

HALIFAX CORP
Form SC 13G
October 03, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Halifax Corporation

(Name of Issuer)

Common Stock, \$0.24 Par Value

(Title of Class of Securities)

405805 10 2

(CUSIP Number)

October 18, 2004

(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 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).

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.

1. Name of Reporting Person: Nancy M. Scurlock Trust
I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group:
(a)
(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
Virginia

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
457,810¹

6. Shared Voting Power:
0

7. Sole Dispositive Power:
457,810

8. Shared Dispositive Power:
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
457,810

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

11.

Percent of Class Represented by Amount in Row (9):
14.1%²

12. Type of Reporting Person:
OO

¹ Consisting of
392,961 shares
of Common
Stock and
64,849 shares of
Common Stock
underlying a
convertible
subordinated
debenture plus
interest thereon
(the Debenture)
at October 18,
2004,
convertible at
\$3.19 a share.
The Debenture
was paid in full
on July 15,
2005.

² Percent of class
based on
3,172,206
shares of
Common Stock
outstanding as
of August 10,
2005, as
indicated in the
Halifax
Corporation
Form 10-Q for
the quarterly
period ended
June 30, 2005,
plus 64,849
shares of
Common Stock
underlying the
Debenture
beneficially

owned by the reporting person. The percent of class increases to 15.3% if the percent of class is based on 2,930,412 shares of Common Stock outstanding as of August 10, 2004, as indicated in the Halifax Corporation Form 10-Q for the quarterly period ended June 30, 2004, plus 64,849 shares of Common Stock underlying the Debenture beneficially owned by the reporting person.

Item 1.

- (a) Name of Issuer: **Halifax Corporation**
- (b) Address of Issuer's Principal Executive Offices: **5250 Cherokee Avenue, Alexandria, Virginia 22312**

Item 2.

- (a) Name of Person Filing: **Nancy M. Scurlock Trust**
- (b) Address of Principal Business Office or, if none, Residence:
10575 NW Skyline Boulevard, Portland, Oregon 97231-2616
- (c) Citizenship: **Virginia**
- (d) Title of Class of Securities: **Common Stock**
- (e) CUSIP Number: **405805 10 2**

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:

Not
Applicable

- (a) .. 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) .. An investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (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)(ii)(G);
- (h) .. A savings association 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

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned: **457,810 shares of Halifax Corporation Common Stock, \$0.24 Par Value³**
- (b) Percent of Class: **14.1%⁴**
- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote: **457,810**
- (ii) Shared power to vote or to direct the vote: **0**
- (iii) Sole power to dispose or to direct the disposition of: **457,810**
- (iv) Shared power to dispose or to direct the disposition of: **0**

Instruction: For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

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.

Not Applicable.

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

Not Applicable

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

³ See footnote 1.

⁴ See footnote 2.

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of a Group

Not Applicable

Item 10. Certification

By signing below I certify that, to the best of my 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.

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.

October 3, 2005

/s/ Nancy M. Scurlock

Nancy M. Scurlock, Trustee

/s/ Arch C. Scurlock, Jr.

Arch C. Scurlock, Jr., Trustee

/s/ Mary Scurlock Adamson

Mary Scurlock Adamson, Trustee

/s/ John H. Grover

John H. Grover, Trustee

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)