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BFMA HOLDING CORP
Form SC 13D/A
June 06, 2002

OMB APPROVAL

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 11)*

Morton's Restaurant Group, Inc.
(Name of Issuer)

Common Stock, \$.01 par value
(Title of Class of Securities)

619429 10 3
(CUSIP Number)

Barry W. Florescue
c/o BFMA Holding Corporation
50 East Sample Road, Suite 400
Pompano Beach, Florida 33064
(800) 675-6115

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

June 6, 2002
(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 ss.ss. 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 ss. 240.13d-7(b) for other parties to whom copies are to be sent.

* 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

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to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "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).

SCHEDULE 13D

 CUSIP No. 619429 10 3

1) Name of Reporting Persons
 I.R.S. Identification No. of Above Persons (entities only)

 BFMA HOLDING CORPORATION

2) Check the Appropriate Box if a Member of a Group (See Instructions)

3) SEC Use Only

4) Source of Funds (See Instructions)
 WC

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization
 DELAWARE

	7)	Sole Voting Power	488,500
Number of Shares Beneficially Owned by Each Reporting Person With	8)	Shared Voting Power	0
	9)	Sole Dispositive Power	488,500
	10)	Shared Dispositive Power	0

11) Aggregate Amount Beneficially Owned by Each Reporting Person
 488,500

12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 []

13) Percent of Class Represented by Amount In Row (11)
 11.7%

14) Type of Reporting Person (See Instructions)
 CO

 CUSIP No. 619429 10 3

1) Name of Reporting Persons
 I.R.S. Identification No. of Above Persons (entities only)

FLORESCUE FAMILY CORPORATION

2) Check the Appropriate Box if a Member of a Group (See Instructions)

3) SEC Use Only

4) Source of Funds (See Instructions)
 WC

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
 []

6) Citizenship or Place of Organization
 NEVADA

	7)	Sole Voting Power 29,100
Number of Shares Beneficially Owned by Each Reporting Person With	8)	Shared Voting Power 0
	9)	Sole Dispositive Power 29,100
	10)	Shared Dispositive Power 0

11) Aggregate Amount Beneficially Owned by Each Reporting Person
 29,100

12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 []

13) Percent of Class Represented by Amount In Row (11)
 0.7%

14) Type of Reporting Person (See Instructions)
 CO

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CUSIP No. 619429 10 3

1) Name of Reporting Persons
I.R.S. Identification No. of Above Persons (entities only)

BARRY W. FLORESCUE

2) Check the Appropriate Box if a Member of a Group (See Instructions)

3) SEC Use Only

4) Source of Funds (See Instructions)
AF

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
[]

6) Citizenship or Place of Organization
UNITED STATES

	7)	Sole Voting Power 517,600
Number of Shares Beneficially Owned by Each Reporting Person With	8)	Shared Voting Power 56,300
	9)	Sole Dispositive Power 517,600
	10)	Shared Dispositive Power 56,300

11) Aggregate Amount Beneficially Owned by Each Reporting Person
573,900

12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
[]

13) Percent of Class Represented by Amount In Row (11)
13.7%

14) Type of Reporting Person (See Instructions)
IN

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CUSIP No. 619429 10 3

1) Name of Reporting Persons
I.R.S. Identification No. of Above Persons (entities only)

NED L. SIEGEL

2) Check the Appropriate Box if a Member of a Group (See Instructions)

3) SEC Use Only

4) Source of Funds (See Instructions)
AF

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
[]

6) Citizenship or Place of Organization
UNITED STATES

	7)	Sole Voting Power
		0
Number of Shares Beneficially Owned by Each Reporting Person With	8)	Shared Voting Power
		56,300
	9)	Sole Dispositive Power
		0
	10)	Shared Dispositive Power
		56,300

11) Aggregate Amount Beneficially Owned by Each Reporting Person
56,300

12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
[]

13) Percent of Class Represented by Amount In Row (11)
1.3%

14) Type of Reporting Person (See Instructions)
IN

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CUSIP No. 619429 10 3

1) Name of Reporting Persons
I.R.S. Identification No. of Above Persons (entities only)

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RICHARD A. BLOOM

2) Check the Appropriate Box if a Member of a Group (See Instructions)

3) SEC Use Only

4) Source of Funds (See Instructions)
AF

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
[]

6) Citizenship or Place of Organization
UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	Sole Voting Power 10,000
	8)	Shared Voting Power 0
	9)	Sole Dispositive Power 10,000
	10)	Shared Dispositive Power 0

11) Aggregate Amount Beneficially Owned by Each Reporting Person
10,000

12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
[]

13) Percent of Class Represented by Amount In Row (11)
0.2%

14) Type of Reporting Person (See Instructions)
IN

6

CUSIP No. 619429 10 3

1) Name of Reporting Persons
I.R.S. Identification No. of Above Persons (entities only)

CHARLES W. MIERSCH

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2) Check the Appropriate Box if a Member of a Group (See Instructions)

3) SEC Use Only

4) Source of Funds (See Instructions)
AF

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
[]

6) Citizenship or Place of Organization
UNITED STATES

Number of Shares Beneficially Owned by Each Reporting Person With	7)	Sole Voting Power 1,000
	8)	Shared Voting Power 0
	9)	Sole Dispositive Power 1,000
	10)	Shared Dispositive Power 0

11) Aggregate Amount Beneficially Owned by Each Reporting Person
1,000

12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
[]

13) Percent of Class Represented by Amount In Row (11)
0.0%

14) Type of Reporting Person (See Instructions)
IN

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CUSIP No. 619429 10 3

1) Name of Reporting Persons
I.R.S. Identification No. of Above Persons (entities only)

MARIETTA CORPORATION

2) Check the Appropriate Box if a Member of a Group (See Instructions)

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3) SEC Use Only

4) Source of Funds (See Instructions)
WC

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
[]

6) Citizenship or Place of Organization
NEW YORK

Number of Shares Beneficially Owned by Each Reporting Person With	7) Sole Voting Power 0
	8) Shared Voting Power 0
	9) Sole Dispositive Power 0
	10) Shared Dispositive Power 0

11) Aggregate Amount Beneficially Owned by Each Reporting Person
0

12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
[]

13) Percent of Class Represented by Amount In Row (11)
0.0%

14) Type of Reporting Person (See Instructions)
CO

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This Amendment No. 11 to the Statement on Schedule 13D amends and supplements the Statement in Schedule 13D relating to the event date of January 25, 2001, filed by BFMA Holding Corporation, Florescue Family Corporation, Barry W. Florescue and Ned L. Siegel as amended by Amendment No. 1 relating to the event date of March 21, 2001, Amendment No. 2 relating to the event date of April 26, 2001, Amendment No. 3 relating to the event date of June 27, 2001, Amendment No. 4 relating to the event date of July 19, 2001, Amendment No. 5 relating to the event date of July 27, 2001, Amendment No. 6 relating to the event date of September 6, 2001, Amendment No. 7 relating to the event date of November 8, 2001, Amendment No. 8 relating to the event date of February 14, 2002, Amendment No. 9 relating to the event date of March 21, 2002 and Amendment No. 10 relating to the event date of May 14, 2002 (collectively, the "Schedule 13D"). Capitalized terms used herein and not defined herein shall have the meanings assigned thereto in the Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND

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Item 2 has been amended and restated in its entirety to read as follows:

This Statement is being filed jointly by (i) BFMA Holding Corporation ("BFMA"), a Delaware corporation, (ii) Florescue Family Corporation, a Nevada corporation ("FFC"), (iii) Marietta Corporation, a New York corporation, the primary operating subsidiary of BFMA ("Marietta"), (iv) Barry W. Florescue, the President, Chief Executive Officer, director and controlling shareholder of BFMA and the sole officer and director and controlling shareholder of FFC and the Chairman and Chief Executive Officer of Marietta ("Florescue"), (v) Ned L. Siegel, the President of The Siegel Group (a privately held real estate investment company) and a director of BFMA and a director of Marietta ("Siegel"), (vi) Richard A. Bloom, the President, Chief Operating Officer and a director of Marietta and a director of BFMA ("Bloom"), and (vii) Charles W. Miersch, the Senior Associate Dean for Corporate Relations and Institutional Advancement at William E. Simon Graduate School of Business Administration at the University of Rochester and a director of BFMA and a director of Marietta ("Miersch" and, collectively with BFMA, FFC, Marietta, Florescue, Siegel and Bloom, the "Reporting Persons"). The principal business office and address of each of BFMA, FFC and Florescue is 50 East Sample Road, Suite 400, Pompano Beach, Florida 33064. The principal business office and address of each of Marietta and Bloom is 37 Huntington Street, Cortland, New York 13045. The principal business office and address of Siegel is c/o The Siegel Group, 5000 Blue Lake Drive, Suite 150, Boca Raton, Florida 33431. The principal business office and address of Miersch is 2-217 Carol Simon Hall, University of Rochester, Rochester, New York 14627-0102.

BFMA is a holding company whose primary operating subsidiary Marietta is a supplier of personal care guest amenities for the hospitality industry and a producer of consumer products for a diverse group of companies in the personal care, cosmetic, pharmaceutical household goods and food industries. FFC is a company whose principal business is investing in real estate and other assets. Florescue, Siegel, Bloom and Miersch each is a citizen of the United States. None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is 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 violations with respect to such laws.

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The information set forth below is given with respect to each of the executive officers and directors of BFMA and Marietta, excluding Florescue, Siegel, Bloom and Miersch, such being all of the persons enumerated in Instruction C to this Statement. The first column indicates the name and business address of the person and the second column indicates the person's present principal occupation or employment and present material positions. None of the following persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is 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 violations with respect to such laws. Each of the following persons is a United States citizen.

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NAME AND PRINCIPAL BUSINESS ADDRESS -----	PRINCIPAL OCCUPATION OR EMPLOYMENT AND MATERIAL POSITIONS -----
Philip A. Shager c/o Marietta Corporation 37 Huntington Street Cortland, New York 13045	Senior Vice President, Chief Financial Officer and Treasurer of BFMA and Marietta
Ronald C. DeMeo c/o Marietta Corporation 37 Huntington Street Cortland, New York 13045	Senior Vice President of Sales and Marketing of Marietta
David P. Hempson c/o Marietta Corporation 37 Huntington Street Cortland, New York 13045	Senior Vice President of Operations of Marietta
Logan D. Delany, Jr. 41 North Broadway Irvington, New York 10533-1316	Director of BFMA and Marietta President of Delany Capital Management Corp. (a privately held investment company and consulting firm) Chairman of the Board of EAD Motors, Inc. (a privately held manufacturer of electric motors) Chairman of the Board of HH Smith, Inc. (a privately held manufacturer of electrical connectors and electronic hardware) Chairman of the Board of Elinco, Inc. (a privately held manufacturer of electric motors) Director of AllVertical, Inc. (a privately held internet portal and web hosting company)

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Charles I. Weissman c/o Swidler Berlin Shereff Friedman, LLP The Chrysler Building 405 Lexington Ave. New York, New York 10174	Assistant Secretary and a director of BFMA and Marietta Attorney - Partner in Swidler Berlin Shereff Friedman, LLP
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ITEM 4. PURPOSE OF TRANSACTION

The first paragraph of Item 4 has been amended to add the following:

On June 6, 2002, BFMA and Marietta jointly filed a preliminary proxy statement with the Securities and Exchange Commission with respect to the Special Meeting of Stockholders of Morton's, the date and location of which is yet to be announced.

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BFMA is currently planning to solicit proxies to oppose the sale transaction between Morton's and an affiliate of John Castle, a director of Morton's (the "Castle Harlan Offer"), which was approved by Morton's Board of Directors. There are two offers to acquire Morton's: (1) the Castle Harlan Offer to acquire Morton's for \$12.60 per share in cash and (2) an offer made by Carl Icahn but not yet approved or rejected by the Morton's Board of Directors to acquire Morton's for \$13.50 per share in cash.

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ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit A. Agreement of Joint Filing. (1)

Exhibit B. Definitive Proxy Statement, dated April 26, 2001. (2)

Exhibit C. Letter from BFMA to Morton's, dated May 1, 2001. (2)

Exhibit D. Commitment Letter from Icahn Associates Corp., dated May 1, 2001. (2)

Exhibit E. Letter from BFMA to Greenhill & Co., LLC, dated June 27, 2001. (3)

Exhibit F. Letter from BFMA to Morton's, dated July 19, 2001. (4)

Exhibit G. Letter from BFMA to Morton's, dated July 27, 2001. (5)

Exhibit H. Letter from BFMA to Morton's, dated November 8, 2001. (6)

Exhibit I. Letter from BFMA to Morton's Special Committee dated May 14, 2002. (7)

Exhibit J. Amended Agreement of Joint Filing, dated June 5, 2002. (8)

- (1) Filed as an exhibit to Amendment No. 1 to the Statement on Schedule 13D.
- (2) Filed as an exhibit to Amendment No. 2 to the Statement on Schedule 13D.
- (3) Filed as an exhibit to Amendment No. 3 to the Statement on Schedule 13D.
- (4) Filed as an exhibit to Amendment No. 4 to the Statement on Schedule 13D.
- (5) Filed as an exhibit to Amendment No. 5 to the Statement on Schedule 13D.

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- (6) Filed as an exhibit to Amendment No. 7 to the Statement on Schedule 13D.
- (7) Filed as an exhibit to Amendment No. 10 to the Statement on Schedule 13D.
- (8) Filed herewith.

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SIGNATURES

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned hereby certifies that the information set forth in this Schedule 13D is true, complete and correct.

Dated: June 5, 2002

BFMA HOLDING CORPORATION

By: /s/ Barry W. Florescue

Name: Barry W. Florescue
Title: Chief Executive Officer

FLORESCUE FAMILY CORPORATION

By: /s/ Barry W. Florescue

Name: Barry W. Florescue
Title: President

MARIETTA CORPORATION

By: /s/ Barry W. Florescue

Name: Barry W. Florescue
Title: Chief Executive Officer

/s/ Barry W. Florescue

Barry W. Florescue

/s/ Ned L. Siegel

Ned L. Siegel

/s/ Richard A. Bloom

Richard A. Bloom

/s/ Charles W. Miersch

Charles W. Miersch

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EXHIBIT A

AMENDED AGREEMENT OF JOINT FILING

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other persons signatory below of a statement on Schedule 13D or any amendments thereto, with respect to the common stock of Morton's Restaurant Group, Inc., and that this Agreement be included as an attachment to such filing.

This Agreement may be executed in any number of counterparts each of which shall be deemed to be an original and all of which together shall be deemed to constitute one and the same Agreement.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement on the 5th day of June, 2002.

BFMA HOLDING CORPORATION

By: /s/ Barry W. Florescue

Name: Barry W. Florescue
Title: Chief Executive Officer

FLORESCUE FAMILY CORPORATION

By: /s/ Barry W. Florescue

Name: Barry W. Florescue
Title: President

MARIETTA CORPORATION

By: /s/ Barry W. Florescue

Name: Barry W. Florescue
Title: Chief Executive Officer

/s/ Barry W. Florescue

Barry W. Florescue

/s/ Ned L. Siegel

Ned L. Siegel

/s/ Richard A. Bloom

Richard A. Bloom

/s/ Charles W. Miersch

Charles W. Miersch

