

BRASS EAGLE INC
Form SC 13G
February 13, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

BRASS EAGLE INC.
(Name of Issuer)

Common Stock, \$.01 par value
(Title of Class of Securities)

10553F 10 6
(CUSIP Number)

*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 ("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).

CUSIP N. 10553F 10 6

1. NAME OF REPORTING PERSON / I. R. S. IDENTIFICATION NOS. OF ABOVE PERSONS

Charter Oak Partners

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OR ORGANIZATION

United States of America

Number of Shares Beneficially Owned by Each Reporting Person With	5.SOLE VOTING POWER	3,674,474
	6.SHARED VOTING POWER	0
	7.SOLE DISPOSITIVE POWER	3,674,474
	8.SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,674,474

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

51.4%

12. TYPE OF REPORTING PERSON

PN

Item 1 (a). Name of Issuer:

Brass Eagle Inc.

Item 1(b). Address of issuer's Principal Executive Offices:

1201 S. E. 30th Street
Bentonville, Arkansas 72712

Item 2(a). Name of Person Filing:

Charter Oak Partners

Item 2(b). Address of Principal Business Office or, if none, Residence

10 Wright Street, Suite 210
Westport, Connecticut 06880

Item 2(c). Citizenship:

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United States of America

Item 2(d). Title of class of Securities:
Common Stock, \$01 par value

Item 2(e). CUSIP Number
10553F 10 6

Item 3(a-h) If this statement is filed pursuant to Rule 13d-1(b), check whether the person filing is a:
N/A

Item 4(a) Amount Beneficially Owned:
3,674,474

Item 4(b). Percent of Class:
51.4%

Item 4(c). Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote:
3,674,474
- (ii) Shared power to vote or to direct the vote:
0
- (iii) Sole power to dispose or to direct the disposition of:
3,674,474
- (iv) Shared power to dispose or to direct the disposition of:
0

Item 5. Ownership of Five Percent or Less of a Class:
N/A

Item 6. Ownership of More than Five Percent on behalf of Another Person:
N/A

Item 7.

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

N/A

Item 8. Identification and Classification of Members of the Group:

N/A

Item 9. Notice of Dissolution of Group:

N/A

Item 10. 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: February 7, 2002

CHARTER OAK PARTNERS

/s/ Tony Dowd

By: Tony Dowd

Title: Managing Partner