

Edgar Filing: NEWKIRK MASTER LP - Form SC 13G/A

NEWKIRK MASTER LP  
Form SC 13G/A  
February 14, 2005

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

(RULE 13d-102)

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)\*

THE NEWKIRK MASTER LIMITED PARTNERSHIP

-----  
(NAME OF ISSUER)

UNITS OF LIMITED PARTNERSHIP INTEREST

-----  
(TITLE OF CLASS OF SECURITIES)

NOT APPLICABLE

-----  
(CUSIP NUMBER)

JUNE 9, 2004

-----  
(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)

\*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 (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).

-----  
CUSIP NO. N/A

13G

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PAGE 2 OF 14 PAGES  
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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
(ENTITIES ONLY)

Vornado Realty Trust

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

(a)  [X]  
(b)  [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

|   |   |                                       |
|---|---|---------------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON WITH: | 5 | SOLE VOTING POWER<br>0                |
|   | 6 | SHARED VOTING POWER<br>1,422,400      |
|   | 7 | SOLE DISPOSITIVE POWER<br>0           |
|   | 8 | SHARED DISPOSITIVE POWER<br>1,422,400 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,422,400\*

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

[X]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.5%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\* Does not include 3,657,210 Units held by various entities listed in Exhibit 99.2 that are not a part of the reporting persons filing this Schedule 13G that may be deemed to constitute a group with the reporting persons and with respect to which beneficial ownership is expressly disclaimed.

CUSIP NO. N/A

13G

PAGE 3 OF 14 PAGES

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

Vornado Realty L.P.

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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<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON WITH: | 5 | SOLE VOTING POWER        |
|   |   | 0                        |
|   | 6 | SHARED VOTING POWER      |
|   |   | 1,422,400                |
|   | 7 | SOLE DISPOSITIVE POWER   |
|   |   | 0                        |
|   | 8 | SHARED DISPOSITIVE POWER |
|   |   | 1,422,400                |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,422,400\*

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.5%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

\* Does not include 3,657,210 Units held by various entities listed in Exhibit 99.2 that are not a part of the reporting persons filing this Schedule 13G that may be deemed to constitute a group with the reporting persons and with respect to which beneficial ownership is expressly disclaimed.

CUSIP NO. N/A

13G

PAGE 4 OF 14 PAGES

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

Vornado Newkirk L.L.C.

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   |                    |
| -----  |  |                    |
|  | 5 SOLE VOTING POWER  |                    |
|  | 0  |                    |
| NUMBER OF  | -----  |                    |
| SHARES   | 6 SHARED VOTING POWER  |                    |
| BENEFICIALLY   | 235,014  |                    |
| OWNED BY EACH  | -----  |                    |
| REPORTING  | 7 SOLE DISPOSITIVE POWER   |                    |
| PERSON WITH:   | 0  |                    |
|  | -----  |                    |
|  | 8 SHARED DISPOSITIVE POWER   |                    |
|  | 235,014  |                    |
| -----  |  |                    |
| 9  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON   |                    |
|  | 235,014*   |                    |
| -----  |  |                    |
| 10   | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <span style="float:right">[X]</span> |                    |
| -----  |  |                    |
| 11   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  |                    |
|  | 3.7%   |                    |
| -----  |  |                    |
| 12   | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  |                    |
|  | OO   |                    |
| -----  |  |                    |
| * Does not include 3,657,210 Units held by various entities listed in Exhibit 99.2 that are not a part of the reporting persons filing this Schedule 13G that may be deemed to constitute a group with the reporting persons and with respect to which beneficial ownership is expressly disclaimed. |  |                    |
| -----  |  |                    |
| CUSIP NO. N/A  | 13G  | PAGE 5 OF 14 PAGES |
| -----  |  |                    |
| 1  | NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS<br>(ENTITIES ONLY)                             |                    |
|  | VNK L.L.C.   |                    |
| -----  |  |                    |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  | (a) [X]<br>(b) [ ] |
| -----  |  |                    |
| 3  | SEC USE ONLY   |                    |
| -----  |  |                    |
| 4  | CITIZENSHIP OR PLACE OF ORGANIZATION   |                    |
|  | Delaware   |                    |
| -----  |  |                    |

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|   |   |  |  |
|---|---|--|--|
|   | 5 | SOLE VOTING POWER  |  |
|   | 0 |  |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON WITH: |   | 6 SHARED VOTING POWER  |  |
|   |   | 90,516   |  |
|   |   | 7 SOLE DISPOSITIVE POWER   |  |
|   |   | 0  |  |
|   |   | 8 SHARED DISPOSITIVE POWER   |  |
|   |   | 90,516   |  |
|   |   | 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON   |  |
|   |   | 90,516*  |  |
|   |   | 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES<br>CERTAIN SHARES (SEE INSTRUCTIONS) <span style="float: right;">[X]</span> |  |
|   |   | 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)   |  |
|   |   | 1.4%   |  |
|   |   | 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)   |  |
|   |   | OO   |  |

\* Does not include 3,657,210 Units held by various entities listed in Exhibit 99.2 that are not a part of the reporting persons filing this Schedule 13G that may be deemed to constitute a group with the reporting persons and with respect to which beneficial ownership is expressly disclaimed.

CUSIP No. N/A

13G

Page 6 of 14 Pages

ITEM 1(A). NAME OF ISSUER:

The Newkirk Master Limited Partnership

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

7 Bulfinch Place, Suite 500  
Boston, MA 02114

ITEM 2(A). NAME OF PERSON FILING:

Vornado Realty Trust  
Vornado Realty L.P.  
Vornado Newkirk L.L.C.  
VNK L.L.C.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

Vornado Realty Trust - 888 Seventh Avenue, New York, NY 10019  
Vornado Realty L.P. - 888 Seventh Avenue, New York, NY 10019  
Vornado Newkirk L.L.C. - 888 Seventh Avenue, New York, NY 10019  
VNK L.L.C. - 888 Seventh Avenue, New York, NY 10019

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ITEM 2(C). CITIZENSHIP:  
Vornado Realty Trust - Maryland  
Vornado Realty L.P. - Delaware  
Vornado Newkirk L.L.C. - Delaware  
VNK L.L.C. - Delaware

ITEM 2(D). TITLE OF CLASS OF SECURITIES:  
Units of Limited Partnership Interest

ITEM 2(E). CUSIP NUMBER:  
Not applicable

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

-6-

CUSIP No. N/A 13G Page 7 of 14 Pages

- (a)  Broker or dealer registered under Section 15 of the Act.
- (b)  Bank as defined in Section 3(a)(6) of the Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with Rule 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.
- (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.
- (j)  Group, in accordance with Rule 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 I.

- (a) Amount beneficially owned:

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See the response(s) to Item 9 on the attached cover page(s).

(b) Percent of class:

See the response(s) to Item 11 on the attached cover page(s).

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

-7-

CUSIP No. N/A

13G

Page 8 of 14 Pages

- (i) Sole power to vote or to direct the vote  
See the response(s) to Item 5 on the attached cover page(s).
- (ii) Shared power to vote or to direct the vote  
See the response(s) to Item 6 on the attached cover page(s).
- (iii) Sole power to dispose or to direct the disposition of  
See the response(s) to Item 7 on the attached cover page(s).
- (iv) Shared power to dispose or to direct the disposition of  
See the response(s) to Item 8 on the attached cover page(s).

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

See Exhibit 99.2.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

-8-

Edgar Filing: NEWKIRK MASTER LP - Form SC 13G/A

CUSIP No. N/A

13G

Page 9 of 14 Pages

Not applicable.

ITEM 10.

CERTIFICATION.

Not applicable.

-9-

Page 10 of 14 Pages

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.

VORNADO REALTY TRUST

By: /s/ Joseph Macnow

-----  
Name: Joseph Macnow  
Title: Executive Vice President -  
Finance and Administration,  
Chief Financial Officer

VORNADO REALTY L.P.

By: /s/ Joseph Macnow

-----  
Name: Joseph Macnow  
Title: Executive Vice President -  
Finance and Administration,  
Chief Financial Officer

VORNADO NEWKIRK L.L.C.

By: /s/ Joseph Macnow

-----  
Name: Joseph Macnow  
Title: Executive Vice President -  
Finance and Administration,



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Chief Financial Officer

VNK L.L.C.

By: /s/ Joseph Macnow

-----  
Name: Joseph Macnow  
Title: Executive Vice President -  
Finance and Administration,  
Chief Financial Officer

Date: February 14, 2005

Page 11 of 14 Pages

INDEX TO EXHIBITS

| Exhibit No. | Exhibit   |
|-------------|---|
| 99.1        | Joint Filing Agreement, dated February 14, 2005, between Vornado Realty Trust, Vornado Realty L.P., Vornado Newkirk L.L.C. and VNK L.L.C. |
| 99.2        | Item 8 Information  |