

UNITED STATES LIME & MINERALS INC
Form SC 13D/A
August 15, 2003

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

SCHEDULE 13D

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(AMENDMENT NO. 7) *

United States Lime & Minerals, Inc.

(Name of Issuer)

Common Stock, par value \$0.10 per share

(Title of Class of Securities)

911922 10 2

(CUSIP Number)

George M. Doumet
President
Inberdon Enterprises Ltd.
1020-789 West Pender Street
Vancouver, British Columbia V6C 1H2

(604) 683-9641

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

August 5, 2003

(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 Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [] .

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

* The remainder of this cover page shall be filled out for a reporting

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3,542,033

12 check box if the aggregate amount in row (11) excludes certain shares*
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
60.4%

14 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP NO. 911922 10 2

13D

PAGE 3 OF 8

1 NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
CREDIT TRUST S.A.L.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2 (d) OR 2 (E)
[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION
LEBANON

7 SOLE VOTING POWER
0
NUMBER OF SHARES

8 SHARED VOTING POWER
BENEFICIALLY 63,643
OWNED BY EACH

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| | | |
|------------------|--|--------------------------|
| REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER |
| | | 0 |
| WITH | ----- | ----- |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 63,643 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 63,643 | |
| 12 | check box if the aggregate amount in row (11) excludes certain shares* | |
| | [] | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 1.1% | |
| 14 | TYPE OF REPORTING PERSON* | |
| | CO | |

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP NO. 911922 10 2

13D

PAGE 4 OF 8

This Amendment No. 7 amends and supplements the statement on Schedule 13D filed by Inberdon Enterprises Ltd. with the Securities and Exchange Commission (the "SEC") and dated May 10, 1993, as amended by Amendment No. 1 dated October 21, 1996 ("Amendment No. 1"), Amendment No. 2 dated December 23, 1996 ("Amendment No. 2"), Amendment No. 3 dated August 12, 1997 ("Amendment No. 3"), Amendment No. 4 dated September 5, 2000 ("Amendment No. 4"), Amendment No. 5 dated February 8, 2001 ("Amendment No. 5"), and Amendment No. 6 dated September 26, 2001 ("Amendment No. 6"). The Schedule 13D, as amended by Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, and Amendment No. 6, and as now further amended is collectively referred to as the "Schedule 13D". This Amendment No. 7 is being filed to reflect, among other things, the addition of a new reporting person. Except as specifically amended by this Amendment No. 7, the Schedule 13D remains in full force and effect.

ITEM 1. SECURITY AND ISSUER.

Item 1 is amended to read in its entirety as follows:

The Schedule 13D relates to the common stock, par value \$0.10 per share, of United States Lime & Minerals, Inc., a Texas corporation (the "Company"). The Company's principal executive offices are located at 13800 Montfort Drive, Suite 330, Dallas, Texas 75240.

ITEM 2. IDENTITY AND BACKGROUND.

Item 2 is amended by adding the following:

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(i) A class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Exchange Act; or

(j) Any action similar to any of those enumerated above.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is amended by adding the following:

Inberdon:

- (a) Aggregate number of shares and percentage of the class beneficially owned:

3,542,033 shares, or 60.4% of the outstanding Common Stock.
- (b) Sole power to vote: 3,478,390

Shared power to vote: 63,643

Sole power to direct the disposition: 3,478,390

Shared power to direct the disposition: 63,643

Inberdon may be deemed to share voting and dispositive power of the 63,643 shares of Common Stock directly beneficially owned by Credit Trust by virtue of the family and business relationships of the officers and directors of the two corporations.

(c) On August 5, 2003, pursuant to the terms of the Warrant, Credit Trust acquired the right to purchase 63,643 shares of Common Stock at an initial exercise price of \$3.84 per share.

CUSIP NO. 911922 10 2

13D

PAGE 7 OF 8

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock disclosed herein.

(e) Not applicable.

Credit Trust:

- (a) Aggregate number of shares and percentage of the class beneficially owned:

63,643 shares, or 1.1% of the outstanding Common Stock.
- (b) Sole power to vote: 0

Shared power to vote: 63,643

Sole power to direct the disposition: 0

Shared power to direct the disposition: 63,643

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Inberdon may be deemed to share voting and dispositive power of the 63,643 shares of Common Stock directly beneficially owned by Credit Trust by virtue of the family and business relationship of the officers and directors of the two corporations.

(c) On August 5, 2003, pursuant to the terms of the Warrant, Credit Trust acquired the right to purchase 63,643 shares of Common Stock at an initial exercise price of \$3.84 per share.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock disclosed herein.

(e) Not applicable.

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

Item 6 is amended by adding the following:

Neither Credit Trust nor its officers or directors has any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to any securities of the Company, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 is amended by adding the following:

| Exhibit ----- | Title ----- | |
|-----------------------|--|-------------|
| Exhibit A | Joint Filing Agreement. | |
| Exhibit B | Note and Warrant Purchase Agreement, dated as of August 5, 2003, by and among United States Lime & Minerals, Inc. and Credit Trust S.A.L., | |
| ----- | | |
| CUSIP NO. 911922 10 2 | 13D | PAGE 8 OF 8 |
| ----- | | |
| Exhibit C | ABB Finance Limited and R.S. Beall Capital Partners, LP. (filed as Exhibit 10.1 to the Company's Form 10-Q filed with the SEC on August 13, 2003 (the "10-Q") and incorporated herein by reference). | |
| Exhibit D | Form of 14% Subordinated PIK Note Due 2008 (filed as Exhibit 10.2 to the 10-Q filed and incorporated herein by reference). | |
| Exhibit E | Form of Common Stock Purchase Warrant (filed as Exhibit 10.3 to the 10-Q filed and incorporated herein by reference). | |
| Exhibit E | Registration Rights Agreement, dated as of August 5, 2003, by and among United States Lime & Minerals, Inc. | |

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and Credit Trust S.A.L., ABB Finance Limited and R.S. Beall Capital Partners, LP. (filed as Exhibit 10.4 to the 10-Q filed and incorporated herein by reference).

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.

INBERDON ENTERPRISES LTD.

Date: August 15, 2003

By: /s/ Elizabeth Sears

Name: Elizabeth Sears
Title: Vice President

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.

CREDIT TRUST S.A.L.

Date: August 15, 2003

By: /s/ M. Michael Owens

Name: M. Michael Owens
Title: Authorized Representative

Exhibit Index

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