

Edgar Filing: CENTER TRUST INC - Form SC 13D/A

CENTER TRUST INC  
Form SC 13D/A  
January 17, 2003

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

AMENDMENT NO. 16  
TO  
SCHEDULE 13D  
Under the Securities Exchange Act of 1934

CENTER TRUST, INC.  
(formerly, Center Trust Retail Properties, Inc.;  
formerly Alexander Haagen Properties, Inc.)

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

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

40443E100

-----  
(CUSIP Number)

Marjorie L. Reifenberg, Esq.  
Lazard Freres Real Estate Investors L.L.C.  
30 Rockefeller Plaza  
New York, NY 10020  
(212) 632-6000

with a copy to:

Lance C. Balk, Esq.  
Kirkland & Ellis  
Citigroup Center  
153 East 53rd Street  
New York, New York 10022  
(212) 446-4950

-----  
(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications)

January 17, 2003

-----  
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [ ].

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) 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 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).

SCHEDULE 13D

CUSIP NO. 40443E100

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Prometheus Western Retail, LLC

-----

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

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS  
OO

-----

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

-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER None
	8	SHARED VOTING POWER None
	9	SOLE DISPOSITIVE POWER None
	10	SHARED DISPOSITIVE POWER None

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
None

-----

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

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
None

-----

14 TYPE OF REPORTING PERSON  
OO

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Prometheus Western Retail Trust

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
AF, OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Maryland

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER None
	8	SHARED VOTING POWER None
	9	SOLE DISPOSITIVE POWER None
	10	SHARED DISPOSITIVE POWER None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
None

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
None

14 TYPE OF REPORTING PERSON  
OO

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
LF Strategic Realty Investors L.P.

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

3 SEC USE ONLY

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-----  
4 SOURCE OF FUNDS  
AF, OO  
-----  
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  
-----  
7 SOLE VOTING POWER  
None  
-----  
8 SHARED VOTING POWER  
None  
-----  
9 SOLE DISPOSITIVE POWER  
None  
-----  
10 SHARED DISPOSITIVE POWER  
None  
-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
None  
-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]  
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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
None  
-----  
14 TYPE OF REPORTING PERSON  
PN (limited partnership)  
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SCHEDULE 13D

CUSIP NO. 40443E100

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-----  
1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Lazard Freres Real Estate Investors L.L.C.  
-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [X]  
-----  
3 SEC USE ONLY  
-----  
4 SOURCE OF FUNDS  
AF, OO  
-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e) [ ]  
-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
New York  
-----  
7 SOLE VOTING POWER

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NUMBER OF SHARES	None
-----	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER None
-----	
	9 SOLE DISPOSITIVE POWER None
-----	
	10 SHARED DISPOSITIVE POWER None
-----	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON None
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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]
-----	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) None
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14	TYPE OF REPORTING PERSON OO
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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Lazard Freres & Co. LLC
-----	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [ ] (b) [X]
-----	
3	SEC USE ONLY
-----	
4	SOURCE OF FUNDS AF, OO
-----	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]
-----	
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York
-----	
NUMBER OF SHARES	7 SOLE VOTING POWER None
-----	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER None
-----	
	9 SOLE DISPOSITIVE POWER None
-----	
	10 SHARED DISPOSITIVE POWER None
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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
None

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

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
None

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14 TYPE OF REPORTING PERSON  
OO

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This Amendment No. 16 to Schedule 13D is filed by Prometheus Western Retail, LLC, a Delaware limited liability company ("Prometheus"), Prometheus Western Retail Trust, a Maryland real estate investment trust ("Trust"), LF Strategic Realty Investors L.P., a Delaware limited partnership ("LF Realty"), Lazard Freres Real Estate Investors L.L.C., a New York limited liability company ("LFREI"), and Lazard Freres & Co. LLC, a New York limited liability company ("Lazard", and together with Prometheus, Trust, LF Realty, and LFREI, the "Reporting Persons"). Capitalized terms used herein but not defined shall have the meaning ascribed thereto in the Schedule 13D dated June 10, 1997, as amended, filed by Prometheus and LF Realty (as amended, the "Initial Schedule 13D"). This Amendment No. 16 to Schedule 13D hereby amends and supplements the Initial Schedule 13D. All items not described herein remain as previously reported in the Initial Schedule 13D.

Item 4. Purpose of Transaction

On January 17, 2003, the Reporting Persons exchanged all of their shares of the Issuer for 3,415,333 shares of Common Stock of Pan Pacific Retail Properties, Inc. ("Pan Pacific"), pursuant to an Agreement and Plan of Merger, dated November 5, 2002 by and among the Issuer, Pan Pacific and MB Acquisition, Inc. (the "Merger Agreement") providing for the merger of MB Acquisition, Inc. with and into the Issuer (the "Merger"). The Merger Agreement and all the agreements entered into in connection with the Merger were filed with Amendment 15 to Schedule 13D of the Issuer dated November 6, 2002.

Item 5. Interest in Securities of the Issuer

See Item 4 which is incorporated herein by reference.

7

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 17, 2002

PROMETHEUS WESTERN RETAIL, LLC

By: Prometheus Western Retail Trust,  
its sole member

By: /s/ John A. Moore

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-----  
Name: John A. Moore  
Title: Vice President and  
Chief Financial Officer

PROMETHEUS WESTERN RETAIL TRUST

By: /s/ John A. Moore

-----  
Name: John A. Moore  
Title: Vice President and  
Chief Financial Officer

LF STRATEGIC REALTY INVESTORS L.P.

By: Lazard Freres Real Estate Investors  
L.L.C., as general partner

By: /s/ John A. Moore

-----  
Name: John A. Moore  
Title: Managing Principal and  
Chief Financial Officer

LAZARD FRERES REAL ESTATE INVESTORS L.L.C.

By: /s/ John A. Moore

-----  
Name: John A. Moore  
Title: Managing Principal and  
Chief Financial Officer

LAZARD FRERES & CO. LLC

By: /s/ Scott D. Hoffman

-----  
Name: Scott D. Hoffman  
Title: Managing Director