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KRAMONT REALTY TRUST
Form S-3/A
April 15, 2002

Registration No. 333-85424

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

KRAMONT REALTY TRUST
(Exact name of Registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

Plymouth Plaza
580 West Germantown Pike
Plymouth Meeting, Pennsylvania 19462
(610) 825-7100

25-67
(I.R.S.
Identifica

(Address, Including Zip Code, and Telephone Number, Including Area Code, of
Registrant's Principal Executive Offices)

LOUIS P. MESHON, SR.
PRESIDENT AND CHIEF EXECUTIVE OFFICER
KRAMONT REALTY TRUST
PLYMOUTH PLAZA
580 WEST GERMANTOWN PIKE
PLYMOUTH MEETING, PENNSYLVANIA 19462
(610) 825-7100
(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent for Service)

Copies of Communications to:
Gail Sanger, Esq.
Proskauer Rose LLP
1585 Broadway, New York, New York 10036-8299
(212) 969-3000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From
time to time or at one time after the effective date of this Registration
Statement as determined by the Registrant.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest or interest investment plans, please check the
following box. []

If any of the securities being registered on this Form are to be
offered on a delayed or continuous basis pursuant to Rule 415 under the
Securities Act of 1933, other than securities offered only in connection with
dividend or interest reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration statement number of the earlier

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effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

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Kramont Realty Trust, a Maryland real estate investment trust (the "Registrant"), hereby amends the Registration Statement on Form S-3 filed by the Registrant with the Securities and Exchange Commission on April 3, 2002 (the "Registration Statement") for the purpose of substituting for the form of opinion of Roberts & Holland LLP attached as Exhibit 8.1 to the Registration Statement the executed opinion of Roberts & Holland LLP filed herewith as Exhibit 8.1.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Plymouth Meeting, State of Pennsylvania on April 15, 2002.

KRAMONT REALTY TRUST

By: /s/ *

Louis P. Meshon, Sr.
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the persons whose signatures appear below, which persons have signed such Registration Statement in the capacities indicated:

Signature -----	Title -----	Date ----
/s/ * ----- Louis P. Meshon, Sr.	President, Chief Executive Officer and Trustee (Principal Executive Officer)	April 15, 2002

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/s/	*	Chief Financial and Investment	April 15, 2002
-----		Officer, Senior Vice President and	
Carl E. Kraus		Treasurer (Principal Financial	
		Officer)	
/s/	*	Chief Accounting Officer and	April 15, 2002
-----		Senior Vice President (Principal	
Etta M. Strehle		Accounting Officer)	
/s/	*	Chief Operating Officer and	April 15, 2002
-----		Executive Vice President	
George S. Demuth			
/s/	*	Chairman of the Board of Trustees	April 15, 2002

Norman M. Kranzdorf			
/s/	*	Trustee	April 15, 2002

Bernard J. Korman			
/s/	*	Trustee	April 15, 2002

H. Irwin Levy			
/s/	*	Trustee	April 15, 2002

Milton S. Schneider			
/s/	*	Trustee	April 15, 2002

E. Donald Shapiro			

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Signature		Title	Date
-----		-----	----
/s/	*	Trustee	April 15, 2002

Alan L. Shulman			

*By: /s/ Louis P. Meshon, Sr.

 Louis P. Meshon, Sr.
 Attorney-in-Fact

April 15, 2002

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INDEX TO EXHIBITS

- 4.1 Form of Indenture for Senior Debt Securities to be entered into between Kramont Realty Trust and a Trustee to be named.*
- 4.2 Form Indenture for Subordinated Debt Securities to be entered into between Kramont Realty Trust and a Trustee to be named.*
- 5.1 Opinion of Ballard Spahr Andrews & Ingersoll, LLP.*
- 8.1 Opinion of Roberts & Holland LLP.
- 12.1 Calculation of Ratios of Earnings to Fixed Charges and Earnings to Combined Fixed Charges and Preferred Share Distributions.*
- 23.1 Consent of BDO Seidman, LLP.*
- 23.2 Consent of Ballard Spahr Andrews & Ingersoll, LLP (incorporated by reference to Exhibit 5.1).*
- 23.3 Consent of Roberts & Holland LLP (incorporated by reference to Exhibit 8.1).
- 24.1 Power of Attorney (included in Signature Page).*
- 25.1 Statement of Eligibility of Trustee (to be filed by amendment).

* Filed as an exhibit to the Registration Statement on Form S-3 filed by Kramont Realty Trust on April 3, 2002.