

ELOYALTY CORP  
Form SC 13G  
February 13, 2007

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

eLoyalty Corporation  
(Name of Issuer)

Common Stock (Par Value \$.01 Per Share)  
(Title of Class of Securities)  
290151 307  
(CUSIP Number)

December 13, 2000  
December 31, 2001  
December 31, 2002  
December 31, 2006  
(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 ("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).

(Continued on following pages)  
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(1) NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Michael T. Tokarz

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o  
(b) x

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

(5) SOLE VOTING POWER

246,230 as of December 13, 2000  
251,580 as of December 31, 2001  
456,711 as of December 31, 2002(A)  
513,170 as of December 31, 2006 (A)

(6) SHARED VOTING POWER

3,450 as of December 13, 2000  
3,450 as of December 31, 2001  
3,450 as of December 31, 2002  
3,450 as of December 31, 2006

NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

(7) SOLE DISPOSITIVE POWER

246,230 as of December 13, 2000  
251,580 as of December 31, 2001  
456,711 as of December 31, 2002(A)  
513,170 as of December 31, 2006 (A)

(8) SHARED DISPOSITIVE POWER

3,450 as of December 13, 2000  
3,450 as of December 31, 2001  
3,450 as of December 31, 2002  
3,450 as of December 31, 2006

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(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

249,680 as of December 13, 2000

255,030 as of December 31, 2001

460,161 as of December 31, 2002(A)

516,620 as of December 31, 2006 (A)

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

0

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.0% as of December 13, 2000

4.9% as of December 31, 2001

7.1% as of December 31, 2002

5.6% as of December 31, 2006

(12) TYPE OF REPORTING PERSON (See Instructions)

IN

(A) This includes shares of Series B Preferred Stock immediately convertible into 195,131 shares of common stock.

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- (1) NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

The Tokarz Foundation, Inc.  
FEIN 13-3797212

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

- (3) SEC USE ONLY

- (4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

- (5) SOLE VOTING POWER

0

- (6) SHARED VOTING POWER

3,450 as of December 13, 2000

3,450 as of December 31, 2001

3,450 as of December 31, 2002

3,450 as of December 31, 2006

NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

- (7) SOLE DISPOSITIVE POWER

0

- (8) SHARED DISPOSITIVE POWER

3,450 as of December 13, 2000

3,450 as of December 31, 2001

3,450 as of December 31, 2002

3,450 as of December 31, 2006

- (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

3,450 as of December 13, 2000

3,450 as of December 31, 2001

3,450 as of December 31, 2002

3,450 as of December 31, 2006

- (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES (See Instructions)

0

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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1% as of December 13, 2000

0.1% as of December 31, 2001

0.1% as of December 31, 2002

0.1% as of December 31, 2006

(12) TYPE OF REPORTING PERSON (See Instructions)

CO

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**Item 1.**

- (a) Name of Issuer  
eLoyalty Corporation
- (b) Address of Issuer's Principal Executive Offices  
150 Field Drive  
Suite 250  
Lake Forest, Illinois 60045

**Item 2.**

- (a) Name of Person Filing  
Michael T. Tokarz
- (b) The Tokarz Foundation, Inc.  
Address of Principal Business Office or, if none, Residence  
  
Michael T. Tokarz  
287 Bowman Ave.  
Purchase, New York 10577  
  
The Tokarz Foundation, Inc.  
287 Bowman Ave.  
Purchase, New York 10577
- (c) Citizenship  
  
Michael T. Tokarz - United States  
  
The Tokarz Foundation, Inc. - Delaware
- (d) Title of Class of Securities  
  
Common Stock (Par Value \$.01 Per Share)
- (e) CUSIP Number  
  
290151 307

**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:**

- (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).

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- (c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o 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) o 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:  
See Item 9 of Cover Pages
- (b) Percent of class:  
See Item 11 of Cover Pages
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote  
See Item 5 of Cover Pages
  - (ii) Shared power to vote or to direct the vote  
See Item 6 of Cover Pages
  - (iii) Sole power to dispose or to direct the disposition of  
See Item 7 of Cover Pages
  - (iv) Shared power to dispose or to direct the disposition of  
See Item 8 of Cover Pages





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**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: o

N/A

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

N/A

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

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. 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.

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**Signatures**

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 13, 2007

Date

/s/ Michael T. Tokarz

Michael T. Tokarz

THE TOKARZ FOUNDATION, INC.

/s/ Michael T. Tokarz

Michael T. Tokarz, President

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