

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **1995-06-13**
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SUBJECT COMPANY

CONTINENTAL MORTGAGE & EQUITY TRUST

CIK: **319416** | IRS No.: **942738844** | State of Incorpor.: **CA** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-37878** | Film No.: **95546756**
SIC: **6798** Real estate investment trusts

Business Address
10670 N CENTRAL EXPWY
STE 300
DALLAS TX 75231
2146924700

FILED BY

AMERICAN REALTY TRUST INC ET AL

CIK: **827165** | IRS No.: **540697989** | State of Incorpor.: **GA** | Fiscal Year End: **1231**
Type: **SC 13D/A**
SIC: **6798** Real estate investment trusts

Mailing Address
10670 N CENTRAL
EXPRESSWAY
SUITE 600
DALLAS TX 75231

Business Address
10670 N CENTRAL
EXPRESSWAY
STE 300
DALLAS TX 75231
214-692-47

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 24)*

CONTINENTAL MORTGAGE AND EQUITY TRUST

(Name of Issuer)

Shares of Beneficial Interest, No Par Value

(Title of Class of Securities)

211-663-208

(CUSIP Number)

Robert A. Waldman
10670 North Central Expressway, Suite 600
Dallas, Texas 75231 (214) 692-4758

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

June 1, 1995

(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 / /.

Check the following box if a fee is being paid with the statement / /. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

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 but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

CUSIP NO. 211-663-208

PAGE 2 OF 12 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

American Realty Trust, Inc.
54-067989

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

(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Georgia

7 SOLE VOTING POWER

NUMBER OF

1,051,210

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

1,051,210

PERSON

10 SHARED DISPOSITIVE POWER

WITH

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,051,210

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

/ /

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

36%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTION BEFORE FILLING OUT!

INCLUDED BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND SIGNATURE ATTESTATION.

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Gene E. Phillips Children's Trust
13-6599769

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

(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

7 SOLE VOTING POWER

NUMBER OF

32,866

SHARES

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

32,866

10 SHARED DISPOSITIVE POWER

WITH

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

32,866

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

/ /

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

1.1%

14 TYPE OF REPORTING PERSON*

00

*SEE INSTRUCTION BEFORE FILLING OUT!

INCLUDED BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND SIGNATURE ATTESTATION.

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SCHEDULE 13D

CUSIP NO. 211-663-208

PAGE 4 OF 12 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Basic Capital Management, Inc.
75-2261065

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

(a) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2 (d) or 2 (e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

7 SOLE VOTING POWER

NUMBER OF

257,699

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

257,699

PERSON

10 SHARED DISPOSITIVE POWER

WITH

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

257,699

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

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

8.8%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTION BEFORE FILLING OUT!
INCLUDED BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND SIGNATURE ATTESTATION.

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CONTINENTAL MORTGAGE AND EQUITY TRUST

CUSIP No. 211 663 208

Item 1. Security and Issuer

Item 1 is hereby amended to read as follows:

This amendment relates to the Shares of Beneficial Interest, no par value (the "Shares"), of Continental Mortgage and Equity Trust ("CMET"), and amends the amended statement on Schedule 13D filed on April 24, 1995. The principal executive offices of CMET are located at 10670 North Central Expressway, Suite 600, Dallas, Texas 75231.

Item 2. Identity and Background

Item 2 is hereby amended to read as follows:

This statement is being filed on behalf of American Realty Trust, Inc. ("ART"), Basic Capital Management, Inc. ("BCM"), and the Gene E. Phillips Children's Trust (the "GEP Trust") (collectively, the "Reporting Persons").

The Reporting Persons may be deemed to constitute a "person" within the meaning of Section 13 (d) of the Securities Exchange Act of 1934, as amended, because BCM owns approximately 41.4% of the outstanding securities of ART and BCM serves as the advisor to ART and CMET. BCM is beneficially owned by a trust established for the benefit of Gene E. Phillips' children. Ryan T. Phillips is the son of Gene E. Phillips, a beneficiary of the GEP Trust, a director of ART and a director of BCM.

(I) ART is a real estate investment company organized and existing as a Georgia corporation engaged in the business of investing in and originating mortgage loans and, investing in real estate. ART's principal business activities include investment in real estate and in other business ventures. The principal place of business and principal office of ART is located at 10670 North Central Expressway, Suite 600, Dallas, Texas 75231.

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The following is a list of the executive officers and directors of ART:

Name ----	Position(s) with ART -----
G. Wayne Watts	Director
Ryan T. Phillips	Director
Al Gonzalez	Director
Oscar Cashwell	Director
Dale A. Crenwelge	Director
Karl L. Blaha	President
Hamilton P. Schrauff	Executive Vice President and Chief Financial Officer
Randall M. Paulson	Executive Vice President
Bruce A. Endendyk	Executive Vice President
Thomas A. Holland	Senior Vice President and Chief Accounting Officer
Robert A. Waldman	Senior Vice President, Secretary and General Counsel
Drew D. Potera	Treasurer

Mr. Watts' business address is P.O. Box 27081, Greenville, South Carolina 29616. Mr. Watts' present principal occupation is President of Palmetto Industries. Mr. Watts is a citizen of the United States of America.

Ryan T. Phillips' business address is 10670 North Central Expressway, Suite 600, Dallas, Texas 75231. Ryan T. Phillips' present principal occupation is an independent real estate investor. Ryan is the son of Gene E.

Phillips and a beneficiary of the GEP Trust. Ryan T. Phillips is a citizen of the United States of America.

Mr. Gonzalez' business address is 4455 Alpha Road, Building 2, Dallas, Texas 75244. Mr. Gonzalez' present principal occupation is President of AGE Refining, Inc. Mr. Gonzalez is a citizen of the United States of America.

Mr. Cashwell's business address is 10670 North Central Expressway, Suite 600, Dallas, Texas 75231. Mr. Cashwell's present principal occupation is the President of BCM. Mr. Cashwell is a citizen of the United States of America.

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Mr. Crenwelge's business address is 10208 Echo Ridge Drive, Austin, Texas 78750. Mr. Crenwelge's present principal occupation is the President of Longhorn Consultants Commercial Real Estate Group, Inc. and Crenwelge Commercial Consultants, Inc. Mr. Crenwelge is a citizen of the United States of America.

Mr. Blaha's business address is 10670 North Central Expressway, Suite 600, Dallas, Texas 75231. Mr. Blaha's present principal occupation is Executive Vice President - Director of Commercial Management of BCM. Mr. Blaha is a citizen of the United States of America.

Mr. Schrauff's business address is 10670 North Central Expressway, Suite 600, Dallas, Texas 75231. Mr. Schrauff's present principal occupation is Executive Vice President and Chief Financial Officer of BCM. Mr. Schrauff is a citizen of the United States of America.

Mr. Paulson's business address is 10670 North Central Expressway, Suite 600, Dallas, Texas 75231. Mr. Paulson's present occupation is Executive Vice President of BCM. Mr. Paulson is a citizen of the United States of America.

Mr. Endendyk's business address is 10670 North Central Expressway, Suite 600, Dallas, Texas 75231. Mr. Endendyk's present occupation is Executive Vice President of BCM. Mr. Endendyk is a citizen of the United States of America.

Mr. Holland's business address is 10670 North Central Expressway, Suite 600, Dallas, Texas 75231. Mr. Holland's present principal occupation is Senior Vice President and Chief Accounting Officer of BCM. Mr. Holland is a citizen of the United States of America.

Mr. Waldman's business address is 10670 North Central Expressway, Suite 600, Dallas, Texas 75231. Mr. Waldman's present principal occupation is Senior Vice President, General Counsel and Secretary of BCM. Mr. Waldman is a

citizen of the United States of America.

Mr. Potera's business address is 10670 North Central Expressway, Suite 600, Dallas, Texas 75231. Mr. Potera's present principal occupation is Vice President, Treasurer and Security Manager of BCM. Mr. Potera is a citizen of the United States of America.

(II) BCM is a corporation organized and existing under the laws of the State of Nevada. BCM's principal business activity is the provision of advisory services for real estate investment trusts. Its principal place of business and principal office is located at 10670 North Central Expressway, Suite 600, Dallas, Texas 75231. BCM was known as National Realty Advisors, Inc. until it changed its name on October 1, 1992.

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BCM is owned by a trust for the benefit of the children of Gene E. Phillips. The directors and executive officers of BCM are as follows:

Name ----	Position(s) with BCM -----
Oscar W. Cashwell	President
Hamilton P. Schrauff	Executive Vice President and Chief Financial Officer
Karl L. Blaha	Executive Vice President - Director of Commercial Management
Clifford C. Towns, Jr.	Executive Vice President, Finance
Steven R. Young	Executive Vice President - Director of Acquisitions
Randall M. Paulson	Executive Vice President
Bruce A. Endendyk	Executive Vice President
Mark W. Branigan	Executive Vice President
Thomas A. Holland	Senior Vice President and Chief Accounting Officer
Robert A. Waldman	Senior Vice President, General Counsel and Secretary
Drew D. Potera	Treasurer

Information with respect to Messrs. Cashwell, Schrauff, Blaha, Paulson, Endendyk, Holland, Waldman, Potera and Phillips is disclosed in (I) above.

Mr. Towns' business address is 10670 North Central Expressway, Suite 600, Dallas, Texas 75231. Mr. Towns' present principal occupation is Executive Vice President of BCM. Mr. Towns is a citizen of the United States of America.

Mr. Young's business address is 10670 North Central Expressway, Suite 600, Dallas, Texas 75231. Mr. Young's present principal occupation is Executive Vice President - Director of Acquisitions of BCM. Mr. Young is a citizen of the United States of America.

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Mr. Branigan's business address is 10670 North Central Expressway, Suite 600, Dallas, Texas 75231. Mr. Branigan's present principal occupation is Executive Vice President of BCM. Mr. Branigan is a citizen of the United States of America.

(III) The GEP Trust is a trust formed under the laws of Texas for the benefit of the children of Gene E. Phillips. The trustee of the GEP Trust is Mr. Phillips' brother, Donald W. Phillips.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended to read as follows:

(a) Share Ownership

The following tables show the Shares owned directly and beneficially by the Reporting Persons on the date of this statement:

Shares Owned Directly

<TABLE>
<CAPTION>

Reporting Person - - - - -	Number of Shares -----	Percent of Class (1) -----
<S>	<C>	<C>
ART	1,051,210	36.0%
BCM	257,699	8.8%
GEP Trust	32,866	1.1%
Reporting Persons		

as a Group
</TABLE>

1,341,775

45.9%

Shares Owned Beneficially

<TABLE>

<CAPTION>

Reporting Person -----	Number of Shares -----	Percent of Class (1) -----
<S>	<C>	<C>
ART	1,051,210	36.0%
BCM	257,699	8.8%
GEP Trust	32,866	1.1%
G. Wayne Watts (2)	1,051,210	36.0%
Al Gonzalez (2)	1,051,210	36.0%
Ryan Phillips (2) (3) (4)	1,341,775	45.9%
Dale A. Crenwelge (2)	1,051,210	36.0%
Oscar W. Cashwell (2) (3)	1,308,909	44.8%
Total	1,341,575	45.9%

</TABLE>

- (1) Percentage calculations are based upon 2,918,112 Shares outstanding at April 28, 1995. Total and addends may not match due to rounding.
- (2) May be deemed to be a beneficial owner of the Shares owned directly by ART by virtue of the relationship to ART as described in Item 2.
- (3) May be deemed to be a beneficial owner of the Shares owned directly by BCM by virtue of the relationship to BCM as described in Item 2.
- (4) May be deemed to be a beneficial owner of the Shares owned directly by the GEP Trust by virtue of the relationship to the GEP Trust as described in Item 2.

(b) Voting and Dispositive Power

Each of the directors of ART share voting and dispositive power over all of the Shares owned by ART. Ryan Phillips, as sole director of

BCM, has voting and dispositive power over all of the Shares owned by BCM. The Trustee of GEP Trust has complete voting and dispositive power over all of the Shares owned by the GEP Trust.

(c) Transactions in Securities

The following table lists the purchase transactions in the Shares that were effected by the Reporting Persons during the past sixty days:

<TABLE>

<CAPTION>

Reporting Person	Date	Number of Shares	Price Per Share	Type of Transaction
-----	----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
ART	04/17/95	4,000	\$15.00	Open Market
ART	04/24/95	4,000	\$15.00	Open Market
ART	04/26/95	2,200	\$15.00	Open Market
ART	05/05/95	4,000	\$14.50	Open Market
BCM	05/11/95	4,000	\$14.50	Open Market
BCM	05/18/95	4,000	\$14.50	Open Market
BCM	05/23/95	4,000	\$14.50	Open Market
ART	06/01/95	4,000	\$14.50	Open Market

</TABLE>

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

Item 6 is hereby amended to read as follows:

ART has pledged 20,000 shares to Advest, pledged 10,000 shares to The Advisors Group, pledged 25,000 shares to Allied, pledged 10,000 shares to Arnold Securities, pledged 10,000 shares to Baker & Co., pledged 70,000 shares to Bear Stearns, pledged 10,000 shares to Bidwell, pledged 10,000 shares to Brokerage Services, pledged 10,000 shares to Brown & Co., pledged 10,000 shares to Ceres Securities, pledged 10,000 shares to C.J. Lawrence, pledged 15,000 shares to Comerica, pledged 10,000 shares to Cowen & Co., pledged 7,500 shares to Dain Bosworth, pledged 127,162 shares to Dean Witter (CA), pledged 15,000 shares to Dillon Read, pledged 10,000 shares to Equitable Sec., pledged 30,000 shares to First Alabama, pledged 15,000 shares to First Southwest, pledged 22,000 shares to Global Strategies, pledged 23,507 shares to Goldman Sachs, pledged 14,000 shares to Hambrecht & Quist, pledged 10,000 shares to JB Oxford, pledged 5,000 shares to Jefferies (TX), pledged 13,357 shares to Kemper Sec., pledged 20,000 shares to Kemper Sec. (TX), pledged 10,000 shares to Kirkpatrick Pettis, pledged 17,500 shares to Legg Mason, pledged 15,000 shares to Legg Mason (TX), pledged 10,000 shares to Lombard, pledged 15,000

shares to Marsh Block, pledged 5,000 shares to May Financial, pledged 15,000 shares to McDonald & Co., pledged 23,000 shares to Montgomery, pledged 10,000 shares to Morgan Keegan, pledged 21,700 shares to Mutual Securities, pledged 52,357 shares to NationsBanc, pledged 20,000 shares to Nationwide Sec., pledged 18,000 shares to Ohio Co., pledged 10,000 shares to Olde, pledged 18,000 shares to Oppenheimer (NY), pledged 33,357 shares to Oppenheimer (TX), pledged 15,000 shares to Pacific Brokerage, pledged 29,138 shares to Piper Jaffray, pledged 20,000 shares to The Principal, pledged 10,000 shares to Quick & Reilly, pledged 35,000 shares to Robert Baird, pledged 13,000 shares to Rodman & Renshaw, pledged 10,000 shares to Roney & Co., pledged 11,966 shares to Securities of America; pledged 666 shares to Southwest Sec. (TX), pledged 13,000 shares to Tucker Anthony, pledged 29,000 shares to T.F. White, pledged 10,000 shares to UBS Securities, pledged 10,000 shares to Wachovia, pledged 9,000 shares to Washington Discount and pledged 9,000 shares to Wedbush Morgan in stock margin accounts maintained by it with such brokers.

BCM has pledged 5,000 shares to Advest, pledged 1,600 shares to The Advisors Group, pledged 10,000 shares to Brown & Co., pledged 5,000 shares to Cowen & Co., pledged 173,200 shares to Dean Witter (CA), pledged 10,000 shares to First Alabama, pledged 5,000 shares to Jefferies (TX), pledged 14,233 shares to Kemper Sec. (TX), pledged 5,000 shares to Legg Mason, pledged 5,000 shares to Ohio Co., pledged 1,000 shares to Olde, pledged 3,000 shares to Rodman & Renshaw, pledged 9,666 shares to Smith Barney and pledged 10,000 shares to Worthen in stock margin accounts maintained by it with such brokers.

SIGNATURES

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.

Dated: June 13, 1995

AMERICAN REALTY TRUST, INC.

By: /s/ Karl L. Blaha

Karl L. Blaha
President

BASIC CAPITAL MANAGEMENT, INC.

By: /s/ Hamilton P. Schrauff

Hamilton P. Schrauff
Executive Vice President

GENE E. PHILLIPS CHILDREN'S TRUST

By: /s/ Donald W. Phillips

Donald W. Phillips
Trustee