

CYCLE COUNTRY ACCESSORIES CORP
Form SC 13G/A
February 09, 2005

SCHEDULE 13G/A
(Rule 13d-102)
INFORMATION TO BE INCLUDED IN STATEMENTS
FILED PURSUANT TO RULE 13d-1(b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(b)

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	5	SOLE VOTING POWER: 228,000 shares of Common Stock
	6	SHARED VOTING POWER None
	7	SOLE DISPOSITIVE POWER: 228,000 shares of Common Stock
	8	SHARES DISPOSITIVE POWER None
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 228,000 shares of Common Stock	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES Not applicable	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.5%	
12	TYPE OF REPORTING PERSON CO	
1	NAME OF REPORTING PERSON: Laurus Capital Management, LLC S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 13-4150669	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) []
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	5	SOLE VOTING POWER: 228,000 shares of Common Stock		
	6	SHARED VOTING POWER None		
	7	SOLE DISPOSITIVE POWER: 228,000 shares of Common Stock		
	8	SHARES DISPOSITIVE POWER None		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 228,000 shares of Common Stock			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES Not applicable			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.5%			
12	TYPE OF REPORTING PERSON OO			
1	NAME OF REPORTING PERSON: David Grin			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a)	[]
			(b)	[]
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION Israel			

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10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES Not applicable	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.5%	
12	TYPE OF REPORTING PERSON IN	
1	NAME OF REPORTING PERSON: Eugene Grin	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) []
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	5	SOLE VOTING POWER: 228,000 shares of Common Stock

	6	SHARED VOTING POWER None

	7	SOLE DISPOSITIVE POWER: 228,000 shares of Common Stock

	8	SHARES DISPOSITIVE POWER None

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 228,000 shares of Common Stock	

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES Not applicable	

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.5%	

12	TYPE OF REPORTING PERSON IN	

Item 1(a). Name of Issuer: Cycle Country Accessories Corp.

Item 1(b). Address of Issuer's Principal Executive Offices: P.O. Box 239,
2188 Highway 86, Milford, Iowa 51351

Item 2(a). Name of Person Filing: Laurus Master Fund, Ltd.

This Schedule 13G is also filed on behalf of Laurus Capital Management, LLC, a Delaware limited liability company, Eugene Grin and David Grin. Laurus Capital Management, LLC manages Laurus Master Fund, Ltd. Eugene Grin and David Grin are the sole members of Laurus Capital Management, LLC. Information related to each of Laurus Capital Management, LLC, Eugene Grin and David Grin is set forth on Appendix A hereto.

Item 2(b). Address of Principal Business Office or if none, Residence: c/o
Laurus Capital Management, LLC, 825 Third Avenue, 14th Floor, New
York, NY 10022

Item 2(c). Citizenship: Cayman Islands

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Item 2(d). Title of Class of Securities: Common Stock ("Common Stock")

Item 2(e). CUSIP Number: 232984104

Item 3. Not Applicable

Item 4. Ownership:

(a) Amount Beneficially Owned: 228,000 shares of Common Stock

(b) Percent of Class: 4.5%

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

(i) sole power to vote or to direct the vote: 228,000 shares of Common Stock

(ii) shared power to vote or to direct the vote: None

(iii) sole power to dispose or to direct the disposition of: 228,000 shares of Common Stock

(iv) shared power to dispose or to direct the disposition of: None

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: X

Item 6. Ownership of More than Five Percent on Behalf of Another Person: Not applicable

Item 7. Identification and Classification of Subsidiary Which Acquired the Securities: Not applicable

Item 8. Identification and Classification of Members of the Group: Not applicable

Item 9. Notice of Dissolution of Group: Not applicable

Item 10. Certification:

By signing below, I certify 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.

February 9, 2005

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Date

/s/ David Grin

Signature

David Grin/Director

Name/Title

APPENDIX A

A. Name: Laurus Capital Management, LLC, a Delaware limited
liability company
825 Third Avenue, 14th Floor
New York, New York 10022

Place of
Organization: Delaware

B. Name: Eugene Grin
Business 825 Third Avenue, 14th Floor
Address: New York, New York 10022

Principal Director of Laurus Master Fund, Ltd.
Occupation: Member of Laurus Capital Management, LLC
Citizenship: United States

C. Name: David Grin
Business 825 Third Avenue, 14th Floor
Address: New York, New York 10022

Principal Director of Laurus Master Fund, Ltd.
Occupation: Member of Laurus Capital Management, LLC
Citizenship: Israel

Each of Laurus Capital Management, LLC, Eugene Grin and David Grin hereby agree,
by their execution below, that the Schedule 13G to which this Appendix A is
attached is filed on behalf of each of them, respectively.

Laurus Capital Management, LLC
/s/ David Grin

David Grin
Member
February 9, 2005

/s/ Eugene Grin, on his individual behalf

Eugene Grin
February 9, 2005

/s/ David Grin, on his individual behalf

David Grin
February 9, 2005