

# 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: **1996-08-26**  
SEC Accession No. **0001011239-96-000018**

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### SUBJECT COMPANY

#### EXCAL ENTERPRISES INC

CIK: **832813** | IRS No.: **592855398** | State of Incorporation: **DE** | Fiscal Year End: **0630**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-40431** | Film No.: **96620321**  
SIC: **3559** Special industry machinery, nec

| Mailing Address               | Business Address        |
|-------------------------------|-------------------------|
| 100 NORTH TAMPA ST SUITE 3575 | 100 N TAMPA ST STE 3575 |
| 100 NORTH TAMPA ST SUITE 3575 | TAMPA FL 33602          |
| TAMPA FL 33602                | 8132240228              |

### FILED BY

#### SMITH DAVID J ET AL

CIK: **1011239** | IRS No.: **264661535**  
Type: **SC 13D/A**

| Mailing Address          | Business Address         |
|--------------------------|--------------------------|
| 150 SECOND AVE N STE 860 | 150 SECOND AVE N STE 860 |
| ST PETERSBURGH FL 33701  | ST PETERSBURGH FL 33701  |
|                          | 9049989800               |

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

SCHEDULE 13D  
(Amendment No.5)

Under the Securities Exchange Act of 1934

EXCAL ENTERPRISES, INC.  
(Name of Issuer)

Common Stock, par value \$.004 per share  
(Title of Class of Securities)

300902103  
(CUSIP Number)

Steven C. Koegler, Esq.  
Walker & Koegler, P.A.  
10151 Deerwood Park Blvd.,  
Building 100, Suite 200  
Jacksonville, Florida 32256  
(904) 998-9800  
(Name, Address and Telephone Number of Person  
Authorized to  
Receive Notices and Communications)

August 21, 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. [ ]  
(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 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 ("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).

EXCAL ENTERPRISES, INC.  
Schedule 13D Amendment No.5

SCHEDULE 13D CUSIP No. 300902103

- 1 NAME OF REPORTING PERSON  
SSN OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
David J. Smith
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [ x ]  
(b) [ ]
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS\*  
PF;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  
United States

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(\*) [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0%

14 TYPE OF REPORTING PERSON\*  
IN

SCHEDULE 13D CUSIP No. 300902103

1 NAME OF REPORTING PERSON  
SSN OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Jonathan E. Humphreys

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

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
PF;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  
United States

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(\*) [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0%

14 TYPE OF REPORTING PERSON\*  
IN

SCHEDULE 13D CUSIP No. 300902103

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

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

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
WC;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  
California

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(\*) [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0%

14 TYPE OF REPORTING PERSON\*  
PN

SCHEDULE 13D CUSIP No. 300902103

1 NAME OF REPORTING PERSON  
SSN OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Kyle K. Krueger

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

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
PF;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  
United States

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(\*) [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0%

14 TYPE OF REPORTING PERSON\*  
IN

SCHEDULE 13D CUSIP No. 300902103

1 NAME OF REPORTING PERSON  
SSN OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Apollo Capital Management Group L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
WC;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  
Delaware

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(\*) [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0%

14 TYPE OF REPORTING PERSON\*  
PN

SCHEDULE 13D CUSIP No. 300902103

1 NAME OF REPORTING PERSON  
SSN OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Apollo Capital Corp.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
WC;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  
Delaware

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(\*) [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0%

14 TYPE OF REPORTING PERSON\*  
CO

SCHEDULE 13D CUSIP No. 300902103

1 NAME OF REPORTING PERSON  
SSN OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
J. Steven Emerson

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

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
PF;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  
United States

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(\*) [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0%

14 TYPE OF REPORTING PERSON\*  
IN

SCHEDULE 13D CUSIP No. 300902103

1 NAME OF REPORTING PERSON  
SSN OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
SEAF, Ltd.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
WC;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  
California

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(\*) [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0%

14 TYPE OF REPORTING PERSON\*  
PN

The Reporting Persons hereby amend their statement on Schedule 13D relating to the common stock, par value \$.004 per share, of Excal Enterprises, Inc. (the "Issuer"), as set forth herein.

Unless otherwise indicated, capitalized terms contained herein shall have the meaning ascribed to them in the Reporting Persons' prior statements on Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a)-(b) As of the close of business on August 21, 1996, none of the Reporting Persons beneficially owned any Shares.

(c) The information concerning transactions in Shares effected by the Reporting Persons during the last 60 days is as set forth on Schedule I hereto.

(e) The Reporting Persons ceased to be the beneficial owners of more than five percent of the Shares on August 21, 1996.

Schedule I

All of the sales set forth below occurred on August 21, 1996 as part of private sales of the subject securities by the Reporting Persons. The price per share for all transactions was \$3.30.

| Seller                                   | Number of Shares | Net Proceeds |
|--|------------------|--------------|
| David J. Smith                           | 180,000          | 594,000.00   |
| Jonathan E. Humphreys                    | 71,000           | 234,300.00   |
| Kyle K. Krueger                          | 20,000           | 66,000.00    |
| Apollo Capital<br>Management Group, L.P. | 172,000          | 567,600.00   |
| J. Steven Emerson                        | 184,000          | 607,200.00   |
| SEAF, Ltd.                               | 7,272            | 23,997.60    |
| MCM Partners                             | 2,000            | 6,600.00     |
| Totals                                   | 636,272          | 2,099,697.60 |

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement on Schedule 13D concerning the common stock, par value \$.004 per share, of Excal Enterprises, Inc., a Delaware corporation, is true, complete and correct.

Date: 8/22/96 Signature: /s/ David J. Smith

Date: 8/22/96 Signature: /s/ Jonathan E. Humphreys

Date: 8/22/96 Signature: /s/ Kyle K. Krueger

Date: 8/22/96

Signature: /s/ J. Steven Emerson

Date: 8/22/96

Apollo Capital Management Group, L.P.  
a Delaware limited partnership

By: Apollo Capital Corp.  
a Delaware corporation  
its General Partner

By: /s/ Kyle K. Krueger  
Kyle K. Krueger

Date: 8/22/96

Apollo Capital Corp  
a Delaware corporation

By: /s/ Kyle K. Krueger  
Kyle K. Krueger

Date: 8/22/96

SEAF, Ltd.

a California limited partnership

By: /s/ J. Steven Emerson  
J. Steven Emerson  
Its General Partner

Dated: 8/22/96

MCM Partners

By: /s/ Jonathan E. Humphreys  
Jonathan E. Humphreys  
Its General Partner