

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: **1996-01-11**
SEC Accession No. **0000921749-96-000002**

(HTML Version on secdatabase.com)

SUBJECT COMPANY

MCNEIL REAL ESTATE FUND XXIV LP

CIK: **756427** | IRS No.: **742339537** | State of Incorporation: **CA** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-48316** | Film No.: **96502816**
SIC: **6500** Real estate

Mailing Address

13760 NOEL ROAD SUITE 700
LB 70
DALLAS TX 75240

Business Address

13760 NOEL RD STE 700 LB70
DALLAS TX 75240
2144485800

FILED BY

ICAHN CARL C ET AL

CIK: **921669** | State of Incorporation: **NY** | Fiscal Year End: **1231**
Type: **SC 13D/A**

Mailing Address

200 PARK AVENUE
NEW YORK NY 10166

Business Address

100 SOUTH BEDFORD ROAD
MT KISCO NY 10549
9142427700

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

McNeil Real Estate Fund XXIV, L.P.
(Name of Issuer)

Limited Partnership Units
(Title of Class of Securities)

582568 87 9
(CUSIP Number)

Keith L. Schaitkin, Esq.
Gordon Altman Butowsky Weitzen Shalov & Wein
114 West 47th Street, 20th Floor
New York, New York 10036
(212) 626-0800

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

December 31, 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).

Page 1 of 7 Pages

SCHEDULE 13D

CUSIP No. 582568 87 9

Page 2 of 7 Pages

1 NAME OF REPORTING PERSON
High River Limited Partnership

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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

(a) /x/
(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER
1,264 Units (See Item 5 below)

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
1,264 Units (See Item 5 below)

10 SHARED DISPOSITIVE POWER

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,264 Units (See Item 5 below)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
//
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.2% (see Item 5 below)
- 14 TYPE OF REPORTING PERSON*
PN

SCHEDULE 13D

CUSIP No. 582568 87 9

Page 3 of 7 Pages

- 1 NAME OF REPORTING PERSON
Riverdale Investors Corp., Inc.
- S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) /x/
(b) //
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
AF
- 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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7 SOLE VOTING POWER
0
- 8 SHARED VOTING POWER
1,264 Units (See Item 5 below)
- 9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
1,264 Units (See Item 5 below)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,264 Units (See Item 5 below)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.2% (See Item 5 below)

14 TYPE OF REPORTING PERSON*
CO

SCHEDULE 13D

CUSIP No. 582568 87 9

Page 4 of 7 Pages

1 NAME OF REPORTING PERSON
Carl C. Icahn

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) /x/
(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
1,612 Units (See Item 5 below)

- 9 SOLE DISPOSITIVE POWER
0
- 10 SHARED DISPOSITIVE POWER
1,612 Units (See Item 5 below)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,612 Units (See Item 5 below)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
//
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.0% (See Item 5 below)
- 14 TYPE OF REPORTING PERSON*
IN

SCHEDULE 13D

CUSIP No. 582568 87 9

Page 5 of 7 Pages

- 1 NAME OF REPORTING PERSON
Unicorn Associates Corporation
- S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) /x/
(b) //
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
AF
- 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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7 SOLE VOTING POWER
348 Units (See Item 5 below)
- 8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER
348 Units (See Item 5 below)

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
348 Units (See Item 5 below)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
.9% (See Item 5 below)

14 TYPE OF REPORTING PERSON*
CO

AMENDMENT NO. 2 TO SCHEDULE 13D

This statement ("Statement") constitutes Amendment No. 2 to the Schedule 13D filed with the Securities and Exchange Commission (the "Commission") on November 13, 1995 (the "Initial Filing"), as amended by Amendment No. 1 to the Initial Filing filed with the Commission on November 20, 1995. Unless otherwise indicated, capitalized terms used herein but not defined shall have the meanings ascribed to them in the Initial Filing.

This Statement hereby amends the items identified below, or the particular paragraphs of such items which are identified below.

Item 5. Interest in Securities of the Issuer

Item 5(a) is hereby amended to add the following:

(a) After correction or elimination of certain Units containing defects by the Reporting Persons and McNeil Real Estate Management, Inc., the transfer agent of Units ("MCREMI"), MCREMI confirmed the transfer as of December 31, 1995 of 1,612 Units to the Reporting Persons. The process of reviewing tendered items is continuing.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statements is true, complete and correct.

Dated: January 11, 1996

HIGH RIVER LIMITED PARTNERSHIP

By: Riverdale Investors Corp., Inc.,
its General Partner

By: /s/ Edward Mattner
Edward Mattner
Title: President

RIVERDALE INVESTORS CORP., INC.

By: /s/ Edward Mattner
Edward Mattner
Title: President

UNICORN ASSOCIATES CORPORATION

By: /s/ Edward Mattner
Edward Mattner
Title: President

/s/ Theodore Altman
Carl C. Icahn
By: Theodore Altman as
Attorney-in-fact

[Signature Page for Amendment No. 2 to
McNeil Real Estate Fund XXIV, L.P. Schedule 13D]