

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **1999-03-26**  
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### SUBJECT COMPANY

#### **URANIUM RESOURCES INC /DE/**

CIK: **839470** | IRS No.: **752212772** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-40754** | Film No.: **99574507**  
SIC: **5050** Metals & minerals (no petroleum)

Mailing Address  
12750 MERIT DRIVE  
SUITE 1210  
DALLAS TX 75251

Business Address  
12750 MERIT DRIVE  
SUITE 1210  
DALLAS TX 75251  
9723877777

### FILED BY

#### **RYBACK MANAGEMENT CORP /MO/ /ADV**

CIK: **891547** | IRS No.: **431615580** | State of Incorporation: **MI** | Fiscal Year End: **1231**  
Type: **SC 13D/A**

Business Address  
7711 CARONDELET AVE  
STE 700  
ST LOUIS MO 63105  
3147275305



SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

Schedule 13D

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

Uranium Resources, Inc.  
(Name of Issuer)

Common Stock, Par Value \$0.001 Per Share  
(Title of Class of Securities)

916901-30-9  
(CUSIP Number)

Brian L. Blomquist  
7711 Carondelet Ave., St. Louis, MO 63105, (314) 727-5305  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

February 11, 1999  
(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(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box [ ].

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).

SCHEDULE 13D

CUSIP NO. 916901-30-9

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

Ryback Management Corporation

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
00

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Michigan

7 SOLE VOTING POWER  
3,500,000

NUMBER OF  
SHARES

8 SHARED VOTING POWER

BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

-0-

9 SOLE DISPOSITIVE POWER  
3,500,000

10 SHARED DISPOSITIVE POWER  
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

3,500,000

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

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

19.3%

14 TYPE OF REPORTING PERSON

IA, CO

SCHEDULE 13D

CUSIP NO. 916901-30-9

1 NAME OF REPORTING PERSON

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

Lindner Dividend Fund, a separate series of Lindner Investments

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Massachusetts

7 SOLE VOTING POWER  
-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER  
-0-

9 SOLE DISPOSITIVE POWER  
-0-

10 SHARED DISPOSITIVE POWER  
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

2,625,000

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

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

13.7%

14 TYPE OF REPORTING PERSON

IV, 00

SCHEDULE 13D

CUSIP NO. 916901-30-9

- 1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Lindner Bulwark Fund, a separate series of Lindner  
Investments
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Massachusetts
- 7 SOLE VOTING POWER  
-0-
- NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH
- 8 SHARED VOTING POWER  
-0-
- 9 SOLE DISPOSITIVE POWER  
-0-
- 10 SHARED DISPOSITIVE POWER  
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
  
875,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
5.6%

14 TYPE OF REPORTING PERSON  
  
IV, 00

Item 1. Security and Issuer.

Common Stock, par value \$0.001 per share, (the "Stock") of Uranium Resources, Inc. (the "Issuer"), 12750 Merit Drive, Suite 1020, Dallas, Texas 75251.

Item 2. Identity and Background.

Ryback Management Corporation, a Michigan corporation ("Ryback"), is a registered investment adviser providing investment advisory services to a number of investment company clients, including Lindner Dividend Fund ("Dividend Fund") and Lindner Bulwark Fund ("Bulwark Fund") (Ryback, Dividend Fund, and Bulwark Fund are collectively referred to herein as the "Reporting



Persons"). Dividend Fund and Bulwark Fund are separate series of Lindner Investments, a Massachusetts business trust (the "Trust"), a registered investment company. The address of the principal business and principal office for each of the Reporting Persons is 7711 Carondelet Ave., St. Louis, MO 63105.

The following table sets forth certain information with respect to the executive officers and directors of Ryback and the Trust. Each person is a citizen of the United States and, unless otherwise indicated, has his business address at 7711 Carondelet Ave., St. Louis, MO 63105.

Name -----	Principal Occupation and Business Address if Different from that set forth above -----
Eric E. Ryback (1) (2) (3)	President of Ryback
Robert A. Lange (1)	Senior Vice President of Ryback
Brian L. Blomquist (1)	Executive Vice President and Assistant Secretary of Ryback
Terrence P. Fitzgerald(3)	Vice President, Development Director, The Mills Corporation Washington Harbour 3000 K Street, NW, Suite 400 Washington, DC
Marc P. Hartstein (3)	Director - Industry Development, Anheuser-Busch, Inc. 3 Middlebrook Lane St. Louis, Missouri
Donald J. Murphy (3)	President of Murcom Financial, Ltd. 970 E. Deerpath Lake Forest, Illinois
Doug T. Valassis (2) (3) (4)	Chairman of the Board and Treasurer of Ryback and President of Franklin Enterprises, Inc. 520 Lake Cook Road Deerfield, Illinois
Robert L. Byman (3)	Partner in the law firm of Jenner & Block One IBM Plaza, Chicago, Illinois
Peter S. Horos (3)	Investment Manager, All State Life Insurance Company, All State Plaza, Northbrook, Illinois

Dennis P. Nash (3)

Vice President, Nellis Feed Company  
899 Skokie Blvd.  
Northbrook, Illinois

Edward W. Elliot, Jr. (4)

Vice Chairman, Franklin Enterprises, Inc.  
520 Lake Cook Road  
Deerfield, Illinois

D. Craig Valassis (2) (4)

Vice President, Franklin Enterprises, Inc.  
520 Lake Cook Road  
Deerfield, Illinois

Robert L. Miller (2)

Treasurer, Franklin Enterprises, Inc.  
520 Lake Cook Road  
Deerfield, Illinois

-----  
(1) Also an executive officer of the Trust

(2) Director of Ryback

(3) Trustee of the Trust

(4) Messrs. Doug T. Valassis, D. Craig Valassis and Edward W. Elliot, Jr. are co-Trustees of the George F. Valassis Stock Trust and other trusts, which are the owners of 52% of the voting securities of Ryback

None of the Reporting Persons nor any of their executive officers, directors or trustees has, during the last five years, been convicted in a criminal proceeding.

None of the Reporting Persons nor any of their executive officers, directors or trustees has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he or it was or is subject to any 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.

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

The source of the funds used by each of the Reporting Persons in the acquisition of Stock was its respective working capital.

Item 4. Purpose of Transaction.

The primary purpose for the acquisition of shares of Stock by the Reporting Persons is for investment. The Reporting Persons may consult with other shareholders of the Issuer, other members of management of the Issuer or other persons about the Issuer and its business from time to time. In addition, the Reporting Persons may acquire or seek to acquire beneficial ownership of additional shares of Stock from time to time in the open market, in privately negotiated transactions, through proxies, consents, or

other agreements or otherwise or may dispose of or seek to dispose of the shares of Stock they hold. The reporting persons have no present plans or proposals with respect to the Issuer of the kind set forth under Item 4 of the Schedule 13D Instructions.

In connection with a Note and Warrant Purchase Agreement (the "Purchase Agreement"), dated May 25, 1995, as amended by a Note and Warrant Exchange Agreement (the "Exchange Agreement"), dated March 23, 1998, among the Issuer, the Trust (on behalf of Bulwark Fund) and the Dividend Fund, the Issuer agreed to appoint to its Board of Directors two individuals designated by the Trust and Dividend Fund and to nominate such individuals for re-election to the Board of Directors at each annual meeting of shareholders of the Issuer until the Issuer fulfills its payment obligations under the Replacement Notes. Messrs. George R. Ireland and James B. Tompkins were the designees of the Trust and Dividend Fund that were appointed to the Issuer's Board of Directors. Mr. Tompkins has resigned from the Issuer's Board of Directors and the Trust and Dividend Fund have not designated a successor for Mr. Tompkins.

Item 5. Interest in Securities of the Issuer.

(a) Dividend Fund beneficially owns 2,625,000 shares of Stock (approximately 13.7% of the outstanding shares of Stock). Of these 2,625,000 shares of Stock, Dividend Fund beneficially owns 1,500,000 shares of Stock as a result of convertible notes held by Dividend Fund that were acquired pursuant to the Exchange Agreement, it beneficially owns 625,000 shares of Stock as a result of Warrants issued to it pursuant to the Exchange Agreement and it beneficially owns an additional 500,000 shares of Stock. Bulwark Fund beneficially owns 875,000 shares of Stock (approximately 5.6% of the outstanding shares of Stock). Of these 875,000 shares of Stock, Bulwark Fund beneficially owns 500,000 shares of Stock as a result of convertible notes held by Bulwark Fund that were acquired pursuant to the Exchange Agreement and beneficially owns 375,000 shares of Stock as a result of Warrants issued to it pursuant to the Exchange Agreement. Ryback, in its capacity as investment adviser to Dividend Fund and Bulwark Fund, may be deemed beneficial owner of all such shares.

(b) Ryback has sole dispositive power and sole voting power with respect to the shares owned by Dividend Fund and Bulwark Fund.

(c) During the sixty days immediately preceding the date of this filing, the Reporting Persons engaged in the following transactions with respect to the Stock.

Date	Transaction Type	Number of Shares	Price Per Share	Consideration
1/26/99	Sale (2)	15,000	0.34	\$ 5,100
1/27/99	Sale (2)	100,000	0.34380	\$34,380
1/29/99	Sale (2)	50,000	0.31250	\$15,625
2/03/99	Sale (2)	662,525	0.125	\$82,816

- 
- (1) By Dividend Fund
  - (2) By Ryback on behalf of various non-reporting persons.

(d) No other persons are known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of Stock held by any of the Reporting Persons.

(e) The Reporting Persons described in this Schedule have not ceased to be beneficial owners of more than 5% of the outstanding shares of Stock.

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

On May 25, 1995, the Issuer received \$6 million pursuant to the Purchase Agreement, and the Trust (on behalf of Bulwark Fund) and Dividend Fund purchased convertible notes in the aggregate principal amounts of \$1,500,000 and \$4,500,000, respectively (the "Old Notes"). In addition, the Issuer issued warrants to purchase 375,000 shares and 1,125,000 shares of Stock at a purchase price of \$4.00 per share to the Trust (on behalf of Bulwark Fund) and to Dividend Fund, respectively (the "Warrants"). In connection with the Purchase Agreement, the Issuer agreed to appoint to its Board of Directors two designees of the Trust (on behalf of Bulwark Fund) and Dividend Fund and to nominate such individuals for re-election at each annual meeting of stockholders of the Issuer until the Issuer fulfills its payment obligations under the Notes (see item 4 for details regarding this arrangement).

In March 1998, the Issuer requested the Trust (on behalf of Bulwark Fund and Dividend Fund) to extend the maturity date of the Old Notes from May 31, 1998 to May 31, 2000. In exchange for the extension of the maturity of the Old Notes, on March 23, 1998 the Issuer issued to the Trust (on behalf of Bulwark Fund and Dividend Fund) two replacement notes in the aggregate principal amounts of \$1,500,000 and \$4,500,000, respectively (the "Replacement Notes") in exchange for the surrender by the Trust of the Old Notes. In addition, the Issuer issued warrants to purchase 500,000 and 1,500,000 shares of Stock at a purchase price of \$3.00 per share to the Trust (on behalf of Bulwark Fund) and to Dividend Fund, respectively, in exchange for the surrender by the Trust (on behalf of Bulwark Fund and Dividend Fund) of the Old Warrants.

Item 7. Material to be Filed as Exhibits.

None.

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.

Date: March 19, 1999

/S/ BRIAN L. BLOMQUIST

-----  
Brian L. Blomquist, Executive Vice President  
Ryback Management Corporation  
Lindner Investments