

NEW PLAN EXCEL REALTY TRUST INC
Form 4
April 20, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Super IntermediateCo LLC

2. Issuer Name and Ticker or Trading Symbol
NEW PLAN EXCEL REALTY TRUST INC [NXL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
04/20/2007

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O CENTRO PROPERTIES LIMITED,
CORPORATE, OFFICES, 3RD FLOOR, 235 SPRINGVALE ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

GLEN WAVERLEY, C3 3150

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.01 par value per share	04/20/2007		J ⁽¹⁾		52,929,108	A	\$ 33.15
							144,131,638 ⁽¹⁾ ⁽²⁾
Common Stock, \$.01 par value per share	04/20/2007		J ⁽⁵⁾		144,131,638	D	⁽⁵⁾ 1,000 ⁽⁵⁾
							D ⁽⁶⁾

See Footnotes ⁽³⁾ ⁽⁴⁾

share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Super IntermediateCo LLC
C/O CENTRO PROPERTIES LIMITED, CORPORATE OFFICES, 3RD FLOOR, 235 SPRINGVALE ROAD GLEN WAVERLEY, C3 3150

X

Super LLC
C/O CENTRO PROPERTIES LIMITED, CORPORATE OFFICES, 3RD FLOOR, 235 SPRINGVALE ROAD GLEN WAVERLEY, C3 3150

X

CPT Custodian Pty LTD
C/O CENTRO PROPERTIES LIMITED, CORPORATE OFFICES, 3RD FLOOR, 235 SPRINGVALE ROAD GLEN WAVERLEY, C3 3150

X

Signatures

/s/ Andrew Scott

04/20/2007

**Signature of Reporting Person

Date

Andrew Scott 04/20/2007

**Signature of
Reporting Person

Date

Andrew Scott 04/20/2007

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On April 20, 2007, Super MergerSub Inc. ("MergerSub") acquired from the Issuer an additional 52,929,108 shares of Common Stock pursuant to its exercise of the "top-up option" under the Agreement and Plan of Merger, dated as of February 27, 2007, as amended by the First Amendment thereto, dated as of April 19, 2007, and as it may be further amended or supplemented from time to time (the "Merger Agreement"), among the Issuer, Excel Realty Partners, L.P., Super IntermediateCo LLC ("Parent"), MergerSub and Super DownREIT MergerSub LLC, at a consideration per share equal to \$33.15, payable in the form of (i) \$.01 cash per share and (ii) a promissory note of MergerSub in the principal amount of \$33.14 per share (an aggregate principal amount of \$1,754,070,639). As described further in note 4, the reporting persons may be deemed to beneficially own the shares of Common Stock so acquired by MergerSub.

(1) Other than as described in note 1, these shares of Common Stock were acquired by MergerSub pursuant to its previously announced tender offer for all of the outstanding shares of Common Stock, which tender offer expired at 12:00 midnight, New York time, on April 18, 2007. As described further in note 4, the reporting persons may be deemed to beneficially own the shares of Common Stock so acquired by MergerSub.

(2) This Form 4 is being filed by each of Parent, Super LLC ("Super") and CPT Custodian Pty Limited ("CPT Custodian").

(3) These shares of Common Stock are directly owned by MergerSub. MergerSub is (i) directly owned 100% by Parent, (ii) indirectly owned 100% by Super and (iii) indirectly owned 50% by Centro Super Holding Trust No. 1 and 50% by Centro Super Holding Trust No. 3, for which trusts CPT Custodian is the responsible entity. As a result, each of Parent, Super and CPT Custodian may be deemed to indirectly beneficially own all of the shares of Common Stock owned by MergerSub.

(4) On April 20, 2007, pursuant to the Merger Agreement, MergerSub merged with and into the Issuer, with the Issuer surviving (the "Merger"), and in connection therewith, at the effective time of the Merger, (i) all of the 144,131,638 shares of Common Stock owned by MergerSub were automatically canceled and retired and ceased to exist, and no payment was made with respect thereto, and (ii) each of the 1,000 shares of outstanding common stock, \$.01 par value per share, of MergerSub (all of which shares were directly owned by Parent) was converted into one share of common stock of the surviving corporation.

(5) Following the consummation of the Merger, all of the 1,000 outstanding shares of common stock of the surviving corporation are directly owned by Parent. Parent is (i) directly owned 100% by Super and (ii) indirectly owned 50% by Centro Super Holding Trust No. 1 and (6) 50% by Centro Super Holding Trust No. 3, for which trusts CPT Custodian is the responsible entity. As a result, each of Super and CPT Custodian may be deemed to indirectly beneficially own all of the shares of common stock of the surviving corporation directly owned by Parent.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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