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Act of 1934 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).

(SC13D-07/98)

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

The Bear Stearns Companies Inc.**
IRS # 13-3286161

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC, OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES 0

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY
EACH 0

9 SOLE DISPOSITIVE POWER

REPORTING PERSON 0

10 SHARED DISPOSITIVE POWER

WITH 0

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

[_]

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

0%

14 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bear, Stearns & Co. Inc.**

IRS # 13-3299429

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [_]

(b) [_]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC, OO

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

[_]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

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SHARES
BENEFICIALLY OWNED BY EACH REPORTING PERSON

8	SHARED VOTING POWER
---	---------------------

OWNED BY

0	
---	--

EACH REPORTING PERSON

9	SOLE DISPOSITIVE POWER
---	------------------------

WITH

10	SHARED DISPOSITIVE POWER
----	--------------------------

0	
---	--

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON*

BD

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Schedule 13D Amendment No. 1

This statement constitutes Amendment No. 1 to the statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission by Bear, Stearns & Co. Inc. ("Bear Stearns") with respect to its ownership of the Common Stock of Captec Net Lease Realty, Inc. (the "Issuer").

Item 3: Source and Amount of Funds or Other Consideration

Not applicable

Item 5: Interest in Securities of the Issuer (as of 12/12/01)

(a) The responses of Bear Stearns to Rows (11) through (13) of the cover page of this Amendment No. 1 to Schedule 13D are incorporated herein by reference. To the best of Bear Stearns' knowledge, none of its executive officers or directors

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beneficially own any Common Stock of the Issuer.

- (b) The responses of Bear Stearns to Rows (7) through (10) of the cover page of this Amendment No. 1 to Schedule 13D are incorporated herein by reference.
- (c) Since the date of its initial filing on Schedule 13D, Bear Stearns has effected transactions in the Common Stock of the Issuer. Information concerning transactions in the Common Stock effected by Bear Stearns is set forth on Appendix I.
- (d) Not Applicable.
- (e) As of December 12, 2001, Bear Stearns ceased to be the beneficial owner of more than five percent of Captec Net Lease Realty, Inc. Common Stock since the date of its original filings.

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**Bear Stearns & Co. is a subsidiary of The Bear Stearns Companies Inc.

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.

December 14, 2001

(Date)

/S/

(Signature)

Barry J. Cohen/Senior Managing Director

(Name/Title)

APPENDIX I

Captec Net Lease Realty, Inc.

Trading from 10/14/01 through 12/12/01
(Various Firm Accounts)

***** 12/12 *****

97,044-	CAPTEC NET LEASE REALTY INC	MER OA	.00
50,566-	CAPTEC NET LEASE REALTY INC	MER OA	.00
43,431-	CAPTEC NET LEASE REALTY INC	MER OA	.00

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300,000-	CAPTEC	NET	LEASE	REALTY	INC	MER OA	.00
						***** 11/29 *****	
13,000	CAPTEC	NET	LEASE	REALTY	INC	12.3600	160,680.00
3,000-	CAPTEC	NET	LEASE	REALTY	INC	12.4000	37,198.76-
5,000-	CAPTEC	NET	LEASE	REALTY	INC	12.4000	61,997.93-
5,000-	CAPTEC	NET	LEASE	REALTY	INC	12.4000	61,997.93-
						***** 11/23 *****	
626	CAPTEC	NET	LEASE	REALTY	INC	12.3500	7,731.10
100-	CAPTEC	NET	LEASE	REALTY	INC	12.3500	1,234.95-
526-	CAPTEC	NET	LEASE	REALTY	INC	12.3500	6,495.88-
						***** 11/19 *****	
300,000	CAPTEC	NET	LEASE	REALTY	INC	12.1500	3,645,000.00
						***** 11/16 *****	
9,900	CAPTEC	NET	LEASE	REALTY	INC	12.3140	121,908.60
300-	CAPTEC	NET	LEASE	REALTY	INC	12.2000	3,659.87-
300-	CAPTEC	NET	LEASE	REALTY	INC	12.2800	3,683.87-
500-	CAPTEC	NET	LEASE	REALTY	INC	12.4400	6,219.79-
500-	CAPTEC	NET	LEASE	REALTY	INC	12.2600	6,129.79-
2,000-	CAPTEC	NET	LEASE	REALTY	INC	12.4500	24,899.17-
2,000-	CAPTEC	NET	LEASE	REALTY	INC	12.4300	24,859.17-
2,000-	CAPTEC	NET	LEASE	REALTY	INC	12.3500	24,699.17-
2,000-	CAPTEC	NET	LEASE	REALTY	INC	12.2500	24,499.18-
5,000-	CAPTEC	NET	LEASE	REALTY	INC	12.2700	61,347.95-
5,000-	CAPTEC	NET	LEASE	REALTY	INC	12.2700	61,347.95-
5,000-	CAPTEC	NET	LEASE	REALTY	INC	12.3140	61,567.94-
4,900-	CAPTEC	NET	LEASE	REALTY	INC	12.3140	60,336.58-
						***** 11/15 *****	
100	CAPTEC	NET	LEASE	REALTY	INC	12.3500	1,235.00
100	CAPTEC	NET	LEASE	REALTY	INC	12.3500	1,235.00
1,000	CAPTEC	NET	LEASE	REALTY	INC	12.3300	12,330.00
3,000	CAPTEC	NET	LEASE	REALTY	INC	12.3500	37,050.00
500	CAPTEC	NET	LEASE	REALTY	INC	12.4200	6,210.00
500	CAPTEC	NET	LEASE	REALTY	INC	12.4200	6,210.00
500	CAPTEC	NET	LEASE	REALTY	INC	12.4000	6,200.00
500	CAPTEC	NET	LEASE	REALTY	INC	12.4200	6,210.00
500	CAPTEC	NET	LEASE	REALTY	INC	12.4000	6,200.00
500	CAPTEC	NET	LEASE	REALTY	INC	12.3000	6,150.00
500	CAPTEC	NET	LEASE	REALTY	INC	12.3000	6,150.00
400-	CAPTEC	NET	LEASE	REALTY	INC	12.4200	4,967.83-
500-	CAPTEC	NET	LEASE	REALTY	INC	12.4200	6,209.79-
5,900-	CAPTEC	NET	LEASE	REALTY	INC	12.4100	73,216.55-
						***** 11/02 *****	
100	CAPTEC	NET	LEASE	REALTY	INC	12.1500	1,215.00
100	CAPTEC	NET	LEASE	REALTY	INC	12.1500	1,215.00
100	CAPTEC	NET	LEASE	REALTY	INC	12.1500	1,215.00
100	CAPTEC	NET	LEASE	REALTY	INC	12.1500	1,215.00
200	CAPTEC	NET	LEASE	REALTY	INC	12.1000	2,420.00
300	CAPTEC	NET	LEASE	REALTY	INC	12.1000	3,630.00
400	CAPTEC	NET	LEASE	REALTY	INC	12.1300	4,852.00
1,900	CAPTEC	NET	LEASE	REALTY	INC	12.1500	23,085.00
4,439-	CAPTEC	NET	LEASE	REALTY	INC	12.1500	53,932.05-
						***** 11/01 *****	
100	CAPTEC	NET	LEASE	REALTY	INC	11.9500	1,195.00
100	CAPTEC	NET	LEASE	REALTY	INC	12	1,200.00
1,000	CAPTEC	NET	LEASE	REALTY	INC	11.9500	11,950.00
1,000	CAPTEC	NET	LEASE	REALTY	INC	11.9500	11,950.00
1,000	CAPTEC	NET	LEASE	REALTY	INC	11.9500	11,950.00
2,000	CAPTEC	NET	LEASE	REALTY	INC	11.9500	23,900.00
1,000	CAPTEC	NET	LEASE	REALTY	INC	11.7000	11,700.00
4,900	CAPTEC	NET	LEASE	REALTY	INC	11.9500	58,555.00
5,465-	CAPTEC	NET	LEASE	REALTY	INC	12.1500	66,397.51-
10,930-	CAPTEC	NET	LEASE	REALTY	INC	12.1750	133,068.25-

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	***** 10/17 *****		
200-	CAPTEC NET LEASE REALTY INC	12.1300	2,425.91-
	***** 10/15 *****		
600-	CAPTEC NET LEASE REALTY INC	12.1700	7,301.75-
100-	CAPTEC NET LEASE REALTY INC	12.2000	1,219.95-
3,000-	CAPTEC NET LEASE REALTY INC	12.2000	36,598.78-
4,000-	CAPTEC NET LEASE REALTY INC	12.1000	48,398.38-

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).