

SmartPros Ltd.
Form SC 13G
May 05, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

SmartPros Ltd.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

00083171G103

(CUSIP Number)

April 30, 2005

(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 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).

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SCHEDULE 13G

CUSIP No. 00083171G103

| | | |
|---|---|-------------------------------------|
| 1. | Names of Reporting Persons. Chester L.F. and Jacqueline M. Paulson, as Joint Tenants I.R.S. Identification Nos. of above persons (entities only). | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> | |
| 3. | SEC USE ONLY | |
| 4. | Citizenship or Place of Organization United States of America | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5. | Sole Voting Power 12,757 |
| | 6. | Shared Voting Power 398,365 |
| | 7. | Sole Dispositive Power 12,757 |
| | 8. | Shared Dispositive Power 398,365 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 411,122 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/> | |
| 11. | Percent of Class Represented by Amount in Row (9) 7.66 | |
| 12. | Type of Reporting Person IN | |

Chester L.F. and Jacqueline M. Paulson (together the "Paulsons") may be deemed to control Paulson Capital Corp. ("PLCC"),

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which wholly owns Paulson Investment Company, Inc. ("PICI"). The Paulsons control and are the sole and equal members of the Paulson Family, LLC ("LLC") which is a controlling shareholder of PLCC, which is the parent company for PICI.

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SCHEDULE 13G

CUSIP No. 00083171G103

| | |
|----|--|
| 1. | Names of Reporting Persons. Paulson Capital Corp. I.R.S. Identification Nos. of above persons (entities only). 93-0589534 |
|----|--|

| | |
|----|---|
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
|----|---|

| | |
|----|--------------|
| 3. | SEC USE ONLY |
|----|--------------|

| | |
|----|--|
| 4. | Citizenship or Place of Organization United States of America |
|----|--|

| | | |
|---|----|-------------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5. | Sole Voting Power 0 |
| | 6. | Shared Voting Power 398,365 |
| | 7. | Sole Dispositive Power 0 |
| | 8. | Shared Dispositive Power 398,365 |

| | |
|----|---|
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 398,365 |
|----|---|

| | |
|-----|--|
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |
|-----|--|

| | |
|-----|---|
| 11. | Percent of Class Represented by Amount in Row (9) 7.44 |
|-----|---|

| | |
|-----|--|
| 12. | Type of Reporting Person BD, CO |
|-----|--|

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Paulson Capital Corp. ("PLCC") wholly owns Paulson Investment Company, Inc. ("PICI"). PLCC is a corporation and PICI is a broker-dealer.

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Item 1.

- (a) Name of Issuer
SmartPros Ltd.
- (b) Address of Issuer's Principal Executive Offices
12 Skyline Drive
Hawthorne, NY 10532

Item 2.

- (a) Name of Person Filing
This statement is being filed jointly by each of the following persons pursuant to Rule 13d-1(k) promulgated by the Securities and Exchange Commission under Section 13 of the Securities Exchange Act of 1934, as amended: (i) Chester L.F. Paulson and Jacqueline M. Paulson, as joint tenants and each individually (together, the "Paulsons") who are each 50% members of the Paulson Family LLC ("LLC"); and (ii) Paulson Capital Corporation, an Oregon corporation ("PLCC"), which directly wholly owns Paulson Investment Company, Inc., an Oregon corporation ("PICI"). The Paulsons and PLCC are collectively referred to as the "Reporting Persons". The Reporting Persons schedule 13G Joint Filing Agreement is attached as Exhibit 1.
Information with respect to the Reporting Persons is given solely by such Reporting Persons, and no Reporting Person assumes responsibility for the accuracy or completeness of the information by another Reporting Person, except as otherwise provided in Rule 13d-1(k). By their signature on this statement, each of the Reporting Persons agree that this statement is filed on behalf of such Reporting Persons.
- (b) Address of Principal Business Office or, if none, Residence
The Paulsons, PLCC's, and PICI's principal business address is:
811 S.W. Naito Parkway, Suite 200
Portland, OR 97204
- (c) Citizenship
The Paulsons are citizens of the United States of America, and PLCC and PICI are organized under the laws of the United States of America.
- (d) Title of Class of Securities
Common Stock for SmartPros Ltd.
- (e) CUSIP Number
00083171G103

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) [X] Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) [] Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) [] Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) [] Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

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- (e) [] An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) [] An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) [] A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) [] A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) [] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) [] Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4.

Ownership.

- (a) Amount beneficially owned:

The Paulsons may be deemed to be the beneficial owners of a total of 411,122 shares of Issuer Common Stock. The precise owners of these shares is described more specifically in this paragraph. The Paulsons may be deemed to control Paulson Capital Corp. ("PLCC"), which wholly owns Paulson Investment Company, Inc. ("PICI"). The Paulsons control and are the sole and equal members of the Paulson Family, LLC ("LLC"). Through the LLC, the Paulsons indirectly own 0 shares of Issuer Common Stock. The Paulsons collectively own 0 shares of Issuer Common Stock. Chester Paulson directly owns 0 shares of Issuer Common Stock and Underwriter Warrants exercisable into 12,757 shares of issuer Common Stock. Jacqueline Paulson directly owns 0 shares of Issuer Common Stock. The Paulsons may be deemed to indirectly own 125,000 shares of Issuer Common Stock and Underwriter Warrants exercisable into 273,365 shares of Issuer Common Stock through PICI. PLCC directly owns 0 shares of Issuer Common Stock. Pursuant to SEC Rule 13d-4, the Paulsons expressly disclaim beneficial ownership of the 125,000 shares of Issuer Common Stock and Underwriter Warrants exercisable into 273,365 shares of Issuer Common Stock of which PICI is record owner.

(b) Percent of class:

As of March 24, 2005 the Issuer had 5,082,539 shares of Issuer Common Stock issued and outstanding, as reported in their 10KSB filed march 25, 2005 (the "Issuer Outstanding Shares"). The Paulsons actual and deemed beneficial ownership of Issuer Common Stock represented approximately 7.66% of the issuer Outstanding Shares. PLCC's indirect beneficial ownership of issuer Common Stock represented approximately 7.44% of the Issuer Outstanding Shares.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

The Paulsons have sole power to vote of 12,757 shares. PLCC has sole power to vote or direct the vote of 0 shares.

(ii) Shared power to vote or to direct the vote

The Paulsons have shared power to vote or direct the vote of 398,365 shares. PLCC has shared power to vote or direct the vote of 398,365 shares.

(iii) Sole power to dispose or to direct the disposition of

The Paulsons have sole power to dispose or direct the disposition of 12,757 shares. PLCC has sole power to dispose or direct the disposition of 0 shares.

(iv) Shared power to dispose or to direct the disposition of

The Paulsons have shared power to dispose or direct the disposition of 398,365 shres. PLCC has shared power to dispose or direct the disposition of 398,365 shares.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Instruction: Dissolution of a group requires a response to this item.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

See Item 4(a)

Item 8. Identification and Classification of Members of the Group

Item 9. Notice of Dissolution of Group

Item 10.

Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

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.

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Date: May 04, 2005

Chester L.F. Paulson

By:/s/ Chester L.F. Paulson

Chester L.F. Paulson

Title: individually

Jacqueline M. Paulson

By:/s/ Jacqueline M. Paulson

Jacqueline M. Paulson

Title: individually

Paulson Capital Corp.

By:/s/ Chester L.F. Paulson

Chester L.F. Paulson

Title: Chairman of the Board