

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	None	Entity Type
<a href="#">0000003197</a>	API ENTERPRISES INC		<input checked="" type="checkbox"/> Corporation
<b>Name of Issuer</b>	ALARM PRODUCTS		<input type="checkbox"/> Limited Partnership
CECO ENVIRONMENTAL CORP	INTERNATIONAL INC		<input type="checkbox"/> Limited Liability Company
<b>Jurisdiction of Incorporation/Organization</b>			<input type="checkbox"/> General Partnership
DELAWARE			<input type="checkbox"/> Business Trust
<b>Year of Incorporation/Organization</b>			<input type="checkbox"/> Other (Specify)
<input checked="" type="checkbox"/> Over Five Years Ago			
<input type="checkbox"/> Within Last Five Years (Specify Year)			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer		Street Address 1		Street Address 2	Phone Number of Issuer
CECO ENVIRONMENTAL CORP		3120 FORRER STREET			
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer		
CINCINNATI	OH	45209	4165936543		

3. Related Persons

Last Name	First Name	Middle Name
Blum	Richard	
Street Address 1	Street Address 2	ZIP/PostalCode
3120 Forrer Street		
City	State/Province/Country	ZIP/PostalCode
Cincinnati	OH	45209
<b>Relationship:</b> <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Cape	Arthur	
Street Address 1	Street Address 2	ZIP/PostalCode
4832 Melrose Avenue		
City	State/Province/Country	ZIP/PostalCode
Montreal	A8	H3X 3P5
<b>Relationship:</b> <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

**Last Name****First Name****Middle Name**

Dezwirek

Jason

**Street Address 1****Street Address 2**

2300 Yonge Street, Suite 1710

P.O. Box 2408

**City****State/Province/Country****ZIP/PostalCode**

Toronto

A6

M4P 1E4

**Relationship:** X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name****First Name****Middle Name**

Dezwirek

Phillip

**Street Address 1****Street Address 2**

2300 Yonge Street, Suite 1710

P.O. Box 2408

**City****State/Province/Country****ZIP/PostalCode**

Toronto

A6

M4P 1E4

**Relationship:** X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name****First Name****Middle Name**

Flaherty

Thomas

**Street Address 1****Street Address 2**

6 Heron Road

**City****State/Province/Country****ZIP/PostalCode**

Mastic

CT

06355

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name****First Name****Middle Name**

Krieg

Ronald

**Street Address 1****Street Address 2**

20720 State Route 1

**City****State/Province/Country****ZIP/PostalCode**

Guilford

IN

47022

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name****First Name****Middle Name**

Wright

Donald

**Street Address 1****Street Address 2**

3562 Ethan Allen Avenue

**City****State/Province/Country****ZIP/PostalCode**

San Diego

CA

92117

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

**Last Name****First Name****Middle Name**

Blum

David

**Street Address 1****Street Address 2**

3120 Forrer Street

**City****State/Province/Country****ZIP/PostalCode**

Cincinnati

OH

45209

**Relationship:**  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Blazer	Dennis	
<b>Street Address 1</b>	<b>Street Address 2</b>	
3120 Forrer Street		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Cincinnati	OH	45209

**Relationship:**  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

#### 4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund		
Is the issuer registered as an investment company under the Investment Company Act of 1940?	<input checked="" type="checkbox"/> Manufacturing	Travel
Yes	Real Estate	Airlines & Airports
No	Commercial	Lodging & Conventions
Other Banking & Financial Services	Construction	Tourism & Travel Services
Business Services	REITS & Finance	Other Travel
Energy	Residential	Other
Coal Mining	Other Real Estate	
Electric Utilities		
Energy Conservation		
Environmental Services		
Oil & Gas		
Other Energy		

#### 5. Issuer Size

<b>Revenue Range</b>	<b>OR</b>	<b>Aggregate Net Asset Value Range</b>
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
<input checked="" type="checkbox"/> Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

#### 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))

Rule 505

Rule 504 (b)(1)(i)  
Rule 504 (b)(1)(ii)  
Rule 504 (b)(1)(iii)

Rule 506  
Securities Act Section 4(5)  
Investment Company Act Section 3(c)  
Section 3(c)(1)                      Section 3(c)(9)  
Section 3(c)(2)                      Section 3(c)(10)  
Section 3(c)(3)                      Section 3(c)(11)  
Section 3(c)(4)                      Section 3(c)(12)  
Section 3(c)(5)                      Section 3(c)(13)  
Section 3(c)(6)                      Section 3(c)(14)  
Section 3(c)(7)

### 7. Type of Filing

New Notice    Date of First Sale 2009-11-26    First Sale Yet to Occur  
Amendment

### 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?    Yes  No

### 9. Type(s) of Securities Offered (select all that apply)

<input type="checkbox"/> Equity	<input type="checkbox"/> Pooled Investment Fund Interests
<input checked="" type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	<input type="checkbox"/> Other (describe)

### 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?    Yes  No

Clarification of Response (if Necessary):

### 11. Minimum Investment

Minimum investment accepted from any outside investor \$800,000 USD

### 12. Sales Compensation

Recipient (Associated) Broker or Dealer <input checked="" type="checkbox"/> None	Recipient CRD Number <input checked="" type="checkbox"/> None (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None
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**Street Address 1**

**Street Address 2**

City	State/Province/Country	ZIP/Postal Code
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State(s) of Solicitation (select all that apply)  
Check "All States" or check individual States    All States    Foreign/non-US

### 13. Offering and Sales Amounts

Total Offering Amount	\$800,000 USD	or	Indefinite
Total Amount Sold	\$800,000 USD		
Total Remaining to be Sold	\$0 USD	or	Indefinite

Clarification of Response (if Necessary):

### 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

1

#### 15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions                 \$0 USD    Estimate  
Finders' Fees                        \$0 USD    Estimate

Clarification of Response (if Necessary):

#### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$800,000 USD    X Estimate

Clarification of Response (if Necessary):

Funds are to be used to repay existing convertible debt held by an affiliate of related persons and general working capital.

#### Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

#### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
CECO ENVIRONMENTAL CORP	dennis w. blazer	Dennis W. Blazer	CFO	2009-12-03

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 number.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a

result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

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