

CENTERLINE HOLDING CO  
Form SC 13D/A  
April 23, 2010

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2 )\***

Centerline Holding Company  
(Name of Issuer)

Common Shares of Beneficial Interest  
(Title of Class of Securities)

15188T108

(CUSIP Number)

Andrew L. Farkas

c/o Island Capital Group LLC

717 Fifth Avenue, 18th Floor

New York, New York 10022

(212) 705-5000

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

April 23, 2010

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-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.

\* 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.

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 (however, see the Notes).

CUSIP No. 15188T108

NAMES OF REPORTING PERSONS

1

C3 Initial Assets LLC

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

2

(a) ☐ p

(b) ☐ o

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)

5

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES  
BENEFICIALLY 8

OWNED BY 139,663,545

SOLE DISPOSITIVE POWER

EACH  
REPORTING 9

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

139,663,545

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

139,663,545

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

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

70.5%\*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

\*The calculations in this Schedule 13D are based on the Issuer's advice to the Reporting Persons that, immediately after the Transactions, 58,421,517 common shares of beneficial interest ( Common Shares ) of the Issuer were outstanding.

The 70.5% of the Common Shares of the Issuer that is reported as beneficially owned by the Reporting Persons is computed in accordance with Securities and Exchange Commission rules. The Reporting Persons, along with all other holders of the Issuer's Special Series A Shares, will have their Special Series A Shares automatically converted into Common Shares of the Issuer upon approval, by the Issuer's shareholders at a shareholders meeting, of an amendment to the Issuer's Restated Trust Agreement increasing the number of authorized Common Shares. After such shareholder approval and the automatic conversion of the Special Series A Shares held by the Reporting Persons and all other holders of Special Series A Shares, the Reporting Persons would beneficially own approximately 40.1% of all outstanding Common Shares.

CUSIP No. 15188T108

NAMES OF REPORTING PERSONS

1

C-III Capital Partners LLC

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

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES  
BENEFICIALLY 8

OWNED BY 139,663,545

SOLE DISPOSITIVE POWER

EACH  
REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

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CUSIP No. 15188T108

NAMES OF REPORTING PERSONS

1

Island C-III Manager LLC

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

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES  
BENEFICIALLY 8

OWNED BY 139,663,545

SOLE DISPOSITIVE POWER

EACH  
REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

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CUSIP No. 15188T108

NAMES OF REPORTING PERSONS

1

Anubis Advisors LLC

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

2

(a) ☐ p

(b) ☐ o

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

8

SHARED VOTING POWER

139,663,545

SOLE DISPOSITIVE POWER

9



PERSON 0

WITH SHARED DISPOSITIVE POWER

10

139,663,545

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

139,663,545

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CUSIP No. 15188T108

NAMES OF REPORTING PERSONS

1

Island Capital Group LLC

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

2

(a) ☐ p

(b) ☐ o

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐ o

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES  
BENEFICIALLY 8

OWNED BY 139,663,545

SOLE DISPOSITIVE POWER

EACH  
REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

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139,663,545

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

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14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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CUSIP No. 15188T108

NAMES OF REPORTING PERSONS

1

Andrew L. Farkas

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

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES  
BENEFICIALLY 8

OWNED BY 139,663,545

SOLE DISPOSITIVE POWER

EACH  
REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

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139,663,545

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70.5%\*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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CUSIP No. 15188T108

**Item 4. Purpose of Transaction**

Item 4 is amended by adding the following:

The Reporting Persons intend to recommend to the Issuer's Board of Trustees (the Board ) that the Board replace two of the existing four independent Trustees of the Issuer. Once the Reporting Persons have identified the suggested replacements, the Reporting Persons intend to make their recommendations to the Board. The Reporting Persons will amend this Schedule 13D to report if any of its recommended persons are elected as Trustees of the Issuer.

CUSIP No. 15188T108

**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: April 23, 2010

**C3 INITIAL ASSETS LLC**

By: /s/ Jeffrey P. Cohen  
Name: Jeffrey P. Cohen  
Title: President

**C-III CAPITAL PARTNERS LLC**

By: Island C-III Manager LLC,  
its Manager

By: /s/ Andrew L. Farkas  
Name: Andrew L. Farkas  
Title: Chief Executive Officer

**ISLAND C-III MANAGER LLC**

By: /s/ Andrew L. Farkas  
Name: Andrew L. Farkas  
Title: Chief Executive Officer

**ANUBIS ADVISORS LLC**

By: /s/ Andrew L. Farkas  
Name: Andrew L. Farkas  
Title: Chief Executive Officer

**ISLAND CAPITAL GROUP LLC**

By: /s/ Andrew L. Farkas  
Name: Andrew L. Farkas  
Title: Chairman and Chief Executive  
Officer

/s/ Andrew L. Farkas  
Andrew L. Farkas