

# TRIMAINÉ HOLDINGS INC

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

Filed 1/7/2000

Address	17 DAME STREET DUBLIN 2 IRELAND,
Telephone	604-683-5767
CIK	0000948727
Fiscal Year	12/31

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

**SCHEDULE 13D/A**  
(Amendment No. 3)

Under the Securities Exchange Act of 1934

**LOGAN INTERNATIONAL CORP.**

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(Name of Issuer)

**Common Stock, \$0.01 Par Value**

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(Title of Class of Securities)

**54100P 10 0**

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(CUSIP Number)

Michael J. Smith, 6 Rue Charles-Bonnet, 1206 Geneva, Switzerland  
Telephone (41 22) 818 2999

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

December 28, 1999

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(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 [ ].

CUSIP No. 54100P 10 0

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 WC

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 Shares Bene- ficially Owned by Each Reporting Person With	(7) Sole Voting Power	7,640,960
	(8) Shared Voting Power	5,115,900
	(9) Sole Dispositive Power	7,640,960
	(10) Shared Dispositive Power	5,115,900

11) Aggregate Amount Beneficially Owned by Each Reporting Person 12,756,860

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

13) Percent of Class Represented by Amount in Row (11) 80.6%

14) Type of Reporting Person CO

CUSIP No. 54100P 10 0

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

Constable Investments Ltd.

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 Tortola, British Virgin Islands

Number of Shares Bene- ficially Owned by Each Reporting Person With	(7) Sole Voting Power	0
	(8) Shared Voting Power	5,070,900
	(9) Sole Dispositive Power	0
	(10) Shared Dispositive Power	5,070,900

11) Aggregate Amount Beneficially Owned by Each Reporting Person 5,070,900

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

13) Percent of Class Represented by Amount in Row (11) 32.0%

14) Type of Reporting Person CO

**ITEM 1. SECURITY AND ISSUER.**

This statement relates to the shares of common stock with a par value of \$0.01 of Logan International Corp. ("Logan"), a Washington corporation, having a principal executive office at Suite 1250, 400 Burrard Street, Vancouver, British Columbia, V6C 3A6, Canada.

**ITEM 2. IDENTITY AND BACKGROUND.**

This statement is filed on behalf of MFC Bancorp Ltd. ("MFC") and Constable Investments Ltd. ("Constable"). MFC operates in the financial services segment and has a principal business and office address at 6 Rue Charles- Bonnet, 1206 Geneva, Switzerland. Constable is a wholly-owned operating company of MFC and has a principal business and office address at 8 Queensway House, Queen Street, St. Helier, Jersey, Channel Islands, JF2 4WD. Sutton Park International Limited ("Sutton Park") is a wholly-owned operating company of MFC organized under the laws of the British Virgin Islands and has a principal business and office address at 6 Rue Charles-Bonnet, 1206 Geneva, Switzerland. See Item 6 on page 2 and 3 of this Schedule 13D/A for the jurisdiction of organization of MFC and Constable, respectively.

The names, citizenship, principal business addresses and principal occupations of the executive officers and directors of MFC and Constable have been disclosed in the previous Schedule 13D/A dated October 30, 1998. Diane Beaumont and Jonathan Charles Brannam have, however, ceased to be executive officers and directors of Constable. The names, citizenship, principal business addresses and principal occupations of the executive officers and directors of Sutton Park are in the following table. Sanne Trust Company Limited ("Sanne") is the corporate secretary of Constable and Sutton Park and is a corporation organized pursuant to the laws of the Channel Islands. Sanne operates as a corporate secretary and nominee and has a principal business and office address at 8 Queensway House, Queen Street, St. Helier, Jersey, Channel Islands, JE2 4WD.

NAME	RESIDENCE OR BUSINESS ADDRESS	PRINCIPAL OCCUPATION	CITIZENSHIP
Michael J. Smith	6 Rue Charles-Bonnet, 1206 Geneva, Switzerland	Director, President and Chief Executive Officer of MFC	British
Roy Zanatta	Suite 1250, 400 Burrard Street, Vancouver, B.C. Canada V6C 3A6	Director and Secretary of MFC	Canadian

During the last five years, neither MFC nor Constable nor, to the knowledge of MFC or Constable, 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.

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

Constable has paid an aggregate of \$2,050,000 or \$0.41 per share for 5,000,000 shares of common stock in the capital of Logan. The purchase price was paid from Constable's cash reserves. Sutton Park has paid an aggregate of \$8,648.33 for 45,000 shares of common stock in the capital of Logan. The purchase price was paid from Sutton Park's cash reserves.

**ITEM 4. PURPOSE OF TRANSACTION.**

MFC and Constable have acquired the shares of Logan for investment purposes. At this time, neither MFC nor Constable nor, to the knowledge of MFC or Constable, any of their directors or executive officers, have the intention of acquiring additional shares of Logan, although MFC and Constable reserve the right to make additional purchases on the open market, in private transactions and from treasury. Neither MFC nor Constable nor, to the knowledge of MFC or Constable, 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.**

As disclosed in the Schedule 13D/A dated October 30, 1998 filed by MFC, MFC was the beneficial holder of 7,711,860 shares of common stock of Logan. On June 30, 1999, Sutton Park, a wholly-owned subsidiary of MFC, acquired 45,000 shares of common stock of Logan for approximately \$0.1922 per share for an aggregate purchase price of \$8,648.33. On December 28, 1999, Constable acquired 5,000,000 shares of common stock of Logan for \$0.41 per share for an aggregate purchase price of \$2,050,000. As a result, Constable beneficially owns, and has the shared power with MFC to direct the vote and disposition of 5,070,900 shares of common stock of Logan, which represents approximately 32.0% of Logan's issued and outstanding shares of common stock. MFC has the sole power to direct the vote and disposition of a total of 7,640,690 shares of common stock of Logan and shares the power to direct the vote and disposition of 5,115,900 shares of common stock of Logan with Constable (as to 5,070,900 shares) and Sutton Park (as to 45,000 shares), which represents approximately 80.6% of the issued and outstanding shares of common stock of Logan.

To the knowledge of MFC and Constable, none of their directors or executive officers have any power to vote or dispose of any shares of common stock of Logan, nor did they, MFC or Constable 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 Constable Investments Ltd. dated January 6, 2000.

**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.

January 6, 2000  
(Date)

**MFC BANCORP LTD.**

By: /s/ Michael J. Smith

-----  
(Signature)

**Michael J. Smith, President**  
(Name and Title)

January 6, 2000  
(Date)

**CONSTABLE INVESTMENTS LTD.**

By: /s/ Michael J. Smith

-----  
(Signature)

**Michael J. Smith, Director**  
(Name and Title)



## EXHIBIT INDEX

Exhibit Number  
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Description  
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1

Joint Filing Agreement between MFC Bancorp Ltd. and  
Constable Investments Ltd. dated January 6, 2000.

## JOINT FILING AGREEMENT

**THIS AGREEMENT dated the 6th day of January, 2000.**

### WHEREAS:

A. Constable Investments Ltd. ("Constable") is the beneficial holder of 5,070,900 shares of common stock of Logan International Corp. ("Logan") and MFC Bancorp Ltd. ("MFC") is the direct beneficial holder of 7,640,960 shares of common stock of Logan and is the indirect beneficial holder of 5,115,900 shares of common stock of Logan (including the shares held by Constable); and

B. MFC and Constable (each a "Filer" and collectively, the "Filers") are responsible for filing a Schedule 13D/A or Schedule 13D (the "Schedule 13D/A") relating to the acquisition of the shares of common stock of Logan, 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.*

*CONSTABLE INVESTMENTS LTD.*

By: */s/ Michael J. Smith*  
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*Michael J. Smith, President*

By: */s/ Michael J. Smith*  
-----  
*Michael J. Smith, Director*

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**End of Filing**

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