ENTERTAINMENT PROPERTIES TRUST
Form SC TO-T/A
April 23, 2001

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                             UNITED STATES
                   SECURITIES AND EXCHANGE COMMISSION
                        WASHINGTON, D.C. 20549
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                             SCHEDULE TO
                            (RULE 14d-100)
         TENDER OFFER STATEMENT PURSUANT TO SECTION 14(d)(1) OR 13(e)(1) OF
                   THE SECURITIES EXCHANGE ACT OF 1934
                           (AMENDMENT NO. 1)

                   ENTERTAINMENT PROPERTIES TRUST
                      (NAME OF SUBJECT COMPANY)

                          BRT REALTY TRUST
                  (NAME OF FILING PERSONS-OFFEROR)

               COMMON SHARES OF BENEFICIAL INTEREST,
                    PAR VALUE $0.01 PER SHARE
                    (TITLE OF CLASS OF SECURITIES)


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                            29380T105
                 (CUSIP NUMBER OF CLASS OF SECURITIES)

                          SIMEON BRINBERG
                          BRT REALTY TRUST
                        60 CUTTER MILL ROAD
                    GREAT NECK, NEW YORK 11021
                     TELEPHONE: (516) 466-3100
       (NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE NOTICES
              AND COMMUNICATIONS ON BEHALF OF FILING PERSONS)

                            COPIES TO:
                         LAWRENCE LEDERMAN
                 MILBANK, TWEED, HADLEY & MCCLOY LLP
                      ONE CHASE MANHATTAN PLAZA
                      NEW YORK, NEW YORK 10005
                     TELEPHONE: (212) 530-5732


                       CALCULATION OF FILING FEE
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TRANSACTION VALUATION*	AMOUNT OF FILING FEE
$18,000,000	$3,600

* Estimated for purposes of calculating the amount of the filing fee only. The
  amount assumes the purchase of a total of 1,000,000 shares of the outstanding
  common shares of beneficial interest, par value $0.01 per share, at a price
  per Share of $18.00 in cash.

[X] Check box if any part of the fee is offset as provided by Rule 0-11(a)(2)
    and identify the filing with which the offsetting fee was previously paid.
    Identify the previous filing by registration statement number, or the Form
    or Schedule and the date of its filing.

AMOUNT PREVIOUSLY PAID: $3,600   FILING PARTY: BRT REALTY TRUST
FORM OR REGISTRATION NO.: SCHEDULE   DATE FILED: APRIL 10, 2001
TO

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

Check the appropriate boxes below to designate any transactions to which the
statement relates:

[X] third-party tender offer subject to Rule 14d-1.

[ ] issuer tender offer subject to Rule 13e-4.

[ ] going-private transaction subject to Rule 13e-3.

[ ] amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results
of the tender offer. [ ]

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AMENDMENT NO. 1 TO TENDER OFFER STATEMENT

This Amendment No. 1 to the Tender Offer Statement on Schedule TO (as amended
hereby, the "Schedule TO")is filed by BRT Realty Trust, a Massachusetts business
trust ("BRT"). This Schedule TO relates to the offer by BRT to purchase up to
1,000,000 common shares of beneficial interest, par value $0.01 per share (the
"Shares"), of Entertainment Properties Trust, a Maryland real estate investment
trust (the "Company"), at a price of $18.00 per Share, net to the seller in
cash, without interest, upon the terms and subject to the conditions set forth
in the Offer to Purchase, dated April 10, 2001 (as amended, the "Offer to
Purchase"), and in the related Letter of Transmittal (which, together with any
amendments or supplements thereto, collectively constitute the "Offer").
Capitalized terms used herein and not otherwise defined shall have the meanings
ascribed to them in the Offer to Purchase.

ITEM 4. TERMS OF THE TRANSACTION.

Item 4 of the Schedule TO which incorporates by reference the information
contained in the Offer to Purchase is hereby amended as follows:

     The fourth sentence of the first paragraph of Section 4 of the Offer to
Purchase entitled "Acceptance for Payment and Payment; Proration" is hereby
amended and restated in its entirety as follows:

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"The Purchaser expressly reserves the right, in its sole discretion, to delay acceptance for payment of or payment for Shares pending receipt of any regulatory or governmental approvals to the Offer."

The first sentence of the penultimate paragraph of Section 14 of the Offer to Purchase entitled "Certain Conditions to this Offer" is hereby amended and restated in its entirety as follows:

"The foregoing conditions are for the sole benefit of the Purchaser and may be asserted by the Purchaser regardless of the circumstances giving rise to any such conditions or may be waived by the Purchaser in whole or in part at any time and from time to time prior to the Expiration Date in its sole discretion."

The last paragraph of Section 14 of the Offer to Purchase entitled "Certain Conditions to this Offer" is hereby amended and restated in its entirety as follows:

"Each reference in this Section 14 to the "sole judgment" or "sole discretion" of the Purchaser with respect to the satisfaction of the conditions set forth in this Section 14 shall be deemed to mean the "reasonable judgement" or "reasonable discretion", respectively, of the Purchaser."

ITEM 12. EXHIBITS.

Item 12 is hereby amended and supplemented to add the following exhibits:

(a)(10) Letter to Shareholders, dated April 20, 2001.

(a)(11) Press release by BRT, dated April 23, 2001.

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<center>SIGNATURE</center>

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.

BRT REALTY TRUST

/s/   SIMEON BRINBERG

        (Signature)

        Simeon Brinberg,
      Senior Vice President

        (Name and Title)

        April 23, 2001

        (Date)

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<center>EXHIBIT INDEX</center>

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EXHIBIT NO.
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   (a)(1)      Offer to Purchase dated April 10, 2001.*
   (a)(2)      Letter of Transmittal (including Guidelines for
               Certification of Taxpayer Identification Number on
               Substitute Form W-9).*
   (a)(3)      Notice of Guaranteed Delivery.*
   (a)(4)      Letter to Brokers, Dealers, Commercial Banks, Trust
               Companies and Other Nominees.*
   (a)(5)      Letter to Clients for use by Brokers, Dealers, Commercial
               Banks, Trust Companies and Other Nominees.*
   (a)(6)      Letter to Shareholders, dated March 30, 2001.*
   (a)(7)      Press release issued by BRT, dated April 2, 2001.*
   (a)(8)      Letter to Shareholders, dated April 10, 2001.*
   (a)(9)      Press release issued by BRT, dated April 10, 2001.*
  (a)(10)      Letter to Shareholders, dated April 20, 2001.
  (a)(11)      Press release by BRT, dated April 23, 2001.
     (b)       None.
     (d)       None.
     (g)       None.
     (h)       None.



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* Previously filed.
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