

CREDIT SUISSE FIRST BOSTON/
Form SC 13D/A
June 14, 2002

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(AMENDMENT NO. 2)

ANTHRACITE CAPITAL, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001
(Title of Class of Securities)

037023108
(CUSIP Number)

Larry P. Medvinsky, Esq.
Clifford Chance Rogers & Wells LLP
200 Park Avenue
New York, New York 10166
(212) 878-8000

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

June 5, 2002
June 11, 2002
(Date of Events which Require Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report
the acquisition that is the subject of this Schedule 13D, and is filing this
schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following
box. |_ |

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(Continued on following pages)

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CUSIP No.037023108

13D

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

CREDIT SUISSE FIRST BOSTON, ON BEHALF OF CREDIT SUISSE FIRST
BOSTON BUSINESS UNIT

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

NOT APPLICABLE

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

SWITZERLAND

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SEE ITEM 5

8 SHARED VOTING POWER

SEE ITEM 5

9 SOLE DISPOSITIVE POWER

SEE ITEM 5

10 SHARED DISPOSITIVE POWER

SEE ITEM 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

SEE ITEM 5

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

[_]

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

SEE ITEM 5

14 TYPE OF REPORTING PERSON

BK, HC, OO

Page 2 of 15

SCHEDULE 13D

This Amendment No. 2 amends and supplements the Report on the Schedule 13D, originally filed on December 10, 1999 (as heretofore amended and supplemented, the "Schedule 13D") with respect to the shares of common stock, \$0.001 par value per share (the "Shares") of Anthracite Capital, Inc., a Maryland corporation (the "Company").

Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term on the Schedule 13D.

Item 4. Purpose of the Transaction.

The response set forth in Item 4 of the Schedule 13D is hereby amended by adding the following after the twelfth paragraph:

"On December 21, 2001, 1,190,000 shares of RECP's Preferred Stock were converted to 4,096,854 Shares and, on March 27, 2002, RECP's remaining 10,000 shares of Preferred Stock were converted to 34,427 Shares."

"On January 4, 2002, the Company paid an accrued dividend to RECP in the form of 64,187 Shares."

"On June 5, 2002, RECP made a distribution in kind to its partners of 2,097,734 Shares."

"On June 11, 2002, RECP sold 1,999,120 Shares to Friedman, Billings, Ramsey & Co., Inc."

"RECP intends to sell the remainder of its Shares in one or more transactions within the next twelve months."

Item 5. Interest in Securities of the Issuer.

The response set forth in (a) and (b) of Item 5 of the Schedule 13D is hereby amended by:

- (a) deleting the sixth paragraph and replacing it with the following:

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"As of the date of this Amendment No. 2, RECP directly holds 98,614 Shares and has the shared power to vote and direct the disposition of such Shares in accordance with the relationships described in Item 2."

(b) deleting the twelfth paragraph and replacing it with the following:

"As a result of the holdings of the Company's securities described above, the Reporting Person may be deemed to beneficially own indirectly 570,679 Shares, representing 0.012% of the outstanding Shares."

The response set forth in (c) of Item 5 of the Schedule 13D is hereby replaced with the following:

"Other than the two transactions set forth below, no transactions in the Shares have been effected by RECP or any other person controlling RECP since April 12, 2002."

"On June 5, 2002, RECP made a distribution in kind to its partners of 2,097,734 Shares."

"On June 11, 2002, RECP sold 1,999,120 Shares to Friedman, Billings, Ramsey & Co., Inc."

Page 3 of 15

The response set forth in (e) of Item 5 of the Scheduled 13D is hereby replaced with the following:

"The Reporting Person ceased to be the beneficial owner of more than five percent of the Shares on June 11, 2002."

Page 4 of 15

SIGNATURE

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 14, 2002

CREDIT SUISSE FIRST BOSTON, acting solely on
behalf of Credit Suisse First Boston
business unit

By: /S/ IVY B. DODES

Name: Ivy B. Dodes
Title: Managing Director

Page 5 of 15

SCHEDULES

Schedules A through I are hereby deleted in their entirety and replaced with the following:

Page 6 of 15

Schedule A

Directors and Executive Officers

of

DLJ RECP SBS II, Inc.

The following table sets forth the name, business address, present principal occupation and citizenship of each director and executive officer of DLJ RECP SBS II, Inc. The business address of DLJ RECP SBS II, Inc. is 11 Madison Avenue, New York, NY 10010.

NAME AND TITLE	BUSINESS ADDRESS	TITLE AND PRINCIPAL OCCUPATION
George R. Hornig	11 Madison Avenue New York, NY 10010	Director
Hamilton E. James	11 Madison Avenue New York, NY 10010	Director and Chief Executive Officer
Edward A. Poletti	11 Madison Avenue New York, NY 10010	Director
Joe L. Roby	11 Madison Avenue New York, NY 10010	Chief Operating Officer
James D. Allen	11 Madison Avenue New York, NY 10010	Vice President
John S. Ficarra	11 Madison Avenue New York, NY 10010	Vice President
Stuart S. Flamberg	11 Madison Avenue New York, NY 10010	Vice President and Director of Tax
Ivy B. Dodes	11 Madison Avenue New York, NY 10010	Vice President
Mark A. Competiello	11 Madison Avenue New York, NY 10010	Vice President and Tax Manager

Schedule B

Directors and Executive Officers

of

RECP II Anthracite, LLC.

The following table sets forth the name, business address, present principal occupation and citizenship of each director and executive officer of RECP II Anthracite, LLC. The business address of RECP II Anthracite, LLC. is 11 Madison Avenue, New York, NY 10010.

NAME AND TITLE	BUSINESS ADDRESS	TITLE AND PRINCIPAL OCCUPATION
Andrew P. Rifkin	11 Madison Avenue New York, NY 10010	Managing Director

Schedule C

Directors and Executive Officers

of

DLJ Real Estate Capital II, Inc.

The following table sets forth the name, business address, present principal occupation and citizenship of each director and executive officer of DLJ Real Estate Capital II, Inc. The business address of DLJ Real Estate Capital II, Inc. is 11 Madison Avenue, New York, NY 10010.

NAME AND TITLE	BUSINESS ADDRESS	TITLE AND PRINCIPAL OCCUPATION
Hamilton E. James	11 Madison Avenue New York, NY 10010	Chairman
Stuart S. Flamberg	11 Madison Avenue New York, NY 10010	Director of Taxes
Nicole S. Arnaboldi	11 Madison Avenue New York, NY 10010	Managing Director

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Andrew P. Rifkin	11 Madison Avenue New York, NY 10010	Managing Director
Barry A. Sholem	11 Madison Avenue New York, NY 10010	Managing Director
Edward A. Poletti	11 Madison Avenue New York, NY 10010	Vice President, Controller
Andrew R. Kasso	11 Madison Avenue New York, NY 10010	Senior Vice President
James D. Allen	11 Madison Avenue New York, NY 10010	Vice President
John S. Ficarra	11 Madison Avenue New York, NY 10010	Vice President
Ivy B. Dodes	11 Madison Avenue New York, NY 10010	Vice President
Mark A. Competiello	11 Madison Avenue New York, NY 10010	Vice President and Tax Manager
Lawrence M.v.D. Schloss	11 Madison Avenue New York, NY 10010	Vice Chairman

Page 9 of 15

Schedule D

Directors and Executive Officers

of

DLJ Real Estate Capital Partners, Inc.

The following table sets forth the name, business address, present principal occupation and citizenship of each director and executive officer of DLJ Real Estate Capital Partners, Inc. The business address of DLJ Real Estate Capital Partners, Inc. is 11 Madison Avenue, New York, NY 10010.

NAME AND TITLE	BUSINESS ADDRESS	TITLE AND PRINCIPAL OCCUPATION
Hamilton E. James	11 Madison Avenue New York, NY 10010	Director and Chairman
Lawrence M.v.D. Schloss	11 Madison Avenue New York, NY 10010	Director and Vice Chairman
Barry A. Sholem	11 Madison Avenue New York, NY 10010	Director and Managing Director
Nicole Arnaboldi	11 Madison Avenue New York, NY 10010	Managing Director
Murray McQueen	11 Madison Avenue New York, NY 10010	Vice President
Edward W. Poletti	11 Madison Avenue New York, NY 10010	Vice President and Controller
Stuart S. Flamberg	11 Madison Avenue New York, NY 10010	Vice President and Director of Ta
Andrew P. Rifkin	11 Madison Avenue New York, NY 10010	Senior Vice President
Ivy B. Dodes	11 Madison Avenue	Vice President

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Andrew Kassoy	New York, NY 10010 11 Madison Avenue New York, NY 10010	Vice President
Mark A. Competiello	11 Madison Avenue New York, NY 10010	Vice President and Tax Manager

Page 10 of 15

Schedule E

Directors and Executive Officers

of

Credit Suisse First Boston Private Equity, Inc.
(f.k.a. DLJ Capital Investors, Inc.)

The following table sets forth the name, business address, present principal occupation and citizenship of each director and executive officer of Credit Suisse First Boston Private Equity, Inc. The business address of Credit Suisse First Boston Private Equity, Inc. is 11 Madison Avenue, New York, NY 10010.

NAME AND TITLE	BUSINESS ADDRESS	TITLE AND PRINCIPAL OCCUPATION
Hamilton E. James	11 Madison Avenue New York, NY 10010	Director
Lawrence M.v.D. Schloss	11 Madison Avenue New York, NY 10010	Director & Chief Executive Officer
George R. Hornig	11 Madison Avenue New York, NY 10010	Chief Operating Officer
Kenneth J. Lohsen	11 Madison Avenue New York, NY 10010	Controller
Laura Raftery	11 Madison Avenue New York, NY 10010	Treasurer
Edward A. Poletti	11 Madison Avenue New York, NY 10010	Chief Financial Officer
Nicole S. Arnaboldi	11 Madison Avenue New York, NY 10010	Chief Operating Officer--Funds Management

Page 11 of 15

Schedule F

Directors and Executive Officers

of

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DLJ LBO Plans Management Corporation

The following table sets forth the name, business address, present principal occupation and citizenship of each director and executive officer of DLJ LBO Plans Management Corporation. The business address of DLJ LBO Plans Management Corporation is 11 Madison Avenue, New York, NY 10010.

NAME AND TITLE	BUSINESS ADDRESS	TITLE AND PRINCIPAL OCCUPATION
Joseph F. Huber	11 Madison Avenue New York, NY 10010	Director & Vice President
David C. O'Leary	11 Madison Avenue New York, NY 10010	Director & Vice President
Raymond M. Disco	11 Madison Avenue New York, NY 10010	Treasurer
Edward A. Poletti	11 Madison Avenue New York, NY 10010	Senior Vice President & Controller

Page 12 of 15

Schedule G

Directors and Executive Officers

of

Credit Suisse First Boston (USA), Inc.

The following table sets forth the name, business address, present principal occupation and citizenship of each director and executive officer of CSFB-USA. The business address of CSFB-USA is 11 Madison Avenue, New York, NY 10010.

NAME AND TITLE	BUSINESS ADDRESS	TITLE AND PRINCIPAL OCCUPATION
John J. Mack	11 Madison Avenue New York, NY 10010	President, Chief Executive Officer Board Member
Brady W. Dougan	11 Madison Avenue New York, NY 10010	Head of Securities Division, Board Member
D. Wilson Ervin	11 Madison Avenue New York, NY 10010	Head of Strategic Risk Management
David C. Fisher	11 Madison Avenue New York, NY 10010	Chief Financial & Accounting Officer
Hamilton E. James	11 Madison Avenue New York, NY 10010	Chairman of Global Investment Banking and Private Equity, Board Member
Robert C. O'Brien	11 Madison Avenue New York, NY 10010	Chief Credit Officer
Richard E. Thornburgh	11 Madison Avenue New York, NY 10010	Division Head-Finance, Administration and Operations, Board Member

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Adebayo Ogunlesi	11 Madison Avenue New York, NY 10010	Head of Global Investment Banking
Neil Moskowitz	11 Madison Avenue New York, NY 10010	Managing Director
Carlos Onis	11 Madison Avenue New York, NY 10010	Managing Director
Neil Radey	11 Madison Avenue New York, NY 10010	Managing Director
Stephen R. Volk	11 Madison Avenue New York, NY 10010	Managing Director, Board Member
Eileen Murray	11 Madison Avenue New York, NY 10010	Managing Director, Board Member

Page 13 of 15

Schedule H

Directors and Executive Officers

of

Credit Suisse First Boston, Inc.

The following table sets forth the name, business address, present principal occupation and citizenship of each director and executive officer of CSFBI. The business address of CSFBI is 11 Madison Avenue, New York, NY 10010.

NAME AND TITLE	BUSINESS ADDRESS	TITLE AND PRINCIPAL OCCUPATION
John J. Mack	11 Madison Avenue New York, NY 10010	President, Chief Executive Officer Board Member
Brady W. Dougan	11 Madison Avenue New York, NY 10010	Managing Director
D. Wilson Ervin	11 Madison Avenue New York, NY 10010	Managing Director
David C. Fisher	11 Madison Avenue New York, NY 10010	Managing Director, Chief Accounting Officer & Controller
Hamilton E. James	11 Madison Avenue New York, NY 10010	Managing Director
Robert C. O'Brien	11 Madison Avenue New York, NY 10010	Managing Director, Chief Credit Officer
Richard E. Thornburgh	11 Madison Avenue New York, NY 10010	Chief Financial Officer, Board Member
Lewis H. Wirshba	11 Madison Avenue New York, NY 10010	Managing Director, Treasurer
Neil Moskowitz	11 Madison Avenue New York, NY 10010	Managing Director
David C. O'Leary	11 Madison Avenue New York, NY 10010	Managing Director
Carlos Onis	11 Madison Avenue New York, NY 10010	Managing Director
Neil Radey	11 Madison Avenue New York, NY 10010	Managing Director
Adebayo Ogunlesi	11 Madison Avenue	Managing Director

New York, NY 10010

Page 14 of 15

Schedule I

Executive Officers

of

the Reporting Person

The following table sets forth the name, business address, present principal occupation and citizenship of each executive officer of the Reporting Person. The business address of the Reporting Person is 11 Madison Avenue, New York, NY 10010.

NAME AND TITLE	BUSINESS ADDRESS	TITLE AND PRINCIPAL OCCUPATION
John J. Mack	11 Madison Avenue New York, NY 10010	Chief Executive Officer, Chairman
Christopher Carter	17 Columbus Courtyard London, England E14 4DA	Chairman of Europe
Brady W. Dougan	11 Madison Avenue New York, NY 10010	Head of Securities Division
Hamilton E. James	11 Madison Avenue New York, NY 10010	Chairman of Global Investment Banking and Private Equity
Gary G. Lynch	11 Madison Avenue New York, NY 10010	Global General Counsel
Thomas R. Nides	11 Madison Avenue New York, NY 10010	Chief Administrative Officer
Hector W. Sants	11 Madison Avenue New York, NY 10010	Chief Executive of European
Richard E. Thornburgh	11 Madison Avenue New York, NY 10010	Chief Financial Officer
Stephen R. Volk	11 Madison Avenue New York, NY 10010	Chairman of CSFB
Adebayo Ogunlesi	11 Madison Avenue New York, NY 10010	Head of Global Investment Banking
Eileen Murray	11 Madison Avenue New York, NY 10010	Head of IT and Operations

Page 15 of 15