

Edgar Filing: ENTERTAINMENT PROPERTIES TRUST - Form SC 13D/A

ENTERTAINMENT PROPERTIES TRUST  
Form SC 13D/A  
April 23, 2001

BRT REALTY TRUST  
60 Cutter Mill Road, Suite 303  
Great Neck, NY 11021

April 23, 2001

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 20549

Re: Statement on Schedule 13D - Entertainment Properties Trust

Gentlemen:

There is transmitted herewith Amendment No. 12 to Schedule 13D relating to shares of common stock of Entertainment Properties Trust. The Amendment is being sent today to the Company at its principal executive offices by certified mail, and to The New York Stock Exchange.

Very truly yours,

BRT REALTY TRUST

By s/Simeon Brinberg\_\_\_\_\_  
Senior Vice President

Enclosure

Securities and Exchange Commission  
Washington, D.C. 20549

AMENDMENT NO. 12  
TO  
SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND  
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Entertainment Properties Trust

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-----  
(Name of Issuer)

Common Shares of Beneficial Interest, par value \$.01 per share  
-----

(Title of Class of Securities)

29380T105  
-----

(CUSIP Number)

Simeon Brinberg  
60 Cutter Mill Road, Great Neck, New York 11021 516-466-3100  
-----

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

-----  
(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 that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1 (f) or 13d-1(g), check the following box / /.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

Page 1 of 29 Pages

Page 2 of 29 Pages

Cusip No. 29380T105

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
BRT Realty Trust- 13-2755856  
-----

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

-----  
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

Massachusetts

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-----  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

7.	SOLE VOTING POWER - 1,355,600
8.	SHARED VOTING POWER -
9.	SOLE DISPOSITIVE POWER - 1,355,600
10.	SHARED DISPOSITIVE POWER -

-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 1,355,600

-----

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

-----

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
9.21%

-----

14. TYPE OF  
REPORTING PERSON\*  
OO

Page 3 of 29 Pages

Cusip No. 29380T105

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Gould Investors L.P. - 11-2763164

-----

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

-----

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

-----

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING

7.	SOLE VOTING POWER - 1,500
8.	SHARED VOTING POWER - 28,500 (1)
9.	SOLE DISPOSITIVE POWER - 1,500
10.	SHARED DISPOSITIVE POWER - 28,500 (1)

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PERSON WITH \_\_\_\_\_

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 30,000 (1)

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) LESS THAN 1%

Page 4 of 29 Pages

14. TYPE OF  
REPORTING PERSON\*  
PN

(1) Gould Investors L.P. is a member of SASS/Gould Real Estate Securities LLC, a limited liability company, which is the successor to SASS/Gould REIT Partners. An affiliate of Gould Investors L.P. is a sub-advisor to the Managing Member of the limited liability company. Gould Investors L.P. may be deemed to have shared voting and shared dispositive power with respect to the shares owned by SASS/Gould Real Estate Securities LLC.

Page 5 of 29 Pages

Cusip No. 29380T105

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
ONE LIBERTY PROPERTIES, INC. - 13-3147497

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

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

MARYLAND

7. SOLE VOTING POWER - 2,625  
NUMBER OF  
SHARES

8. SHARED VOTING POWER -

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

9.	SOLE DISPOSITIVE POWER - 2,625
10.	SHARED DISPOSITIVE POWER -

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 2,625

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) LESS THAN 1%

14. TYPE OF REPORTING PERSON \*  
CO

Page 6 of 29 Pages

Cusip No. 29380T105

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
SASS/GOULD Real Estate Securities LLC (1)

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

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

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER - 28,500
	8.	SHARED VOTING POWER -
	9.	SOLE DISPOSITIVE POWER - 28,500
	10.	SHARED DISPOSITIVE POWER -

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 28,500

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

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SHARES\*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
LESS THAN 1%

14. TYPE OF  
REPORTING PERSON\*

OO

(1) Successor to SASS/Gould REIT Partners.

Page 7 of 29 Pages

Cusip No. 29380T105

1. NAME OF REPORTING PERSON

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fredric H. Gould and Fredric H. Gould Spousal IRA 119-26-2645

2. CHECK

THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) X  
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

PF

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7. SOLE VOTING POWER - 2,112 (1)
NUMBER OF	
SHARES	8. SHARED VOTING POWER - 1,388,225 (2)
BENEFICIALLY	
OWNED BY	9. SOLE DISPOSITIVE POWER - 2,112 (1)
EACH	
REPORTING	10. SHARED DISPOSITIVE POWER - 1,388,225 (2)
PERSON WITH	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON - 1,390,337

12. CHECK

BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
LESS THAN 9.44%

14. TYPE OF  
REPORTING PERSON\*

IN

NOTE: - (1) The 2,112 shares includes 1,850 shares owned by Fredric H.

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Gould, individually, and 262 shares owned by Fredric H. Gould Spousal IRA.

Page 8 of 29 Pages

(2) Fredric H. Gould is Chairman of the Board and Chief Executive Officer of BRT Realty Trust, a General Partner of Gould Investors L.P. and Chairman of the Board and Chief Executive Officer of One Liberty Properties, Inc. Gould Investors L.P. is a member of SASS/Gould Real Estate Securities LLC and an affiliate of Gould Investors L.P. is the sub-advisor to the limited liability company. Mr. Gould may be deemed to have shared voting and shared dispositive power as to the Common Shares of the Company owned by these entities.

Page 9 of 29 Pages

Cusip No. 29380T105

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Helaine Gould - 052-32-2215

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

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

PF

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7. SOLE VOTING POWER - 1,000
NUMBER OF	_____
SHARES	8. SHARED VOTING POWER -
BENEFICIALLY	_____
OWNED BY	9. SOLE DISPOSITIVE POWER - 1,000
EACH	_____
REPORTING	10. SHARED DISPOSITIVE POWER -
PERSON WITH	_____

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON - 1,000

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
LESS THAN 1%

14. TYPE OF  
REPORTING PERSON\*

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IN

Page 10 of 29 Pages

Cusip No. 29380T105

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Jeffrey Gould - 087-44-0886

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

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

PF

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF	7. SOLE VOTING POWER - 300
SHARES	8. SHARED VOTING POWER - 1,355,600 (1)
BENEFICIALLY	9. SOLE DISPOSITIVE POWER - 300
OWNED BY	10. SHARED DISPOSITIVE POWER - 1,355,600 (1)
EACH	
REPORTING	
PERSON WITH	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON - 1,355,900

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
9.21%

14. TYPE OF  
REPORTING PERSON\*  
IN

(1) Jeffrey Gould is President of BRT Realty Trust. Accordingly, he may be deemed to have shared voting and shared dispositive power over the shares owned by BRT Realty Trust.



Cusip No. 29380T105

1. NAME OF REPORTING PERSON  
 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Matthew Gould - 052-40-1318

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

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

PF

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States

NUMBER OF SHARES BENEFICIALLY	7. SOLE VOTING POWER - 350
OWNED BY EACH REPORTING PERSON WITH	8. SHARED VOTING POWER - 30,000 (1)
	9. SOLE DISPOSITIVE POWER - 350
	10. SHARED DISPOSITIVE POWER - 30,000(1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
 PERSON - 30,350

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 LESS THAN 1%

14. TYPE OF  
 REPORTING PERSON\*

IN  
 (1) Matthew Gould is President of the managing corporate general partner of  
 Gould Investors L.P. Accordingly, he may be deemed to have shared voting and  
 shared dispositive power over the shares owned by Gould Investors L.P. and the  
 shares owned by SASS/Gould Real Estate Securities LLC.

Cusip No. 29380T105

1. NAME OF REPORTING PERSON  
 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Israel Rosenzweig - 068-52-3463 and Zehavit Rosenzweig,  
 as joint tenants.

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

-----  
3. SEC USE ONLY  
-----

4. SOURCE OF FUNDS\*

PF

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

-----  
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER - 1,000
8. SHARED VOTING POWER -
9. SOLE DISPOSITIVE POWER - 1,000
10. SHARED DISPOSITIVE POWER -

-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 1,000

-----  
12. CHECK  
BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*

-----  
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
LESS THAN 1%

-----  
14. TYPE OF  
REPORTING PERSON\*  
IN

Page 13 of 29 Pages

Cusip No. 29380T105

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Israel Rosenzweig - Keogh Account, 068-52-3463 and Israel  
Rosenzweig as custodian for Alon Rosenzweig under New York Uniform Gift to  
Minors Act - 088-74-1177.

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

-----  
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  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER - 4,300
	8. SHARED VOTING POWER -
	9. SOLE DISPOSITIVE POWER - 4,300
	10. SHARED DISPOSITIVE POWER -

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON - 4,300

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
LESS THAN 1%

14. TYPE OF  
REPORTING PERSON\*  
IN

NOTE: The 4,300 shares includes 4,100 shares held in a Keogh Account  
established by Mr. Rosenzweig and 200 shares are held by him as a custodian for  
his son.

Page 14 of 29 Pages

This Amendment amends and supplements Schedule 13D filed with the Securities and  
Exchange Commission on March 13, 2000, as amended to date. Except as amended by  
this amendment, there has been no change in the information previously reported  
on Schedule 13D.

Item 4. Purpose of Transaction

On April 23, 2001 BRT issued a press release with respect to its proxy  
solicitation for the election of Fredric H. Gould to the Board of Directors of  
the Company. A copy of the press release is filed as an exhibit to this Schedule  
13D.

Page 15 of 29 Pages

Item 5. Interest in Securities of the Issuer

BRT owns, as of this date, 1,355,600 Common Shares of the Company, constituting

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approximately 9.21% of the 14,722,762 Common Shares outstanding.

In the aggregate, BRT, the Partnership, OLP, Sass/Gould, Fredric H. Gould, individually and in his Spousal IRA, Helaine Gould, Matthew Gould, Jeffrey Gould and Israel Rosenzweig, who are filing as a group, own 1,397,287 Common Shares in the aggregate, or 9.49% of the outstanding Common Shares of the Company.

Page 16 of 29 Pages

Except as set forth in Schedule 13D, as amended to date, BRT, its executive officers and trustees, the Partnership, its general partners (including officers and directors of its corporate general partner), OLP, its officers and directors, Sass/Gould and its managing member and sub-advisor, Fredric H. Gould, Helaine Gould, Matthew Gould, Jeffrey Gould, Israel Rosenzweig and Zehavit Rosenzweig (i) do not own or have the right to acquire, directly or indirectly, any Common Shares of the Company; and (ii) have not in the past sixty (60) days effected any transactions in Common Shares of the Company.

Item 7. Exhibit (1) (a) Agreement to file jointly. Filed with Schedule 13D.

(b) Power of Attorney. Filed with Schedule 13D.

(2) Letter dated May 31, 2000 from BRT Realty Trust to the Board of Trustees of the Company. Filed with Amendment No. 3 to Schedule 13D.

(3) Letter dated September 7, 2000 from BRT Realty Trust to the President of the Company. Filed with Amendment No. 4 to Schedule 13D.

(4) Letter dated September 27, 2000 from BRT Realty Trust to the President of the Company. Filed with Amendment No. 5 to Schedule 13D.

(5) Letter dated October 4, 2000 from the President of the Company to BRT Realty Trust. Filed with Amendment No. 6 to Schedule 13D.

(6) Letter dated October 6, 2000 from BRT Realty Trust to the President of the Company. Filed with Amendment No. 6 to Schedule 13D.

(7) Letter dated October 6, 2000 from the President of the Company to BRT Realty Trust. Filed with Amendment No. 7 to Schedule 13D.

(8) Letter dated October 11, 2000 from BRT Realty Trust to UMB Bank, N.A. Filed with Amendment No. 7 to Schedule 13D.

(9) Letter dated February 7, 2001 from BRT Realty Trust to the President of the Company. Filed with Amendment No. 8 to Schedule 13D.

Page 17 of 29 Pages

(10) Notice dated February 7, 2001 from BRT Realty Trust to the Company with respect to 2001 Annual Meeting. Filed with Amendment No. 8 to Schedule 13D.

11) Letter dated February 20, 2001 from BRT Realty Trust to the Company with respect to 2001 Annual Meeting Filed with Amendment No. 9 to Schedule 13D.

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12) Notice dated February 20, 2001 from BRT Realty Trust to the Company with respect to 2001 Annual Meeting. Filed with Amendment No. 9 to Schedule 13D.

13) Press Release issued by BRT on April 2, 2001. Filed with Amendment No. 10 to Schedule 13D.

14) Press Release issued by BRT on April 10, 2001. Filed with Amendment No. 11 to Schedule 13D.

15) Press Release issued by BRT on April 23, 2001. Filed with Amendment No. 12 to Schedule 13D.

Page 18 of 29 Pages

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this amendment to the statement is true, complete and correct.

Dated: April 23, 2001

BRT REALTY TRUST

s/Fredric H. Gould

-----  
Fredric H. Gould

By s/Jeffrey Gould

-----  
Jeffrey Gould,  
President

s/Fredric H. Gould

-----  
Fredric H. Gould Spousal  
IRA

GOULD INVESTORS L.P.  
By: GEORGETOWN PARTNERS, INC.

s/Helaine Gould  
By: Simeon Brinberg, Attorney in Fact

MANAGING GENERAL PARTNER

-----  
Helaine Gould

By: s/Simeon Brinberg

-----  
Simeon Brinberg,  
Senior Vice President

s/Matthew Gould

-----  
Matthew Gould

ONE LIBERTY PROPERTIES, INC.

s/Jeffrey Gould

-----  
Jeffrey Gould

By: s/Mark H. Lundy

-----  
Mark H. Lundy,  
Secretary

s/Israel Rosenzweig

-----  
Israel Rosenzweig,  
Individually and as  
Custodian

SASS/GOULD REAL ESTATE

s/Zehavit Rosenzweig

By: Simeon Brinberg, Attorney in Fact

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SECURITIES LLC,  
BY: M.D. SASS INVESTORS  
SERVICES, INC.

-----  
Zehavit Rosenzweig

BY: s/Martin E. Winter  
-----

Martin E. Winter,  
Senior Vice President

Page 19 of 29 Pages

BRT REALTY TRUST  
60 Cutter Mill Road  
Great Neck, NY 11021  
(516) 466-3100 - Telephone  
(516) 466-3132 - Telecopier

BRT Criticizes False and Misleading Statements of EPR

GREAT NECK, N.Y., April 23, 2001 -- BRT Realty Trust (NYSE:BRT) on Friday sent to the Shareholders of Entertainment Properties Trust (NYSE:EPR) the following letter which highlights the false and misleading statements of EPR. A copy of the letter is set forth below:

(BRT) BRT REALTY TRUST  
60 Cutter Mill Road, Suite 303  
Great Neck, New York 11021  
Tel: (516) 466-3100  
Fax: (516) 466-3132

April 20, 2001

To Shareholders of Entertainment Properties Trust (EPR)

ACT NOW

WHY IS EPR AFRAID TO HAVE FRED GOULD ON THE BOARD?  
WHAT ARE THEY HIDING FROM YOU?  
WHY ARE THEY MISLEADING YOU?

I. Why are they afraid to have Fred Gould on the Board?

We believe that current management wants to avoid the scrutiny that Fred Gould's oversight would bring to management's compensation and conflicts of interest. Look further in this letter to see the problems that we believe require Fred Gould's oversight.

EPR has not been responsive to our concerns. We believe that it is time to shake up current management with Fred Gould's election.

II. What are they hiding from you?

Page 20 of 29 Pages

Management's bonuses to be paid in 2001 have not yet been announced. In EPR's last two proxy statements, management disclosed the bonuses that would be paid each such year. Last year they totaled \$220,000. But this year, management claims that these determinations are delayed waiting for a consultant's report. Will the bonus announcements wait until after the election? Can you have faith in management if the compensation report conveniently happens to be delayed during a contested election?

Election time is no time to delay important information. What will they do next?

III. Why are they misleading you about Fred Gould?

We believe that they want to avoid the scrutiny that Fred Gould will bring to the Board. In EPR's numerous letters to shareholders soliciting support for their candidate, they had been unresponsive to the issues BRT brought to the attention of our fellow shareholders. In their letter to shareholders dated April 18, 2001, EPR has at last responded to some of the criticisms that BRT made. Unfortunately, their response is both tardy and more importantly, as indicated later in this letter, either misleading or just wrong.

IV. What can you do about it?

o Vote FOR Fred Gould.

o Please sign and date the enclosed WHITE proxy card and return it in the envelope provided.

#### LOOK AT THE CONFLICTS OF INTEREST

o AMC controlled EPR's initial public offering. EPR used \$249 million of the \$255 million in IPO proceeds to buy properties from AMC. EPR and AMC themselves said that this transaction was not based on arm's-length negotiations. EPR stock never again traded at the \$20 IPO price.

o Peter C. Brown, chairman of the Board of AMC, became the Chairman of EPR in connection with EPR's public offering.

Page 21 of 29 Pages

o David M. Brian, a paid consultant of AMC, became the Chief Financial Officer (later a Trustee and President) of EPR in connection with the EPR's public offering.

o AMC caused Scott H. Ward to become a Trustee of EPR in connection with EPR's public offerings. Mr. Ward is a member of the Compensation Committee and voted in favor of ever increasing salaries and loans to management.

o Robert J. Druten, a current Trustee of EPR, is the executive vice president and chief financial officer of Hallmark Cards, Inc. His colleague, Charles J. Egan, vice president of Hallmark, serves on the

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Board of AMC and also is one of only two trustees of the family trusts that elect three of AMC's directors, including Peter Brown, who is EPR's Chairman. Mr. Druten was made a Trustee by AMC in connection with taking EPR public.

### LOOK AT THESE GIFTS TO MANAGEMENT

- o EPR has made loans to its executives at below market interest rates and less than EPR pays for its own loans in order to allow them to buy shares of EPR.
- o In January 2000, Mr. Brian owned EPR \$908,145, which was required to be repaid in three annual installments beginning that year. EPR waived the payment requirement and rolled this into a new loan and loaned him an additional \$562,500 to buy more EPR stock. This new ten year loan has a market interest rate of 6.24% less than EPR pays for its own loans and does not require any interest or principal payments until maturity. Nevertheless, Mr. Brian currently receives \$144,000 a year in dividends from EPR without paying any interest or principal.
- o Each of the other two executives were granted a \$281,250 loan on the same terms to buy EPR stock. They each currently receive \$35,200 a year in dividends from EPR without paying any interest or principal.

We are concerned that the Board and the Compensation Committee will continue to grant favorable loans and grant undeserved pay increases unless Fred Gould represents shareholders on the Board. Unlike prior years, the Compensation Committee claims that they have not yet determined management's salary and bonuses to be paid this year -- during an election contest.

Page 22 of 29 Pages

### COMPARE THE CANDIDATES

Fredric H. Gould

- o An experienced executive with over 40 years of real estate experience.
- o An independent with no ties to AMC or the EPR management.
- o A representative of EPR's largest shareholder whose interests are strongly aligned with all shareholders because of its \$19 million investment.

Management's Nominee

- o An executive of a candy company.
- o He approved escalating salaries and favorable loans as a member of the compensation committee and he claims not to have set bonuses to be paid this year during an election contest.
- o He approved large severance packages for management despite objecting to golden parachutes adopted by a company he wanted to buy.

We believe that Fred Gould's qualifications and abilities to help EPR are substantially greater than Mr. Ward's due to his real property experience, reputation in the financial community and independence.

### EPR HAS PROVIDED YOU MISLEADING AND INCORRECT INFORMATION

In EPR's numerous letters to shareholders soliciting support for their candidate, they had been unresponsive to the issues BRT brought to the attention



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of our fellow shareholders. In their letter to shareholders of April 18th, EPR has at last responded to some of the criticisms that BRT made. Unfortunately, their response is both tardy and more importantly, as indicated below, either misleading or just wrong.

1. EPR Unresponsive to Shareholders. In response to our claim that EPR is unresponsive to shareholder interests by refusing to allow substantial shareholders to have representation on the Board, EPR claimed this is untrue stating that two of its 25 largest shareholders are on its Board and that they have never refused to consider the nomination of a shareholder to its Board. The facts, however, are as follows:

Page 23 of 29 Pages

(i) We assume EPR is referring to David M. Brain, its president, and to Scott H. Ward, a trustee. Although EPR states in their proxy statement that Mr. Brain owns 303,765 shares or 2.06% of the outstanding shares, we believe that based on public information, he in fact actually owns no more than 130,000 shares or less than 1%. The rest of the shares, which EPR indicated are owned, we believe are actually options to acquire shares that are not yet exercised, some of which are not even in the money while the rest are less than 25 cents in the money. Further, of the shares owned by Mr. Brain, he actually bought very few of these with his own money. Rather, EPR granted him approximately 20,000 shares at the IPO and an additional 80,000 shares were bought by Mr. Brain with the proceeds of extremely favorable loans made to him by EPR (which loans require no payments at all until maturity in 2010). Mr. Ward is indicated as owning just 101,047 shares - or less than 1% - (although it should be pointed out that the bulk of these shares are held in a family trust).

(ii) EPR also indicated that they have never refused to consider a nomination of a shareholder to the Board. The facts, however, are that in January of 2001 in hopes of avoiding the hassle and substantial sums EPR would have to expend in a proxy fight, I spoke to the president of EPR and suggested that they add me as a Board member in addition to the five Board members that they then had. In response to that request, the president of EPR asked that I put in writing that request (which I did) and that they would then promptly send me a written questionnaire so that they could consider the request. When no questionnaire was received, I called the president several times with no return call at all until I was finally able to speak with the president on February 7th. At that time, he told me that they were getting the questionnaire together and that I would have them within the week but again no questionnaire ever came. I also requested a meeting with the Board to allow them to question me about my credentials and ability to help the Company and each time I requested this meeting, I was refused. The facts are that although EPR claims to have duly considered my nomination to their Board, they asked no questions of me, never formally met with me and never even asked for any references.

2. Conflict of Interest. EPR claims that our criticism that EPR "persist[s] in allowing control of the Board by individuals with ties to the largest tenant of the Company, AMC Entertainment, Inc.", is untrue since EPR claims "only one of the five EPR

Page 24 of 29 Pages

Trustees has any ties to AMC". Unfortunately, this is just not true as we have previously pointed out.

(i) Peter C. Brown, the Chairman of EPR, is also the Chairman of AMC. Unfortunately for EPR, Mr. Brown's economic interests are clear as his considerable salary is drawn from AMC and he owns 375,000 shares of AMC and options for an additional 284,000 shares while only owning 7,119 shares of EPR.

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(ii) David M. Brain, the current president of EPR was formerly a paid consultant to AMC.

(iii) Robert J. Druten, a current Trustee of EPR, is the Executive Vice President and Chief Financial Officer of Hallmark Cards, Inc. Mr. Charles J. Egan, the former General Counsel and currently a Vice President of Hallmark Cards, Inc., serves on the Board of AMC and is also one of only two Trustees of the Family Trust that elects three directors of AMC.

3. EPR formed as a "Captive" of AMC. We indicated that EPR "was formed as a captive by AMC", which they contend was untrue and that EPR "has never been in any sense of the word a captive of AMC". Merriam Webster's Collegiate Dictionary defines "captive", among other things, as "held under control of another but having the appearance of independence" which we think well describes the relationship of EPR to AMC. We believe that AMC controlled, was responsible for, and was the primary beneficiary of, EPR's public offering. We would like to bring to your attention that based on EPR's initial registration statement:

(i) "AMC" appears more than 850 times;

(ii) there was such a dependence of EPR on AMC that the financial statements of AMC were included in the registration statement;

(iii) all the then properties of EPR were leased to and operated by AMC and EPR was granted options to acquire additional properties from AMC;

(iv) the transactions between EPR and AMC were based on a "lack of arms' length negotiations"; the companies shared a Chairman of the Board and the original president of EPR had been a Senior Vice President of AMC and the current president of EPR had been a consultant to AMC; and

(v) of the initial approximately \$255 million in proceeds of

Page 25 of 29 Pages

EPR's public offering, over 95% of the proceeds went directly to AMC to purchase all of EPR's initial properties.

4. Inappropriate Ground Leases. In reference to our criticism that AMC was involved in four of the five land lease transactions, EPR indicated that this was "misleading" as "AMC is a fee holder in only one such transaction" and that in the other three properties "AMC is a tenant". Clearly, being a fee holder in a land lease transaction or being a tenant in a land lease transaction would make one "involved" and the only thing misleading is EPR's attempt at obfuscation of this very serious financial issue. Curiously, EPR's April 18th letter claims that EPR has 7 ground leased properties and chastises us for claiming that AMC is involved with 4 of 5 such properties. However, we must point out that EPR's recent 10-K indicates that there are 6 not 7 (as they claim) such properties and that AMC is involved in 5 not 4 such properties. Therefore, our complaint on this issue has only worsened as the problem has deepened with another acquisition by EPR of a ground leased theatre where AMC is the subtenant.

5. Lack of Arms-Length Dealings. EPR contends that our statement that the EPR properties purchased from AMC were "not at a price related to value" was untrue. The reality is that EPR management stated in its public offering documents that the properties purchased by EPR from AMC were purchased "at a price equal to AMCE's development and construction costs" and that the rents to be paid "were determined by the management of AMCE and our company (EPR) and were not negotiated on an arms' length basis"; and they did not even claim that they were based on value, but rather cost. How could there have been arms' length

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negotiations with this group: the Chairman of the Board of EPR at the time was the Chairman of the Board of AMC, the president of EPR at the time was a Senior Vice President of AMC and the CFO of EPR at the time was a paid consultant of AMC.

6. Misleading Expense Comparison. EPR contends that our claim that EPR management has "enriched itself even as stockholders suffered eroding share prices" is untrue and quotes percentages of revenues versus administrative costs as compared to REITs in general. Since EPR's portfolio consists almost entirely of net leased property with no operational requirements of the landlord, these comparisons are at best misleading. The operation of net leased properties simply requires very little administrative expenses. It is misleading for EPR to compare itself with REITs in general when the bulk of REITs own multi-tenanted shopping centers, apartment buildings, office buildings and the like that require significant landlord administrative responsibilities.

Page 26 of 29 Pages

EPR's administrative activity is really just depositing monthly rent checks - the tenants maintain and operate the properties.

7. "Loans" to Insiders. They claim that our statement that the loans EPR made to its executives are "at below market interest rates and favorable repayment terms in order to allow them to buy shares" is untrue since these loans are "full recourse loans that EPR has included as part of its compensation of management". The facts, however, are that Mr. Brain was indebted to the Company in the principal amount of \$1,470,465 on January 1st, 2000 - made up of an \$800,000 loan initially made to him in 1997 to buy 40,000 shares of the Company stock at \$20 per share and accrued interest of \$108,145 and an additional \$562,500 loan made effective on January 1st, 2000 to allow him to buy an additional 40,000 shares at \$14 per share. The initial loan required repayment in equal annual installments on November 30th, 2000, 2001 and 2002. No payments of principal or interest were ever made on the initial loan and even before the first payment was due and payable, EPR, instead of collecting the payment, loaned Mr. Brain an additional \$562,500 and then restated the existing loan to lower the interest rate even further to 6.24%, extend the term and waive ALL payments for an additional 10 years! EPR further strains credibility by contending that "the officers abide by a repayment schedule for interest and principal based on published federal interest rate" as (i) the loans call for no payments at all for 10 years so there is no repayment schedule to "abide" by and (ii) the "published federal rate" referred is really the lowest interest rate permitted by the IRS. As a consequence, Mr. Brain currently receives dividends at the rate of \$1.80 per share on 80,000 shares or a total of approximately \$144,000 per annum without currently paying a penny of interest or principal to the Company. Note as well that the generous severance packages for the senior executives provide that if they are let go portions of the loans are forgiven and EPR must pick up the income tax obligations on account of such forgiveness. A like situation prevails with Messrs. Kennon and Silvers. What bank in America do you think would have made these loans at this interest rate (which is below the interest that EPR is presently paying on its own debt) and on these repayment terms?

8. Management's Limited Real Estate Experience. They claim that our criticism of EPR Trustees as having "little relevant real estate experience" is untrue since the management and Trustees "started and successfully managed EPR from its inception". This would leave one to believe that the only real estate experience they had was with this Company, which has only been in existence from 1997. We therefore stand by our initial comment that they

Page 27 of 29 Pages

have "little relevant real estate experience". In reference to their indicating that Scott Ward manages a company that owns substantial real property, before this year there was never any disclosure or comment relative to that made in any

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of the published materials of EPR and Mr. Ward's family candy businesses are not public so we have no way of verifying their claims.

9. Inappropriate Short - Term Financing. EPR contends that our statement that EPR made "a poor decision" when it "financed a substantial portion of its acquisitions using short term floating rate debt" is untrue and that it is "prudent corporate finance practice to use short term floating rate revolving credit as internal bridge financing to allow access to the permanent debt market when terms are deemed attractive." The facts, however, speak for themselves. Interest on floating debt goes up and down and that type of debt should not be used by companies that have fixed or modestly incremental income streams. We never suggested that short term debt could not be used for brief intervals pending long term financing but, rather, that the usage of a short term credit facility for an extended term (which is what happened with EPR) often results in short term benefits and long term detriments. Interest rates on their short term debt ultimately rose to a high of approximately 9.5% and negatively affected net income and cash flow. They suggest that our comment relating to the financial community not looking favorably at theater operating companies made it more difficult to refinance the short term debt and forced the Company to accept a five year term rather than preferable long term debt is misleading. Clearly the maturity of their initial credit line was not "meant to coincide with the current adverse credit environment for the exhibition industry" but that is exactly when the debt came due and illustrates why short term debt should not be used to finance long term assets. Their comment that they accepted a five year maturity rather than a ten year maturity leaves one to ponder whether they learned their lesson at all. Who knows what the interest rates are going to be at the end of five years?

10. How Independent is Scott Ward? They further claim that we have no agenda to improve EPR and I think at this point it is best to compare the qualifications of the two individuals running for the one Board seat in order to determine which of the two you believe would more likely be helpful to the Company and its shareholders. Management's nominee, Scott H. Ward, currently owns less than 1% of the Company stock and claims to be an independent Trustee. We believe that he is not completely independent from management and note his favorable vote for the employment contracts of EPR's three top executives calling for raises of between 39% and 70%; excessive bonuses which were allowed to be taken in restricted

Page 28 of 29 Pages

stock at 150% of the initial bonus; substantial loans on very favorable terms to management personnel; substantial golden parachutes; and large severance packages granted to management. Just six months prior thereto in the context of an attempted hostile takeover of Rocky Mountain Chocolate Factory (which by the way makes very good candy), Whitman Candies (where Mr. Ward and his brother serve as co-presidents) cited as one of the reasons for their withdrawal from the hostile takeover attempt "the excessive management severance packages granted by the Rocky Mountain Board to its senior management". Thomas S. Ward, Scott Ward's brother and co-president of Whitman Candies with Scott Ward, cited the golden parachutes as the "primary obstacle to completion of the offer" and stated further "We probably could have worked around the poison pill (shareholders rights plan), but the golden parachutes would have cost us an additional \$2 million. If we had reduced the offer price to reflect the severance liability, we would have been shifting that money from the shareholders to senior management. We didn't want to do that." Some six months thereafter Scott Ward voted for substantially greater golden parachutes, severance packages and loans on favorable terms for the management of EPR. Does this sound like a director completely independent from management?

FRED GOULD IS THE BETTER CANDIDATE

We believe that Fred Gould's qualifications and abilities to help the

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Company are substantially greater than Mr. Ward's, due to his real property experience, reputation in the financial community and independence.

Prior to entering the real property field, Fred Gould practiced as an accountant and attorney specializing in real property transactions. Since 1960 he has been engaged in the ownership and operation of real property, real estate finance and the ownership of net leased properties. In addition to his direct experiences in real property ownership and operation, he currently serves on the Loan Committee and the Board of a federally insured and regulated thrift institution with in excess of \$500 million in assets. He previously served on the Loan Committee and the Board of another federally insured and regulated thrift institution and helped in increasing the value of that thrift over time. That thrift was sold to a major banking institution at a very substantial profit to its shareholders. He has excellent relationships with major national real property mortgage lending institutions. As an example of the kind of benefits he can potentially bring to EPR, as an independent member of the Board of

Page 29 of 29 Pages

another REIT, whose shares are listed on the New York Stock Exchange, he was instrumental in introducing this REIT to one of these major lenders. Since the time of the introduction, this REIT has completed in excess of \$125 million of long term first mortgage financing with this lending institution. We believe that in order for EPR to expand and prosper in this current environment, it needs to have capital and first mortgage financing availability to allow it to purchase additional quality entertainment complexes. If given the opportunity of joining the Board we believe Fred Gould will be able to enhance the availability of both of those segments.

We are EPR's largest shareholder and own approximately 9.2% of EPR's shares. As you can see, we are extremely disappointed with the management of our Company and request your support for my election to the Board.

In order to act in the best interests of shareholders and help the company grow and prosper we need your help in electing Fredric H. Gould to the Board. Please sign and date the enclosed WHITE proxy card and return it in the envelope provided. Hopefully, with your support, we will be allowed to help the Company grow and prosper.

If anyone would like to speak to me personally, please feel free to call me at the above number or if I am not in, please speak to Simeon Brinberg or Mark Lundy.

Sincerely,  
BRT REALTY TRUST

Fredric H. Gould  
Chairman of the Board

Contact: Simeon Brinberg, Senior Vice President 516.466.3100