

Edgar Filing: SUNNINGDALE, INC. - Form SC 13D

SUNNINGDALE, INC.
Form SC 13D
November 01, 2004

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

SCHEDULE 13D

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

Sunningdale, Inc.

(Name of Issuer)

Common Stock, par value \$.0001 per share

(Title of Class of Securities)

(CUSIP Number)

Mitchell S. Nussbaum, Esq., Loeb & Loeb LLP, 345 Park Avenue, New York, NY 10154

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

October 28, 2004

(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 which 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 .

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

(Continued on following pages)
(Page 1 of 6 Pages)

* 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 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).

CUSIP No.

13D

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NAME OF REPORTING PERSON

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1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The C.K. Howe Discretionary Settlement 2004

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

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Great Britain

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7

SOLE VOTING POWER
172,125

8 SHARED VOTING POWER

9 SOLE DISPOSITIVE POWER
172,125

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

172,125

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

7.5%

14 TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. Security and Issuer.

This statement relates to the common stock, par value \$.0001 per share ("Common Stock"), of Sunningdale, Inc., a Delaware corporation (the "Company"). The address of the Company's principal executive office is P.O. Box 177, Lingfield, Surrey RH7 6BZ, England.

Item 2. Identity and Background.

(a) This Schedule 13D is filed by The C.K. Howe Discretionary Settlement 2004 (the "Trust").

(b) The Trust's address is Billhurst, Lingfield Common Road, Lingfield, Surrey, RH7 6BZ, United Kingdom.

(c) The Trust does not conduct any business.

(d) During the past five years, the Trust has not been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

(e) During the past five years, the Trust has not 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 violation with respect to such laws.

(f) The Trust was formed in Great Britain.

Item 3. Source and Amount of Funds and Other Consideration.

172,125 shares were issued to the Trust by the Company in exchange for the transfer and assignment of 75 shares of Advanced Aluminium Group, Ltd., a corporation incorporated under the laws of the United Kingdom, pursuant to the terms of a Share Exchange Agreement, dated September 22, 2004. A copy of such agreement is attached hereto as an exhibit.

Item 4. Purpose of Transaction.

The Trust acquired the shares pursuant to the Share Exchange Agreement. The purpose of the acquisition and the exchange was for the Company to obtain 100% ownership of Advanced Aluminium Group, Ltd, which has business operations in the United Kingdom.

The Trust does not have any plans or proposals which relate to or would result in: (a) the acquisition by any person of additional securities of the Company; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Company or of any of its subsidiaries; (d) any change in the present board of directors or management of the Company, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (e) any material change in the present capitalization or dividend policy of the Company; (f) any other material change in the Company's business or corporate structure; (g) changes in the Company's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any other person; (h) causing a class of securities of the Company to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered

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national securities association; (i) a class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Act; or (j) any similar action to those enumerated above.

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Item 5. Interest in Securities of the Company.

(a) The Trust is the beneficial owner of 172,125 shares of Common Stock of the Company, representing 7.5% of the total issued and outstanding shares of Common Stock.

(b) The Trust has the sole power to vote or to direct the vote, and sole power to dispose or direct the disposition of the 172,125 shares of Common Stock.

(c) Other than the acquisition of the shares as reported in this Schedule 13D, the Trust has not effected any transactions in the Common Stock of the Company in the past 60 days.

(d) To the knowledge of the Trust, 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 owned by the Trust.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

In connection with the transactions contemplated by the Share Exchange Agreement, the Company, each of the Stockholders that are parties to the Share Exchange Agreement (the "Stockholders"), and the Keating Reverse Merger Fund, LLC, executed and delivered a voting agreement. Pursuant to the terms of the voting agreement for the one year period following the closing, the KRM Fund shall have the right to nominate one director to the Company's board and each Stockholder agrees to vote all of their shares of Common Stock as may be necessary to elect that director during the one year period following closing. A copy of the voting agreement is attached to this Schedule 13D.

Item 7. Materials to be Filed as Exhibits.

- (1) Share Exchange Agreement, dated September 22, 2004
- (2) Voting Agreement, dated October 28, 2004

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SIGNATURES

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

Dated: October 28, 2004

The C.K. Howe Discretionary Settlement 2004

By: /s/ CHARLES K. HOWE

Name: Charles K. Howe
Title: Co-Trustee

By: /s/ CAROLE D. HOWE

Name: Carole D. Howe

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Title: Co-Trustee

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EXHIBIT INDEX

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