

FITZGERALD BRIAN
Form SC 13D/A
October 19, 2004

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

**Under the Securities Exchange Act of 1934
(Amendment No. 15)***

Security Capital Corporation

(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

(Title of Class of Securities)

814131405

(CUSIP Number)

Brian D. Fitzgerald

c/o Capital Partners, Inc.

Eight Greenwich Office Park

Third Floor

Greenwich, CT 06831

(203) 625-0770

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

October 18, 2004

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(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 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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CUSIP No. 814131405

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Brian D. Fitzgerald
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
SC, BK, OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
United States
7. Sole Voting Power
513,945
8. Shared Voting Power
4,983,361
9. Sole Dispositive Power
513,945
10. Shared Dispositive Power
4,983,361
11. Aggregate Amount Beneficially Owned by Each Reporting Person
5,497,306
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
82,453
13. Percent of Class Represented by Amount in Row (11)
81.2%
14. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
FGS, Inc. #51-0315515
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
SC, BK, OO
5. Check 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 527,689 |
| | 8. | Shared Voting Power 4,455,672 |
| | 9. | Sole Dispositive Power 527,689 |
| | 10. | Shared Dispositive Power 4,455,672 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4,983,361
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
77.3%
14. Type of Reporting Person (See Instructions)
CO

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Capital Partners, Inc. #13-3109595
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
SC, BK, OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Connecticut
7. Sole Voting Power
0
8. Shared Voting Power
4,455,672
9. Sole Dispositive Power
0
10. Shared Dispositive Power
4,455,672
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4,455,672
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
69.1%
14. Type of Reporting Person (See Instructions)
CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
CP Acquisition, L.P. No. 1 #51-0328383
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
SC, BK, OO
5. Check 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 4,455,672 |
| | 8. | Shared Voting Power 0 |
| | 9. | Sole Dispositive Power 4,455,672 |
| | 10. | Shared Dispositive Power 0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4,455,672
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
69.1%
14. Type of Reporting Person (See Instructions)
CO

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
FGS Partners, L.P. #06-1326750
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
SC, BK, OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Connecticut
- | | | | |
|---|-----|--------------------------|--|
| | 7. | Sole Voting Power | |
| Number of Shares Beneficially Owned by Each Reporting Person With | | 0 | |
| | 8. | Shared Voting Power | |
| | | 4,455,672 | |
| | 9. | Sole Dispositive Power | |
| | | 0 | |
| | 10. | Shared Dispositive Power | |
| | | 4,455,672 | |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4,455,672
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
69.1%
 14. Type of Reporting Person (See Instructions)
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
A. George Gebauer
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
SC, BK, OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
United States
7. Sole Voting Power
119,198
8. Shared Voting Power
0
9. Sole Dispositive Power
119,198
10. Shared Dispositive Power
0
11. Aggregate Amount Beneficially Owned by Each Reporting Person
119,198
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
1.8%
14. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
William R. Schlueter
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
SC, BK, OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
United States
7. Sole Voting Power
38,000
8. Shared Voting Power
0
9. Sole Dispositive Power
38,000
10. Shared Dispositive Power
0
11. Aggregate Amount Beneficially Owned by Each Reporting Person
38,000
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
Less than 1.0%
14. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

STATEMENT PURSUANT TO RULE 13d-1
OF THE GENERAL RULES AND REGULATIONS
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

THIS STATEMENT CONSTITUTES AMENDMENT NO. 15 TO THE SCHEDULE 13D PREVIOUSLY FILED.

Item 1. Security and Issuer

This Amendment No. 15 to Schedule 13D (originally filed on November 24, 1989 as subsequently amended) (this Amendment No. 15) relates to the Class A Common Stock, par value \$0.01 per share (the Class A Common Stock), of Security Capital Corporation (the Issuer). The address of the Issuer's principal executive offices is Eight Greenwich Office Park, Third Floor, Greenwich, CT 06831.

Item 2. Identity and Background

(a) This Amendment No. 15 is being filed by Brian D. Fitzgerald, FGS, Inc., a Delaware corporation, Capital Partners, Inc., a Connecticut corporation, CP Acquisition, L.P. No. 1, a Delaware limited partnership, FGS Partners, L.P., a Connecticut limited partnership, A. George Gebauer and William R. Schlueter (each, a Reporting Person and, collectively, the Reporting Persons).

(b) and (c) See Schedule A hereto.

(d) and (e) During the past five years, no Reporting Person or any other person listed in Schedule A hereto has (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or a finding of any violation with respect to such laws.

(f) See Schedule A hereto.

Item 4. Purpose of Transaction

Item 4 is hereby amended by adding the following paragraphs:

(a) - (j)

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On October 18, 2004, Brian D. Fitzgerald delivered a letter (the Further Increased Offer Letter) to the Issuer, which revises the Increased Offer Letter described in Amendment No. 14 by increasing the price from \$9.65 per share to \$10.60 per share. The Reporting Persons understand that the Special Committee of the Board of Directors of the Issuer, in conjunction with its independent investment bank and independent legal counsel, will be considering the increased offer.

The foregoing description of the Further Increased Offer Letter is qualified in its entirety by reference to the full text of the Further Increased Offer Letter, which is attached as Exhibit 2 hereto, and is incorporated herein by reference.

Other than described above or previously reported herein, none of the Reporting Persons nor any of the other persons listed in Schedule A hereto has any plan or proposal which relates to or would result in any of the events listed in subparagraphs (a) - (j) of Item 4 of Schedule 13D.

Item 7. Material to Be Filed as Exhibits

Item 7 is hereby amended by adding the following exhibits:

- (1) Joint Filing Agreement, dated as of October 19, 2004, among the Reporting Persons.
- (2) Offer Letter, dated October 18, 2004, from Brian D. Fitzgerald to the Issuer.

[Signature Pages to Amendment No. 15 Follow]

Signature

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

Dated: October 19, 2004

/s/ Brian D. Fitzgerald
Brian D. Fitzgerald

FGS, INC.

By: /s/ Brian D. Fitzgerald
Name: Brian D. Fitzgerald
Title: President and Treasurer

CAPITAL PARTNERS, INC.

By: /s/ Brian D. Fitzgerald
Name: Brian D. Fitzgerald
Title: President

CP ACQUISITION, L.P. NO. 1

By: FGS, Inc.
Its: General Partner

By: /s/ Brian D. Fitzgerald
Name: Brian D. Fitzgerald
Title: President and Treasurer

FGS PARTNERS, L.P.

By: Capital Partners, Inc.
Its: General Partner

By: /s/ Brian D. Fitzgerald
Name: Brian D. Fitzgerald
Title: President and Treasurer

/s/ A. George Gebauer
A. George Gebauer

/s/ William R. Schlueter
William R. Schlueter

SCHEDULE A

FGS, Inc.

Eight Greenwich Office Park

Third Floor

Greenwich, CT 06831

Controlling Persons, Executive Officers and Directors of FGS, Inc., a Delaware corporation:

Brian D. Fitzgerald - President, Treasurer & Director
A. George Gebauer - Vice President, Secretary & Director

FGS, Inc. is a general partner of, and holds investments directly in, CP Acquisition, L.P. No. 1 and other Capital Partners-related entities.

Messrs. Fitzgerald and Gebauer are principally employed as officers of Capital Partners, Eight Greenwich Office Park, Third Floor, Greenwich, CT 06831. Except as previously reported under Item 5, none of such persons beneficially owns any shares of Class A Common Stock of the Issuer. All of the foregoing individuals are United States citizens.

Capital Partners, Inc.

Eight Greenwich Office Park

Third Floor

Greenwich, CT 06831

Controlling Persons, Executive Officers and Directors of Capital Partners, Inc., a Connecticut corporation:

| | | |
|----------------------|---|---------------------------------|
| Brian D. Fitzgerald | - | President, Treasurer & Director |
| A. George Gebauer | - | VP & Managing Director |
| William R. Schlueter | - | VP & Managing Director |
| Ryan D. Bell | - | Vice President |
| Wendy E. Bolton | - | Secretary |

Capital Partners, Inc. is a general partner of, holds investments directly in, and provides administrative services for CP Acquisition, L.P. No. 1 and other Capital Partners-related entities.

Messrs. Fitzgerald, Gebauer, Schlueter and Bell and Ms. Bolton are principally employed as officers of Capital Partners, Eight Greenwich Office Park, Third Floor, Greenwich, CT 06831. Except as previously reported under Item 5, none of such persons beneficially owns any shares of Class A Common Stock of the Issuer. All of the foregoing individuals are United States citizens.

FGS Partners, L.P.

Eight Greenwich Office Park

Third Floor

Greenwich, CT 06831

FGS Partners, L.P. is a Connecticut limited partnership.

General Partner: Capital Partners, Inc.

FGS Partners, L.P. is general partner of, and holds investments directly in, CP Acquisition, L.P. No. 1 and other Capital Partners-related entities. See the description of Capital Partners, Inc. above for a description of its controlling persons, executive officers and directors.

CP Acquisition, L.P. No. 1

Eight Greenwich Office Park

Third Floor

Greenwich, CT 06831

CP Acquisition, L.P. No. 1 is a Delaware limited partnership.

General Partners: FGS, Inc., Capital Partners, Inc., FGS Partners, L.P.

CP Acquisition, L.P. No. 1 is the limited partnership which owns the Class A Common Stock of the Issuer. See the description of the three general partners above for a description of the controlling persons, executive officers and directors thereof.

Brian D. Fitzgerald

c/o Capital Partners, Inc.

Eight Greenwich Office Park

Third Floor

Greenwich, CT 06831

See the descriptions of Mr. Brian D. Fitzgerald under the descriptions of FGS, Inc., Capital Partners, Inc., FGS Partners, L.P. and CP Acquisition, L.P. No. 1 above.

A. George Gebauer

c/o Capital Partners, Inc.

Eight Greenwich Office Park

Third Floor

Greenwich, CT 06831

See the descriptions of Mr. A. George Gebauer under the descriptions of FGS, Inc. and Capital Partners, Inc. above.

William R. Schlueter

c/o Capital Partners, Inc.

Eight Greenwich Office Park

Third Floor

Greenwich, CT 06831

See the description of Mr. William R. Schlueter under the description of Capital Partners, Inc. above.

Wendy E. Bolton

c/o Capital Partners, Inc.

Eight Greenwich Office Park

Third Floor

Greenwich, CT 06831

See the description of Ms. Wendy E. Bolton under the description of Capital Partners, Inc. above.

Ryan D. Bell

c/o Capital Partners, Inc.

Eight Greenwich Office Park

Third Floor

Greenwich, CT 06831

See the description of Mr. Ryan D. Bell under the description of Capital Partners, Inc. above.

**INDEX OF EXHIBITS TO AMENDMENT NO. 15
TO SCHEDULE 13D**

| Exhibit No. | Description |
|--------------------|--|
| <u>1</u> | <u>Joint Filing Agreement, dated as of October 19, 2004, among the Reporting Persons.</u> |
| <u>2</u> | <u>Offer Letter, dated October 18, 2004, from Brian D. Fitzgerald to Security Capital Corporation.</u> |