

MARLTON TECHNOLOGIES INC
Form SC 13G/A
February 08, 2005

OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2) *

Marlton Technologies, Inc.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

571263102

(CUSIP Number)

December 31, 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 the disclosures provided in a prior cover page.

The information required in 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).

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CUSIP No. 571263102

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	NAMES OF REPORTING PERSONS
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Lombard Associates

	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
2	(a) []
	(b) [X]

3	SEC USE ONLY

	CITIZENSHIP OR PLACE OF ORGANIZATION
4	N/A

	SOLE VOTING POWER
5	-0-
NUMBER OF	-----
	SHARED VOTING POWER
6	1,044,926
SHARES	-----
BENEFICIALLY	SOLE DISPOSITIVE POWER
OWNED BY	7
EACH	-0-
REPORTING	-----
PERSON WITH	SHARED DISPOSITIVE POWER
8	1,044,926

	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9	1,044,926

	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
10	CERTAIN SHARES (See Instructions)
	[]

	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11	8.1%

	TYPE OF REPORTING PERSON (See Instructions)
12	OO

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CUSIP No. 571263102

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Charles P. Stetson, Jr.
=====	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]
=====	
3	SEC USE ONLY
=====	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States
=====	
	5 SOLE VOTING POWER
NUMBER OF	-0-
=====	
	6 SHARED VOTING POWER
SHARES	1,044,926
BENEFICIALLY	
OWNED BY	
=====	
	7 SOLE DISPOSITIVE POWER
EACH	-0-
REPORTING	
PERSON WITH	
=====	
	8 SHARED DISPOSITIVE POWER
	1,044,926
=====	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,044,926
=====	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) []
=====	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.1%
=====	
12	TYPE OF REPORTING PERSON (See Instructions) IN
=====	

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This Amendment No. 2 to Schedule 13G amends the Schedule 13G initially

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filed on March 12, 1999 (collectively, with all amendments thereto, the "Schedule 13G").

Item 1. Issuer

(a) Name of Issuer:

Marlton Technologies, Inc.

(b) Address of Issuer's Principal Executive Offices:

2828 Charter Road, Suite 101, Philadelphia, Pennsylvania 19154.

Item 2. Identity and Background

Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e))

This statement relates to shares of Common Stock, no par value (the "Shares"), of the Company. The CUSIP number of the Shares is 571263102.

Name Of Persons Filing, Address Of Principal Business Office And

Citizenship (Item 2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

A. Lombard Associates ("Lombard")

- (a) Lombard Associates, a sole proprietorship, with respect to the Shares held by it.
- (b) c/o Private Equity Investors, Inc.
115 East 62nd Street
New York, NY 10021
- (c) N/A

B. Charles P. Stetson, Jr. ("Stetson")

- (a) Charles P. Stetson, Jr., sole proprietor of Lombard, with respect to the Shares held by Lombard.
- (b) c/o Private Equity Investors, Inc. 115 East 62nd Street New York, NY 10021
- (c) United States

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Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether The Person Filing Is An Entity Specified in (a) - (j):

Not Applicable.

If This Statement Is Filed Pursuant To Section 240.13d-1(c), Check This

Box. [X]

Item 4. Ownership

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for Lombard are owned directly by Lombard. Stetson, as sole proprietor of Lombard, may be deemed to be the beneficial owner of all such Shares held by Lombard. Stetson hereby disclaims any beneficial ownership of any such Shares.

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the

Security Being Reported on by the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 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.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 8, 2005

LOMBARD ASSOCIATES

/s/ Charles P. Stetson, Jr.
By: -----
Name: Charles P. Stetson, Jr.

/s/ Charles P. Stetson, Jr.

Charles P. Stetson, Jr.

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