

ENTERTAINMENT PROPERTIES TRUST
Form SC 14D9/A
April 18, 2001

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SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 14D-9
(RULE 14d-101)

SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d) (4)
OF THE SECURITIES EXCHANGE ACT OF 1934

AMENDMENT NO. 2

ENTERTAINMENT PROPERTIES TRUST

(Name of Subject Company)

ENTERTAINMENT PROPERTIES TRUST

(Name of Person(s) Filing Statement)

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

(Title of Class of Securities)

29380T105

(CUSIP Number of Class of Securities)

Gregory K. Silvers
Entertainment Properties Trust
30 Pershing Road
Union Station -- Suite 201
Kansas City, Missouri 64108
(816) 472-1700

(Name, Address and Telephone Number of Person Authorized to Receive
Notice and Communications on Behalf of the Person(s) Filing Statement)

Copies to:
Steven B. Stokdyk
Sullivan & Cromwell
1888 Century Park East, Suite 2100
Los Angeles, California 90067
Telephone: (310) 712-6600

[] Check the box if the filing relates solely to preliminary communications
made before the commencement of a tender offer.

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This Amendment No. 2 amends and supplements the Solicitation / Recommendation Statement on Schedule 14D-9 filed with the Securities and Exchange Commission on April 17, 2001, as amended (the "Schedule 14D-9") by Entertainment Properties Trust ("EPR"), relating to the partial tender offer by BRT Realty Trust to purchase up to 1,000,000 shares of EPR's common shares of beneficial interest, par value \$.01 per share, at \$18.00 per share. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 14D-9.

ITEM 9. EXHIBITS.

| Exhibit No. ----- | Description ----- |
|----------------------|--|
| (a) (5) (i) | Letter from EPR to its shareholders dated April 18, 2001 (incorporated herein by reference to EPR's definitive additional materials on Schedule 14A filed with the SEC on April 18, 2001). |

SIGNATURE

After due 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.

/s/ David Brain
David Brain
President and Chief Executive Officer

April 18, 2001