

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934

HOUSTON OPERATING COMPANY

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

442287108
(CUSIP Number)

Mr. Fred Nazem
c/o Netfabric Corporation
67 Federal Road, Building A, Suite 300
Brookfield, CT 06804

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

12/9/2004

(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 would 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 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 No. 442287108

1 NAME OF REPORTING PERSONS Fred Nazem
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) ☐
(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS [00]

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES BENEFICIALLY OWNED BY THE REPORTING PERSON WITH	7	SOLE VOTING POWER	14,832,477*
	8	SHARED VOTING POWER	
	9	SOLE DISPOSITIVE POWER	14,832,477*
	10	SHARED DISPOSITIVE POWER	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY THE REPORTING PERSON		14,832,477*
12	CHECK BOX IF THE AGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		38.37%*
14	TYPE OF REPORTING PERSON		IN

* (1) These shares include 6,592,212 shares held by the Fred F. Nazem Childrens' Trust, whose trustees are Alexander Nazem, Farhad Nazem and Sohelya Gharib. These shares are held in a trust for the benefit of the reporting person's children.

ITEM 1. SECURITY AND ISSUER.

This Schedule 13D, dated December 20, 2004, of Houston Operating Company, a Delaware corporation (the "Issuer"), is filed to reflect the information required pursuant to Rule 13d-2 of the Securities and Exchange Act of 1934, as amended (the "Act"), relating to common shares, \$0.001 par value per share (the "Common Stock") of the Issuer. The Issuer's principal executive office is 67 Federal Road, Building A, Suite 300 Brookfield, CT 06804.

ITEM 2. IDENTITY AND BACKGROUND.

(i) Fred Nazem

(a) This statement is being filed on behalf of Fred Nazem.

(b) The business address of Mr. Nazem is c/o Nazem and Company, 645 Madison Ave., 12th Floor, New York, NY 10022.

(c) Mr. Nazem's principal occupation is venture capitalist.

(d)-(e) During the last five years Mr. Nazem has not (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction where as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Nazem holds United States citizenship.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

On December 9, 2004, Houston Operating Company entered into an Exchange Agreement (the "Agreement") with all of the stockholders of Net Fabric Corporation. On the same date, pursuant to the terms of the Agreement, the Company acquired all of the issued and outstanding capital stock of Net Fabric from the Stockholders in exchange for 32,137,032 newly-issued shares of the Company's Common Stock. Mr. Nazem is the beneficial owner of 14,832,477 of these shares.

The reporting person acquired his shares as described above.

ITEM 4. PURPOSE OF TRANSACTION.

Mr. Nazem has no present intention to engage or cause the Issuer to engage in any transactions or activities specified in paragraphs (a) through CD of this Item 4. Mr. Nazem has acquired the security of the Company for general investment purposes. Except as set forth above, Mr. Nazem is not party to any agreements to acquire any additional security at this time. Notwithstanding the foregoing, Mr. Nazem retains the right to change their investment intent, to propose one or more possible transactions to the Issuer's Board of Directors, to acquire additional securities from time to time or to sell or otherwise dispose of all or part of the securities beneficially owned by them in any manner permitted by law.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) As of the date of this report, Mr. Nazem which represents 38.37 % of the Issuer's Common Stock.

(b) As of the date of this report, Mr. Nazem has the sole power to vote or direct the voting of, or dispose or direct the disposition of 14,832,477 shares of the Issuer's Common Stock.

(c) Mr. Nazem has not effected any transactions in the class of securities described in the past 60 days.

(d) Not applicable.

(e) Mr. Nazem remains the beneficial owner of more than 5% of the class of securities described herein.

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

None.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

None.

S I G N A T U R E

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: December 17, 2004

By: /s/ Fred Nazem

Name: Fred Nazem

Title: Authorized Representative

