

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13D

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

Filing Date: **1996-12-30**  
SEC Accession No. **0000950124-96-005670**

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### **PAYLESS CASHWAYS INC**

CIK: **76744** | IRS No.: **420945849** | State of Incorporation: **IA** | Fiscal Year End: **1130**  
Type: **SC 13D** | Act: **34** | File No.: **005-02839** | Film No.: **96688293**  
SIC: **5211** Lumber & other building materials dealers

Business Address  
*TWO PERSHING SQ 2300  
MAIN ST  
KANSAS CITY MO 64108  
8162346000*

### FILED BY

#### **SUMMIT CAPITAL APPRECIATION FUND LP**

CIK: **949987** | IRS No.: **411822728** | State of Incorporation: **MN** | Fiscal Year End: **1231**  
Type: **SC 13D**

Mailing Address  
*900 2ND AVENUE SOUTH  
MINNEAPOLIS MN 55402*

Business Address  
*900 SECOND AVE SO STE 500  
C/O SCA MANAGEMENT  
PARTNERS  
MINNEAPOLIS MN 55402  
6123373262*

OMB APPROVAL

-----  
OMB NUMBER: 3235-0145  
EXPIRES: DECEMBER 31, 1997  
ESTIMATED AVERAGE BURDEN  
HOURS PER RESPONSE....14.90

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO.\_\_\_\_) \*

Payless Cashways, Inc.

-----  
(Name of Issuer)

voting common stock

-----  
(Title of Class of Securities)

704378306000

-----  
(CUSIP Number)

Maun & Simon, PLC, 2000 Midwest Plaza Building West, 801 Nicollet Mall,  
Minneapolis, Minnesota 55402, Attention: Albert A. Woodward (612) 904-7400

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

December 20, 1996

-----  
(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 / /.

Check the following box if a fee is being paid with the statement /X/. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.)

(See Rule 13d-7.)

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.

\*The remainder of this cover page shall be filed 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 ("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).

2

SCHEDULE 13D

CUSIP NO. 704378306000 PAGE 2 OF 11 PAGES

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

Okabena Partnership K

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) /X/ (b) / /

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

Minnesota

NUMBER OF 7 SOLE VOTING POWER

SHARES  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

700,000
8 SHARED VOTING POWER
--

9 SOLE DISPOSITIVE POWER
700,000
10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,403,600

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

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

6.4%

14 TYPE OF REPORTING PERSON

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7  
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

SCHEDULE 13D

CUSIP NO. 704378306000 PAGE 3 OF 11 PAGES

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

Summit Capital Appreciation Fund LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) /X/  
(b) / /

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

Minnesota

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	400,000
	8	SHARED VOTING POWER	453,600
	9	SOLE DISPOSITIVE POWER	400,000
	10	SHARED DISPOSITIVE POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,403,600

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

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

6.4%

14 TYPE OF REPORTING PERSON

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7  
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

SCHEDULE 13D

CUSIP NO. 704378306000

PAGE 4 OF 11 PAGES

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

NU Twins, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) /X/  
(b) / /

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

Minnesota

NUMBER OF 7 SOLE VOTING POWER  
SHARES

BENEFICIALLY 750,000

OWNED BY EACH 8 SHARED VOTING POWER

REPORTING PERSON WITH --

9 SOLE DISPOSITIVE POWER

750,000

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.4%

14 TYPE OF REPORTING PERSON  
OO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7  
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

5

SCHEDULE 13D

CUSIP NO. 704378306000 PAGE 5 OF 11 PAGES  
-----

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Ovda Fund, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) /X/  
(b) / /

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

Minnesota

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  100,000
	8	SHARED VOTING POWER  --
	9	SOLE DISPOSITIVE POWER  100,000
	10	SHARED DISPOSITIVE POWER

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,403,600

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

/ /

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

6.4%

14 TYPE OF REPORTING PERSON

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7  
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

2 OF 7

6

CUSIP NO. 704378306000

PAGE 6 OF 11 PAGES

ITEM 1. SECURITY AND ISSUER

This statement relates to the voting common stock of Payless Cashways, Inc. ("Payless") having its principal place of business at Two Pershing Square, 2300 Main, P.O. Box 419466, Kansas City, MO 64141-0466

ITEM 2. IDENTITY AND BACKGROUND



This statement is filed jointly by the entities identified below (collectively the "Holders").

1. Okabena Partnership K  
c/o Okabena Investment Services Inc., 5150 Norwest Center, Minneapolis, MN 55402  
Okabena Partnership K is a general partnership organized in Minnesota.

The managing general partner of Okabena Partnership K is Okabena Investment Services, Inc. and the information with respect to Okabena Investment Services, Inc. is as follows:

Okabena Investment Services, Inc., 5150 Norwest Center, Minneapolis, MN 55402

Okabena Investment Services, Inc. is a Minnesota corporation. The officers are Bruce Lueck (President) and Gary S. Kohler (Vice President). See Exhibit A for additional information on the general partners of Okabena Partnership K.

2. NU Twins, LLC  
440 S. LaSalle Street, Suite 1900, Chicago, IL 60605  
NU Twins, LLC is a limited liability company organized in Illinois.

The members of NU Twins, LLC are Deephaven, Inc., and Gildor Trading, Inc. The information with respect to Deephaven, Inc. and Gildor Trading, Inc. is as follows:

Deephaven, Inc.

440 S. LaSalle Street, Suite 1900, Chicago, IL 60605

Deephaven, Inc. is an Illinois corporation. The officers are Irvin Kessler (President) and Fred Goldman (Senior Vice President).

Gildor Trading, Inc.

440 S. LaSalle Street, Suite 1900, Chicago, IL 60605

Gildor Trading, Inc. is a Bahamas corporation. The officer of Gildor Trading, Inc. is Efraim Gildor (President).

3. Ovda Fund, Ltd.  
Charlotte House  
Charlotte Street  
Nassau Bahamas

7

CUSIP NO. 704378306000

PAGE 7 OF 11 PAGES

Ovda Fund Ltd. is a Bahamas corporation. The officers are Anthony InderRieden (President) and Dawn E. Davies (Vice President). Its investment advisor is EFI Trading Inc. and the information with respect to EFI Trading Inc. is as follows:

EFI Trading, Inc.

440 S. LaSalle Street, Suite 1900, Chicago, IL 60605

EFI Trading, Inc. is a Bahamas corporation. The officer of EFI Trading, Inc. is Efraim Gildor (President).

4. Summit Capital Appreciation Fund LP  
900 2nd Avenue South, Minneapolis, MN 55402

Summit Capital Appreciation Fund LP is a general partnership organized in Minnesota.

The general partners of Summit Capital Appreciation Fund LP are Marc H. Kozberg, Dr. Demetre Nicoloff, G. James Spinner, Robert H. Paymar and Stanley I. Barenbaum. The information about Messrs. Kozberg, Nicoloff, Spinner, Paymar and Barenbaum is as follows:

Marc H. Kozberg  
Summit Investment Corporation, 900 2nd Avenue South, Minneapolis, MN 55402  
Mr. Kozberg is an investor and is employed by Summit Investment Corporation.  
Mr. Kozberg is a United States citizen.

Dr. Demetre Nicoloff  
920 E 28th Street, Minneapolis, MN  
Dr. Demetre Nicoloff is a physician with an office at the above address.  
Mr. Nicoloff is United States citizen.

G. James Spinner  
Summit Investment Corporation, 900 2nd Avenue South, Minneapolis, MN 55402  
Mr. Spinner is the President of Summit Investment Corporation.  
Mr. Spinner is a United States citizen.

Robert H. Paymar  
Summit Investment Corporation, 900 2nd Avenue South, Minneapolis, MN 55402  
Mr. Paymar is an investor and is Chairman of the Board of Summit Investment Corporation.  
Mr. Paymar is a United States citizen.

Stanley I. Barenbaum  
900 2nd Avenue South, Minneapolis, MN 55402  
Mr. Barenbaum is an investor and is self-employed.  
Mr. Barenbaum is a United States citizen.

8

CUSIP NO. 704378306000

PAGE 8 OF 11 PAGES

None of the above referenced Holders (or the general partners or officers listed above) has, during the past five years, been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors, nor have any of the Holders 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 activity 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 voting common stock of Payless was purchased by each Holder from available cash resources.

ITEM 4. PURPOSE OF TRANSACTION.

The Holders have acquired the voting common stock of Payless for investment purposes and believe the stock is undervalued. The Holders intend to monitor closely Payless' operation and may seek active participation in the

management of Payless. Specifically, the Holders may seek representation on the Payless Board of Directors. The Holders specifically reserve the right to purchase additional shares of Payless or to sell shares if they deem it in their best interest. The Holders specifically reserve the right to discuss with other stockholders of Payless matters of common concern as stockholders of Payless. In this regard, the Holders have requested and received a stockholder list of Payless. At the present time, the Holders do not have any plans or proposals respecting extraordinary corporate transactions affecting Payless, sale of its assets, changes in its board of directors or management, capitalization, dividend policy, business or corporate structure, charter or bylaws, or delisting the Issuer's securities or similar actions.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Information with respect to the aggregate number of shares of voting common stock, and the percentage of all outstanding shares of common stock beneficially owned as of December 30, 1996 by each of the Holders is set forth below (the Holders have sole voting and dispositive power with respect to the number of shares listed unless otherwise noted):

<TABLE>

<CAPTION>

Name -----	Number of Shares -----	Percentage of Outstanding Shares *
<S>	<C>	<C>
Okabena Partnership K	700,000	1.8%
NU Twins, LLC	750,000	2.0%
Ovda Fund, Ltd.	100,000	0.3%
Summit Capital Appreciation Fund LP	853,600**	2.3%

</TABLE>

\*\*Includes 453,600 shares owned of record and beneficially by general partners of Summit Capital Appreciation Fund LP (60,100 shares owned by Marc H. Kozberg, 70,000 by G. James Spinner, 63,500 by Robert H. Paymar and 260,000 owned (directly and indirectly) by Dr. Demetre Nicoloff.) Summit Capital Appreciation Fund LP disclaims beneficial ownership of shares owned by its general partners.

The Holders' response to Items 7 through 13 of the cover pages of the statement are incorporated herein by reference.

At September 30, 1996, Payless had 37,703,228 shares of voting common stock outstanding. The Holders, at the present time, collectively own 2,403,600 shares of the Payless' voting common stock (including the shares owned by general partners of Summit Capital Appreciation Fund LP noted above), constituting approximately 6.4% of all of the outstanding voting common stock.

Transactions by the Holders in the securities of Payless in the last 60 days are as follows:

<TABLE>

<CAPTION>

	Date of Transaction -----	Type of Transaction -----	Number of Shares -----	Price -----
<S>	<C>	<C>	<C>	<C>
Summit Capital Appreciation Fund	12/19/96	Buy	50,000	\$1.3125
NU Twins, LLC	12/20/96	Buy	750,000	\$1.25
Ovda Fund, Ltd.	12/20/96	Buy	100,000	\$1.25
Okabena Partnership K	12/20/96	Buy	198,400	\$1.418
Okabena Partnership K	12/23/96	Buy	100,000	\$1.50
Okabena Partnership K	12/26/96	Buy	200,000	\$1.61

</TABLE>

All transactions were effected on the New York Stock Exchange through separate brokerage accounts.

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

None.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit A - Additional Item 2 information concerning the general partners of Okabena Partnership K.

Exhibit B - Agreement as to joint filing pursuant to Reg Section 240.13d-1(f) (1) (iii).

SIGNATURE

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

Dated: December 30,1996

OKABENA PARTNERSHIP K  
By: Okabena Investment Services, Inc.,  
general partner

By:/s/ Gary Kohler  
-----  
Gary Kohler, Vice President

NU TWINS, LLC  
By: Deephaven, Inc., member

By:/s/ Fred Goldman  
-----  
Fred Goldman, Senior Vice President

OVDA FUND, LTD.  
By: EFI Trading, Inc., its investment advisor

By:/s/ Efraim Gildor  
-----  
Efraim Gildor, President

SUMMIT CAPITAL APPRECIATION FUND LP

EXHIBIT A

Set forth below is the name and business occupation of each general partner of Okabena Partnership K. The business address for each person or entity listed is c/o Okabena Investment Services, Inc., 5140 Norwest Center, Minneapolis, MN 55402-4139. See Item 2(d), (e), and (f) of this Schedule 13D Statement for additional information concerning these general partners.

Name of Partner -----	Occupation -----
Lucy J. Dayton	Private Investor
Chadwick Foundation	N/A
Christopher B. Dayton	Private Investor
Martha B. Dayton	Private Investor
Michael K. Dayton	Private Investor
James G. Dayton	Architect
Tobin J. Dayton	Student
Mae F. Dayton	Private Investor
Scott N. Dayton	Retailer
Chadwick L. Dayton	Student
Whitney L. Dayton	Minor
Edward N. Dayton	Private Investor
Robert J. Dayton	Chief Executive Officer (Okabena Co. - Family Office)
John W. Dayton	Business Owner
Sherry Ann Dayton	Private Investor
Joan L. Dayton	Private Investor
Rebecca H. Dayton	Private Investor
Arlene J. Dayton	Private Investor
Virginia Y. Dayton	Private Investor
Bruce B. Dayton	Private Investor
Mark B. Dayton	Private Investor
Brandt N. Dayton	Private Investor
Christian B. Dayton	Therapist
Lucy B. Dayton	Veterinarian
Anne D. Buxton	Private Investor
Wallace C. Dayton	Private Investor
Mary Lee Dayton	Private Investor
Sally D. Clement	Therapist
Stephen M. Clement III	Educator
Ellen D. Sturgis	Private Investor
Sheldon S. Sturgis	Business Owner
Katherine D. Nielsen	Private Investor
Stuart A. Nielsen	Artist
Elizabeth D. Dovydenas	Private Investor
K. N. Dayton	Private Investor
Oakleaf Foundation	N/A
Julia W. Dayton	Private Investor
Judson N. Dayton	Private Investor
Elisabeth J. Dayton	Private Investor

Duncan N. Dayton	Real Estate Developer
Katharine L. Kelly	Private Investor
Douglas J. Dayton	Private Investor
Meadowood Foundation	N/A
David D. Dayton	Business Owner
Vanessa D. Dayton	Pathologist
Steven J. Melander-Dayton	Private Investor
Bruce C. Dayton	Student
Lynn B. Dayton	Student
Marina B. Dayton	Minor
Alexander B. Dayton	Minor
Charles Benning Dayton	Minor
Jackson Gardiner Dayton	Minor
Margaret Bliss O'Keefe	Minor
Angus Dayton O'Keefe	Minor
Catherine Greer O'Keefe	Minor
Nicholas Sherman Buxton	Minor
Henry M. Buxton	Minor
Theodore D. Clement	Minor
Winston W. Clement	Minor
Matthew D. Sturgis	Minor
Katherine L. Sturgis	Minor
Rosamond G. Sturgis	Minor
Samuel D. Richardson	Minor
Olivia Maren Nielsen	Minor
Joyce D. Dovydenas	Minor
Elena L. Dovydenas	Minor
Caroline Avery Dayton	Minor
Davis Winton Dayton	Minor
Isaac N. Dayton	Minor
Caleb F. Dayton	Minor
Dorothy J. Melander-Dayton	Minor
Adele Marie Melander-Dayton	Minor
Bruce C. Lueck	President
	Okabena Investment Services, Inc.
	(Registered Investment Advisor)
Gary S. Kohler	Vice President
	Okabena Investment Services, Inc.
	(Registered Investment Advisor)

Exhibit B

AGREEMENT AS TO JOINT FILING

Pursuant to Reg Section 240.13d-1(f) (1) (iii), the undersigned acknowledge and agree that the attached Schedule 13D relating to Payless Cashways, Inc. is being filed on behalf of each of the undersigned.

OKABENA PARTNERSHIP K  
 By: Okabena Investment Services, Inc.,  
 general partner

By:/s/ Gary Kohler  
 -----  
 Gary Kohler, Vice President

NU TWINS, LLC

By: Deephaven, Inc., member

By:/s/ Fred Goldman

-----  
Fred Goldman, Senior Vice President

OVDA FUND, LTD.

By: EFI Trading, Inc., its investment advisor

By:/s/ Efraim Gildor

-----  
Efraim Gildor, President

SUMMIT CAPITAL APPRECIATION FUND LP

By:/s/ Marc Kozberg

-----  
Marc Kozberg, general partner