

MORGANS FOODS INC  
Form SC 13D/A  
January 12, 2007  
UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

**Morgan s Foods, Inc.**

(Name of Issuer)

**Common Shares, Without Par Value**

(Title of Class of Securities)

**616900106**

(CUSIP Number)

**Richard A. Silberberg**

**Moab Capital Partners, LLC**

**15 East 62<sup>nd</sup> Street**

**New York, NY 10021**

**(212) 981-2645**

(Name, Address and Telephone Number of Person Authorized to

Receive Notices and Communications)

**January 11, 2007**

(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 §§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 §240.13d-7 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.

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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).

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CUSIP No. 616900106

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)
  
2. Moab Capital Partners, LLC 20-4093001  
Check the Appropriate Box if a Member of a Group (See Instructions) (a)
  
3. SEC Use Only (b)
  
4. Source of Funds (See Instructions)
  
5. AF  
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  
6. Citizenship or Place of Organization
  
7. Delaware  
Sole Voting Power
  
8. 224,900  
Number of Shares Bene-ficially Owned by Each Reporting Person With Shared Voting Power
  
9. Sole Dispositive Power

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10. 224,900  
Shared Dispositive Power

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12. 224,900  
Check if the Aggregate Amount in Row (11) Excludes Certain Shares   
(See Instructions)

13. Percent of Class Represented by Amount in Row (11)

14. 8.2%  
Type of Reporting Person (See Instructions)

IA

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CUSIP No. 616900106

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

2. Moab Partners, LP 20-4092810  
Check the Appropriate Box if a Member of a Group (See Instructions) (a)

3. SEC Use Only (b)

4. Source of Funds (See Instructions)

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

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6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

8. 224,900  
Shared Voting Power

Number of Shares  
Beneficially  
Owned  
by Each Reporting  
Person With

9. Sole Dispositive Power

10. 224,900  
Shared Dispositive Power

11. Aggregate Amount Beneficially Owned by Each Reporting Person

224,900

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

13. Percent of Class Represented by Amount in Row (11)

8.2%

14. Type of Reporting Person (See Instructions)

PN

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CUSIP No. 616900106

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

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2. Michael M. Rothenberg  
Check the Appropriate Box if a Member of a Group (See Instructions) (a)

3. SEC Use Only (b)

4. Source of Funds (See Instructions)

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

6. Citizenship or Place of Organization

United States of America

7. Sole Voting Power

8. 224,900  
Shared Voting Power

Number of Shares  
Beneficially  
Owned  
by Each Reporting  
Person With

9. Sole Dispositive Power

10. 224,900  
Shared Dispositive Power

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12. 224,900  
Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

8.2%

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14. Type of Reporting Person (See Instructions)

IN, HC

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CUSIP No. 616900106

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)

2. David A. Sackler  
Check the Appropriate Box if a Member of a Group (See Instructions) (a)

3. SEC Use Only (b)

4. Source of Funds (See Instructions)

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

6. Citizenship or Place of Organization

United States of America  
7. Sole Voting Power

Number of Shares 8. 224,900  
Bene-ficially Shared Voting Power  
Owned

by Each Reporting  
Person With 9. Sole Dispositive Power

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10.	224,900 Shared Dispositive Power	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
12.	224,900 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	<input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row (11)	
14.	8.2% Type of Reporting Person (See Instructions)	
	IN, HC	

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**Item 1. Security and Issuer**

This Schedule 13D relates to the Common Shares, without par value (the Shares), of Morgan's Foods, Inc., an Ohio corporation (the Issuer). The address of the principal executive offices of the Issuer is 24200 Chagrin Boulevard, Suite 126, Beachwood, OH 44122.

**Item 2. Identity and Background**

(a) This Amendment is being filed on behalf of Moab Capital Partners, LLC ( Moab LLC ); Moab Partners, L.P. ( Moab L.P. ); Mr. Michael M. Rothenberg and Mr. David A Sackler (collectively, the Reporting Persons, and each, a Reporting Person).

(b) The address of each Reporting Person is 15 East 62<sup>nd</sup> Street, New York, NY 10021.

(c) (i) The principal business of Moab LLC is to act as the investment manager for Moab, L.P. and its affiliated private investment funds.

(ii) The principal business of Moab L.P. is investing in event-driven securities, often as an activist shareholder or bondholder.

(iii) The principal occupation of each of Messrs. Rothenberg and Sackler is managing member of Moab LLC.

(d) None.

(e) None.

(f) (i) Moab LLC is a Delaware limited liability company.

(ii) Moab L.P. is a Delaware limited partnership.

(iii) Messrs. Rothenberg and Sackler are each United States citizens.

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

Moab L.P. expended approximately \$1,383,105.04 (excluding commissions) of its investment capital to acquire the Shares it holds.

Moab L.P. effects purchases of securities primarily through margin accounts maintained with Bear, Stearns Securities Corp., which may extend margin credit to Moab L.P. as and when required to open or carry positions in the margin accounts, subject to applicable Federal margin regulations, stock exchange rules and the firm's credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the account.

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**Item 4. Purpose of Transaction**

The purpose of the acquisition of the Shares was and is for investment purposes, and the acquisitions of the Shares by the Reporting Persons were made in the ordinary course of business and were not made for the purpose of acquiring control of the Issuer. Subject to market conditions and other factors, the Reporting Persons may purchase additional Shares, maintain their present ownership of Shares or sell some or all of the Shares.

The Reporting Persons have purchased the Shares in open market transactions because in their opinion, the management team has delivered fantastic growth in comparable store sales leading to accelerated earnings growth, free cash flow generation and debt reduction. The Reporting Persons are also attracted by the Issuer's significant land and restaurant holdings. The Reporting Persons believe the significant earnings and cash flow, strong growth potential and rich assets of the Issuer remain significantly undervalued by the stock market.

Except as described above in this Item 4, the Reporting Persons do not have any plans or proposals that relate to, or would result in, any actions or events specified in clauses (a) through (j) of Item 4 to Schedule 13D.

**Item 5. Interest in Securities of the Issuer**

(a) Moab L.P. owns 224,900 Shares. Because Moab LLC has sole voting and investment power over Moab L.P.'s security holdings, and Messrs. Rothenberg and Sackler, in their roles as the managers of Moab LLC, control its voting and investment decisions, each of Moab L.P., Moab LLC, and Messrs. Rothenberg and Sackler may be deemed to have beneficial ownership of the 224,900 Shares owned of record by Moab L.P., which represent approximately 8.2% of the outstanding Shares.

All ownership percentages are based on 2,730,995 Shares outstanding as of December 20, 2006, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 5, 2006, as filed with the Securities and Exchange Commission on December 20, 2006.

Messrs. Rothenberg and Sackler disclaim beneficial ownership of such Shares.

(b) With respect to all of the Shares that are held by Moab L.P., Messrs. Rothenberg and Sackler have the sole power to vote and dispose or direct the disposition of the Shares.



(c) Transactions effected in Shares that have taken place in the past sixty days are attached as Exhibit A.

(d) Except as described above, no 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.

(e) Not applicable.

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

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

**Item 7. Material to Be Filed as Exhibits**

Joint filing agreement pursuant to Rule 13d-1(k), attached as Exhibit B.

[SIGNATURE PAGE FOLLOWS]

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**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: January 11, 2007

Moab Partners, L.P.  
By: Moab Capital Partners, LLC,  
its General Partner  
By: /s/ Michael M. Rothenberg  
Michael M. Rothenberg, Managing Director  
Moab Capital Partners, LLC  
By: /s/ Michael M. Rothenberg  
Michael Rothenberg, Managing Director  
/s/ Michael M. Rothenberg  
Michael M. Rothenberg

/s/ David A. Sackler  
David A. Sackler

**Exhibit A**

Moab L.P. transactions in the Shares during the past 60 days.

Trade Date	Number of Shares Purchased (Sold)	Price Per Share (Excluding Commission)
11-13-2006	1,000	7.5200
11-14-2006	1,000	8.1500
11-16-2006	500	8.2500
11-27-2006	1,000	7.8500
11-28-2006	7,000	8.2700
11-30-2006	2,500	8.4100
12-21-2006	500	8.7500
12-26-2006	1,100	10.3182
01-03-2007	500	10.3000
01-04-2007	4,000	10.1025
01-05-2007	1,300	10.0200
01-09-2007	3,000	9.7733
01-11-2007	4,000	9.575

**Exhibit B**

Joint Filing Agreement Pursuant to Rule 13d-1

This agreement is made pursuant to Rule 13d-1(k)(1) under the Securities and Exchange Act of 1934, as amended (the Act) by and among the parties listed below, each referenced to herein as a Joint Filer. The Joint Filers agree that a statement of beneficial ownership as required by Sections 13(g) or 13(d) of the Act and the Rules thereunder may be filed on each of their behalf on Schedule 13G or Schedule 13D, as appropriate, and that said joint filing may thereafter be amended by further joint filings. The Joint Filers state that they each satisfy the requirements for making a joint filing under Rule 13d-1.

Date: January 11, 2007

Moab Partners, L.P.  
 By: Moab Capital Partners, LLC,  
 its General Partner  
 By: /s/ Michael M. Rothenberg  
 Michael M. Rothenberg, Managing Director  
 Moab Capital Partners, LLC  
 By: /s/ Michael M. Rothenberg

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Michael Rothenberg, Managing Director  
/s/ Michael M. Rothenberg  
Michael M. Rothenberg

/s/ David A. Sackler  
David A. Sackler

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