

Edgar Filing: LONDON MERCHANT SECURITIES PLC - Form SC 13G

LONDON MERCHANT SECURITIES PLC  
Form SC 13G  
August 19, 2004

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

Schedule 13G  
(Rule 13d-102)

Under the Securities Exchange Act of 1934

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1  
(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)\*

MCF CORPORATION

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

580395101

-----  
(CUSIP Number)

August 11, 2004

-----  
(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  
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 ("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)

Page 1 of 11 Pages

-----  
CUSIP NO. 580395101

13 G

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2

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1 NAME OF REPORTING PERSONS

LONDON MERCHANT SECURITIES PLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
0

6 SHARED VOTING POWER  
6,000,001

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
6,000,001

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

6,000,001

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.1%

12 TYPE OF REPORTING PERSON\*

OO

CUSIP NO. 580395101

13 G

3

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1 NAME OF REPORTING PERSONS

LMS CAPITAL LTD.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
0

6 SHARED VOTING POWER  
6,000,001

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
6,000,001

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

6,000,001

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.1%

12 TYPE OF REPORTING PERSON\*

OO

CUSIP NO. 580395101

13 G

4

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1 NAME OF REPORTING PERSONS

LMS CAPITAL (BERMUDA) LIMITED

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
6,000,001

6 SHARED VOTING POWER  
0

7 SOLE DISPOSITIVE POWER  
6,000,001

8 SHARED DISPOSITIVE POWER  
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

6,000,001

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.1%

12 TYPE OF REPORTING PERSON\*

CO

CUSIP NO. 580395101

13 G

5

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- (a) NAME OF ISSUER: MCF Corporation (the "ISSUER")
  - (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
601 Montgomery Street, 18th Floor, San Francisco, CA 94111
- 2.

Set forth below is the following information with respect to each of the persons filing this Schedule 13G (together, the "Filing Persons"): (a) name; (b) address of principal offices (if entity) or residence or business address (if individual); (c) citizenship (if individual) or jurisdiction of organization (if entity); (d) title of class of securities and (e) CUSIP number.

- (a) London Merchant Securities plc ("LMS"); LMS Capital Ltd. ("LMS CAPITAL") and LMS Capital (Bermuda) Limited ("LMS BERMUDA")
- (b) LMS: Carlton House, 33 Robert Adam Street, London, W1U 3HR, UK  
  
LMS CAPITAL: Carlton House, 33 Robert Adam Street, London, W1U 3HR, UK  
  
LMS BERMUDA: Richmond House, 12 Parlaville Road, Hamilton, HM12, Bermuda
- (c) LMS: England and Wales  
  
LMS CAPITAL: England and Wales  
  
LMS BERMUDA: Bermuda
- (d) Common Stock
- (e) 580395101

3.

IF THIS STATEMENT IS FILED PURSUANT TO ss.ss.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).
- (c) [ ] Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) [ ] Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) [ ] An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E);

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-----  
CUSIP NO. 580395101  
-----

13 G

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6  
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- (f) [ ] An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
  - (g) [ ] A parent holding company or control person in accordance with ss. 240.13d-1(b)(1)(ii)(G);
  - (h) [ ] A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i) [ ] 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) [ ] Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).
- [X] This statement is filed pursuant to ss.240.13d-1(c)

4.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

LMS:

- (a) Amount beneficially owned: 6,000,001
- (b) Percent of class: 9.1% (c) Number of shares as to which the person has
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 6,000,001
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 6,000,001

INSTRUCTION. For computations regarding securities which represent a right to acquire an underlying security SEE ss.240.13d3(d)(1).

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item

LMS CAPITAL:

- (a) Amount beneficially owned: 6,000,001
- (b) Percent of class: 9.1%

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CUSIP NO. 580395101  
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13 G

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7  
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- (c) Number of shares as to which the person has
- (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 6,000,001
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 6,000,001

INSTRUCTION. For computations regarding securities which represent a right to acquire an underlying security SEE ss.240.13d3(d)(1).

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

LMS BERMUDA:

- (a) Amount beneficially owned: 6,000,001
- (b) Percent of class: 9.1%
- (c) Number of shares as to which the person has
  - (i) Sole power to vote or to direct the vote: 6,000,001
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 6,000,001
  - (iv) Shared power to dispose or to direct the disposition of: 0

INSTRUCTION. For computations regarding securities which represent a right to acquire an underlying security SEE ss.240.13d3(d)(1).

5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not Applicable.

6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not Applicable.

7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not Applicable.

8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable.

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-----  
CUSIP NO. 580395101  
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13 G

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8  
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9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable.

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.

(signature page follows)

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CUSIP NO. 580395101  
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13 G

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9  
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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.

Dated: August 18, 2004

LONDON MERCHANT SECURITIES PLC

By: /s/ N. Friedlos  
-----

Name: N. Friedlos

Title: Director

LMS CAPITAL LTD.

By: /s/ N. Friedlos  
-----

Name: N. Friedlos

Title: Director

LMS CAPITAL (BERMUDA) LIMITED



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By: /s/ Daniel Bordage  
-----

Name: Daniel Bordage  
Title: Director

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CUSIP NO. 580395101  
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13 G

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10  
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AGREEMENT REGARDING JOINT FILING  
OF STATEMENT ON SCHEDULE 13D OR 13G

The undersigned agree to file jointly with the Securities and Exchange Commission (the "SEC") any and all statements on Schedule 13D or Schedule 13G (and any amendments or supplements thereto) required under section 13(d) of the Securities Exchange Act of 1934, as amended, in connection with purchases by the undersigned of common stock of MCF Corporation. For that purpose, the undersigned hereby constitute and appoint London Merchant Securities plc, a limited company organized under the laws of England and Wales, as their true and lawful agent and attorney-in-fact, with full power and authority for and on behalf of the undersigned to prepare or cause to be prepared, sign, file with the SEC and furnish to any other person all certificates, instruments, agreements and documents necessary to comply with section 13(d) and section 16(a) of the Securities Exchange Act of 1934, as amended, in connection with said purchases, and to do and perform every act necessary and proper to be done incident to the exercise of the foregoing power, as fully as the undersigned might or could do if personally present.

DATED: August 18, 2004

LONDON MERCHANT SECURITIES PLC

By: /s/ N. Friedlos  
-----

Name: N. Friedlos  
Title: Director

LMS CAPITAL LTD.

By: /s/ N. Friedlos  
-----

Name: N. Friedlos  
Title: Director

LMS CAPITAL (BERMUDA) LIMITED

By: /s/ Daniel Bordage  
-----

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Name: Daniel Bordage  
Title: Director

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CUSIP NO. 580395101  
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13 G

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11  
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The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. SEE ss.240.13d-7 for other parties for whom copies are to be sent.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL  
CRIMINAL VIOLATIONS  
(SEE 18 U.S.C. 1001)