



Sutton Park International Limited ("Sutton Park") and CVD Financial Corporation ("CVD") to New Image Investment Company Limited ("New Image") was a reorganization of MFC's direct and indirect holdings of the Issuer into MFC's subsidiary, New Image. These transfers were made pursuant to the Share Purchase Agreement dated October 20, 2004 between MFC and New Image, the Share Purchase Agreement dated October 20, 2004 between Sutton Park and New Image, and the Share Purchase Agreement dated October 20, 2004 between CVD and New Image, in which the shares in the common stock and preferred stock of the Issuer were transferred to New Image.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MFC BANCORP LTD FLOOR 21, MILLENIUM TOWER HANDELSKAI 94-96 A-1200 VIENNA, C4		X		

**Signatures**

/s/ Michael J. Smith

10/28/2004

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.