITIVE POWER	
		0
	PERSON WITH	10
	SHARED DISPOSITIVE POWER	
		777,500
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		777,500
12	CHECK BOX 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	
	IN	

Item 1. Security and Issuer.

This Schedule 13D relates to the shares of Series A Common Stock, par value \$.001 per share (the "Series A Common Stock") of Advanced Photonix, Inc., a Delaware corporation ("API"). On January 17, 2003, API acquired Texas Optoelectronics, Inc, a Texas corporation ("TOI") pursuant to that certain Stock Purchase Agreement dated January 17, 2003 by and among API and certain stockholders of TOI. (the "Agreement").

Pursuant to the Agreement, the stockholders of TOI received 1,000,000 shares of Series A Common Stock (the "Shares").

The principal executive offices of API are located at 1240 Avenida Acaso, Camarillo, California, 93102.

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Item 2. Identity and Background.

This statement is filed on behalf of Burke, Mayborn Co., Ltd. ("Burke, Mayborn"), Frank M. Burke, Jr., The Mayborn Company, Inc. and Anyse Sue Mayborn. In addition, as required by General Instruction C of Schedule 13D, information is being provided in the responses to Items 2 through 6 below with respect to each general partner of Burke, Mayborn and each person controlling Burke, Mayborn.

(a) BURKE, MAYBORN

Burke, Mayborn is a Texas limited partnership primarily engaged in investments and consulting. The address of the principal executive offices and the principal business of Burke, Mayborn is 5500 Preston Road, Suite 315, Dallas, Texas, 75205.

Burke, Mayborn has not been convicted in a criminal proceeding during the last five years. During the last five years, Burke, Mayborn was not a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which it 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.

(b) GENERAL PARTNERS AND CONTROL PERSONS

- (i) Frank M. Burke, Jr. is a general partner and the controlling equity membership interest owner of Burke, Mayborn. His principal occupation is real estate and equity investor and consultant. Mr. Burke's principal business address is 5500 Preston Road, Suite 315, Dallas, Texas 75205. Mr. Burke is a United States citizen.

Mr. Burke has not been convicted in a criminal proceeding during the last five years. He was not a party during the last five years to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he 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.

- (ii) The Mayborn Company, a Texas corporation, is a general partner of Burke, Mayborn, and its principal business is investments and media. Its principal office and business address is P.O. Box 6114, Temple, Texas 76503-6114, PERSONAL AND CONFIDENTIAL.

The Mayborn Company has not been convicted in a criminal proceeding in the last five years. During the last five years, The Mayborn Company was not a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which it was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to,

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Federal or State securities laws or finding any violation with respect to such laws.

- (iii) Anyse Sue Mayborn is the President of the Mayborn Company, a Texas corporation, which is a general partner of Burke, Mayborn. Her principal occupation is investor and media management. Ms. Mayborn's principal business address is P.O. Box 6114, Temple, Texas 76503-6114, PERSONAL AND CONFIDENTIAL. Ms. Mayborn is a United States Citizen.

Ms. Mayborn has not been convicted in a criminal proceeding during the last five years. She was not a party during the last five years to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which she 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.

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

- (a) BURKE, MAYBORN

The Shares owned by Burke, Mayborn were acquired pursuant to the Agreement in exchange for 11,167,538 shares of TOI stock held by Burke, Mayborn.

- (b) GENERAL PARTNERS AND CONTROL PERSONS

The Shares owned directly by Frank M. Burke, Jr. were acquired pursuant to the Agreement in exchange for 665,000 shares of TOI stock held by Frank M. Burke, Jr.

Item 4. Purpose of Transaction.

- (a) BURKE, MAYBORN

Burke, Mayborn acquired the 777,500 Shares reported in this Schedule 13D as being directly held by Burke, Mayborn for investment purposes. Burke, Mayborn has no plans or proposals that relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

- (b) GENERAL PARTNERS AND CONTROL PERSONS

- (i) Frank M. Burke, Jr. acquired the 46,300 Shares reported in this Schedule 13D as being directly held by him for investment purposes. Mr. Burke does not have any plans or proposals that relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.
- (ii) The Mayborn Company does not have any plans or proposals that relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.
- (iii) Anyse Sue Mayborn does not have any plans or

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proposals that relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) BURKE, MAYBORN

On January 17, 2003, pursuant to the Agreement, Burke, Mayborn acquired 777,500 of the Shares. Burke, Mayborn beneficially owns, and has the sole power to vote and dispose of, 777,500 of the Shares. The Shares owned by Burke, Mayborn constitute approximately 5.8% of API's outstanding Series A common stock. Burke, Mayborn has not effected any other transactions in Common Stock during the past 60 days.

(b) GENERAL PARTNERS AND CONTROL PERSONS

- (i) Frank M. Burke, Jr. may be deemed to be the beneficial owner of the Shares held of record by Burke, Mayborn by virtue of his relationship with Burke, Mayborn. Additionally, Mr. Burke beneficially owns, and has the sole power to vote and dispose of, 46,300 of the Shares in his own name. The aggregate Shares beneficially owned by Mr. Burke constitute approximately 6.2% of API's outstanding common stock. Mr. Burke has not effected any other transactions in the Series A Common Stock during the past 60 days.
- (ii) The Mayborn Company may be deemed to be the beneficial owner of the Shares held of record by Burke, Mayborn by virtue of its relationship with Burke, Mayborn. The Mayborn Company has not effected any other transactions in the Series A Common Stock during the past 60 days.
- (iii) Anyse Sue Mayborn may be deemed to be the beneficial owner of the Shares held of record by Burke, Mayborn by virtue of her relationship with Burke, Mayborn. Ms. Mayborn has not effected any other transactions in the Series A Common Stock during the past 60 days.

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

(a) BURKE, MAYBORN

Incorporated by reference is that certain Stock Purchase Agreement, dated as of January 17, 2003, by and among API and the Stockholders of TOI, and that certain Escrow Agreement, by and among API and certain of the stockholders of TOI, dated as of January 17, 2003 (the "Escrow Agreement").

Pursuant to the terms of the Escrow Agreement, Burke, Mayborn and certain other former stockholders of TOI have contributed cash and Shares to be held in escrow, and subject to potential forfeiture, for a period of time in connection with their indemnification of API for any breaches of the representations and warranties contained in the Agreement.

Other than the Agreement and the Escrow Agreement, there are no contracts, arrangements, understandings, agreements or

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relationships (legal or otherwise) between Burke, Mayborn and any person with respect to the securities of API.

(b) GENERAL PARTNERS AND CONTROL PERSONS

- (i) Frank M. Burke, Jr. may be deemed to be the beneficial owner of the Shares held of record by Burke, Mayborn by virtue of his relationship with Burke, Mayborn.

Other than the Agreement and the Escrow Agreement, there are no contracts, arrangements, understandings, agreements or relationships (legal or otherwise) between Burke, Mayborn or Frank M. Burke, Jr. and any person with respect to the securities of API.

- (ii) The Mayborn Company may be deemed to be the beneficial owner of the Shares held of record by Burke, Mayborn by virtue of its relationship with Burke, Mayborn.

Other than the Agreement and the Escrow Agreement, there are no contracts, arrangements, understandings, agreements or relationships (legal or otherwise) between Burke, Mayborn or The Mayborn Company and any person with respect to the securities of API.

- (iii) Anyse Sue Mayborn may be deemed to be the beneficial owner of the Shares held of record by Burke, Mayborn by virtue of her relationship with Burke, Mayborn.

Other than the Agreement and the Escrow Agreement, there are no contracts, arrangements, understandings, agreements or relationships (legal or otherwise) between Burke, Mayborn or Anyse Sue Mayborn and any person with respect to the securities of API.

Item 7. Material to be Filed as Exhibits.

Exhibit A:

Stock Purchase Agreement, dated as of January 17, 2003, by and among API and the Stockholders of TOI.

Exhibit B:

Joint Filing Agreement

Exhibit C:

Escrow Agreement, dated as of January 17, 2003, by and among API and certain Stockholders of TOI.

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.

Date: January 17, 2003

BURKE, MAYBORN CO., LTD.

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By: /s/ Frank M. Burke, Jr.

Name: Frank M. Burke, Jr.
Title: General Partner

By: THE MAYBORN COMPANY
Title: General Partner

By: /s/ Anyse Sue Mayborn

Name: Anyse Sue Mayborn
Title: President

/s/ Frank M. Burke, Jr.

Frank M. Burke, Jr.

/s/ Anyse Sue Mayborn

Anyse Sue Mayborn

THE MAYBORN COMPANY

By: /s/ Anyse Sue Mayborn

Name: Anyse Sue Mayborn
Title: President

Exhibit Index

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