

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

CENTER TRUST INC  
Form SC 13D/A  
November 06, 2002

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

AMENDMENT NO. 15  
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)

November 5, 2002  
(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.

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

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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

Page 2 of 9 Pages

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

Prometheus Western Retail, LLC

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

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

7 SOLE VOTING POWER  
NUMBER OF 2,261,006  
SHARES  
BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8 SHARED VOTING POWER  
13,405,660  
9 SOLE DISPOSITIVE POWER  
2,261,006  
10 SHARED DISPOSITIVE POWER  
13,405,660

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,666,666

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

[ ]

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

56.18%

14 TYPE OF REPORTING PERSON\*

OO

SCHEDULE 13D

CUSIP No. 40443E100

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1 NAME OF REPORTING PERSONS

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

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

7 SOLE VOTING POWER

NUMBER OF 2,261,006

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SHARES	<hr/>	
BENEFICIALLY OWNED BY EACH REPORTING PERSON	8	SHARED VOTING POWER
		13,405,660
<hr/>		
EACH	9	SOLE DISPOSITIVE POWER
		2,261,006
<hr/>		
PERSON	10	SHARED DISPOSITIVE POWER
WITH		13,405,660

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,666,666

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

[-]

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

56.18%

14 TYPE OF REPORTING PERSON\*

OO

## SCHEDULE 13D

CUSIP No. 40443E100

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

LF Strategic Realty Investors L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐  
(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

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AF,00

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

NUMBER OF 2,261,006

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 13,405,660

9 SOLE DISPOSITIVE POWER

REPORTING 2,261,006

PERSON

10 SHARED DISPOSITIVE POWER  
WITH 13,405,660

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,666,666

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

☐

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

56.18%

14 TYPE OF REPORTING PERSON\*

PN (limited partnership)

SCHEDULE 13D

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1 NAME OF REPORTING PERSONS

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

Lazard Freres Real Estate Investors L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐

(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

AF,00

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

NUMBER OF 2,261,006

SHARES

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY 13,405,660

EACH

9 SOLE DISPOSITIVE POWER

REPORTING 2,261,006

PERSON

10 SHARED DISPOSITIVE POWER

WITH 13,405,660

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,666,666

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

☐

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

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56.18%

14 TYPE OF REPORTING PERSON\*

OO

SCHEDULE 13D

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1 NAME OF REPORTING PERSONS

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

Lazard Freres & Co. LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐

(b) ☒

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

NUMBER OF 2,261,006

SHARES

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 13,405,660

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 2,261,006

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PERSON

10 SHARED DISPOSITIVE POWER  
13,405,660

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,666,666

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

[ ]

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

56.18%

14 TYPE OF REPORTING PERSON\*

OO

This Amendment No. 15 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. 15 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 2. Identity and Background

Item 2 is hereby amended and restated in its entirety as follows:

(a) This Statement is filed by (i) Prometheus, a Delaware limited liability company, (ii) Trust, a Maryland real estate investment trust, (iii) LF Realty, a Delaware limited partnership, (iv) LFREI, a New York limited liability company, and (v) Lazard, a New York limited liability company.

(b) The principal business addresses of Prometheus, Trust, LF Realty and LFREI is c/o Lazard Freres Real Estate Investors L.L.C., 30 Rockefeller Plaza, New York, New York 10020. The principal business address of Lazard is 30 Rockefeller Plaza, New York, New York 10020.

(c) and (f) Prometheus was formed to acquire and hold the Common Stock of the Issuer that was issued pursuant to the Stock Purchase Agreement, dated as of June 1, 1997 by and between the Issuer, Prometheus and LF Realty. Trust was formed by LF Realty on July 18, 1997 as a Maryland real estate investment trust to invest in and to acquire, hold, manage, administer, control and dispose of real property and related assets. Trust is the sole member of



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Prometheus. The name, business address, citizenship and principal occupation or employment of each of the executive officers and trustees of Trust are set forth in Schedule 1 hereto which is incorporated by reference herein.

LF Realty is the sole common stockholder of Trust and is an investment partnership formed to invest in companies owning and/or operating real estate assets. LFREI is the general partner of LF Realty. LFREI's activities consist principally of acting as general partner of several real estate investment partnerships that are affiliated with Lazard. LFREI's investment decisions must be approved by its investment committee. The name, business address, principal occupation or employment and citizenship of each of the executive officers of LFREI and each of the members of the Investment Committee of LFREI are set forth in Schedule 2 which is incorporated by reference herein. LFREI disclaims any beneficial ownership it may be deemed to have of any of the shares of Common Stock.

Lazard is the managing member of LFREI. Lazard's activities consist principally of financial advisory services. On a day-to-day basis, Lazard is run by a management committee. The name, business address, principal occupation or employment, and citizenship of each of the members of the management committee of Lazard are set forth in Schedule 3 which is incorporated by reference herein. Lazard disclaims any beneficial ownership it may be deemed to have of any of the shares of Common Stock.

Lazard is wholly owned by Lazard LLC, a Delaware limited liability company ("LLC"), and therefore LLC may be viewed as controlling Lazard. LLC is a holding company. The Head of Lazard controls LLC subject to the approval of certain significant matters by the Lazard Board of LLC. The name, business address, principal occupation or employment and citizenship of each of the members of the Lazard Board of LLC are set forth in Schedule 4 hereto which is incorporated by reference herein. The principal business office of LLC is 3711 Kennett Pike, Suite 120, P.O. Box 4649, Greenville, Delaware 19807-4649. Lazard, on behalf of LLC, disclaims any beneficial ownership LLC may be deemed to have of any of the shares of Common Stock.

(d) and (e). During the last five years, to the best knowledge of the Reporting Persons, none of the persons listed on Schedules 1 through 4 of this Amendment No. 15 to Schedule 13D: (i) has been convicted in a

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criminal proceeding (excluding traffic violations or similar misdemeanors) nor (ii) has been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction, and is or was, as a result of such proceeding, subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

### Item 4. Purpose of Transaction

On November 5, 2002, the Issuer, Pan Pacific Retail Properties, Inc. ("Pan Pacific") and MB Acquisition, Inc. ("Merger Sub") entered into an Agreement and Plan of Merger (the "Merger Agreement") providing for (i) the merger of Merger Sub with and into the Issuer (the "Merger"), whereupon the existence of Merger Sub will cease and the Issuer will continue as the surviving corporation (the "Surviving Corporation") and be a wholly-owned subsidiary of Pan Pacific.

At the effective time of the Merger (the "Effective Time"), by virtue of the Merger and without any action on the part of any holder of any shares of the Common Stock, or common stock of Merger Sub:

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- each issued and outstanding share of Common Stock (other than shares to be canceled) shall be converted into the right to receive 0.218 shares of Pan Pacific's common stock, \$.01 par value per share ("Pan Pacific Stock");
- each share of Common Stock that is owned by any subsidiary of the Issuer or by Pan Pacific or any subsidiary of Pan Pacific shall be canceled and retired without any conversion thereof and no payment shall be made with respect thereto; and
- each issued and outstanding share of common stock of Merger Sub shall be converted into and exchanged for one validly issued, fully paid and nonassessable share of common stock of the Surviving Corporation.

If a stock split, stock dividend or any similar event affects the Common Stock or the Pan Pacific Stock before the Effective Time, the exchange ratio of 0.218 shares of Pan Pacific Stock per share of Common Stock will be adjusted to reflect the effect of such event.

Because the approval of the Issuer's stockholders holding two-thirds of the issued and outstanding Common Stock is required by applicable law in order to consummate the Merger, the Issuer will submit the Merger Agreement to its stockholders for approval.

The obligations of the parties to the Merger Agreement to effect the Merger are subject to certain conditions, and prior to the Effective Time, the Issuer or Pan Pacific may terminate the Merger Agreement under certain circumstances, in each case as set forth in the Merger Agreement. Certain conditions to the Merger may not be waived by the Issuer, Pan Pacific or Merger Sub without the written consent of the L Entities (defined below).

In connection with the Merger, it is expected that the Issuer's Common Stock will cease to be quoted on the New York Stock Exchange and will become eligible for termination of registration under the Securities Exchange Act of 1934, as amended.

Concurrently with the execution and delivery of the Merger Agreement, Pan Pacific, Prometheus, Trust, LF Realty, and LFREI (Prometheus, Trust, LF Realty and LFREI are collectively referred to herein as the "L Entities") have entered into a Stockholders Voting Agreement (the "Voting Agreement"), whereby the L Entities have agreed on the terms and subject to the conditions therein, to vote 13,405,660 shares of Common Stock (the "Subject Shares"), among other things, in favor of the Merger and against any third-party acquisition proposal involving the Issuer. Pursuant to the Voting Agreement, the L Entities have also granted to Stuart A. Tanz, Chairman, President and Chief Executive Officer of Pan Pacific, and Joseph B. Tyson, Executive Vice President and Chief Financial Officer of Pan Pacific, an irrevocable proxy and power of attorney to vote the Subject Shares in favor of the Merger during the term of the Voting Agreement. The L Entities have no commitment to vote for or against the Merger any shares of Common Stock beneficially owned by any of them, other than the Subject Shares.

The Voting Agreement also provides that in certain circumstances, each of the L Entities shall not, except as contemplated by the terms of the Voting Agreement: (i) sell, transfer, pledge, encumber, assign or otherwise dispose of any Subject Shares, except to another L Entity that agrees to be bound by Prometheus's obligations under the Voting Agreement, or (ii) solicit, initiate, conduct or continue any discussions with any third party concerning an acquisition of the Issuer.

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The Voting Agreement terminates immediately upon the earlier of: (a) mutual consent of Pan Pacific and each of the L Entities, (b) the date upon which the Merger Agreement is terminated in accordance with its terms, (c) the Effective Time, or (d) April 30, 2002.

As an inducement for the L Entities to enter into the Voting Agreement, concurrently with the execution of the Merger Agreement Pan Pacific has entered into a Stockholders' Rights Agreement (the "Rights Agreement") with the L Entities. Pursuant to the Rights Agreement, Pan Pacific has agreed to file a shelf registration statement providing for the registration for resale under the Securities Act of 1933, as amended (the "Securities Act"), of the shares of Pan Pacific Stock issued to the L Entities in connection with the Merger. Pan Pacific has agreed to use all reasonable efforts to cause the registration statement to be effective before the Effective Time. The registration statement must be continuously effective until the earliest of (x) the first day after the first anniversary of the Effective Time upon which the L Entities and their subsidiaries own less than one million of the shares of Pan Pacific Stock issued to them in the Merger, (y) the third anniversary of the Effective Time, and (z) the sale of all of the securities included in the registration statement to persons unaffiliated with the L Entities.

The Rights Agreement also provides that the L Entities and their subsidiaries may request up to two underwritten offerings of at least one million shares of Pan Pacific Stock, to be conducted with the assistance of Pan Pacific. The L Entities and their subsidiaries may also request that Pan Pacific include their shares of Pan Pacific Stock in any underwritten offerings of Pan Pacific Stock. The Rights Agreement also provides that the L Entities and their subsidiaries are entitled to certain information rights so long as they continue to hold 25% of the Pan Pacific Stock they received in the Merger.

The preceding summaries of certain provisions of the Merger Agreement, the Voting Agreement and the Rights Agreement are not intended to be complete and are qualified in their entirety by reference to the full text of such agreements, copies of which are attached hereto as Exhibits 1, 2 and 3, respectively, and are incorporated herein by reference.

Item 6.                      Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

As described in Item 4, on November 5, 2002, the L entities entered into the Voting Agreement and the Rights Agreement, copies of which are attached as Exhibits hereto and are incorporated herein by reference.

Item 7.                      Materials to be Filed as Exhibits

Exhibit 1 --              Agreement and Plan of Merger, dated as of November 5, 2002, by and among Pan Pacific Retail Properties, Inc., Center Trust, Inc. and MB Acquisition, Inc.

Exhibit 2 --              Stockholders Voting Agreement, dated as of November 5, 2002, by and among Pan Pacific Retail Properties, Inc., Prometheus Western Retail, LLC, Prometheus Western Retail Trust, LF Strategic Realty Investors L.P. and Lazard Freres Real Estate Investors L.L.C.

Exhibit 3 --              Stockholders' Rights Agreement, dated as of November 5, 2002, by and among Pan Pacific Retail Properties, Inc., Prometheus Western

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Retail, LLC, Prometheus Western Retail Trust, LF Strategic Realty Investors L.P. and Lazard Freres Real Estate Investors L.L.C.

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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: November 6, 2002

PROMETHEUS WESTERN RETAIL, LLC

By: Prometheus Western Retail Trust,  
its sole member

By: /s/ Mark S. Ticotin

-----  
Name: Mark S. Ticotin  
Title: Vice President

PROMETHEUS WESTERN RETAIL TRUST

By: /s/ Mark S. Ticotin

-----  
Name: Mark S. Ticotin  
Title: Vice President

LF STRATEGIC REALTY INVESTORS L.P.

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

By: /s/ Mark S. Ticotin

-----  
Name: Mark S. Ticotin  
Title: Managing Principal

LAZARD FRERES REAL ESTATE INVESTORS  
L.L.C.

By: /s/ Mark S. Ticotin

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-----  
 Name: Mark S. Ticotin  
 Title: Managing Principal

LAZARD FRERES & CO. LLC

By: /s/ Scott D. Hoffman  
 -----  
 Name: Scott D. Hoffman  
 Title: Managing Director

## SCHEDULE 1

### EXECUTIVE OFFICERS AND TRUSTEES OF PROMETHEUS WESTERN RETAIL TRUST

The following is a list of the executive officers and the trustees of Prometheus Western Retail Trust ("Trust"), setting forth the present and principal occupation for each such person and the corporation or other organization in which such employment is conducted. The business address of each such person is 30 Rockefeller Plaza, New York, NY 10020 and each person is a citizen of the United States.

#### EXECUTIVE OFFICERS OF TRUST

Name ----	Title -----	Principal Occupation -----
Matthew J. Lustig	President of Trust	Managing Principal of Lazard Freres Investors L.L.C. ("LFREI") and Managing Principal of Lazard Freres & Co. LLC
John A. Moore	Vice President and Chief Financial Officer of Trust	Managing Principal and Chief Financial Officer of Lazard Freres & Co. LLC
Mark S. Ticotin	Vice President of Trust	Managing Principal of LFREI
Marjorie L. Reifenberg	Secretary of Trust	Principal and General Counsel of LFREI
Henry C. Herms	Treasurer of Trust	Controller of LFREI

#### TRUSTEES OF TRUST

Name ----	Principal Occupation -----
Matthew J. Lustig	Managing Principal of LFREI and Managing Director of Lazard Freres & Co. LLC
John A. Moore	Managing Principal and Chief Financial Officer of Lazard Freres & Co. LLC
Mark S. Ticotin	Managing Principal of LFREI

## SCHEDULE 2

### EXECUTIVE OFFICERS AND MEMBERS OF THE INVESTMENT COMMITTEE OF LAZARD FRERES REAL ESTATE INVESTORS L.L.C.

The following is a list of the executive officers and of the members of the investment committee of Lazard Freres Real Estate Investors L.L.C. ("LFREI"), setting forth the present and principal occupation and

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citizenship for each such person and the corporation or other organization in which such employment is conducted. The business address of each such person is 30 Rockefeller Plaza, New York, NY 10020. Except as otherwise indicated, each such person is a citizen of the United States.

### LFREI EXECUTIVE OFFICERS

-----

Robert C. Larson	Chairman and Managing Principal of LFREI and Managing Director of Lazard Freres & Co. LLC
Matthew J. Lustig	Managing Principal of LFREI and Managing Director of Lazard Freres & Co. LLC
John A. Moore	Managing Principal and Chief Financial Officer of LFREI
Mark S. Ticotin	Managing Principal of LFREI
Gary Ickowicz	Principal of LFREI
Marjorie L. Reifenberg	Principal, General Counsel and Secretary of LFREI
Douglas N. Wells	Principal of LFREI
(Citizen of Canada)	
Andrew E. Zobler	Principal of LFREI
Henry C. Herms	Controller of LFREI

### LFREI INVESTMENT COMMITTEE

Albert H. Garner	Managing Director of Lazard Freres & Co. LLC
Steven J. Golub	Managing Director of Lazard Freres & Co. LLC
Jonathan H. Kagan	Managing Director of Lazard Freres & Co. LLC
Robert C. Larson	Chairman and Managing Principal of LFREI and Managing Director of Lazard Freres & Co. LLC
Matthew J. Lustig	Managing Principal of LFREI and Managing Director of Lazard Freres & Co. LLC
James A. Paduano	Managing Director of Lazard Freres & Co. LLC
Mark S. Ticotin	Managing Principal of LFREI
Ali E. Wambold	Managing Director of Lazard Freres & Co. LLC

### SCHEDULE 3

#### MEMBERS OF THE MANAGEMENT COMMITTEE OF LAZARD FRERES & CO. LLC

Set forth below are the names of each of the members of the management committee of Lazard Freres & Co. LLC. Except as otherwise indicated, the principal occupation for each such person is managing director of Lazard Freres & Co. LLC, the business address of each such person is 30 Rockefeller Plaza, New York, New York 10020 and each person is a citizen of the United States.

Name	Principal Occupation (if other than as indicated above)
----	-----
Michael Castellano	
Norman Eig	Co-Chief Executive Officer of Lazard Asset Management and Managing Director of Lazard Freres & Co. LLC
Steven J. Golub	
Scott D. Hoffman	
Kenneth M. Jacobs	Deputy Chairman of Lazard and Managing Director and Head of Lazard Freres & Co. LLC
Gary S. Shedlin	

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David L. Tashjian  
Ali E. Wambold

Charles G. Ward, III

President of Lazard

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SCHEDULE 4

LAZARD BOARD OF LAZARD LLC

Set forth below are the members of the Lazard Board of Lazard LLC, their business address, principal occupation and citizenship:

Name -----	Principal Occupation and Business Address -----
Marcus Agius	Deputy Chairman of Lazard; and Chairman and Managing Director of Lazard Brothers & Co., Limited Lazard Brothers & Co., Limited 21 Moorfields London EC2P 2HT United Kingdom
Antoine Bernheim	Investor Chairman of Assicurazioni Generali S.p.A. Lazard Freres S.A.S. 121 Boulevard Haussmann 75382 Paris Cedex 08 France
Gerardo Braggiotti	Deputy Chairman of Lazard; Managing Director of Lazard Freres S.A.S., Lazard Freres & Co. LLC and Lazard Brothers & Co., Limited; Vice Chairman of Lazard AB Stockholm and Lazard & C. Srl; Member of Supervisory Board of Lazard & Co. GmbH; and Chairman of Lazard Asesores Financieras S.A. Lazard Freres S.A.S. 121 Boulevard Haussmann 75382 Paris Cedex 08 France
Michel A. David-Weill	Chairman of Lazard and Chairman of the Lazard Board of Lazard LLC Lazard Freres & Co. LLC 30 Rockefeller Plaza New York, NY 10020, USA
Jean Guyot	Investor Lazard Freres S.A.S. 121 Boulevard Haussmann 75382 Paris Cedex 08 France
Kenneth M. Jacobs	Deputy Chairman of Lazard; and Managing Director and Head of House of Lazard Freres & Co. LLC Lazard Freres & Co. LLC 30 Rockefeller Plaza New York, NY 10020, USA

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Name -----	Principal Occupation and Business Address -----
Alain Merieux	President Directeur General (CEO) BioMerieux S.A. and BioMerieux Alliance 69280 Marcy L'Etoile France
Bruno M. Roger	Chairman and Head of House of Lazard Freres S.A.S. Lazard Freres S.A.S. 121 Boulevard Haussmann 75382 Paris Cedex 08 France
Patrick G.P. Sayer	Chief Executive Officer of Eurazco Eurazco 3 rue Jacques Bingen 75017 Paris France
Francois Voss	Managing Director of Lazard Freres S.A.S. Lazard Freres S.A.S. 121 Boulevard Haussmann 75382 Paris Cedex 08 France
Bruce Wasserstein	Head of Lazard and Chairman of the Executive Committee of Lazard Strategic Coordination Company LLC Lazard Freres & Co. LLC 30 Rockefeller Plaza New York, NY 10020, USA