

INDUSTRIAL DISTRIBUTION GROUP INC
Form SC 13D
November 13, 2003

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 8)

Industrial Distribution Group, Inc.

COMMON STOCK, Par Value \$0.01

45061100

Lincolnshire Associates, Ltd.
c/o Pamela B. Johnson, Esq., P. O. Box 5041, Thousand Oaks, CA 91359
(818) 597-3754

November 3, 2003

CUSIP No. 45061100

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Page 1

1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Blackfriars Corp.

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

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
Delaware

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 20,000
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 20,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
20,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
.22%

14 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Portshire Corp.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

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Texas

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)
.00%

14 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Lincolnshire Associates, Ltd.

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

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) []

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6 CITIZENSHIP OR PLACE OF ORGANIZATION
Texas

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)
.00%

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Employees' Retirement Plan of Consolidated Electrical
Distributors, Inc.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

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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)
.00%

14 TYPE OF REPORTING PERSON*
EP

*SEE INSTRUCTIONS BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

David D. Colburn

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
PF

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Illinois

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER

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)
.00%

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Keith W. Colburn Trust

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
PF

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Illinois

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 12,500
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 12,500
	10	SHARED DISPOSITIVE POWER -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,500

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
.14%

14 TYPE OF REPORTING PERSON*
OO

*SEE INSTRUCTIONS BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Keith W. Colburn Retirement Plan

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
PF

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Illinois

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 23,200
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 23,200
	10	SHARED DISPOSITIVE POWER -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
23,200

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
.26%

14 TYPE OF REPORTING PERSON*
OO

*SEE INSTRUCTIONS BEFORE FILLING OUT

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Amendment No. 8

INTRODUCTION

Lincolnshire Associates, Ltd., a Texas limited partnership ("Lincolnshire"), hereby files this Amendment No. 8 (the "Amendment") to the Statement on Schedule 13D (the "Statement") on behalf of the Reporting Persons identified in Item 2 of the Statement. The previous Filing Person was Edmundson International, Inc., which was merged into Blackfriars Corp. on December 31, 2001, with Blackfriars Corp. surviving. Defined terms not otherwise defined herein have the meanings ascribed thereto in the Statement.

Due to the trades reported herein, the Reporting Parties no longer own

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5% or more of the Common Stock of Industrial Distribution Group, Inc., and are no longer required to report trades.

Only those Items amended are reported herein.

Item 2. Identity and Background.

This Statement is filed to reflect changes in ownership on behalf of Lincolnshire Associates, Ltd., a Texas limited partnership ("Lincolnshire"); Blackfriars Corp., a Delaware corporation ("Blackfriars"); Employees' Retirement Plan of Consolidated Electrical Distributors, Inc., a defined benefit plan ("CED Pension Plan") (collectively, the "Reporting Persons").

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

Item 3 is amended by adding the following paragraph: On October 6, 2003, CED Pension Plan sold 4,500 shares of Common Stock on the open market at a sales price of \$5.14 per share; on October 7, 2003, CED Pension Plan sold 75,000 shares of Common Stock on the open market at a sales price of \$5.17 per shares; on October 9, 2003, CED Pension Plan sold 9,000 shares of Common Stock on the open market at a sales price of \$6.35 per share; on October 14, 2003, CED Pension Plan sold 36,000 shares of Common Stock on the open market at a sales price of \$6.31 per share; on October 14, 2003, Lincolnshire sold 60,000 shares of Common Stock on the open market at a sales price of \$6.31 per share; on October 14, 2003, Blackfriars sold 79,700 shares of Common Stock on the open market at a sales price of \$6.31 per share; on October 15, 2003, Blackfriars sold 77,500 shares of Common Stock on the open market at a sales price of \$6.11 per share; on October 16, 2003, Blackfriars sold 176,300 shares of Common Stock on the open market at a sales price of \$5.77 per share; on October 17, 2003, Blackfriars sold 57,000 shares of Common Stock on the open market at a sales price of \$5.58 per share; on October 20, 2003, Blackfriars sold 24,300 shares of Common Stock on the open market at a sales price of \$5.65 per share; on October 21, 2003, Blackfriars sold 126,000 shares of Common Stock on the open market at a sales price of \$5.07 per share; on October 22, 2003, Blackfriars sold 106,900 shares of Common Stock on the open market at a sales price of \$5.18 per share; on October 23, 2003, Blackfriars sold 110,000 shares of Common Stock on the open market at a sales price of \$5.06 per share; on October 24, 2003, Blackfriars sold 101,400 shares of Common Stock on the open market at a sales price of \$5.00 per share; on October 27, 2003, Blackfriars sold 68,900 shares of Common Stock on the open market at a sales price of \$5.01 per share; on October 28, 2003, Blackfriars sold 8,200 shares of Common Stock on the open market at a sales price of \$5.00 per share; on October 29, 2003, Blackfriars sold 62,700 shares of Common Stock on the open market at a sales price of \$5.15 per share; on October 30, 2003, Blackfriars sold 112,900 shares of Common Stock on the open market at a sales price of \$5.19 per share; on October 31, 2003, Blackfriars sold 19,700 shares of Common Stock on the open market at a sales price of \$5.12 per share; and on November 3, 2003, Blackfriars sold 24,700 shares of Common Stock on the open market at a sales price of \$5.03 per share. The total funds acquired by these sales were \$7,238,114 (inclusive of broker commissions). A table identifying each purchase is included in Item 5(c) of this Amendment.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended and restated as follows:

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(a) and (b). The aggregate number of shares and percentage of Common Stock of the Issuer (based upon the Issuer's report on Form 10Q that it had 9,041,379 shares of Common Stock outstanding as of September 30, 2003) beneficially owned by each person named in Item 2, as well as the number of shares of Common Stock as to which such person is deemed to have sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or direct the disposition, is set forth in the following table:

Reporting Person	No. of Shares Benef. Owned	Percentage of Class	Power to Vote Shared	Sole	Power to Dis Shared
Blackfriars	20,000	.22%	20,000		20,000
Lincolnshire	0	0.00%	0		0
Portshire Corp.	0	0.00%	0 (1)		0
CED Pension Plan	0	0.00%	0		0
D. Colburn	0	0.00%	0		0
Colburn Trust	12,500	.14%		12,500	
Colburn Keogh	23,200	.26%		23,200	

The aggregate number of shares owned by the Reporting Persons is 55,700, or .62%, of the issued and outstanding shares of Common Stock.

The information required by Item 5 with respect to persons with whom voting or dispositive power is shared is set forth in Item 2.

(c) To the best knowledge of the Reporting Persons, no person described in paragraph (a) of this Item 5 has effected any transaction in the Common Stock of the Issuer during the past 60 days other than as set forth in the table below:

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DATE	PURCHASER	NO. SHARES	TOTAL REC. (\$)
10/06/03	CED Pension Plan	4,500	22,890
10/07/03	CED Pension Plan	75,500	386,583
10/09/03	CED Pension Plan	9,000	56,700
10/14/03	CED Pension Plan	36,000	225,497

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10/14/03	Lincolnshire	60,000	375,828
10/14/03	Blackfriars	79,700	499,225
10/15/03	Blackfriars	77,500	469,952
10/16/03	Blackfriars	176,300	1,009,670
10/17/03	Blackfriars	57,000	315,187
10/20/03	Blackfriars	24,300	136,150
10/21/03	Blackfriars	126,000	632,331
10/22/03	Blackfriars	106,900	548,322
10/23/03	Blackfriars	110,000	551,045
10/24/03	Blackfriars	101,400	501,981
10/27/03	Blackfriars	68,900	341,937
10/28/03	Blackfriars	8,200	40,590
10/29/03	Blackfriars	62,700	319,507
10/30/03	Blackfriars	112,900	580,577
10/31/03	Blackfriars	19,700	99,901
11/03/03	Blackfriars	24,700	124,241
TOTAL		1,341,200	\$7,238,114

To the best knowledge of the Reporting Persons, no person other than the Reporting Persons and their equity owners has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock of the Issuer.

(e) Not applicable.

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

The first paragraph of Item 6 is amended and restated to read as follows:

Blackfriars (formerly EII) beneficially owns 20,000 shares of Common

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Stock. Portshire Corp., the general partner of Lincolnshire, is a wholly owned subsidiary of Blackfriars. Lincolnshire beneficially owns 0 shares of Common Stock. CED Pension Plan beneficially owns 0 shares of Common Stock. D. Colburn beneficially owns 0 shares of Common Stock. The Colburn Trust beneficially owns 12,500 shares of Common Stock. The Colburn KEOGH beneficially owns 23,200 shares of Common Stock. Keith W. Colburn is the Trustee of the Colburn Trust and the beneficiary of the Colburn KEOGH.

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 3, 2003

Lincolnshire Associates, Ltd.
By Its General Partner,
Portshire Corp.

By /s/ David T. Bradford

Its Vice President
