

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) July 1, 2000

CEDAR INCOME FUND, LTD.

(Exact name of registrant as specified in charter)

Maryland	0-14510	42-1241468
-----	-----	-----
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

44 South Bayles Avenue, Port Washington, New York	11050
-----	-----
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (516) 767-6492

Uni-Invest (U.S.A.), Ltd.

(Former name or former address, if changed since last report)

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant hereby amends the following items, financial statements, exhibits or other portions of its current Report on Form 8-K dated July 1, 2000, as filed with the Securities and Exchange Commission on July 14, 2000, as set forth in the pages attached hereto.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

Acquisition Property

Report of Independent Auditors

Statements of Revenues and Expenses

Notes to Statements of Revenue and Certain Expenses

Unaudited Pro Forma Consolidated Financial Statements

Pro Forma Condensed Consolidated Balance Sheet as of
March 31, 2000 (unaudited)

Pro Forma Condensed Consolidating Statement of
Operations for the three months ended March 31, 2000
(unaudited)

Pro Forma Condensed Consolidating Statement of Operations
for the year ended December 31, 1999

Notes to Pro Forma Financial Statements

Report of Independent Auditors

Board of Directors and Stockholders
Cedar Income Fund, Ltd.

We have audited the statements of revenues and certain expenses of The Point Associates, L.P. (the "Company") as described in Note 1 to be acquired by Cedar

Income Fund, Ltd. Ltd., for the years ended December 31, 1999, 1998, and 1997. The financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement. An audit also includes assessing the accounting principles used and the significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

The accompanying statements of revenues and certain expenses were prepared for the purpose of complying with Rule 3-14 of Regulation S-X of the Securities and Exchange Commission for inclusion in Form 8-K of Cedar Income Fund, Ltd. and are not intended to be a complete presentation of the Company's revenues and expenses.

In our opinion, the financial statements referred to above present fairly, in all material respects, the combined revenues and certain expenses of the Company as described in Note 2 for the years ended December 31, 1999, 1998, and 1997, in conformity with accounting principles generally accepted in the United States.

New York, New York
February 2, 2000

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The Point Associates, L.P.

Statements of Revenues and Certain Expenses

<TABLE>
<CAPTION>

	Three months ended March 31, 2000	1999	Years ended December 31, 1998	1997
<S>	<C>	<C>	<C>	<C>
Revenues:				
Base rents	\$ 358,288	\$1,543,547	\$1,425,220	\$1,482,626
Tenant reimbursements	188,784	778,069	884,132	953,532
Percentage rents	34,724	53,884	62,315	64,421
Total rental revenue	581,796	2,375,500	2,371,667	2,500,579
Certain expenses:				
Real estate taxes	55,011	255,502	239,701	234,559
Management fees	22,123	76,154	72,601	75,676
Property operating expenses	187,246	763,768	889,347	921,696
Total certain expenses	264,380	1,095,424	1,201,649	1,231,931
Revenues in excess of certain expenses	\$ 317,416	\$1,280,076	\$1,170,018	\$1,268,648

</TABLE>

See accompanying notes to financial statement.

The Point Associates, L.P.

Notes to Statements of Revenues and Certain Expenses

For the years ended December 31, 1999, 1998, and 1997

1. Summary of Significant Accounting Policies

Presented herein are the statements of revenues and certain expenses related to the operation of a multi-tenant shopping center. The Point Associates, L.P. operates a regional shopping center ("The Point") in Lower Paxton Township, Dauphin County, Pennsylvania. The Point has approximately 268,000 square feet of leasable retail space and 28,000 square feet of office space.

The statements of revenues and certain expenses for the three months ended March 31, 2000 is unaudited; however, in the opinion of management, all adjustments (consisting solely of normal recurring adjustments) necessary for a fair presentation of the combined statements of revenues and certain expenses for these interim periods have been included. The results of interim periods are not necessarily indicative of the results to be obtained for a full fiscal year.

2. Basis of Presentation

The accompanying financial statements have been prepared in accordance with the applicable rules and regulations of the Securities and Exchange Commission for the acquisition of real estate properties. Accordingly, the financial statements exclude certain expenses that may not be comparable to those expected to be incurred by the Company in the proposed future operations of the aforementioned property. Items excluded consist of interest, depreciation and general and administrative expenses not directly related to the future operations.

3. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statement and accompanying notes. Actual results could differ from those estimates.

4. Revenue Recognition

The Point is being leased to tenants under operating leases. Minimum rental income is generally recognized on a straight-line basis over the term of the lease. The excess of amounts so recognized over amounts due pursuant to the underlying leases amounted to approximately (\$22,415), (\$28,670), and \$7,081 for the years ended December 31, 1999, 1998, and 1997, respectively.

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The Point Associates, L.P.

Notes to Statements of Revenues and Certain Expenses (continued)

5. Management Agreements

The Point incur management fees, based on 3% of gross collections (as defined). The management services provided by the affiliate are terminable upon ninety days' notice.

6. Property Operating Expenses

Property operating expenses for the years ended December 31, 1999, 1998, and 1997, respectively include approximately \$22,533, \$42,640, and \$35,656 for insurance, \$439,467, \$514,969, and \$560,601 for utilities, \$103,704, \$115,036, and \$133,058 in repair and maintenance costs, \$110,171, \$146,574, and \$94,696 in administrative costs and \$87,893, \$70,128, and \$97,685 in payroll (maintenance).

7. Significant Tenants

The five most significant tenants constitute approximately 34%, 42%, and 31% of rental revenue in 1999, 1998, and 1997, respectively.

8. Future Minimum Rents Schedule

Future minimum lease payments to be received by The Point as of December 31, 1999, 1998, and 1997 under noncancelable operating leases are as follows:

	1999	1998	1997
1999	\$ 1,570,921	\$ 1,573,608	\$ 893,710
2000	1,503,128	1,512,187	771,947
2001	1,134,478	1,137,994	740,492

2002	1,002,205	994,195	707,353
2003	683,267	661,657	634,213
Thereafter	3,617,114	3,684,363	881,527
	-----	-----	-----
Total	\$ 9,511,113	\$ 9,564,004	\$ 4,629,242
	=====	=====	=====

The lease agreements generally contain provisions for reimbursement of real estate taxes and operating expenses over base year amounts, as well as fixed increases in rent.

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Cedar Income Fund
Pro Forma Condensed Combining Balance Sheet
As of March 31, 2000

The following unaudited pro forma combining balance sheet is presented as if the Company had purchased a controlling 50% interest in the Point Associates LP, on March 31, 2000. This pro forma condensed combining balance sheet should be read in conjunction with the pro forma condensed combining statement of operations of the Company and the historical financial statements and notes thereto of the Company as filed on Form 10-Q for the three months ended March 31, 2000. The pro forma condensed combining balance sheet is unaudited and is not necessarily indicative of what the actual financial position would be had the Company acquire The Point Associates LP on March 31, 2000, nor does it purport to represent the future financial position of the Company.

<TABLE>
<CAPTION>

Proforma	Cedar Income Fund	(Per previously filed 8-K) Germantown	50% Acquisition The Point	
	Historical (a)	Disposition	Assoc, LLC (b)	
03/31/2000	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Assets				
Real estate, net 24,532,700	\$ 13,916,183	\$ (2,883,483)	\$ 13,500,000	\$
Cash and cash equivalents 3,807,728	2,205,630	3,010,551	(1,408,453)	
Rents and other receivables 51,081	101,334	(50,118)	(135)	
Deferred lease and financing costs 201,107	223,655	(22,548)	--	
Pre-paid expenses and other 125,708	89,131	(3,046)	39,623	
Due from co-tenancy -	29,311	(29,311)	--	-
Deferred rental income 10,156	12,312	(2,156)	--	
Deferred legal costs 13,234	13,234	--	--	
	-----	-----	-----	-----
Total assets 28,741,714	\$ 16,590,790	\$ 19,889	\$ 12,131,035	\$
	=====	=====	=====	=====
Liabilities and Stockholders' Equity				
Mortgage notes payable 10,639,328	\$ 1,339,328	\$ --	\$ 9,300,000	\$
Accounts expenses and other 776,626	498,066	(42,695)	321,255	
Due to co-tenancy -	7,070	(7,070)	--	-
	-----	-----	-----	-----
Total liabilities 11,415,954	1,844,464	(49,765)	9,621,255	
	-----	-----	-----	-----
Minority interest 2,509,780	--	--	2,509,780	
Limited partner's interest in O.P	9,534,027	45,777	--	

9,579,804

Stockholders Equity

Common stock

Additional paid in capital

9,421

Retained Earnings

5,226,755

Total stockholders's equity

5,236,176

Total liabilities and stockholders' equity

28,741,714

</TABLE>

See accompanying Notes to Pro Forma Financial Statements

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Cedar Income Fund
Pro Forma Condensed Combining Statement of Operations
For the three months ended March 31, 2000

The following unaudited pro forma condensed combining Statement of Operations is presented as if the Company had acquired a 50% controlling interest in The Point Associates LPas of January 1, 2000 and the Company qualified as a REIT, distributed all its taxable income and, therefore, incurred no income tax expense during the period. This pro forma condensed combining Statement of Operations should be read in conjunction with the pro forma condensed combining balance sheet of the company and the historical financial statements and notes thereto of the Company as filed on Form 10-Q for three months ended March 31, 2000. The pro forma condensed combining Statement of Operations is unaudited and is not necessarily indicative of what the acutal financial position would have been had the company acquired The Point Associates LP as of January 1, 1999, nor does it purport to represent the operations of the Company for future periods.

<TABLE>
<CAPTION>

Pro-Forma Description (e) 03/31/2000	Cedar Income Fund Historical 3/31/2000 (c)	Per previously filed 8-K Germantown Disposition	Pro Forma Adjustment	50% Acquisition The Point Assoc, LLC 3-14 Audit (d)	Proforma Adjustment
<S>	<C>	<C>	<C>	<C>	<C>
Revenues					
Base rent 818,775	544,477	(88,425)	--	358,288	4,435
Tenant escalations 257,499	111,415	(42,700)	--	188,784	--
Other --	--	--	--	--	--
Interest 118,677	40,548	--	43,405	34,724	--
Total revenues 1,194,951	696,440	(131,125)	43,405	581,796	4,435
Expenses					
Real estate taxes 111,145	65,930	(9,796)	--	55,011	--
Property Expenses 225,189	56,588	(18,645)	--	187,246	--
Utilities 38,796	38,796	--	--	--	--
Management Fees 56,859	34,736	--	--	22,123	--
Insurance 6,714	6,714	--	--	--	--
Other 14,099	14,099	--	--	--	--

Total operating expenses 452,802	216,863	(28,441)	--	264,380	--
--					
Deprec and amortization 162,929	114,829	(19,400)	--	--	67,500
Interest 232,500	31,507	--	--	--	--
Admin fees 24,468	24,468	--	--	--	--
264,007					
Directors fees and expenses 21,334	21,334	--	--	--	--
Other Admin 80,272	80,390	(118)	--	--	--
-----	-----	-----	-----	-----	-----
--					
Total expense 1,005,812	489,391	(47,959)	--	264,380	300,000
Net income before minority interest (295,565)	207,049	(83,166)	43,405	317,416	
189,139					
Minority interest 147,782	--	--	--	(158,708)	
(10,926)					
-----	-----	-----	-----	-----	-----
--					
Net income before limited partner's interest (147,782)	207,049	(83,166)	43,405	158,708	
178,214					
Limited partner's interest (125,367)	(143,474)	53,534	(28,361)	(102,636)	95,571
-----	-----	-----	-----	-----	-----
--					
Net income (52,212)	\$ 63,575	\$ (29,632)	\$ 15,044	\$ 56,072	\$
\$ 52,847					
=====	=====	=====	=====	=====	=====
-----	-----	-----	-----	-----	-----
Basic and dillutive net income(loss) per share (0.06)	\$ 0.07	\$ (0.03)	\$ 0.02	\$ 0.06	\$
\$ 0.06					
=====	=====	=====	=====	=====	=====

</TABLE>

See accompanying notes to Pro Forma Financial Statements

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Cedar Income Fund
Pro Forma Condensed Combining Statement of Operations
For the twelve months ended December 31, 1999

The following unaudited pro forma condensed combining Statement of Operations is presented as if the Company had acquired a 50% controlling interest in The Point Associates LPas of January 1, 1999 and the Company qualified as a REIT, distributed all its taxable income and, therefore, incurred no income tax expense during the period. This pro forma condensed combining Statement of Operations should be read in conjunction with the pro forma condensed combining balance sheet of the company and the historical financial statements and notes thereto of the Company as filed on Form 10-K for the year ended December 31, 1999. The pro forma condensed combining Statement of Operations is unaudited and is not necessarily indicative of what the acutal financial position would have been had the company acquired The Point Associates LP as of January 1, 1999, nor does it purport to represent the operations of the Company for future periods.

Pro-Forma	Cedar Income Fund Historical	Per previously filed 8-K Germantown Disposition	Pro Forma Adjustment	50% Acquisition The Point Assoc, LLC (g)	Proforma Adjustment
(h) 12/31/1999	12/31/1999 (f)				
-----	-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>	<C>
<C>					
Revenues					
Rents	\$ 2,413,958	\$ (399,218)	\$ --	\$ 1,543,547	\$ 17,741
\$ 3,576,028					

Other 906,953	75,000	--	--	831,953	--
Interest 178,290	26,329	--	151,961	--	--
-	-----	-----	-----	-----	-----
Total revenues 4,661,271	2,515,287	(399,218)	151,961	2,375,500	17,741
Expenses					
Real estate taxes 476,782	258,597	(37,317)	--	255,502	--
Repairs and maintenance 964,407	273,253	(72,614)	--	763,768	--
Utilities 167,886	167,886	--	--	--	--
Management Fees 200,512	124,358	--	--	76,154	--
Insurance 21,764	21,764	--	--	--	--
Other 124,883	124,883	--	--	--	--
-	-----	-----	-----	-----	-----
Total operating expenses 1,956,234	970,741	(109,931)	--	1,095,424	--
Deprec and amortization 685,580	492,716	(77,136)	--	--	270,000
Interest 1,057,700	127,700	--	--	--	930,000
Admin fees 102,397	102,397	--	--	--	--
Directors fees and expenses 97,872	97,872	--	--	--	--
Other Admin 343,429	343,901	(472)	--	--	--
-	-----	-----	-----	-----	-----
Total expense 4,243,212	2,135,327	(187,539)	--	1,095,424	1,200,000
Net income before minority interest 418,059	379,960	(211,679)	151,961	1,280,076	(1,182,259)
Minority interest (48,909)	--	--	--	(640,038)	591,130
-	-----	-----	-----	-----	-----
Net income before limited partner's interest 369,151	379,960	(211,679)	151,961	640,038	(591,130)
Limited partner's interest (303,457)	(315,490)	156,670	(113,008)	(413,913)	382,283
-	-----	-----	-----	-----	-----
Net income \$ 65,693	\$ 64,470	\$ (55,009)	\$ 38,953	\$ 226,125	\$ (208,846)
=====	=====	=====	=====	=====	=====
Basic and dillutive net income(loss) per share \$ 0.07	\$ 0.07	\$ (0.06)	\$ 0.04	\$ 0.24	\$ (0.22)
=====	=====	=====	=====	=====	=====

</TABLE>

See accompanying notes to Pro Forma Financial Statements

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Cedar Income Fund
Notes to Pro Forma Financial Statements

Pro Forma Condensed Combining Balance Sheet

- a. Reflects the Company's historical balance sheet as of March 31, 2000.
- b. Reflects the 50% acquisition of the Point Associates for \$2.1 million plus closing adjustments of approximately \$385,000.

Pro Forma Condensed Combining Statements of Operations for the three months ended March 31, 2000.

- c. Reflects the historical operations of the Company for the three months ended March 31, 2000.
- d. Reflects the operations of The Point Associates for the three months ended March 31, 2000.
- e. Reflects the straight line adjustment, depreciation expense and interest expense associated with The Point Associates LP.

Pro Forma Condensed Combining Statements of Operations for the year ended December 31, 1999.

- f. Reflects the historical operations of the Company for the year ended December 31, 1999
- g. Reflects the operations of The Point Associates for the year ended December 31, 1999.
- h. Reflects the straight line adjustment, depreciation expense and interest expense associated with The Point Associates LP.