

DRUMMOND FINANCIAL CORP

FORM SC 13D/A (Amended Statement of Beneficial Ownership)

Filed 10/26/2001

Address	FLOOR 21, MILLENIUM TOWER HANDELSKAI 94-96 VIENNA, A-1200
Telephone	43 1 240 25 300
CIK	0000906549
Industry	Consumer Financial Services
Sector	Financial
Fiscal Year	06/30

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

**SCHEDULE 13D/A
(AMENDMENT NO. 5)**

Under the Securities Exchange Act of 1934

DRUMMOND FINANCIAL CORPORATION
(Name of Issuer)

Common Stock, \$0.01 Par Value
(Title of Class of Securities)

126 60E 105
(CUSIP Number)

Michael J. Smith, 17 Dame Street, Dublin 2, Ireland
Telephone (3531) 679 1688
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

October 24, 2001 (January 13, 1997)
(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(b)(3) or (4), check the following box

.

- 1) Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons
MFC BANCORP LTD.

- 2) Check the Appropriate Box if a Member of a Group
(a) []
(b) [X]

- 3) SEC Use Only

- 4) Source of Funds AF

- 5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items
2(d) or 2(e)

- 6) Citizenship or Place of Organization YUKON TERRITORY, CANADA

- | | | |
|----------------|-------------------------------|-----------|
| Number of | (7) Sole Voting Power | 95,000 |
| | | ----- |
| Shares Bene- | (8) Shared Voting Power | 1,267,250 |
| ficially | | ----- |
| Owned by | (9) Sole Dispositive Power | 95,000 |
| Each Reporting | | ----- |
| Person | (10) Shared Dispositive Power | 1,267,250 |
| With | | ----- |
- 11) Aggregate Amount Beneficially Owned by Each Reporting Person
1,362,250

- 12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

- 13) Percent of Class Represented by Amount in Row (11) 50.1%

- 14) Type of Reporting Person CO

1) Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons

SUTTON PARK INTERNATIONAL LIMITED

2) Check the Appropriate Box if a Member of a Group

(a) []
(b) [X]

3) SEC Use Only

4) Source of Funds WC

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items
2(d) or 2(e)

6) Citizenship or Place of Organization BRITISH VIRGIN ISLANDS

Number of	(7) Sole Voting Power	0
Shares Bene-	(8) Shared Voting Power	326,350
fici-ally		
Owned by	(9) Sole Dispositive Power	0
Each Reporting		
Person	(10) Shared Dispositive Power	326,350
With		

11) Aggregate Amount Beneficially Owned by Each Reporting Person 326,350

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13) Percent of Class Represented by Amount in Row (11) 12.0%

14) Type of Reporting Person CO

This Amendment No. 5 to Schedule 13D is being filed to report the acquisition of securities of Drummond Financial Corporation ("Drummond") previously acquired by Sutton Park International Limited ("Sutton Park"), a wholly-owned subsidiary of MFC Bancorp Ltd. ("MFC"), but not reported on Schedule 13D. This Amendment No. 5 to Schedule 13D amends all filings on Schedule 13D made by MFC and Sutton Park since January 13, 1997.

ITEM 1. SECURITY AND ISSUER.

This statement relates to the shares of common stock with a \$0.01 par value each of Drummond, a Delaware corporation, having an office at 17 Dame Street, Dublin 2, Ireland.

ITEM 2. IDENTITY AND BACKGROUND.

This statement is filed on behalf of MFC and Sutton Park. MFC operates in the financial services segment and has an office address at 17 Dame Street, Dublin 2, Ireland. Sutton Park is a wholly-owned subsidiary of MFC and has a registered address at P.O. Box 146, Road Town, Tortola, British Virgin Islands. See Item 6 on pages 2 and 3 of this report for the jurisdictions of organization of MFC and Sutton Park, respectively.

The following table lists the names, citizenship, principal business addresses and principal occupations of the executive officers and directors of MFC that have not previously been reported and of Sutton Park.

NAME ----	RESIDENCE OR BUSINESS ADDRESS -----	PRINCIPAL OCCUPATION -----	CITIZENSHIP -----
Dr. Stefan Feuerstein	Charlottenstrasse 59, D-10117 Berlin, Germany	Director and President of MFC Capital Partners AG	German
Michael J. Smith. . .	17 Dame Street, Dublin 2, Ireland	Director, President and Chief Executive Officer of MFC	British
Roy Zanatta	Suite 1620, 400 Burrard Street, Vancouver, British Columbia, Canada, V6C 3A6	Director and Secretary of MFC	Canadian

During the last five years, neither MFC or Sutton Park nor, to the knowledge of MFC or Sutton Park, any of their officers or directors, have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), nor have they been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are 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.

MFC and Sutton Park have executed a joint filing agreement consenting to the joint filing of this report. Such agreement is filed as Exhibit 1 to this report and is incorporated herein by reference.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Sutton Park paid an aggregate of \$29,700, or approximately \$1.65 per share, for 18,000 shares of common stock of Drummond on January 13, 1997. The purchase price was paid from Sutton Park's cash reserves.

ITEM 4. PURPOSE OF TRANSACTION.

Sutton Park acquired the shares of Drummond for investment purposes. At this time, neither MFC or Sutton Park nor, to the knowledge of MFC or Sutton Park, any of their directors or executive officers, have the intention of acquiring additional shares of Drummond, although MFC and Sutton Park reserve the right to make additional purchases on the open market, in private transactions and from treasury. Except as otherwise disclosed, neither MFC or Sutton Park nor, to the knowledge of MFC or Sutton Park, any of their directors or executive officers, have any plans or proposals to effect any of the transactions listed in Item 4(a)-(j) of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

MFC directly and indirectly beneficially owns, and has the shared power to direct the vote and disposition of, an aggregate of 326,350 shares of common stock of Drummond with Sutton Park and 940,900 shares of common stock of Drummond with Ballinger Corporation, and has the sole power to direct the vote and disposition of 95,000 shares of common stock of Drummond, representing approximately 50.1% of Drummond's issued and outstanding shares of common stock.

Sutton Park beneficially owns, and has the shared power to direct the vote and disposition of, an aggregate of 326,350 shares of common stock of Drummond with MFC, representing approximately 12.0% of Drummond's issued and outstanding shares of common stock.

To the knowledge of MFC and Sutton Park, none of its directors or executive officers have any power to vote or dispose of any shares of common stock of Drummond, nor did they, MFC or Sutton Park effect any transactions in such shares during the past 60 days, except as disclosed herein.

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

None.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit Number -----	Description -----
1	Joint Filing Agreement between MFC Bancorp Ltd. and Sutton Park International Limited dated October 24, 2001.

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.

October 24, 2001

(Date)

MFC BANCORP LTD.

By: /s/ Michael J. Smith

(Signature)

Michael J. Smith, President

(Name and Title)

October 24, 2001

(Date)

SUTTON PARK INTERNATIONAL LIMITED

By: /s/ Michael J. Smith

(Signature)

Michael J. Smith, Director

(Name and Title)

EXHIBIT INDEX

Exhibit Number -----	Description -----
1	Joint Filing Agreement between MFC Bancorp Ltd. and Sutton Park International Limited dated October 24, 2001.

JOINT FILING AGREEMENT

THIS AGREEMENT dated the 24th day of October, 2001.

WHEREAS:

A. Sutton Park International Limited ("Sutton Park") is the beneficial holder of 326,350 shares of common stock of Drummond Financial Corporation ("Drummond") and MFC Bancorp Ltd. ("MFC") is the direct beneficial holder of 95,000 shares of common stock of Drummond and the indirect beneficial holder of 1,267,250 shares of common stock of Drummond (including the shares held by Sutton Park); and

B. MFC and Sutton Park (each a "Filer" and collectively, the "Filers") are responsible for filing a Schedule 13D/A (the "Schedule 13D/A") relating to the acquisition of the shares of common stock of Drummond, pursuant to U.S. securities laws.

NOW THEREFORE THE PARTIES AGREE AS FOLLOWS:

1. Each Filer covenants and agrees that it is individually eligible to use the Schedule 13D/A which is to be filed;
2. Each Filer is individually responsible for the timely filing of any amendments to the Schedule 13D/A, and for the completeness and accuracy of the information concerning themselves, but is not responsible for the completeness and accuracy of any of the information contained in the Schedule 13D/A as to the other Filer, unless such Filer knows or has reason to believe that the information is inaccurate;
3. This Schedule 13D/A contains the required information with regard to each Filer and indicates that it is filed on behalf of both Filers; and
4. Each Filer agrees that the Schedule 13D/A to which this Joint Filing Agreement is attached as Exhibit 1 is filed on its behalf.

IN WITNESS WHEREOF the parties have duly executed this Joint Filing Agreement.

MFC BANCORP LTD. SUTTON PARK INTERNATIONAL LIMITED

By: /s/ Michael J. Smith

Michael J. Smith, President

By: /s/ Michael J. Smith

Michael J. Smith, Director

End of Filing

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