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RECKSON ASSOCIATES REALTY CORP

Form SC 13D/A

December 01, 2006

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Reckson Associates Realty Corp.
(Name of Issuer)

Common Stock, Par Value \$.01
(Title of Class of Securities)

75621K106
(CUSIP Number)

Marc Weitzen, Esq.
General Counsel
Icahn Associates Corp. & affiliated companies
767 Fifth Avenue, 47th Floor
New York, New York 10153
(212) 702-4388

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

November 30, 2006
(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 Section 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 Rule 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).

Item 1. Security and Issuer

This Amendment No. 1 (this "Amendment") amends the Schedule 13D filed on

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November 27, 2006 with the Securities and Exchange Commission by High River, Hopper, Barberry, Icahn Master, Icahn Offshore, CCI Offshore, Icahn Partners, Icahn Onshore, CCI Onshore, Starfire, Highcrest, Buffalo, Meadow Star, Meadow Partner, Beckton, API, AREP, AREH, Oil & Gas, O & G, Gas Corp. and Carl C. Icahn.

This Amendment relates to the Common Stock, par value \$.01 per share (the "Shares"), of Reckson Associates Realty Corp., a Maryland corporation (the "Issuer").

Item 2. Identity and Background

Item 2 is hereby amended by adding the following:

Icahn Reporting Persons

After the close of business on November 27, 2006, O & G distributed its interests in Meadow Star to Oil & Gas which in turn distributed to AREH. Following the distributions O & G and Oil & Gas ceased to be Icahn Reporting Persons.

Item 4. Purpose of Transaction

Item 4 is hereby amended by adding the following:

On November 30, 2006, Meadow Star, WH Rome Partners LLC and Mack-Cali Realty, L.P. ("Mack-Cali") entered into an Amendment to the Agreement of Limited Partnership of Rome Acquisition Limited Partnership (the "Partnership Agreement Amendment") pursuant to which Mack-Cali was admitted to Rome as a limited partner on the terms set forth therein. A copy of the Partnership Agreement Amendment is filed herewith as an exhibit and incorporated herein by reference.

Following the admission of Mack-Cali as a partner, Rome sent a letter to the Issuer requesting permission from the Issuer to allow Mack-Cali to participate in Rome's due diligence with respect to the Issuer, which request was granted.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended by adding the following:

The Mack-Cali Reporting Persons (as hereinafter defined) are Mack-Cali and Mack-Cali Realty Corporation, a Maryland Corporation ("Mack Realty," and collectively, the "Mack-Cali Reporting Persons"). The Mack-Cali Reporting Persons may be deemed to be members of a "group" with the Icahn Reporting Persons and the Macklowe Reporting Persons within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act"). As such, the group may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) all of the Shares beneficially owned by Rome, the Icahn Reporting Persons, the Macklowe Reporting Persons and the Mack-Cali Reporting Persons. We were advised that as of the date of this filing, the Mack-Cali Reporting Persons do not own any Shares and that the Mack-Cali Reporting Persons disclaim beneficial ownership of any Shares. Nothing contained herein shall be deemed to be an admission by any of the Icahn Reporting Persons that they are the beneficial owners of Shares, if any, beneficially owned by the Mack-Cali Reporting Persons.

Item 7. Material to be Filed as Exhibits

1. Partnership Agreement Amendment, dated as of November 30, 2006.

SIGNATURES

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

Dated: November 30, 2006

HIGH RIVER LIMITED PARTNERSHIP

By: Hopper Investments LLC
General Partner

By: Barberry Corp.
Sole member

By: /s/ Edward E. Matter

Name: Edward E. Mattner
Title: Vice President

HOPPER INVESTMENTS LLC

By: Barberry Corp.
Sole member

By: /s/ Edward E. Mattner

Name: Edward E. Mattner
Title: Vice President

BARBERRY CORP.

By: /s/ Edward E. Mattner

Name: Edward E. Mattner
Title: Vice President

ICAHN PARTNERS MASTER FUND LP

By: /s/ Keith A. Meister

Name: Keith A. Meister
Title: Executive Vice President

ICAHN OFFSHORE LP

By: /s/ Keith A. Meister

Name: Keith A. Meister
Title: Executive Vice President

CCI OFFSHORE CORP.

By: /s/ Keith A. Meister

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Name: Keith A. Meister
Title: President

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ICAHN PARTNERS LP

By: /s/ Keith A. Meister

Name: Keith A. Meister
Title: Executive Vice President

ICAHN ONSHORE LP

By: /s/ Keith A. Meister

Name: Keith A. Meister
Title: Executive Vice President

CCI ONSHORE CORP.

By: /s/ Keith A. Meister

Name: Keith A. Meister
Title: President

MEADOW STAR LLC

By: /s/ Keith A. Meister

Name: Keith A. Meister
Title: President

BECKTON CORP.

By: /s/ Keith Cozza

Name: Keith Cozza
Title: Secretary

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AMERICAN PROPERTY INVESTORS INC.

By: /s/ Hillel Moerman

Name: Hillel Moerman
Title: Chief Financial Officer

AMERICAN REAL ESTATE PARTNERS, L.P.

By: American Property Investors, Inc.
General partner

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By: /s/ Hillel Moerman

Name: Hillel Moerman
Title: Chief Financial Officer

AMERICAN REAL ESTATE HOLDINGS LIMITED PARTNERSHIP
By: American Property Investors, Inc.
General partner

By: /s/ Hillel Moerman

Name: Hillel Moerman
Title: Chief Financial Officer

AREH OIL & GAS CORP.

By: /s/ Hillel Moerman

Name: Hillel Moerman
Title: Chief Financial Officer

ROME ACQUISITION LIMITED PARTNERSHIP

By: MEADOW STAR LLC
General Partner

By: /s/ Keith A. Meister

Name: Keith A. Meister
Title: President

By: WH ROME PARTNERS LLC
General Partner

By: WH ROME INC.
Managing Member

By:

Name: Harry Macklowe
Title: President

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/s/ Carl C. Icahn

Carl C. Icahn

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