

SYNERGY TECHNOLOGIES CORP
Form SC 13G
February 14, 2003

SECURITIES & EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G*
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)

Synergy Technologies Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

87160K108
(CUSIP Number)

December 31, 2002
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which
this Schedule 13G is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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*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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes 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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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Centennial Energy Partners, L.P.
13-3793743

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 1,866,285

EACH (7) SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON WITH (8) SHARED DISPOSITIVE POWER
1,866,285

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
1,866,285

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
3.86%

(12) TYPE OF REPORTING PERSON **
PN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Tercentennial Energy Partners, L.P.
13-3877256

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(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 747,532

EACH (7) SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON WITH (8) SHARED DISPOSITIVE POWER
747,532

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON 747,532

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9) 1.55%

(12) TYPE OF REPORTING PERSON **
PN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Centennial Energy Partners, L.L.C.
13-3961810

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

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OWNED BY	_____	
EACH	(7) SOLE DISPOSITIVE POWER	-0-
REPORTING	_____	
PERSON WITH	(8) SHARED DISPOSITIVE POWER	5,123,606
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	5,123,606
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	[]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	10.61%
(12)	TYPE OF REPORTING PERSON **	IN

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Item 1(a). Name of Issuer:

The name of the issuer is Synergy Technologies Corporation.

Item 1(b). Address of Issuer's Principal Executive Offices:

The Company's principal executive offices are located at
1689 Hawthorne Drive, Conroe, TX 77301-3284.

Item 2(a). Name of Person Filing:

This statement is filed by:

(i) Centennial Energy Partners, L.P. (Centennial) a Delaware limited partnership with respect to the shares of Common Stock directly owned by it and including the deemed exercise of Warrants to purchase shares of Common Stock by it, such Warrants are exercisable within 60 days of the date hereof;

(ii) Tercentennial Energy Partners, L.P. (Tercentennial) a Delaware limited partnership with respect to the shares of Common Stock directly owned by it and including the deemed exercise of Warrants to purchase shares of Common Stock by it, such Warrants are exercisable within 60 days of the date hereof;

(iii) Quadrennial Partners, L.P. (Quadrennial) a Delaware limited partnership with respect to the shares of Common Stock directly owned by it and including the deemed exercise of Warrants to purchase

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shares of Common Stock by it, such Warrants are exercisable within 60 days of the date hereof;

(iv) Centennial Energy Partners, L.L.C., (Energy) a limited liability company organized under the laws of the State of Delaware, with respect to the shares of Common Stock directly owned by each of the entities named in (i) through (iii) above; and

(v) Peter K. Seldin, with respect to the shares of Common Stock owned by the entity named in (iv) above.

Neither Energy nor Peter K. Seldin owns any shares of Common Stock or Warrants to purchase shares of Common Stock directly. The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the business office of each of the Reporting Persons is 900 Third Ave. Suite 1801, New York, New York 10022.

Item 2(c). Citizenship:

Centennial, Tercentennial and Quadrennial are limited partnerships organized under the laws of the State of Delaware. Energy is a limited liability company organized under the laws of the State of Delaware. Peter K. Seldin is a United States citizen.

Item 2(d). Title of Class of Securities:

Common Stock par value \$.002 per share (the "Common Stock")

Item 2(e). CUSIP Number: 87160K108

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act,
- (b) Bank as defined in Section 3(a)(6) of the Act,
- (c) Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940,
- (f) Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b) (1) (ii) (F),
- (g) Parent Holding Company or control person in accordance with Rule 13d-1 (b) (ii) (G),
- (h) Savings Associations as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the

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Investment Company Act of 1940,

(j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Not applicable.

Item 4. Ownership.

A. Centennial Energy, L.P.

- (a) Amount beneficially owned: 1,866,285
- (b) Percent of class: 3.86% The percentages used herein and in the rest of Item 4 are calculated based upon the 46,595,322 shares of Common Stock outstanding as reported by the Company as of December 31, 2002 plus the deemed exercise of warrants to purchase 1,705,061 Common Shares by the Reporting Persons. The warrants beneficially held by the Reporting Persons are all exercisable within 60 days of the date hereof.
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 1,866,285
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 1,866,285

B. Tercentennial Energy Partners, L.P.

- (a) Amount beneficially owned: 2,509,789
- (b) Percent of class: 5.20%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 2,509,789
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 2,509,789

C. Quadrennial Partners, L.P.

- (a) Amount beneficially owned: 747,532
- (b) Percent of class: 1.55%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 747,532
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 747,532

D. Centennial Energy Partners, L.L.C.

- (a) Amount beneficially owned: 5,123,606
- (b) Percent of class: 10.61%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 5,123,606
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 5,123,606

E. Peter K. Seldin

- (a) Amount beneficially owned: 5,123,606
- (b) Percent of class: 10.61%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 5,123,606
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 5,123,606

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

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Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Energy, the general partner of Centennial, Tercentennial and Quadrennial has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by each of the foregoing. Peter K. Seldin, as the Managing Member of Energy, has the power to vote and dispose of the Common Stock beneficially held by Energy.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

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Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 12, 2003

Centennial Energy Partners, L.P.
By: /s/ Centennial Energy Partners, L.L.C.
General Partner
By: Peter K. Seldin,
Managing Member

Tercentennial Energy Partners, L.P.
By: /s/ Centennial Energy Partners, L.L.C.
General Partner
By: Peter K. Seldin,
Managing Member

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Quadrennial Partners, L.P.

By: /s/ Centennial Energy Partners, L.L.C.
General Partner
By: Peter K. Seldin,
Managing Member

Centennial Energy Partners, L.L.C.

By: /s/ Peter K. Seldin
Peter K. Seldin
Managing Member

By: /s/ Peter K. Seldin
Peter K. Seldin