

MORGANS FOODS INC
 Form 3
 July 15, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---------|----------|--|---|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â FCFI FINANCIAL CORP | | | (Month/Day/Year) | MORGANS FOODS INC [MRFD.OB] | |
| ET AL | | | 07/10/2008 | | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 181 BAY STREET,Â | | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | ___ Director ___X___ 10% Owner | | ___ Form filed by One Reporting Person |
| TORONTO,Â A6Â M5J 2T3 | | | ___ Officer ___ Other | | ___X___ Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | (give title below) (specify below) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 519,300 | I | Through wholly owned subsidiary ⁽¹⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | | | | | |
|---------------------|--------------------|-------|----------------------------------|----------|--|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------------|
| | Director | 10% Owner | Officer | Other |
| FCMI FINANCIAL CORP ET AL 181 BAY STREET TORONTO, A6 M5J 2T3 | ^ | ^ X | ^ | ^ |
| FRIEDBERG ALBERT 181 BAY STREET TORONTO, A6 M5J 2T3 | ^ | ^ | ^ | President and Owner of FCMI |
| PAN ATLANTIC BANK & TRUST LTD MUSSON BUILDING, THIRD FLOOR HINCKS STREET, P.O BOX 982 BRIDGETOWN, C8 | ^ | ^ | ^ | 100% owned by FCMI |

Signatures

/s/ Henry Fenig, Executive Vice President, FCMI Financial Corporation

07/14/2008

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

All shares reported on this form are owned directly by Pan Atlantic Bank and Trust Limited. FCMI Financial Corporation owns 100% of

(1) Pan Atlantic Bank and Trust Limited. Mr. Albert Friedberg is the President of FCMI, which is owned by Mr. Friedberg and members of his family and controlled by Mr. Friedberg.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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