SYNERGY TECHNOLOGIES CORP

Form SC 13G March 18, 2002

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)

July 30, 2001 (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)
- [X] Rule 13d-1(c)
- [] Rule 13d-1(d)

(Page 1 of 11 Pages)

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).

CUSIP No. 87160K108

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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]

^{*}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.

(3)	SEC USE ONLY	
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF	(5) SOLE VOTING POWER	
SHARES	-0-	
BENEFICIALLY		
OWNED BY	1,395,000	
EACH	(7) SOLE DISPOSITIVE POWER	
REPORTING	-0-	
PERSON WITH	(8) SHARED DISPOSITIVE POWER 1,395,000	
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,395,000	
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	[]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.42%	
(12)	TYPE OF REPORTING PERSON ** PN	
	** SEE INSTRUCTIONS BEFORE FILLING OUT!	
CUSIP No. 87	160K108 13G Page 3 of 11 P	ages
. ,	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tercentennial Energy Partners	т 1
13-3	877256	,
(2)] X]
(3)	SEC USE ONLY	
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF	(5) SOLE VOTING POWER	
SHARES		
BENEFICIALLY	(6) SHARED VOTING POWER 1,681,054	
OWNED BY		

EACH	(7)	SOLE DISPOSITIVE P	OWER	0			
REPORTING				-0-			
PERSON WITH	(8)	SHARED DISPOSITIVE	POWER	1,681,0	54		
(9)		ATE AMOUNT BENEFICI H REPORTING PERSON	ALLY OWNEI	1,681,0	54		
(10)		BOX IF THE AGGREGAT (9) EXCLUDES CERTA		**			[]
(11)		T OF CLASS REPRESEN UNT IN ROW (9)	TED	4.13%			
(12)	TYPE O	F REPORTING PERSON	**	PN			
		** SEE INSTRUCTION	S BEFORE I	FILLING O	UT!		
CUSIP No. 87	160K108	13	G		Page	4 of 1	1 Pages
, ,	I.R.S.	F REPORTING PERSONS IDENTIFICATION NO. E PERSONS (ENTITIES	ONLY)				
13-3	883223		Quadi	rennial P	artners,	L.P.	
(2)	CHECK T	HE APPROPRIATE BOX	IF A MEMBI	ER OF A G	ROUP **	(a) (b)	[] [X]
(3)	SEC USE	ONLY					
(4)	CITIZEN	SHIP OR PLACE OF OR Delaware	GANIZATION	И			
NUMBER OF	(5)	SOLE VOTING POWER		-0-			
BENEFICIALLY OWNED BY	(6)	SHARED VOTING POWE	R	E00 669			
				500,668			
EACH	(7)	SOLE DISPOSITIVE P	OWER	-0-			
EACH REPORTING PERSON WITH		SOLE DISPOSITIVE P					
REPORTING	(8)		POWER	-0- 500,668			

			_								
(11)			T OF CLA		RESENTED)					
							1.23%				
(12)	TY	PE OI	F REPORT	ING PE	RSON **		PN				
**	SEE	INST	RUCTIONS	BEFOR	E FILLIN	IG OUT!					
CUSIP No. 8	37160	K108			13G			Page	5 of	11	Pages
(1)	I.R	.s.	F REPORT IDENTIFI E PERSON	CATION				D			
13-	-3961	810				Cent	ennial Ene	ergy Pa	artne	rs,	ь.ь.с.
(2)	CHE	CK TI	HE APPRC	PRIATE	BOX IF	A MEMB	ER OF A GI	ROUP *	(a) b)	[]
(3)	SEC	USE	ONLY								
(4)	CIT	IZEN		PLACE elawar	OF ORGAN	IIZATIO	N				
NUMBER OF		(5)	SOLE VC	TING P	OWER		-0-				
SHARES											
BENEFICIALI	ĽΥ	(6)	SHARED	VOTING	POWER		3,576,722)			
OWNED BY											
EACH		(7)	SOLE DI	SPOSIT	IVE POWE	lR	-0-				
REPORTING											
PERSON WITH	ł	(8)	SHARED	DISPOS	ITIVE PO	WER	3,576,722	2			
(9)			ATE AMOU H REPORT		EFICIALL RSON	Y OWNE	3,576,722	2			
(10)					REGATE A		**				[]
(11)			T OF CLA		RESENTED)	8.78%				
(12)	TY	PE OI	F REPORT	ING PE	RSON **		00				
			** SEE	INSTRU	CTIONS E	BEFORE 1	FILLING OU	JT!			
CUSIP No. 8	37160	K108			13G			Page	6 of	11	Pages
(1)			F REPORT								

OF ABOVE PERSONS (ENTITIES ONLY)

¹

Peter K. Seldin

(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [] (b) [X]					
(3)	SEC USE ONLY					
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION United States					
NUMBER OF	(5) SOLE VOTING POWER -0-					
BENEFICIALLY	(6) SHARED VOTING POWER 3,576,722					
EACH REPORTING	(7) SOLE DISPOSITIVE POWER -0-					
PERSON WITH	(8) SHARED DISPOSITIVE POWER 3,576,722					
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,576,722					
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **					
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.78%					
(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 335 25th Street S.E. Calgary, Alberta T2A 7H8 Canada.

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 exerciseable 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 exerciseable 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 shares of Common Stock by it, such Warrants are exerciseable 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 $\operatorname{\mathsf{Act}}$,
 - (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 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: 1,395,000
- (b) Percent of class: 3.42% The percentages used herein and in the rest of Item 4 are calculated based upon the 39,029,020 shares of Common Stock outstanding as reported by the Company as of March 14, 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 exerciseable 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: 1,395,000
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 1,395,000
 - B. Tercentennial Energy Partners, L.P.
 - (a) Amount beneficially owned: 1,681,054
 - (b) Percent of class: 4.13%
 - (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 1,681,054
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 1,681,054
 - C. Quadrennial Partners, L.P.
 - (a) Amount beneficially owned: 500,668
 - (b) Percent of class: 1.23%
 - (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 500,668
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 500,668
 - D. Centennial Energy Partners, L.L.C.
 - (a) Amount beneficially owned: 3,576,722
 - (b) Percent of class: 8.78%
 - (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 3,576,722
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition:

3,576,722

- E. Peter K. Seldin
 - (a) Amount beneficially owned: 3,576,722
 - (b) Percent of class: 8.78%
 - (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 3,576,722

(iii) Sole power to dispose or direct the disposition: -0- (iv) Shared power to dispose or direct the disposition: 3,576,722

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

Not applicable.

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: March 14, 2002

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

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