

MOTHERS WORK INC
Form SC 13G/A
February 07, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
Amendment No. 1

Mothers Work, Inc.
(Name of Issuer)

Common Stock, \$.01 par value
(Title of Class of Securities)

619903107
(CUSIP Number)

[November 1, 2002 and November 5, 2002]
(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)

CUSIP No. 619903107

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Foremark Investments, Ltd.
Madeline Wong

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Foremark Investments, Ltd. - British Virgin Islands
Madeline Wong - Canada

	5.	SOLE VOTING POWER	
NUMBER OF			217,365 shares
SHARES			-----
BENEFICIALLY	6.	SHARED VOTING POWER	
OWNED BY			None.
EACH			-----
REPORTING	7.	SOLE DISPOSITIVE POWER	
PERSON WITH			217,365 shares

	8.	SHARED DISPOSITIVE POWER	
			None.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

217,365 shares

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.13%

12. TYPE OF REPORTING PERSON

Foremark Investments, Ltd. - CO
Madeline Wong - IN

CUSIP No. 619903107

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

John Charlton

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

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(b) |__|

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

39,000 shares

6. SHARED VOTING POWER

None.

7. SOLE DISPOSITIVE POWER

39,000 shares

8. SHARED DISPOSITIVE POWER

None.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

39,000 shares

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.74%

12. TYPE OF REPORTING PERSON

IN

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Item 1(a). Name of Issuer:
Mothers Work, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

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465 North Fifth Street
Philadelphia, Pennsylvania 19123

- Item 2(a). Name of Person Filing:

Foremark Investments, Ltd.
Madeline Wong

John Charlton
- Item 2(b). Address of Principal Business Office or, if None, Residence:

c/o John Charlton
Penthouse 1C
21 South End Avenue
New York, New York 10280
- Item 2(c). Citizenship:

Foremark Investments, Ltd. - British Virgin Islands
Madeline Wong - Canada

John Charlton - United States of America
- Item 2(d). Title of Class of Securities:

Common Stock, \$.01 par value
- Item 2(e). CUSIP Number:

619903107
- Item 3. Not applicable.

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Item 4. Ownership

- (a) Amount beneficially owned:
- | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| Foremark Investments, Ltd. and Madeline Wong
(who owns all of the voting and equity securities
of Foremark Investments, Ltd., the record owner
of the shares subject of this filing): | 217,365 shares |
| John Charlton (husband of Madeline Wong): | 39,000 shares |
- (b) Percent of class:
- | | |
|----------------------------------------------|-------|
| Foremark Investments, Ltd. and Madeline Wong | 4.13% |
|----------------------------------------------|-------|

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John Charlton 0.74%

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

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

Foremark Investments, Ltd. and
Madeline Wong 217,365 shares

John Charlton 39,000 shares

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

None.

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

Foremark Investments, Ltd. and
Madeline Wong 217,365 shares

John Charlton 39,000 shares

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

None.

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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 Common Stock, check the following |X|.

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

None.

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

Not applicable.

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

See Exhibit A.

Item 9. Notice of Dissolution of Group.

Not applicable.

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ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my 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 that 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.

Dated: February 7, 2003

FOREMARK INVESTMENTS, LTD.

By /s/ Madeline Wong

Madeline Wong
Director

/s/ Madeline Wong

Madeline Wong

/s/ John Charlton

John Charlton

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Exhibit A to Schedule 13G

This Schedule 13G is being filed by the following members of a group:

Foremark Investments, Ltd. and Madeline Wong (Foremark Investments, Ltd. is the record owner of 217,365 shares; Madeline Wong is the owner of all of the voting and equity securities of Foremark Investments, Ltd.)

John Charlton (John Charlton is the record owner of 39,000 shares and

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is the husband of Madeline Wong)