

Edgar Filing: ZIMMER LUCAS CAPITAL LLC - Form SC 13G

ZIMMER LUCAS CAPITAL LLC  
Form SC 13G  
August 28, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

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

MV Oil Trust

-----  
(Name of Issuer)

Units of Beneficial Interest

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

553859109

-----  
(CUSIP Number)

August 18, 2009

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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\* 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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 553859109  
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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- ZLP Fund, L.P.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
- (a)
- (b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
- Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5. SOLE VOTING POWER
- 0
6. SHARED VOTING POWER
- 657,927
7. SOLE DISPOSITIVE POWER
- 0
8. SHARED DISPOSITIVE POWER
- 657,927
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 657,927
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)
- 
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
- 5.72%
12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
- PN

CUSIP No. 553859109  
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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- Zimmer Lucas Partners, LLC
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

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(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

657,927

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

657,927

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

657,927

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.72%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 553859109

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Zimmer Lucas Capital, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)   
(b)

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

657,927

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

657,927

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

657,927

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.72%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 553859109

-----

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Stuart J. Zimmer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

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5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

657,927

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

657,927

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

657,927

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.72%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 553859109

-----

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Craig M. Lucas

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

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657,927

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

657,927

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

657,927

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.72%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 553859109  
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Item 1(a). Name of Issuer:

MV Oil Trust  
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(b). Address of Issuer's Principal Executive Offices:

The Bank of New York Mellon Trust Company, N.A., Trustee  
Global Corporate Trust  
919 Congress Avenue  
Austin, Texas 78701  
United States of America  
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Item 2(a). Name, Principal Business Address, and Citizenship of Persons Filing:

ZLP Fund, L.P. - Delaware  
Zimmer Lucas Partners, LLC - Delaware  
Zimmer Lucas Capital, LLC - Delaware  
Stuart J. Zimmer - U.S.A.  
Craig M. Lucas - U.S.A.  
535 Madison Avenue  
6th Floor  
New York, New York 10022  
United States of America  
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(d). Title of Class of Securities:

Units of Beneficial Interest  
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(e). CUSIP Number:

553859109  
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Item 3. If This Statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with s.240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with s.240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with s.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

ZLP Fund, L.P. - 657,927  
Zimmer Lucas Partners, LLC - 657,927  
Zimmer Lucas Capital, LLC - 657,927  
Stuart J. Zimmer - 657,927  
Craig M. Lucas - 657,927  
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(b) Percent of class:

ZLP Fund, L.P. - 5.72%

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Zimmer Lucas Partners, LLC - 5.72%  
Zimmer Lucas Capital, LLC - 5.72%  
Stuart J. Zimmer - 5.72%  
Craig M. Lucas - 5.72%

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(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

ZLP Fund, L.P. - 0  
Zimmer Lucas Partners, LLC - 0  
Zimmer Lucas Capital, LLC - 0  
Stuart J. Zimmer - 0  
Craig M. Lucas - 0

(ii) Shared power to vote or to direct the vote:

ZLP Fund, L.P. - 657,927  
Zimmer Lucas Partners, LLC - 657,927  
Zimmer Lucas Capital, LLC - 657,927  
Stuart J. Zimmer - 657,927  
Craig M. Lucas - 657,927

(iii) Sole power to dispose or to direct the disposition of:

ZLP Fund, L.P. - 0  
Zimmer Lucas Partners, LLC - 0  
Zimmer Lucas Capital, LLC - 0  
Stuart J. Zimmer - 0  
Craig M. Lucas - 0

(iv) Shared power to dispose or to direct the disposition of:

ZLP Fund, L.P. - 657,927  
Zimmer Lucas Partners, LLC - 657,927  
Zimmer Lucas Capital, LLC - 657,927  
Stuart J. Zimmer - 657,927  
Craig M. Lucas - 657,927

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

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Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other 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, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or Control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

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Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to s.240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to s.240.13d-1(c) or s.240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

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Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

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Item 10. Certification.

(b) The following certification shall be included if the statement is filed pursuant to Rule 13d-1(c):

By signing below the Reporting Persons certify that, to the best of their knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

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.

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ZLP Fund, L.P.

By: Zimmer Lucas Partners, LLC, its General Partner

By: /s/ Stuart J. Zimmer  
-----

By: /s/ Craig M. Lucas  
-----

Zimmer Lucas Partners, LLC\*

By: /s/ Stuart J. Zimmer  
-----

By: /s/ Craig M. Lucas  
-----

Zimmer Lucas Capital, LLC\*

By: /s/ Stuart J. Zimmer  
-----

By: /s/ Craig M. Lucas  
-----

/s/ Stuart J. Zimmer\*  
-----

Stuart J. Zimmer

/s/ Craig M. Lucas\*  
-----

Craig M. Lucas

August 28, 2009

\*These Reporting Persons disclaim beneficial ownership in the shares reported herein except to the extent of their pecuniary interest therein.

Exhibit A

AGREEMENT

The undersigned agree that this Schedule 13G dated August 28, 2009 relating to the Units of Beneficial Interest of MV Oil Trust shall be filed on behalf of the undersigned.

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ZLP Fund, L.P.

By: Zimmer Lucas Partners, LLC, its General Partner

By: /s/ Stuart J. Zimmer  
-----

By: /s/ Craig M. Lucas  
-----

Zimmer Lucas Partners, LLC

By: /s/ Stuart J. Zimmer  
-----

By: /s/ Craig M. Lucas  
-----

Zimmer Lucas Capital, LLC

By: /s/ Stuart J. Zimmer  
-----

By: /s/ Craig M. Lucas  
-----

/s/ Stuart J. Zimmer  
-----

Stuart J. Zimmer

/s/ Craig M. Lucas  
-----

Craig M. Lucas

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