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ROTHSTEIN STEVEN R
Form SC 13D/A
August 15, 2002

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

SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 9) *

OLYMPIC CASCADE FINANCIAL CORPORATION
(Name of Issuer)

COMMON STOCK, PAR VALUE \$.02 PER SHARE
(Title of Class of Securities)

68158N106
(CUSIP Number)

STEVEN A. ROTHSTEIN
C/O OLYMPIC CASCADE FINANCIAL CORPORATION
875 MICHIGAN AVENUE, STE. 1560
CHICAGO, ILLINOIS 60611
312-751-8833

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

With a copy to:

ALAN I. ANNEX, ESQ.
GREENBERG TRAUERIG, LLP
200 PARK AVENUE
NEW YORK, NEW YORK 10166
(212) 801-9200

JULY 31, 2002
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*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 could alter 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

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but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 68158N106

SCHEDULE 13D

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

STEVEN A. ROTHSTEIN

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) | |
(b) |X|

3. SEC USE ONLY

4. SOURCE OF FUNDS*
PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e) | |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES	7. SOLE VOTING POWER 145,000
BENEFICIALLY OWNED BY	8. SHARED VOTING POWER 6,703
EACH REPORTING PERSON	9. SOLE DISPOSITIVE POWER 145,000
WITH	10. SHARED DISPOSITIVE POWER 281,363

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
426,363

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES | |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
18.75%

14. TYPE OF REPORTING PERSON
IN

* SEE INSTRUCTIONS BEFORE FILLING OUT

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This Amendment No. 9 supplements and amends Amendment No. 8 on Schedule 13D dated December 28, 2001 ("Amendment No. 8") filed by reporting person, Steven A. Rothstein ("Rothstein"). This Amendment No. 9 supplements and amends Amendment No. 8 only with respect to Items 4, 5, 6 and 7 as set forth below. All other items are unchanged from Amendment No. 8. All capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in Amendment No. 8.

ITEM 4. PURPOSE OF TRANSACTION.

The purpose of the transaction is to provide working capital for the Company as described more completely in Item 5 of this Amendment No. 9.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby supplemented and amended by adding thereto the following:

The Company and an IRA of Rothstein entered into agreements dated as of July 31, 2002 and August 14, 2002, respectively (collectively, the "Purchase Agreements") whereby the Company sold to an IRA of Rothstein an aggregate amount of 2,100 shares of Company Series A Preferred Stock for an aggregate purchase price of \$210,000. The Series A Preferred Stock is convertible into the Company's Common Stock at a price of \$1.50 per share. Accordingly, the Series A Preferred Stock is convertible into 140,000 shares of the Company's Common Stock.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Please see the Purchase Agreements referenced in Item 5 and attached as Exhibit A and Exhibit B to this Amendment No. 9.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

1. "Exhibit A" of this Schedule 13D/A is the Purchase Agreement entered into by and between the Company and an IRA of Rothstein dated as of July 31, 2002 and is attached hereto.

2. "Exhibit B" of this Schedule 13D/A is the Purchase Agreement entered into by and between the Company and an IRA of Rothstein dated as of August 14, 2002 and is attached hereto.

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: August 15, 2002

By: /s/ Steven A. Rothstein

Steven A. Rothstein