

CBL & ASSOCIATES PROPERTIES INC  
Form 10-Q  
August 10, 2009

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

FORM 10-Q

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2009**

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_**

COMMISSION FILE NO. 1-12494

**CBL & ASSOCIATES PROPERTIES, INC.**  
(Exact name of registrant as specified in its charter)

**DELAWARE** **62-1545718**  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)  
**2030 Hamilton Place Blvd., Suite 500, Chattanooga, TN 37421-6000**  
(Address of principal executive office, including zip code)  
**423.855.0001**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes

No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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Large accelerated filer   
Non-accelerated filer  (Do not check if smaller reporting company)

Accelerated filer   
Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of August 5, 2009, there were 137,859,925 shares of common stock, par value \$0.01 per share, outstanding.

**CBL & Associates Properties, Inc.**

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**PART I – FINANCIAL INFORMATION****ITEM 1. Financial Statements**

**CBL & Associates Properties, Inc.**  
**Condensed Consolidated Balance Sheets**  
(In thousands, except share data)  
(Unaudited)

|   | June 30,<br>2009    | December 31,<br>2008 |
|---|---------------------|----------------------|
| <b>ASSETS</b>   |                     |                      |
| Real estate assets:   |                     |                      |
| Land  | \$ 926,588          | \$ 902,504           |
| Buildings and improvements  | 7,567,502           | 7,503,334            |
|   | <b>8,494,090</b>    | 8,405,838            |
| Accumulated depreciation  | (1,433,863)         | (1,310,173)          |
|   | <b>7,060,227</b>    | 7,095,665            |
| Developments in progress  | 217,207             | 225,815              |
| Net investment in real estate assets  | <b>7,277,434</b>    | 7,321,480            |
| Cash and cash equivalents   | 50,789              | 51,227               |
| Cash held in escrow   | —                   | 2,700                |
| Receivables:  |                     |                      |
| Tenant, net of allowance for doubtful accounts of \$2,133 in 2009 and \$1,910 in 2008 | 69,386              | 74,402               |
| Other   | 12,725              | 12,145               |
| Mortgage and other notes receivable   | 51,380              | 58,961               |
| Investments in unconsolidated affiliates  | 196,106             | 207,618              |
| Intangible lease assets and other assets  | 285,712             | 305,802              |
|   | <b>\$ 7,943,532</b> | \$ 8,034,335         |
| <b>LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND EQUITY</b>                    |                     |                      |
| Mortgage and other notes payable  | \$ 5,688,602        | \$ 6,095,676         |
| Accounts payable and accrued liabilities  | 291,152             | 329,991              |
| Total liabilities   | <b>5,979,754</b>    | 6,425,667            |
| Commitments and contingencies (Notes 3, 5 and 11)                                     |                     |                      |
| Redeemable noncontrolling interests:  |                     |                      |
| Redeemable noncontrolling partnership interests                                       | 91,792              | 18,393               |
| Redeemable noncontrolling preferred joint venture interest                            | 421,457             | 421,279              |
| Total redeemable noncontrolling interests   | <b>513,249</b>      | 439,672              |

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Shareholders' equity:

|  |                     |                     |
|--|---------------------|---------------------|
| Preferred stock, \$.01 par value, 15,000,000 shares authorized:  |                     |                     |
| 7.75% Series C cumulative redeemable preferred stock, 460,000 shares outstanding in 2009 and 2008  | 5                   | 5                   |
| 7.375% Series D cumulative redeemable preferred stock, 700,000 shares outstanding in 2009 and 2008   | 7                   | 7                   |
| Common Stock, \$.01 par value, 180,000,000 shares authorized, 137,855,513 and 66,394,844 issued and outstanding in 2009 and 2008, respectively | 1,378               | 664                 |
| Additional paid-in capital   | 1,420,214           | 993,941             |
| Accumulated other comprehensive loss   | (6,968)             | (12,786)            |
| Accumulated deficit  | (223,202)           | (193,307)           |
| <b>Total shareholders' equity</b>  | <b>1,191,434</b>    | <b>788,524</b>      |
| Noncontrolling interests   | 259,095             | 380,472             |
| <b>Total equity</b>  | <b>1,450,529</b>    | <b>1,168,996</b>    |
|  | <b>\$ 7,943,532</b> | <b>\$ 8,034,335</b> |

The accompanying notes are an integral part of these balance sheets.

**CBL & Associates Properties, Inc.**  
**Condensed Consolidated Statements of Operations**  
(In thousands, except per share data)  
(Unaudited)

|  | Three Months Ended<br>June 30, |                | Six Months Ended<br>June 30, |                |
|--|--------------------------------|----------------|------------------------------|----------------|
|  | 2009                           | 2008           | 2009                         | 2008           |
| <b>REVENUES:</b>   |                                |                |                              |                |
| Minimum rents  | \$ 170,491                     | \$ 177,943     | \$ 342,428                   | \$ 352,474     |
| Percentage rents   | 1,604                          | 1,610          | 6,408                        | 6,606          |
| Other rents  | 4,142                          | 4,204          | 8,422                        | 9,218          |
| Tenant reimbursements                                    | 81,695                         | 79,952         | 163,179                      | 166,375        |
| Management, development and leasing fees                 | 1,615                          | 2,484          | 4,080                        | 5,422          |
| Other  | 6,977                          | 6,290          | 13,067                       | 13,320         |
| <b>Total revenues</b>                                    | <b>266,524</b>                 | <b>272,483</b> | <b>537,584</b>               | <b>553,415</b> |
| <b>EXPENSES:</b>   |                                |                |                              |                |
| Property operating                                       | 39,355                         | 44,094         | 83,372                       | 92,386         |
| Depreciation and amortization                            | 75,793                         | 73,064         | 154,104                      | 148,144        |
| Real estate taxes  | 24,449                         | 23,898         | 48,603                       | 48,077         |
| Maintenance and repairs                                  | 13,416                         | 15,003         | 29,410                       | 32,919         |
| General and administrative                               | 10,893                         | 11,114         | 22,372                       | 23,645         |
| Other  | 5,914                          | 6,541          | 11,071                       | 13,540         |
| <b>Total expenses</b>                                    | <b>169,820</b>                 | <b>173,714</b> | <b>348,932</b>               | <b>358,711</b> |
| <b>Income from operations</b>                            | <b>96,704</b>                  | <b>98,769</b>  | <b>188,652</b>               | <b>194,704</b> |
| Interest and other income                                | 1,362                          | 2,182          | 2,943                        | 4,909          |
| Interest expense   | (72,842)                       | (76,455)       | (144,727)                    | (156,679)      |
| Impairment of investment                                 | —                              | —              | (7,706)                      | —              |
| Gain (loss) on sales of real estate assets               | 72                             | 4,269          | (67)                         | 7,345          |
| Equity in earnings (losses) of unconsolidated affiliates | 62                             | (186)          | 1,596                        | 793            |
| Income tax provision                                     | (152)                          | (3,838)        | (755)                        | (4,195)        |
| <b>Income from continuing operations</b>                 | <b>25,206</b>                  | <b>24,741</b>  | <b>39,936</b>                | <b>46,877</b>  |
| Operating income of discontinued operations              | 86                             | 1,053          | 20                           | 1,335          |
| Gain (loss) on discontinued operations                   | (12)                           | 3,112          | (72)                         | 3,112          |
| <b>Net income</b>  | <b>25,280</b>                  | <b>28,906</b>  | <b>39,884</b>                | <b>51,324</b>  |
| Net income attributable to noncontrolling interests:     |                                |                |                              |                |
| Operating Partnership                                    | (5,109)                        | (7,385)        | (6,415)                      | (12,127)       |
| Other consolidated subsidiaries                          | (6,580)                        | (6,402)        | (12,711)                     | (12,451)       |
| <b>Net income attributable to the Company</b>            | <b>13,591</b>                  | <b>15,119</b>  | <b>20,758</b>                | <b>26,746</b>  |
| Preferred dividends                                      | (5,454)                        | (5,454)        | (10,909)                     | (10,909)       |

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|  |           |              |           |       |           |              |           |        |
|--|-----------|--------------|-----------|-------|-----------|--------------|-----------|--------|
| <b>Net income available to common shareholders</b> | <b>\$</b> | <b>8,137</b> | <b>\$</b> | 9,665 | <b>\$</b> | <b>9,849</b> | <b>\$</b> | 15,837 |
|--|-----------|--------------|-----------|-------|-----------|--------------|-----------|--------|

The accompanying notes are an integral part of these statements.

**CBL & Associates Properties, Inc.**  
**Condensed Consolidated Statements of Operations**  
(In thousands, except per share data)  
(Unaudited)  
(Continued)

|  | Three Months Ended<br>June 30, |           | Six Months Ended<br>June 30, |           |
|--|--------------------------------|-----------|------------------------------|-----------|
|  | 2009                           | 2008      | 2009                         | 2008      |
| <b>Basic per share data attributable to common shareholders:</b>         |                                |           |                              |           |
| Income from continuing operations, net of preferred dividends            | \$ 0.10                        | \$ 0.10   | \$ 0.13                      | \$ 0.19   |
| Discontinued operations  | —                              | 0.04      | —                            | 0.03      |
| Net income available to common shareholders                              | \$ 0.10                        | \$ 0.14   | \$ 0.13                      | \$ 0.22   |
| Weighted average common shares outstanding                               | 82,918                         | 71,062    | 77,072                       | 71,027    |
| <b>Diluted per share data attributable to common shareholders:</b>       |                                |           |                              |           |
| Income from continuing operations, net of preferred dividends            | \$ 0.10                        | \$ 0.10   | \$ 0.13                      | \$ 0.19   |
| Discontinued operations  | —                              | 0.04      | —                            | 0.03      |
| Net income available to common shareholders                              | \$ 0.10                        | \$ 0.14   | \$ 0.13                      | \$ 0.22   |
| Weighted average common and potential dilutive common shares outstanding | 82,957                         | 71,250    | 77,109                       | 71,209    |
| <b>Amounts attributable to common shareholders:</b>                      |                                |           |                              |           |
| Income from continuing operations, net of preferred dividends            | \$ 8,092                       | \$ 7,259  | \$ 9,880                     | \$ 13,269 |
| Discontinued operations  | 45                             | 2,406     | (31)                         | 2,568     |
| Net income available to common shareholders                              | \$ 8,137                       | \$ 9,665  | \$ 9,849                     | \$ 15,837 |
| Dividends declared per common share                                      | \$ 0.1100                      | \$ 0.5450 | \$ 0.4800                    | \$ 1.0900 |



**CBL & Associates Properties, Inc.**  
**Condensed Consolidated Statements of Equity**  
(In thousands, except per share data)

|   | <b>Equity</b>  |                            |                         |   |   |                                |                                 |                                     |              |                      |  |
|---|--|----------------------------|-------------------------|---|---|--------------------------------|---------------------------------|-------------------------------------|--------------|----------------------|--|
|   | <b>Shareholders' Equity</b>  |                            |                         | <b>Accumulated</b>                        |   |                                |                                 | <b>Total</b>                        |              | <b>Comprehensive</b> |  |
|   | <b>Redeemable<br/>Noncontrolling<br/>Partnership<br/>Interests</b> | <b>Preferred<br/>Stock</b> | <b>Common<br/>Stock</b> | <b>Additional<br/>Paid-In<br/>Capital</b> | <b>Other<br/>Comprehensive<br/>Loss</b> | <b>Accumulated<br/>Deficit</b> | <b>Shareholders'<br/>Equity</b> | <b>Noncontrolling<br/>Interests</b> | <b>Total</b> | <b>Income</b>        |  |
| <b>Balance, January 1, 2008</b>   | \$ 43,145  | \$ 12                      | \$ 662                  | \$ 964,676                                | \$ (13)                                 | \$ (70,154)                    | \$ 895,183                      | \$ 482,217                          | \$ 1,377,400 | \$ —                 |  |
| Net income  | 2,654  | —                          | —                       | —   | —                                       | 26,746                         | 26,746                          | 11,999                              | 38,745       | 41,400               |  |
| Net unrealized loss on available-for-sale securities                                    | (62)   | —                          | —                       | —   | (2,631)                                 | —                              | (2,631)                         | (1,958)                             | (4,589)      | (4,651)              |  |
| Unrealized loss on hedging instruments  | (41)   | —                          | —                       | —   | (1,752)                                 | —                              | (1,752)                         | (1,305)                             | (3,057)      | (3,098)              |  |
| Unrealized gain on foreign currency translation adjustment                              | 21   | —                          | —                       | —   | 892                                     | —                              | 892                             | 664                                 | 1,556        | 1,577                |  |
| Dividends declared - common stock   | —  | —                          | —                       | —   | —                                       | (72,199)                       | (72,199)                        | —                                   | (72,199)     | —                    |  |
| Dividends declared - preferred stock  | —  | —                          | —                       | —   | —                                       | (10,909)                       | (10,909)                        | —                                   | (10,909)     | —                    |  |
| Issuance of common stock and restricted common stock                                    | —  | —                          | 1                       | 327                                       | —                                       | —                              | 328                             | —                                   | 328          | —                    |  |
| Cancellation of restricted common stock   | —  | —                          | —                       | (507)                                     | —                                       | —                              | (507)                           | —                                   | (507)        | —                    |  |
| Exercise of stock options   | —  | —                          | —                       | 583                                       | —                                       | —                              | 583                             | —                                   | 583          | —                    |  |
| Accelerated vesting of share-based compensation   | —  | —                          | —                       | 35  | —                                       | —                              | 35                              | —                                   | 35           | —                    |  |
| Accrual under deferred compensation arrangements  | —  | —                          | —                       | 53  | —                                       | —                              | 53                              | —                                   | 53           | —                    |  |
| Amortization of deferred compensation   | —  | —                          | —                       | 2,487                                     | —                                       | —                              | 2,487                           | —                                   | 2,487        | —                    |  |
| Additions to deferred financing costs   | —  | —                          | —                       | —   | —                                       | —                              | —                               | 23                                  | 23           | —                    |  |
| Income tax benefit from share-based compensation  | 67   | —                          | —                       | 1,590                                     | —                                       | —                              | 1,590                           | 2,079                               | 3,669        | —                    |  |
| Distributions to noncontrolling interests   | (3,401)  | —                          | —                       | —   | —                                       | —                              | —                               | (55,328)                            | (55,328)     | —                    |  |
| Contributions from noncontrolling interest in Operating Partnership                     | —  | —                          | —                       | —   | —                                       | —                              | —                               | 2,567                               | 2,567        | —                    |  |
| Adjustment for noncontrolling interests   | (617)  | —                          | —                       | 525                                       | —                                       | —                              | 525                             | 92                                  | 617          | —                    |  |
| Reclassification of noncontrolling interests related to deconsolidation                 | —  | —                          | —                       | —   | —                                       | —                              | —                               | (3,257)                             | (3,257)      | —                    |  |
| Adjustment to record redeemable noncontrolling partnership interest at redemption value | (113)  | —                          | —                       | 113                                       | —                                       | —                              | 113                             | —                                   | 113          | —                    |  |
| <b>Balance, June 30, 2008</b>   | \$ 41,653  | \$ 12                      | \$ 663                  | \$ 969,882                                | \$ (3,504)                              | \$ (126,516)                   | \$ 840,537                      | \$ 437,793                          | \$ 1,278,330 | \$ 35,228            |  |

**CBL & Associates Properties, Inc.**  
**Condensed Consolidated Statements of Equity**  
(In thousands, except per share data)

**Equity**

**Shareholders' Equity**

|  | <b>Redeemable<br/>Noncontrolling<br/>Partners'<br/>Interests</b> | <b>Preferred<br/>Stock</b> | <b>Common<br/>Stock</b> | <b>Additional<br/>Paid-In<br/>Capital</b> | <b>Accumulated<br/>Other<br/>Comprehensive<br/>Loss</b> | <b>Accumulated<br/>Deficit</b> | <b>Total<br/>Shareholders'<br/>Equity</b> | <b>Noncontrolling<br/>Interests</b> | <b>Total</b> | <b>Comprehensive<br/>Income</b> |
|--|--|----------------------------|-------------------------|---|---|--------------------------------|---|-------------------------------------|--------------|---------------------------------|
| <b>Balance,<br/>January 1, 2009</b>                                    | \$ 18,393  | \$ 12                      | \$ 664                  | \$ 993,941                                | \$ (12,786)   | \$ (193,307)                   | \$ 788,524                                | \$ 380,472                          | \$ 1,168,996 | \$ —                            |
| Net income   | 2,688  | —                          | —                       | —   | —   | 20,758                         | 20,758                                    | 6,095                               | 26,853       | 29,541                          |
| Net unrealized<br>gain (loss) on<br>available-for-sale<br>securities   | 193  | —                          | —                       | —   | 192   | —                              | 192                                       | (249)                               | (57)         | 136                             |
| Unrealized gain<br>on hedging<br>instruments                           | 342  | —                          | —                       | —   | 3,053   | —                              | 3,053                                     | 1,728                               | 4,781        | 5,123                           |
| Realized loss on<br>foreign currency<br>translation<br>adjustment      | 3  | —                          | —                       | —   | 44  | —                              | 44  | 28                                  | 72           | 75                              |
| Unrealized gain<br>on foreign<br>currency<br>translation<br>adjustment | 350  | —                          | —                       | —   | 2,529   | —                              | 2,529                                     | 1,300                               | 3,829        | 4,179                           |
| Dividends<br>declared -<br>common stock                                | —  | —                          | —                       | —   | —   | (39,744)                       | (39,744)                                  | —                                   | (39,744)     | —                               |
| Dividends<br>declared -<br>preferred stock                             | —  | —                          | —                       | —   | —   | (10,909)                       | (10,909)                                  | —                                   | (10,909)     | —                               |
| Issuance of<br>common stock<br>and restricted<br>common stock          | —  | —                          | —                       | 414                                       | —   | —                              | 414                                       | —                                   | 414          | —                               |
| Issuance of<br>common stock for<br>dividend                            | —  | —                          | 48                      | 14,691                                    | —   | —                              | 14,739                                    | —                                   | 14,739       | —                               |
| Issuance of<br>common stock in   | —  | —                          | 666                     | 380,936                                   | —   | —                              | 381,602                                   | —                                   | 381,602      | —                               |

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|   |                  |              |                 |                     |                   |                     |                     |                   |                     |                  |  |
|---|------------------|--------------|-----------------|---------------------|-------------------|---------------------|---------------------|-------------------|---------------------|------------------|--|
| equity offering   |                  |              |                 |                     |                   |                     |                     |                   |                     |                  |  |
| Cancellation of restricted common stock   | —                | —            | —               | (117)               | —                 | —                   | (117)               | —                 | (117)               | —                |  |
| Accrual under deferred compensation arrangements  | —                | —            | —               | 39                  | —                 | —                   | 39                  | —                 | 39                  | —                |  |
| Amortization of deferred compensation   | —                | —            | —               | 1,515               | —                 | —                   | 1,515               | —                 | 1,515               | —                |  |
| Additions to deferred financing costs   | —                | —            | —               | —                   | —                 | —                   | —                   | 23                | 23                  | —                |  |
| Transfer from noncontrolling interests to redeemable noncontrolling interests           | 82,970           | —            | —               | —                   | —                 | —                   | —                   | (82,970)          | (82,970)            | —                |  |
| Issuance of noncontrolling interests for distribution                                   | —                | —            | —               | —                   | —                 | —                   | —                   | 4,140             | 4,140               | —                |  |
| Distributions to noncontrolling interests   | (6,262)          | —            | —               | —                   | —                 | —                   | —                   | (29,062)          | (29,062)            | —                |  |
| Purchase of noncontrolling interests in other consolidated subsidiaries                 | —                | —            | —               | 217                 | —                 | —                   | 217                 | (717)             | (500)               | —                |  |
| Adjustment for noncontrolling interests   | (6,238)          | —            | —               | 27,931              | —                 | —                   | 27,931              | (21,693)          | 6,238               | —                |  |
| Adjustment to record redeemable noncontrolling partnership interest at redemption value | (647)            | —            | —               | 647                 | —                 | —                   | 647                 | —                 | 647                 | —                |  |
| <b>Balance, June 30, 2009</b>   | <b>\$ 91,792</b> | <b>\$ 12</b> | <b>\$ 1,378</b> | <b>\$ 1,420,214</b> | <b>\$ (6,968)</b> | <b>\$ (223,202)</b> | <b>\$ 1,191,434</b> | <b>\$ 259,095</b> | <b>\$ 1,450,529</b> | <b>\$ 39,054</b> |  |

**CBL & Associates Properties, Inc.**  
**Condensed Consolidated Statements of Cash Flows**  
(In thousands)  
(Unaudited)

|   | <b>Six Months Ended June 30,</b> |             |
|---|----------------------------------|-------------|
|   | <b>2009</b>                      | <b>2008</b> |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                      |                                  |             |
| Net income  | \$ 39,884                        | \$ 51,324   |
| Adjustments to reconcile net income to net cash provided by operating activities: |                                  |             |
| Depreciation  | 96,393                           | 89,193      |
| Amortization  | 62,142                           | 64,255      |
| Net amortization of debt premiums and discounts                                   | (3,742)                          | (3,936)     |
| Net amortization of above- and below-market leases                                | (3,112)                          | (5,108)     |
| (Gain) loss on sales of real estate assets  | 67                               | (7,345)     |
| Realized foreign currency loss  | 75                               | —           |
| (Gain) loss on discontinued operations  | 72                               | (3,112)     |
| Issuance of stock under incentive plan  | 332                              | —           |
| Write-off of development projects   | 143                              | 2,911       |
| Share-based compensation expense  | 1,543                            | 2,727       |
| Income tax benefit from share-based compensation                                  | —                                | 3,736       |
| Impairment of investment  | 7,706                            | —           |
| Equity in earnings of unconsolidated affiliates                                   | (1,596)                          | (793)       |
| Distributions of earnings from unconsolidated affiliates                          | 6,020                            | 6,943       |
| Changes in:   |                                  |             |
| Tenant and other receivables  | 4,436                            | 4,277       |
| Other assets  | 729                              | (430)       |
| Accounts payable and accrued liabilities  | (11,947)                         | (14,149)    |
| Net cash provided by operating activities   | <b>199,145</b>                   | 190,493     |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                      |                                  |             |
| Additions to real estate assets   | (115,718)                        | (252,909)   |
| Cash placed in escrow   | 2,699                            | (2,650)     |
| Proceeds from sales of real estate assets   | 4,722                            | 42,113      |
| Additions to mortgage notes receivable  | (4,437)                          | (9,741)     |
| Payments received on mortgage notes receivable                                    | 7,437                            | 103,964     |
| Additional investments in and advances to unconsolidated affiliates               | (42,012)                         | (71,119)    |
| Distributions in excess of equity in earnings of unconsolidated affiliates        | 45,464                           | 23,365      |
| Purchase of noncontrolling interests in other consolidated subsidiary             | (500)                            | —           |
| Changes in other assets   | 15,439                           | (10,389)    |
| Net cash used in investing activities   | <b>(86,906)</b>                  | (177,366)   |

The accompanying notes are an integral part of these statements.



**CBL & Associates Properties, Inc.**  
**Condensed Consolidated Statements of Cash Flows**  
(In thousands)  
(Unaudited)  
(Continued)

|  | <b>Six Months Ended June 30,</b> |                  |
|--|----------------------------------|------------------|
|  | <b>2009</b>                      | <b>2008</b>      |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                   |                                  |                  |
| Proceeds from mortgage and other notes payable                                 | \$ 347,017                       | \$ 764,387       |
| Principal payments on mortgage and other notes payable                         | (750,349)                        | (622,553)        |
| Additions to deferred financing costs  | (4,075)                          | (2,870)          |
| Proceeds from issuances of common stock  | 381,686                          | 171              |
| Proceeds from exercises of stock options                                       | —                                | 584              |
| Income tax benefit from share-based compensation                               | —                                | (3,736)          |
| Contributions from noncontrolling interests in other consolidated subsidiaries | —                                | 2,567            |
| Distributions to noncontrolling interests                                      | (41,349)                         | (67,938)         |
| Dividends paid to holders of preferred stock                                   | (10,909)                         | (10,909)         |
| Dividends paid to common shareholders  | (34,405)                         | (72,206)         |
| Net cash used in financing activities  | (112,384)                        | (12,503)         |
| <b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES ON CASH</b>                         |                                  |                  |
|  | (293)                            | —                |
| <b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>                                 | <b>(145)</b>                     | <b>624</b>       |
| <b>CASH AND CASH EQUIVALENTS, beginning of period</b>                          | <b>51,227</b>                    | <b>65,826</b>    |
| <b>CASH AND CASH EQUIVALENTS, end of period</b>                                | <b>\$ 50,789</b>                 | <b>\$ 66,450</b> |
| <b>SUPPLEMENTAL INFORMATION:</b>   |                                  |                  |
| Cash paid for interest, net of amounts capitalized                             | \$ 148,309                       | \$ 162,076       |

The accompanying notes are an integral part of these statements.

**CBL & Associates Properties, Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**  
(In thousands, except per share data)

**Note 1 – Organization and Basis of Presentation**

CBL & Associates Properties, Inc. (“CBL”), a Delaware corporation, is a self-managed, self-administered, fully integrated real estate investment trust (“REIT”) that is engaged in the ownership, development, acquisition, leasing, management and operation of regional shopping malls, open-air centers, community centers and office properties. CBL’s shopping center properties are located in 27 states and in Brazil, but are primarily in the southeastern and midwestern United States.

CBL conducts substantially all of its business through CBL & Associates Limited Partnership (the “Operating Partnership”). At June 30, 2009, the Operating Partnership owned controlling interests in 75 regional malls/open-air centers, 30 associated centers (each adjacent to a regional mall), eight community centers, one mixed-use center and 13 office buildings, including CBL’s corporate office building. The Operating Partnership consolidates the financial statements of all entities in which it has a controlling financial interest or where it is the primary beneficiary of a variable interest entity. At June 30, 2009, the Operating Partnership owned noncontrolling interests in nine regional malls/open-air centers, three associated centers, five community centers and six office buildings. Because one or more of the other partners have substantive participating rights, the Operating Partnership does not control these partnerships and joint ventures and, accordingly, accounts for these investments using the equity method. The Operating Partnership had four community/open-air centers (three of which are owned in joint ventures) under construction at June 30, 2009. The Operating Partnership also holds options to acquire certain development properties owned by third parties.

CBL is the 100% owner of two qualified REIT subsidiaries, CBL Holdings I, Inc. and CBL Holdings II, Inc. At June 30, 2009, CBL Holdings I, Inc., the sole general partner of the Operating Partnership, owned a 1.0% general partner interest in the Operating Partnership and CBL Holdings II, Inc. owned a 71.6% limited partner interest for a combined interest held by CBL of 72.6%.

The noncontrolling interest in the Operating Partnership is held primarily by CBL & Associates, Inc. and its affiliates (collectively “CBL’s Predecessor”) and by affiliates of The Richard E. Jacobs Group, Inc. (“Jacobs”). CBL’s Predecessor contributed their interests in certain real estate properties and joint ventures to the Operating Partnership in exchange for a limited partner interest when the Operating Partnership was formed in November 1993. Jacobs contributed their interests in certain real estate properties and joint ventures to the Operating Partnership in exchange for limited partner interests when the Operating Partnership acquired the majority of Jacobs’ interests in 23 properties in January 2001 and the balance of such interests in February 2002. At June 30, 2009, CBL’s Predecessor owned a 9.8% limited partner interest, Jacobs owned a 12.1% limited partner interest and third parties owned a 5.5% limited partner interest in the Operating Partnership. CBL’s Predecessor also owned 7.2 million shares of CBL’s common stock at June 30, 2009, for a total combined effective interest of 13.6% in the Operating Partnership.

The Operating Partnership conducts CBL’s property management and development activities through CBL & Associates Management, Inc. (the “Management Company”) to comply with certain requirements of the Internal Revenue Code of 1986, as amended (the “Code”). The Operating Partnership owns 100% of both of the Management Company’s preferred stock and common stock.

CBL, the Operating Partnership and the Management Company are collectively referred to herein as “the Company”.

The accompanying condensed consolidated financial statements are unaudited; however, they have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and in conjunction with the rules and regulations of the

Securities and Exchange Commission. Accordingly, they do not include all of the disclosures required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting solely of normal recurring matters) necessary for a fair presentation of the financial statements for these interim periods have been included. Material intercompany transactions have been eliminated. The results for the interim period ended June 30, 2009, are not necessarily indicative of the results to be obtained for the full fiscal year.

Certain historical amounts have been reclassified to conform to the current year presentation. Certain properties for which the financial results were originally reported as discontinued operations in the condensed consolidated financial statements for the three and six month periods ended June 30, 2008 no longer meet the criteria to be classified as held for sale and are, thus, currently reflected in continuing operations for all periods presented. Except where noted, the information presented in the Notes to Unaudited Condensed Consolidated Financial Statements excludes discontinued operations. See Note 6 for further discussion. Also see Notes 4 and 8 for discussion regarding the impact on the presentation of the condensed consolidated financial statements and share information related to the adoption of certain accounting pronouncements as of January 1, 2009.

In April 2009, the Company paid its first quarter dividend on its common stock. The Company issued 4,754,355 shares of its common stock in connection with the dividend, which resulted in an increase of 7.2% in the number of shares outstanding. The Company elected to treat the issuance of its common stock as a stock dividend for earnings per share purposes. Therefore, all share and per share information related to earnings per share for all periods presented have been increased proportionately to reflect the additional common stock issued. See Note 8 for further discussion.

The Company has evaluated subsequent events through August 10, 2009, which is the date these financial statements were issued.

These condensed consolidated financial statements should be read in conjunction with CBL's audited consolidated financial statements and notes thereto included in its Current Report on Form 8-K dated July 27, 2009.

## **Note 2 – Recent Accounting Pronouncements**

### Accounting Pronouncements Adopted

Effective January 1, 2009, the Company adopted the previously deferred portion of Statement of Financial Accounting Standards (“SFAS”) No. 157, *Fair Value Measurements*, which applies to fair value measurements of nonfinancial assets and liabilities. The adoption of these provisions did not have an impact on the Company's condensed consolidated financial statements. See Note 3 for further information.

Effective January 1, 2009, the Company adopted SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements, an Amendment of ARB No. 51*. See *Noncontrolling Interests* in Note 4 for further information regarding the adoption of this standard, which did have an impact on the Company's condensed consolidated financial statements.

Effective January 1, 2009, the Company adopted SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133*. The adoption of this standard did not have an impact on the Company's condensed consolidated financial statements, but did require additional disclosures regarding the Company's hedging activities. See *Interest Rate Hedge Instruments* in Note 5 for further information.



Effective January 1, 2009, the Company adopted Financial Accounting Standards Board (“FASB”) Staff Position (“FSP”) Emerging Issues Task Force (“EITF”) 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities*. The adoption did not have a material impact on the Company’s earnings per share. See Note 8 for further information.

Effective January 1, 2009, the Company adopted SFAS No. 141(R), *Business Combinations*, which changes certain aspects of current business combination accounting for business combinations entered into subsequent to December 31, 2008. SFAS No. 141(R) requires, among other things, that entities generally recognize 100 percent of the fair values of assets acquired, liabilities assumed and noncontrolling interests in acquisitions of less than a 100 percent controlling interest when the acquisition constitutes a change in control of the acquired entity. Shares issued as consideration for a business combination are to be measured at fair value on the acquisition date and contingent consideration arrangements are to be recognized at their fair values on the date of acquisition, with subsequent changes in fair value generally reflected in earnings. Pre-acquisition gain and loss contingencies generally are to be recognized at their fair values on the acquisition date and any acquisition-related transaction costs are to be expensed as incurred. We will apply the provisions of SFAS No. 141(R) to future business combinations.

Effective January 1, 2009, the Company adopted FSP Financial Accounting Standard (“FAS”) 141(R)-1, *Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies*. FSP FAS 141(R)-1 amends the guidance of SFAS No. 141(R) related to accounting for pre-acquisition contingencies to more closely resemble the guidance originally issued under SFAS No. 141, *Business Combinations*. According to the provisions of FSP FAS 141(R)-1, an acquirer is required to recognize assets or liabilities arising from contingencies at fair value if fair value can be reasonably estimated. Otherwise, the asset or liability would generally be recognized in accordance with SFAS No. 5, *Accounting for Contingencies*. The provisions of FSP FAS 141(R)-1 are prospectively applied to business combinations completed subsequent to December 31, 2008. We will apply the provisions of SFAS No. 141(R)-1 to future business combinations.

Effective April 1, 2009, the Company adopted FSP FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*. FSP FAS 157-4 provides additional guidance for estimating fair value when the volume and level of activity for an asset or liability has significantly decreased or when circumstances indicate that a transaction is not orderly. The adoption of FSP FAS 157-4 did not have an impact on the Company’s condensed consolidated financial statements.

Effective April 1, 2009, the Company adopted FSP FAS 115-2 and FAS 124-2, *Recognition and Presentation of Other-Than-Temporary Impairments* to improve the presentation and disclosure of other-than-temporary impairments of debt and equity securities in an entity’s financial statements. FSP FAS 115-2 and FAS 124-2 does not amend the existing recognition and measurement guidance on other-than-temporary impairments of debt and equity securities. The adoption did not have an impact on the Company’s condensed consolidated financial statements, but did require additional disclosures regarding the Company’s other-than-temporary impairments. See Notes 3 and 4 for further information.

Effective April 1, 2009, the Company adopted FSP FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments*. The pronouncement amends existing fair value disclosure and interim reporting requirements to require disclosures about fair value of financial instruments for interim reporting periods. The adoption did not have an impact on the Company’s condensed consolidated financial statements, but did require additional disclosures regarding the fair value of the Company’s financial instruments. See Note 3 for further information.

Effective April 1, 2009, the Company adopted SFAS No. 165, *Subsequent Events*. SFAS No. 165 establishes general standards of accounting for, and disclosure of, events that occur after the balance sheet

date, but before the issuance of the financial statements. The pronouncement requires entities to disclose the date through which an entity has evaluated subsequent events, which for public companies, shall be the date the financial statements are issued. The adoption did not have an impact on the Company's condensed consolidated financial statements.

Accounting Pronouncements Not Yet Effective

In June 2009, the FASB issued SFAS No. 166, *Accounting for Transfers of Financial Assets – an Amendment of FASB Statement No. 140*, which requires additional information regarding transfers of financial assets. SFAS No. 166 eliminates the concept of a “qualifying special-purpose entity,” changes the requirements for derecognizing financial assets and requires additional related disclosures. SFAS No. 166 is effective for fiscal years beginning after November 15, 2009. The Company is currently assessing the potential impact, if any, of the adoption of SFAS No. 166 on its condensed consolidated financial statements.

In June 2009, the FASB issued SFAS No. 167, *Amendments to FASB Interpretation No. 46(R)* which modifies how a company determines when an entity that is insufficiently capitalized or is not controlled through voting, or similar, rights should be consolidated. SFAS No. 167 clarifies that the determination of whether a company is required to consolidate an entity is based on, among other things, an entity's purpose and design and a company's ability to direct the activities of the entity that most significantly impact the entity's economic performance. SFAS No. 167 requires an ongoing reassessment of whether a company is the primary beneficiary of a variable interest entity. SFAS No. 167 also requires additional disclosure about a company's involvement in variable interest entities and any significant changes in risk exposure due to that involvement. SFAS No. 167 is effective for fiscal years beginning after November 15, 2009. The Company is currently assessing the potential impact of the adoption of SFAS No. 167 on its condensed consolidated financial statements.

In June 2009, the FASB approved the “FASB Accounting Standards Codification” (the “Codification”) as the single source of authoritative nongovernmental U.S. GAAP. The Codification does not result in changes to current U.S. GAAP, but is intended to simplify user access to all authoritative U.S. GAAP by providing all the authoritative literature related to a particular topic in one area. All existing accounting standard documents will be superseded and all other accounting literature not included in the Codification will be considered nonauthoritative. The Codification is effective for interim periods and fiscal years ending after September 15, 2009. The Codification will not have an impact on the Company's condensed consolidated financial statements.

**Note 3 – Fair Value Measurements**

Pursuant to the provisions of SFAS No. 157, the Company has categorized its financial assets and financial liabilities that are recorded at fair value into a hierarchy based on whether the inputs to valuation techniques are observable or unobservable. The fair value hierarchy contains three levels of inputs that may be used to measure fair value as follows:

Level 1 – Inputs represent quoted prices in active markets for identical assets and liabilities as of the measurement date.

Level 2 – Inputs, other than those included in Level 1, represent observable measurements for similar instruments in active markets, or identical or similar instruments in markets that are not active, and observable measurements or market data for instruments with substantially the full term of the asset or liability.

Level 3 – Inputs represent unobservable measurements, supported by little, if any, market activity, and require considerable assumptions that are significant to the fair value of the asset or liability. Market valuations must often be determined using discounted cash flow methodologies, pricing models or similar techniques based on the Company's assumptions and best judgment.

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The following tables set forth information regarding the Company's financial instruments that are measured at fair value in the condensed consolidated balance sheets as of June 30, 2009 and December 31, 2008:

Fair Value Measurements at June 30, 2009 Using

|   | Fair Value at<br>June 30, 2009 | Quoted Prices in<br>Active Markets<br>for Identical<br>Assets (Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs (Level 3) |
|---|--------------------------------|---|---|---|
| <b>Assets:</b>                            |                                |   |   |   |
| Available-for-sale securities             | \$ 4,345                       | \$ 4,345  | \$ —  | \$ —  |
| Privately held debt and equity securities | 2,475                          | —   | —   | 2,475   |
| Interest rate cap                         | 43                             | —   | 43  | —   |
| <b>Liabilities:</b>                       |                                |   |   |   |
| Interest rate swaps                       | \$ 10,431                      | \$ —  | \$ 10,431   | \$ —  |

Fair Value Measurements at December 31, 2008 Using

|   | Fair Value at<br>December 31,<br>2008 | Quoted Prices in<br>Active Markets<br>for Identical<br>Assets (Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs (Level 3) |
|---|---------------------------------------|---|---|---|
| <b>Assets:</b>                            |                                       |   |   |   |
| Available-for-sale securities             | \$ 4,209                              | \$ 4,209  | \$ —  | \$ —  |
| Privately held debt and equity securities | 4,875                                 | —   | —   | 4,875   |
| Interest rate cap                         | 30                                    | —   | 30  | —   |
| <b>Liabilities:</b>                       |                                       |   |   |   |
| Interest rate swaps                       | \$ 15,570                             | \$ —  | \$ 15,570   | \$ —  |

Other assets in the condensed consolidated balance sheets include marketable securities consisting of corporate equity securities that are classified as available for sale. Net unrealized gains and losses on available-for-sale securities that are deemed to be temporary in nature are recorded as a component of accumulated other comprehensive loss in redeemable noncontrolling interests, shareholders' equity and noncontrolling interests. If a decline in the value of an investment is deemed to be other than temporary, the investment is written down to fair value and an impairment loss is recognized in the current period to the extent of the decline in value. During the three and six months ended June 30, 2009, the Company did not recognize any realized gains or losses related to sales or disposals of marketable securities or other-than-temporary impairments. The fair value of the Company's available-for-sale securities is based on quoted market prices and, thus, is classified under Level 1. The following is a summary of the available-for-sale securities held by the Company as of June 30, 2009 and December 31, 2008:

Gross Unrealized

| Adjusted Cost | Gains | Losses | Fair Value |
|---------------|-------|--------|------------|
|---------------|-------|--------|------------|

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|                   |    |       |        |        |    |       |
|-------------------|----|-------|--------|--------|----|-------|
| June 30, 2009     | \$ | 4,207 | \$ 139 | \$ (1) | \$ | 4,345 |
| December 31, 2008 | \$ | 4,207 | \$ 2   | \$ —   | \$ | 4,209 |

The Company holds a secured convertible promissory note from, and a warrant to acquire shares of, Jinsheng Group (“Jinsheng”), an established mall operating and real estate development company located in Nanjing, China, in which the Company also holds a cost-method investment. The secured

convertible note is non-interest bearing and is secured by shares of Jinsheng. Since the secured convertible note is non-interest bearing and there is no active market for Jinsheng's debt, the Company performed an analysis on the note considering credit risk and discounting factors to determine the fair value. The warrant was initially valued using estimated share price and volatility variables in a Black Scholes model. Due to the significant estimates and assumptions used in the valuation of the note and warrant, the Company has classified these under Level 3. As part of its investment review as of March 31, 2009, the Company determined that its investment in Jinsheng was impaired on an other-than-temporary basis due to a decline in expected future cash flows as a result of declining occupancy and sales related to the downturn of the real estate market in China. An impairment charge of \$2,400 is recorded in the Company's condensed consolidated statement of operations for the six month period ended June 30, 2009 to reduce the carrying values of the secured convertible note and warrant to their estimated fair values. The Company performed a quantitative and qualitative analysis of its investment as of June 30, 2009 and determined that the current balance of the secured convertible note and warrant of \$2,475 is not impaired. A rollforward of the Company's secured convertible note and warrant is as follows:

|  |                 |
|--|-----------------|
| <b>Balance at January 1, 2009</b>      | <b>\$ 4,875</b> |
| Impairment loss recognized in earnings | <b>(2,400)</b>  |
| <b>Balance at June 30, 2009</b>        | <b>\$ 2,475</b> |

See Note 4 for further discussion.

The Company uses interest rate swaps to mitigate the effect of interest rate movements on its variable-rate debt. The interest rate swaps are accounted for in accordance with SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, and related amendments. The Company currently has four interest rate swap agreements included in Accounts Payable and Accrued Liabilities that qualify as hedging instruments and are designated as cash flow hedges. The swaps have met the effectiveness test criteria since inception and changes in the fair values of the swaps are, thus, reported in other comprehensive income (loss) and will be reclassified into earnings in the same period or periods during which the hedged item affects earnings. The fair values of the Company's interest rate swaps, classified under Level 2, are determined using a proprietary model which is based on prevailing market data for contracts with matching durations, current and anticipated London Interbank Offered Rate ("LIBOR") information, consideration of the Company's credit standing, credit risk of the counterparties and reasonable estimates about relevant future market conditions.

The carrying values of cash and cash equivalents, receivables, accounts payable and accrued liabilities are reasonable estimates of their fair values because of the short-term nature of these financial instruments. Based on the interest rates for similar financial instruments, the carrying value of mortgage notes receivable is a reasonable estimate of fair value. The estimated fair value of mortgage and other notes payable was \$5,227,981 and \$5,506,725 at June 30, 2009 and December 31, 2008, respectively. The estimated fair value was calculated by discounting future cash flows for the notes payable using estimated market rates at which similar loans would be made currently.

SFAS No. 157 requires separate disclosure of assets and liabilities measured at fair value on a recurring basis from those measured at fair value on a nonrecurring basis. As of June 30, 2009, no assets or liabilities were measured at fair value on a nonrecurring basis.

In February 2008, the FASB issued FSP 157-2 which delayed the effective date of SFAS No. 157 for nonfinancial assets and liabilities, except for items that are recognized or disclosed at fair value in an entity's financial statements on a recurring basis (at least annually), to fiscal years beginning after November 15, 2008. Effective January 1, 2009, the Company adopted this portion of SFAS No. 157. The adoption had no impact on the Company's condensed consolidated financial statements. The provisions of SFAS No. 157 will be applied at such time a fair value measurement of a nonfinancial asset or nonfinancial liability is required, which may result in a fair value that is materially different than would have been calculated prior to the adoption of SFAS No. 157.

**Note 4 – Unconsolidated Affiliates, Noncontrolling Interests and Other Partially Owned Investments**

Unconsolidated Affiliates

At June 30, 2009, the Company had investments in the following 22 entities, which are accounted for using the equity method of accounting:

| Joint Venture                         | Property Name   | Company's Interest |
|---------------------------------------|---|--------------------|
| CBL Brazil                            | Plaza Macae   | 60.0%              |
| CBL Macapa                            | Macapa Shopping   | 60.0%              |
| CBL-TRS Joint Venture, LLC            | Friendly Center, The Shops at Friendly Center and a portfolio of six office buildings | 50.0%              |
| CBL-TRS Joint Venture II, LLC         | Renaissance Center  | 50.0%              |
| Governor's Square IB                  | Governor's Plaza  | 50.0%              |
| Governor's Square Company             | Governor's Square   | 47.5%              |
| High Pointe Commons, LP               | High Pointe Commons   | 50.0%              |
| High Pointe Commons II-HAP, LP        | High Pointe Commons - Christmas Tree Shop   | 50.0%              |
| Imperial Valley Mall L.P.             | Imperial Valley Mall  | 60.0%              |
| Imperial Valley Peripheral L.P.       | Imperial Valley Mall (vacant land)  | 60.0%              |
| JG Gulf Coast Town Center             | Gulf Coast Town Center  | 50.0%              |
| Kentucky Oaks Mall Company            | Kentucky Oaks Mall  | 50.0%              |
| Mall of South Carolina L.P.           | Coastal Grand—Myrtle Beach  | 50.0%              |
| Mall of South Carolina Outparcel L.P. | Coastal Grand—Myrtle Beach (vacant land)  | 50.0%              |
| Mall Shopping Center Company          | Plaza del Sol   | 50.6%              |
| Parkway Place L.P.                    | Parkway Place   | 50.0%              |
| Port Orange I, LLC                    | The Pavilion at Port Orange Phase I   | 50.0%              |
| Port Orange II, LLC                   | The Pavilion at Port Orange Phase II  | 50.0%              |
| Triangle Town Member LLC              | Triangle Town Center, Triangle Town Commons and Triangle Town Place                   | 50.0%              |
| West Melbourne I, LLC                 | Hammock Landing Phase I   | 50.0%              |
| West Melbourne II, LLC                | Hammock Landing Phase II  | 50.0%              |
| York Town Center, LP                  | York Town Center  | 50.0%              |

Condensed combined financial statement information for the unconsolidated affiliates is as follows:

|   | Total for the Three Months<br>Ended June 30, |           | Company's Share for the<br>Three Months<br>Ended June 30, |           |
|---|--|-----------|---|-----------|
|   | 2009   | 2008      | 2009  | 2008      |
| Revenues  | \$ 40,547                                    | \$ 39,633 | \$ 23,124   | \$ 20,575 |
| Depreciation and amortization of real estate assets | (13,238)                                     | (13,003)  | (7,555)   | (6,694)   |
| Interest expense                                    | (12,831)                                     | (14,273)  | (7,497)   | (7,208)   |
| Other operating expenses                            | (13,786)                                     | (13,223)  | (8,092)   | (6,859)   |
| Gain (loss) on sales of real estate assets          | 701  | (6)       | 82  | —         |
| Net income (loss)                                   | \$ 1,393                                     | \$ (872)  | \$ 62   | \$ (186)  |



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|   | Total for the Six Months<br>Ended June 30, |           | Company's Share for the<br>Six Months<br>Ended June 30, |           |
|---|--|-----------|---|-----------|
|   | 2009                                       | 2008      | 2009  | 2008      |
| Revenues  | \$ 82,379                                  | \$ 77,919 | \$ 47,992   | \$ 40,374 |
| Depreciation and amortization of real estate assets | (25,874)                                   | (26,003)  | (15,064)  | (13,371)  |
| Interest expense                                    | (25,519)                                   | (27,279)  | (15,362)  | (13,834)  |
| Other operating expenses                            | (27,662)                                   | (24,566)  | (16,616)  | (12,805)  |
| Gain on sales of real estate assets                 | 1,689                                      | 466       | 646   | 429       |
| Net income  | \$ 5,013                                   | \$ 537    | \$ 1,596  | \$ 793    |

In September 2008, the Company entered into a condominium partnership agreement with several individual investors, to acquire a 60% interest in a new retail development in Macapa, Brazil. In February 2009, the Company negotiated a divestment agreement with its Macapa partners obligating the Company to fund an additional \$592 to reimburse the other partners for previously incurred land acquisition costs in exchange for the termination of any future obligations on the part of the Company to fund development costs, and to provide the other partners the option to purchase the Company's interest in this partnership for an amount equal to its investment balance. As of June 30, 2009, the Company had incurred total funding of \$825, including the \$592 of reimbursements noted above.

In April 2008, the Company entered into a 50/50 joint venture, TENCO-CBL Servicos Imobiliarios S.A., with TENCO Realty S.A. to form a property management services organization in Brazil. The Company had contributed \$2,000 and, in February 2009, negotiated the exercise of its put option right to divest of its portion of the investment in the TENCO-CBL Servicos Imobiliarios S.A. pursuant to the joint venture's governing agreement. Under the terms of the agreement, TENCO Realty S.A. agreed to pay the Company \$250 on March 31, 2009, and will pay monthly installments beginning January 2010 totaling \$250 annually with an interest rate of 10% and a balloon payment of \$1,250 on December 31, 2011.

Noncontrolling Interests

Effective January 1, 2009, the Company adopted the provisions of SFAS No. 160. SFAS No. 160 requires that a noncontrolling interest, previously referred to as a minority interest, in a consolidated subsidiary be reported as a separate component of equity and the amount of consolidated net income specifically attributable to a noncontrolling interest be presented separately, net of tax, below net income on the Company's condensed consolidated statements of operations. These changes are to be applied on a retrospective basis. As a result, the adoption of SFAS No. 160 resulted in certain presentation reclassifications and adjustments in the Company's condensed consolidated financial statements for all periods presented. Any previous minority interests for which the related partnership agreements either do not include redemption provisions or may be redeemed with the Company's stock, at its election, were reclassified to noncontrolling interests in the equity section of the Company's condensed consolidated balance sheets at their carrying value. The presentation of net income attributable to noncontrolling interests was reclassified in the condensed consolidated statements of operations for all periods presented and is included as a reduction to net income to derive net income attributable to the Company.

On a prospective basis, SFAS No. 160 also requires that after control of an investment or subsidiary is obtained, a change in ownership interest that does not result in a loss of control should be accounted for as an equity transaction. A change in ownership of a consolidated subsidiary that results in a loss of control and deconsolidation is a significant event that triggers gain or loss recognition, with the establishment of a new fair value basis in any remaining ownership interests. During the second quarter



of 2009, the Company purchased the outstanding ownership interest of a noncontrolling investor for \$500. This purchase did not result in a loss of control and, thus, was accounted for as an equity transaction.

The FASB has amended EITF Topic D-98 ("EITF D-98"), *Classification and Measurement of Redeemable Securities*, to reflect the issuance of SFAS No. 160. In connection with the Company's retrospective adoption of SFAS No. 160, a concurrent review of the measurement provisions of EITF D-98 was performed and retrospectively adopted. The Company initially identified one limited partner in the Operating Partnership and partners in five other consolidated subsidiaries that can require the Company to redeem their interests in the future with cash or real property. Accordingly, pursuant to the provisions of EITF D-98, the Company's redeemable noncontrolling interests were recorded for all periods presented at the higher of their redemption values or their values pursuant to ARB No. 51 as of the end of the period, with any changes in value being reflected in retained earnings, or in the event of a deficit, in additional paid-in capital, and continue to be reported within temporary equity in the Company's condensed consolidated balance sheets. Subsequent adjustments to the carrying amounts of these redeemable noncontrolling interests to reflect any changes in their redemption values at the end of each reporting period are to be recorded in the same manner. Adoption of the standard resulted in a decrease to additional paid-in capital of \$14,942 as of December 31, 2008.

In contemplation of the common stock offering (see Note 8), certain holders of units in the Operating Partnership, including certain affiliates of CBL's Predecessor and certain affiliates of Jacobs (collectively, the "Deferring Holders"), entered into a Forbearance and Waiver Agreement, dated June 2, 2009 (the "Forbearance Agreement"), with the Company. The Deferring Holders agreed to defer their right to exchange an aggregate of 37,000,000 of their Operating Partnership units for shares of our common stock or cash (at our election), until the earlier of (A) the close of business on the date upon which the Company effectively amends its Certificate of Incorporation to increase its authorized share capital to include at least 217,000,000 shares of common stock (the "Replenishment Date") or (B) December 31, 2009. The Deferring Holders also agreed to waive the Company's obligation under the Operating Partnership Agreement to reserve a sufficient number of shares of common stock to satisfy the Operating Partnership exchange rights with respect to such units until the Replenishment Date, regardless of when such date occurs.

The Company plans to convene a special meeting of stockholders during the third quarter of 2009 for the purpose of seeking stockholder approval to increase the number of its authorized shares of common stock from 180,000,000 shares to 1,000,000,000 shares.

If, following the deferral period described above, the Deferring Holders were to exercise their exchange rights before the Company had available a sufficient number of authorized shares of its common stock to deliver in satisfaction of such exchange rights, the Company would be compelled to satisfy such rights with cash payments to the extent it did not have sufficient shares of common stock available. As a result, the portion of the noncontrolling interests in the Operating Partnership attributable to the Deferring Holders' Operating Partnership units that are in excess of the current authorized number of shares of common stock has been reclassified to redeemable noncontrolling interests as of June 30, 2009 and recorded pursuant to the provisions of EITF D-98.

The total redeemable noncontrolling interest in the Operating Partnership was \$85,505 and \$12,072 at June 30, 2009 and December 31, 2008, respectively. The total noncontrolling interest in the Operating Partnership was \$258,499 and \$379,408 at June 30, 2009 and December 31, 2008, respectively.

The redeemable noncontrolling partnership interests includes the third party interest in the Company's investment interest in an entity that provides security and maintenance services. The redeemable noncontrolling preferred joint venture interest includes the perpetual preferred joint venture units ("PJV units") issued to Westfield Group ("Westfield") for the acquisition of certain properties as more fully described in Note 9. Activity related to the redeemable noncontrolling preferred joint venture interest represented by the PJV units is as follows:

|   | Six Months Ended<br>June 30, |            |
|---|------------------------------|------------|
|   | 2009                         | 2008       |
| <b>Beginning Balance</b>  | \$ 421,279                   | \$ 420,300 |
| Net income attributable to redeemable noncontrolling preferred joint venture interest | 10,343                       | 9,925      |
| Distributions to redeemable noncontrolling preferred joint venture interest           | (10,165)                     | (9,209)    |
| <b>Ending Balance</b>   | \$ 421,457                   | \$ 421,016 |

Cost Method Investments

In February 2007, the Company acquired a 6.2% minority interest in subsidiaries of Jinsheng for \$10,125. As of June 30, 2009, Jinsheng owns controlling interests in four home decoration shopping centers, two general retail shopping centers and four development sites.

Jinsheng also issued to the Company a secured convertible promissory note in exchange for cash of \$4,875. The note is secured by 16,565,534 Series 2 Ordinary Shares of Jinsheng. The secured note is non-interest bearing and matures upon the earlier to occur of (i) January 22, 2012, (ii) the closing of the sale, transfer or other disposition of substantially all of Jinsheng's assets, (iii) the closing of a merger or consolidation of Jinsheng or (iv) an event of default, as defined in the secured note. In lieu of the Company's right to demand payment on the maturity date, at any time commencing upon the earlier to occur of January 22, 2010 or the occurrence of a Final Trigger Event, as defined in the secured note, the Company may, at its sole option, convert the outstanding amount of the secured note into 16,565,534 Series A-2 Preferred Shares of Jinsheng (which equates to a 2.275% ownership interest).

Jinsheng also granted the Company a warrant to acquire 5,461,165 Series A-3 Preferred Shares for \$1,875. The warrant expires upon the earlier of January 22, 2010 or the date that Jinsheng distributes, as a dividend, shares of Jinsheng's successor should Jinsheng complete an initial public offering.

The Company accounts for its noncontrolling interest in Jinsheng using the cost method because the Company does not exercise significant influence over Jinsheng and there is no readily determinable market value of Jinsheng's shares since they are not publicly traded. The Company initially recorded the secured note at its estimated fair value of \$4,513, which reflects a discount of \$362 due to the fact that it is non-interest bearing. The discount is amortized and recognized as interest income over the term of the secured note using the effective interest method. The noncontrolling interest and the secured note are reflected as investment in unconsolidated affiliates in the accompanying condensed consolidated balance sheets. The Company initially recorded the warrant at its estimated fair value of \$362, which is included in other assets in the accompanying condensed consolidated balance sheets. See Note 3 for information regarding the current fair value of the secured note and warrant.

As part of its investment review as of March 31, 2009, the Company determined that its noncontrolling interest in Jinsheng was impaired on an other-than-temporary basis due to a decline in expected future cash flows. The decrease resulted from declining occupancy rates and sales due to the then downturn of the real estate market in China. An impairment charge of \$5,306 is recorded in the Company's condensed consolidated statement of operation for the six months ended June 30, 2009 to reduce the carrying value of the Company's cost-method investment to its estimated fair value. The Company performed a quantitative and qualitative analysis of its noncontrolling investment as of June 30, 2009 and determined that the current balance of its investment is not impaired. A rollforward of the Company's noncontrolling interest is as follows:

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|  |                  |
|--|------------------|
| <b>Balance at January 1, 2009</b>      | <b>\$ 10,125</b> |
| Impairment loss recognized in earnings | (5,306)          |
| <b>Balance at June 30, 2009</b>        | <b>\$ 4,819</b>  |

**Note 5 – Mortgage and Other Notes Payable**

Mortgage and other notes payable consisted of the following at June 30, 2009 and December 31, 2008, respectively:

|   | June 30, 2009       |   | December 31, 2008   |   |
|---|---------------------|---|---------------------|---|
|   | Amount              | Weighted<br>Average<br>Interest<br>Rate (1) | Amount              | Weighted<br>Average<br>Interest<br>Rate (1) |
| <b>Fixed-rate debt:</b>                     |                     |   |                     |   |
| Non-recourse loans on operating properties  | \$ 3,978,747        | 6.18%                                       | \$ 4,046,653        | 6.14%                                       |
| Recourse loans on operating properties (2)  | 162,301             | 5.72%                                       | 161,694             | 5.71%                                       |
| Secured line of credit (3)                  | 400,000             | 4.45%                                       | 400,000             | 4.45%                                       |
| <b>Total fixed-rate debt</b>                | <b>4,541,048</b>    | <b>6.01%</b>                                | <b>4,608,347</b>    | <b>5.99%</b>                                |
| <b>Variable-rate debt:</b>                  |                     |   |                     |   |
| Recourse term loans on operating properties | 292,858             | 1.63%                                       | 262,946             | 2.49%                                       |
| Unsecured line of credit                    | 202,500             | 1.37%                                       | 522,500             | 1.92%                                       |
| Secured lines of credit                     | 115,050             | 1.12%                                       | 149,050             | 1.45%                                       |
| Unsecured term facilities                   | 437,494             | 1.80%                                       | 437,494             | 1.88%                                       |
| Construction loans                          | 99,652              | 2.33%                                       | 115,339             | 1.74%                                       |
| <b>Total variable-rate debt</b>             | <b>1,147,554</b>    | <b>1.66%</b>                                | <b>1,487,329</b>    | <b>1.95%</b>                                |
| <b>Total</b>                                | <b>\$ 5,688,602</b> | <b>5.13%</b>                                | <b>\$ 6,095,676</b> | <b>5.01%</b>                                |

- (1) Weighted-average interest rate including the effect of debt premiums (discounts), but excluding amortization of deferred financing costs.
- (2) The Company has entered into interest rate swaps on notional amounts totaling \$127,500 as of June 30, 2009 and December 31, 2008 related to two of its variable-rate recourse loans on operating properties to effectively fix the interest rates on those loans. Therefore, these amounts are currently reflected in fixed-rate debt.
- (3) The Company has entered into interest rate swaps on notional amounts totaling \$400,000 as of June 30, 2009 and December 31, 2008 related to its largest secured credit facility to effectively fix the interest rate on that portion of the line of credit. Therefore, this amount is currently reflected in fixed-rate debt.

**Unsecured Line of Credit**

The Company has an unsecured credit facility with total capacity of \$560,000 that bears interest at LIBOR plus a margin of 0.75% to 1.20% based on the Company's leverage ratio, as defined in the agreement to the facility. Additionally, the Company pays an annual fee of 0.1% of the amount of total capacity of the unsecured credit facility. The credit facility matures in August 2010 and has a one-year extension option, which is at the Company's election, for an outside maturity date of August 2011. At June 30, 2009, the outstanding borrowings of \$202,500 under the unsecured credit facility had a weighted average interest rate of 1.37%. The Company has received extension commitments from lenders representing 100% of the unsecured credit facility amount. The commitments provide that the unsecured facility will be converted over an 18-month period into a secured facility, and that the maturity of the facility will be extended from August 2011 to April 2014. The conversion of the unsecured facility to a secured facility will take place as the Company uses availability under the unsecured facility to retire several non-recourse, property-specific commercial mortgage-backed securities mortgages that mature in 2009, 2010 and 2011. The Company

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intends to retire these mortgages at their scheduled maturity dates in order to avoid any prepayment fees. The real estate assets securing these mortgages will then be pledged as collateral to secure the facility. The Company anticipates closing on the extension and modification of the line of credit in the third quarter of 2009.

Unsecured Term Facilities

In April 2008, the Company entered into an unsecured term facility with total capacity of \$228,000 that bears interest at LIBOR plus a margin of 1.50% to 1.80% based on the Company's leverage ratio, as defined in the agreement to the facility. At June 30, 2009, the outstanding borrowings of \$228,000 under the unsecured term facility had a weighted average interest rate of 2.02%. The facility matures in April 2011 and has two one-year extension options, which are at the Company's election, for an outside maturity date of April 2013.

The Company has an unsecured term facility that was obtained for the exclusive purpose of acquiring certain properties from the Starmount Company or its affiliates. At June 30, 2009, the outstanding borrowings of \$209,494 under this facility had a weighted average interest rate of 1.56%. The Company completed its acquisition of the properties in February 2008 and, as a result, no further draws can be made against the facility. The unsecured term facility bears interest at LIBOR plus a margin of 0.95% to 1.40% based on the Company's leverage ratio, as defined in the agreement to the facility. Net proceeds from a sale, or the Company's share of excess proceeds from any refinancings, of any of the properties originally purchased with borrowings from this unsecured term facility must be used to pay down any remaining outstanding balance. The facility matures in November 2010 and has two one-year extension options, which are at the Company's election, for an outside maturity date of November 2012.

Secured Lines of Credit

The Company has four secured lines of credit that are used for construction, acquisition and working capital purposes, as well as issuances of letters of credit. Each of these lines is secured by mortgages on certain of the Company's operating properties. Borrowings under the secured lines of credit bear interest at LIBOR plus a margin ranging from 0.80% to 0.95% and had a weighted average interest rate of 3.70% at June 30, 2009. The Company also pays a fee based on the amount of unused availability under its largest secured credit facility at a rate of 0.125%. The following summarizes certain information about the secured lines of credit as of June 30, 2009:

| Total Capacity | Total Outstanding | Maturity Date |
|----------------|-------------------|---------------|
| \$ 105,000     | \$ —              | June 2011     |
| 524,850        | 489,850           | February 2010 |
| 20,000         | 20,000            | March 2010    |
| 17,200         | 5,200             | April 2010    |
| \$ 667,050     | \$ 515,050        |               |

The agreements to the Company's \$560,000 unsecured line of credit, the \$524,850 secured line of credit and the unsecured term facilities with balances of \$209,494 and \$228,000 as of June 30, 2009, each with the same lender, contain default provisions customary for transactions of this nature and also contain cross-default provisions.

The Company has received commitments from lenders representing 98% of the capacity on its \$524,850 secured line of credit. The commitments reflect an extension of the \$524,850 secured facility from February 2010 to February 2012, with an option to extend the maturity for one additional year to February 2013 (subject to continued compliance with the terms of the facility).

Letters of Credit

At June 30, 2009, the Company had additional secured and unsecured lines of credit with a total commitment of \$38,410 that can only be used for issuing letters of credit. The letters of credit outstanding under these lines of credit totaled \$17,574 at June 30, 2009.

Covenants and Restrictions

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The secured and unsecured line of credit agreements contain, among other restrictions, certain financial covenants including the maintenance of certain financial coverage ratios, minimum net worth requirements, and limitations on cash flow distributions. Additionally, certain property-specific mortgage notes payable require the maintenance of debt service coverage ratios on their respective properties. The Company was in compliance with all covenants and restrictions at June 30, 2009.

Forty-two malls/open-air centers, nine associated centers, three community centers and the corporate office building are owned by special purpose entities that are included in the Company's consolidated financial statements. The sole business purpose of the special purpose entities is to own and operate these properties. The real estate and other assets owned by these special purpose entities are restricted under the loan agreements in that they are not available to settle other debts of the Company. However, so long as the loans are not under an event of default, as defined in the loan agreements, the cash flows from these properties, after payments of debt service, operating expenses and reserves, are available for distribution to the Company.

Scheduled Principal Maturities

As of June 30, 2009, the scheduled principal maturities of the Company's consolidated debt, excluding extensions available at the Company's option, on all mortgage and other notes payable, including construction loans and lines of credit, are as follows:

|                          |              |
|--------------------------|--------------|
| 2009                     | \$ 154,394   |
| 2010                     | 1,659,573    |
| 2011                     | 644,399      |
| 2012                     | 595,604      |
| 2013                     | 453,358      |
| Thereafter               | 2,169,998    |
|                          | 5,677,326    |
| Net unamortized premiums | 11,276       |
|                          | \$ 5,688,602 |

Of the \$154,394 of scheduled principal maturities in 2009, maturities representing \$101,612 have extensions available at the Company's option, leaving a maturity of \$52,782 in 2009 that must be retired or refinanced. The \$52,782 represents a non-recourse, property-specific commercial mortgage-backed securities loan that matures in December 2009. The Company intends to pay off this loan with availability on its \$560,000 unsecured credit facility.

Interest Rate Hedge Instruments

Effective January 1, 2009, the Company adopted SFAS No. 161. SFAS No. 161 improves financial reporting about derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity's financial position, financial performance and cash flows. In accordance with SFAS No. 133, the Company records its derivative instruments on its condensed consolidated balance sheets at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether the derivative has been designated as a hedge and, if so, whether the hedge has met the criteria necessary to apply hedge accounting.

The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses

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interest rate swaps and caps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. Interest rate caps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty if interest rates rise above the strike rate on the contract in exchange for an up-front premium.

The effective portion of changes in the fair value of derivatives designated as, and that qualify as, cash flow hedges is recorded in Accumulated Other Comprehensive Loss and is subsequently

reclassified into earnings in the period that the hedged forecasted transaction affects earnings. During 2009, such derivatives were used to hedge the variable cash flows associated with variable-rate debt.

As of June 30, 2009, the Company had the following outstanding interest rate derivatives that were designated as cash flow hedges of interest rate risk:

| Interest Rate<br>Derivative | Number of<br>Instruments | Notional<br>Amount |
|-----------------------------|--------------------------|--------------------|
| Interest Rate<br>Swaps      | 4                        | \$ 527,500         |
| Interest Rate<br>Cap        | 1                        | \$ 80,000          |

The Company has an \$80,000 interest rate cap agreement to hedge the risk of changes in cash flows on a letter of credit supporting certain municipal bonds equal to the then-outstanding cap notional. The interest rate cap protects the Company from increases in the hedged cash flows attributable to overall changes in the USD-SIFMA Municipal Swap Index above the strike rate of the cap on the debt. The strike rate associated with the interest rate cap is 4.00%. The interest rate cap had a nominal fair value as of June 30, 2009 and December 31, 2008 and matures on December 3, 2010.

The Company has a \$40,000 pay fixed/receive variable interest rate swap agreement to hedge the interest rate risk exposure on the borrowings of one of its operating properties equal to the swap notional amount. This interest rate swap hedges the risk of changes in cash flows on the Company's designated forecasted interest payments attributable to changes in 1-month LIBOR, the designated benchmark interest rate being hedged, thereby reducing exposure to variability in cash flows relating to interest payments on the variable-rate debt. The interest rate swap effectively fixes the interest payments on the portion of debt principal corresponding to the swap notional amount at 5.175%. The fair value of the swap was \$(740) and \$(772) as of June 30, 2009 and December 31, 2008, respectively, and matures on November 7, 2010.

The Company has an \$87,500 pay fixed/receive variable interest rate swap agreement to hedge the interest rate risk exposure on the borrowings of one of its operating properties equal to the swap notional amount. This interest rate swap hedges the risk of changes in cash flows on the Company's designated forecasted interest payments attributable to changes in 1-month LIBOR, the designated benchmark interest rate being hedged, thereby reducing exposure to variability in cash flows relating to interest payments on the variable-rate debt. The interest rate swap effectively fixes the interest payments on the portion of debt principal corresponding to the swap notional amount at 5.85%. The fair value of the swap was \$(3,195) and \$(3,787) as of June 30, 2009 and December 31, 2008, respectively, and matures on September 23, 2010.

The Company has a \$150,000 pay fixed/receive variable interest rate swap agreement to hedge the interest rate risk exposure on an amount of borrowings on its largest secured line of credit equal to the swap notional amount. This interest rate swap hedges the risk of changes in cash flows on the Company's designated forecasted interest payments attributable to changes in 1-month LIBOR, the designated benchmark interest rate being hedged, thereby reducing exposure to variability in cash flows relating to interest payments on the



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variable-rate debt. The interest rate swap effectively fixes the interest payments on the portion of debt principal corresponding to the swap notional amount at 4.353%. The fair value of the swap was \$(2,364) and \$(3,989) as of June 30, 2009 and December 31, 2008, respectively, and matures on December 30, 2009.

The Company has a \$250,000 pay fixed/receive variable interest rate swap agreement to hedge the interest rate risk exposure on an amount of borrowings on its largest secured line of credit equal to the swap notional amount. This interest rate swap hedges the risk of changes in cash flows on the Company's designated forecasted interest payments attributable to changes in 1-month LIBOR, the designated benchmark interest rate being hedged, thereby reducing exposure to variability in cash flows

relating to interest payments on the variable-rate debt. The interest rate swap effectively fixes the interest payments on the portion of debt principal corresponding to the swap notional amount at 4.505%. The fair value of the swap was \$(4,132) and \$(7,022) as of June 30, 2009 and December 31, 2008, respectively, and matures on December 30, 2009.

The above interest rate swaps' total fair value of \$(10,431) and \$(15,570) as of June 30, 2009 and December 31, 2008, respectively, is included in Accounts Payable and Accrued Liabilities in the accompanying condensed consolidated balance sheets.

In January 2009, the Company entered into a \$129,000 interest rate cap agreement to hedge the risk of changes in cash flows on the construction loan of one of its properties equal to the then-outstanding cap notional. The interest rate cap protects the Company from increases in the hedged cash flows attributable to overall changes in 1-month LIBOR above the strike rate of the cap on the debt. The strike rate associated with the interest rate cap is 3.25%. The Company did not designate this cap as a hedge because it did not meet the hedge accounting requirements of SFAS No. 133. Changes in the fair value of this cap are recorded directly in earnings and totaled \$1 and \$72 for the three and six month periods ended June 30, 2009, respectively. The interest rate cap had a nominal fair value as of June 30, 2009 and matures on July 12, 2010

### **Note 6 – Discontinued Operations**

As of March 31, 2008, the Company determined that 19 of the community center and office properties originally acquired during the fourth quarter of 2007 from the Starmount Company met the criteria to be classified as held-for-sale. In conjunction with their classification as held-for-sale, the results of operations from the properties were reclassified to discontinued operations.

In April 2008, the Company completed the sale of five of the community centers located in Greensboro, NC to three separate buyers. In June 2008, the Company completed the sale of one of the office properties. The Company completed the sale of an additional community center located in Greensboro, NC in August 2008. In December 2008, we completed the sale of an additional office property and adjacent, vacant development land located in Greensboro, NC. The results of operations of these properties are included in discontinued operations for the three and six month periods ended June 30, 2008.

As of December 31, 2008, the Company determined that the properties that had not been sold during the year no longer met the held-for-sale criteria due to the improbability of additional sales related to the depressed real estate market. The results of operations from these remaining properties have been reclassified to continuing operations for all periods presented.

During June 2008, the Company sold Chicopee Marketplace III in Chicopee, MA. The results of operations of this property are included in discontinued operations for the three and six month periods ended June 30, 2008.

Total revenues of the centers described above that are included in discontinued operations were \$1,533 and \$3,436 during the three and six month periods ended June 30, 2008. Discontinued operations during the three and six month periods ended June 30, 2009 and 2008 also include true-ups of estimated expenses to actual amounts for properties sold during previous years.

### **Note 7 – Segment Information**

The Company measures performance and allocates resources according to property type, which is determined based on certain criteria such as type of tenants, capital requirements, economic risks, leasing terms, and short and long-term returns on capital. Rental income and tenant reimbursements from tenant leases provide the majority of revenues from all segments. Information on the Company's reportable segments is presented as follows:

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| Three Months Ended June 30, 2009                | Malls      | Associated Centers | Community Centers | All Other (2) | Total      |
|---|------------|--------------------|-------------------|---------------|------------|
| Revenues  | \$ 241,001 | \$ 10,304          | \$ 3,687          | \$ 11,532     | \$ 266,524 |
| Property operating expenses (1)                 | (80,258)   | (2,459)            | (1,005)           | 6,502         | (77,220)   |
| Interest expense                                | (61,721)   | (2,173)            | (996)             | (7,952)       | (72,842)   |
| Other expense                                   | (2)        | —                  | —                 | (5,912)       | (5,914)    |
| Gain on sales of real estate assets             | 4          | —                  | 9                 | 59            | 72         |
| Segment profit                                  | \$ 99,024  | \$ 5,672           | \$ 1,695          | \$ 4,229      | 110,620    |
| Depreciation and amortization expense           |            |                    |                   |               | (75,793)   |
| General and administrative expense              |            |                    |                   |               | (10,893)   |
| Interest and other income                       |            |                    |                   |               | 1,362      |
| Equity in earnings of unconsolidated affiliates |            |                    |                   |               | 62         |
| Income tax provision                            |            |                    |                   |               | (152)      |
| Income from continuing operations               |            |                    |                   |               | \$ 25,206  |
| Capital expenditures (3)                        | \$ 47,996  | \$ 2,641           | \$ 429            | \$ 23,352     | \$ 74,418  |

| Three Months Ended June 30, 2008              | Malls      | Associated Centers | Community Centers | All Other (2) | Total      |
|---|------------|--------------------|-------------------|---------------|------------|
| Revenues                                      | \$ 245,828 | \$ 10,775          | \$ 5,250          | \$ 10,630     | \$ 272,483 |
| Property operating expenses (1)               | (86,277)   | (2,846)            | (1,506)           | 7,634         | (82,995)   |
| Interest expense                              | (62,768)   | (2,301)            | (1,040)           | (10,346)      | (76,455)   |
| Other expense                                 | —          | —                  | —                 | (6,541)       | (6,541)    |
| Gain on sales of real estate assets           | 2,260      | 29                 | 394               | 1,586         | 4,269      |
| Segment profit                                | \$ 99,043  | \$ 5,657           | \$ 3,098          | \$ 2,963      | 110,761    |
| Depreciation and amortization expense         |            |                    |                   |               | (73,064)   |
| General and administrative expense            |            |                    |                   |               | (11,114)   |
| Interest and other income                     |            |                    |                   |               | 2,182      |
| Equity in losses of unconsolidated affiliates |            |                    |                   |               | (186)      |
| Income tax provision                          |            |                    |                   |               | (3,838)    |
| Income from continuing operations             |            |                    |                   |               | \$ 24,741  |
| Capital expenditures (3)                      | \$ 58,867  | \$ 1,645           | \$ 311            | \$ 52,185     | \$ 113,008 |

| Six Months Ended June 30, 2009             | Malls      | Associated Centers | Community Centers | All Other (2) | Total      |
|--|------------|--------------------|-------------------|---------------|------------|
| Revenues                                   | \$ 485,032 | \$ 20,758          | \$ 9,057          | \$ 22,737     | \$ 537,584 |
| Property operating expenses (1)            | (164,350)  | (5,513)            | (3,072)           | 11,550        | (161,385)  |
| Interest expense                           | (122,560)  | (4,340)            | (2,020)           | (15,807)      | (144,727)  |
| Other expense                              | (2)        | —                  | —                 | (11,069)      | (11,071)   |
| Gain (loss) on sales of real estate assets | (1)        | —                  | 98                | (164)         | (67)       |

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|   |    |           |    |         |    |        |    |         |              |
|---|----|-----------|----|---------|----|--------|----|---------|--------------|
| Segment profit                                  | \$ | 198,119   | \$ | 10,905  | \$ | 4,063  | \$ | 7,247   | 220,334      |
| Depreciation and amortization expense           |    |           |    |         |    |        |    |         | (154,104)    |
| General and administrative expense              |    |           |    |         |    |        |    |         | (22,372)     |
| Interest and other income                       |    |           |    |         |    |        |    |         | 2,943        |
| Impairment of investment                        |    |           |    |         |    |        |    |         | (7,706)      |
| Equity in earnings of unconsolidated affiliates |    |           |    |         |    |        |    |         | 1,596        |
| Income tax provision                            |    |           |    |         |    |        |    |         | (755)        |
| Income from continuing operations               |    |           |    |         |    |        |    |         | \$ 39,936    |
| Total assets                                    | \$ | 6,884,164 | \$ | 334,788 | \$ | 70,489 | \$ | 654,091 | \$ 7,943,532 |
| Capital expenditures (3)                        | \$ | 71,076    | \$ | 8,847   | \$ | 1,384  | \$ | 64,362  | \$ 145,669   |

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| Six Months Ended June 30, 2008                  | Malls        | Associated Centers | Community Centers | All Other (2) | Total        |
|---|--------------|--------------------|-------------------|---------------|--------------|
| Revenues  | \$ 499,801   | \$ 21,725          | \$ 10,544         | \$ 21,345     | \$ 553,415   |
| Property operating expenses (1)                 | (178,654)    | (5,490)            | (3,111)           | 13,873        | (173,382)    |
| Interest expense                                | (125,837)    | (4,607)            | (2,175)           | (24,060)      | (156,679)    |
| Other expense                                   | —            | —                  | —                 | (13,540)      | (13,540)     |
| Gain on sales of real estate assets             | 5,351        | 29                 | 413               | 1,552         | 7,345        |
| Segment profit                                  | \$ 200,661   | \$ 11,657          | \$ 5,671          | \$ (830)      | 217,159      |
| Depreciation and amortization expense           |              |                    |                   |               | (148,144)    |
| General and administrative expense              |              |                    |                   |               | (23,645)     |
| Interest and other income                       |              |                    |                   |               | 4,909        |
| Equity in earnings of unconsolidated affiliates |              |                    |                   |               | 793          |
| Income tax provision                            |              |                    |                   |               | (4,195)      |
| Income from continuing operations               |              |                    |                   |               | \$ 46,877    |
| Total assets                                    | \$ 6,857,666 | \$ 346,367         | \$ 209,214        | \$ 679,654    | \$ 8,092,901 |
| Capital expenditures (3)                        | \$ 111,348   | \$ 1,912           | \$ 22,744         | \$ 153,368    | \$ 289,372   |

(1) Property operating expenses include property operating expenses, real estate taxes and maintenance and repairs.

(2) The All Other category includes mortgage and other notes receivable, office buildings, the Management Company and the Company's controlling investment interest in an entity that provides security and maintenance services.

(3) Amounts include acquisitions of real estate assets and investments in unconsolidated affiliates. Developments in progress are included in the All Other category.

**Note 8 – Earnings Per Share**

In June 2009, the Company completed an equity offering of 66,630,000 shares of its \$0.01 par value common stock at \$6.00 per share. The net proceeds, after underwriting costs and related expenses, of approximately \$381,602 were used to repay outstanding borrowings under the Company's credit facilities.

In February 2009, the Company's Board of Directors declared a quarterly dividend for the Company's common stock of \$0.37 per share for the quarter ended March 31, 2009, to be paid in a combination of cash and shares of the Company's common stock. The dividend was paid on 66,407,096 shares of common stock outstanding on the record date. The Company issued 4,754,355 shares of its common stock in connection with the dividend, which resulted in an increase of 7.2% in the number of shares outstanding. The Company elected to treat the issuance of its common stock as a stock dividend for per share purposes. Therefore, all share and per share information related to earnings per share for all periods presented prior to March 31, 2009 have been increased proportionately to reflect the additional common stock issued.

Effective January 1, 2009, the Company adopted FSP EITF 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities*. FSP EITF 03-6-1 requires that unvested share-based payment awards that contain nonforfeitable rights to dividends or their equivalent be treated as participating securities for purposes of inclusion in the computation of earnings per share ("EPS") pursuant to the two-class method. Pursuant to the provisions of FSP EITF 03-6-1, all prior-period EPS data presented has been adjusted accordingly. The adoption of FSP EITF 03-6-1 did not have a material impact on the Company's reported earnings per share. The net income attributable to participating, nonvested stock awards is immaterial.

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Basic EPS is computed by dividing net income available to common shareholders by the weighted-average number of common shares outstanding for the period. Diluted EPS assumes the issuance of common stock for all potential dilutive common shares outstanding. The limited partners' rights to convert their minority interest in the Operating Partnership into shares of common stock are not dilutive. The following summarizes the impact of potential dilutive common shares on the denominator used to compute earnings per share:

|   | Three Months Ended<br>June 30, |        | Six Months Ended<br>June 30, |        |
|---|--------------------------------|--------|------------------------------|--------|
|   | 2009                           | 2008   | 2009                         | 2008   |
| Weighted average shares outstanding                         | 77,970                         | 65,982 | 72,098                       | 65,940 |
| Effect of participating, nonvested stock awards             | 194                            | 332    | 220                          | 342    |
| Effect of stock dividend                                    | 4,754                          | 4,748  | 4,754                        | 4,780  |
| Denominator – basic earnings per share                      | 82,918                         | 71,062 | 77,072                       | 71,062 |
| Dilutive effect of:   |                                |        |                              |        |
| Stock options   | —                              | 155    | —                            | 150    |
| Deemed shares related to deferred compensation arrangements | 39                             | 33     | 37                           | 32     |
| Denominator – diluted earnings per share                    | 82,957                         | 71,250 | 77,109                       | 71,244 |

### Note 9 – Contingencies

The Company is currently involved in certain litigation that arises in the ordinary course of business. It is management's opinion that the pending litigation will not materially affect the financial position or results of operations of the Company.

The Company consolidates its investment in a joint venture with Westfield, CW Joint Venture, LLC ("CWJV"). The terms of the joint venture agreement require that CWJV pay an annual preferred distribution at a rate of 5.0% on the PJV units of CWJV that are held by Westfield. Subsequent to October 16, 2008, Westfield has the right to have all or a portion of the PJV units redeemed by CWJV for property, and subsequent to October 16, 2012, for either cash or property. The Company will have the right, but not the obligation, to purchase the PJV units after January 31, 2013 at their liquidation value, plus accrued and unpaid distributions. On the earliest to occur of June 30, 2013, immediately prior to the redemption of the PJV units, or immediately prior to the liquidation of CWJV or Westfield's PJV units in CWJV, Westfield's capital account may be increased by a capital contribution adjustment amount ("CCAA"). The CCAA represents the excess, if any, of the fair value of a share of the Company's common stock on the above-specified date less \$32.00 multiplied by 2.6 million shares. However, in no event shall the CCAA be greater than \$26,000. The Company accounts for this contingency using the method prescribed for earnings or other performance measure contingencies. As such, should the CCAA provision result in additional consideration to Westfield, the Company will record the current fair value of the consideration issued as a purchase price adjustment at the time the consideration is paid or payable.

### Guarantees

The Company has guaranteed 100% of the construction loan of West Melbourne I, LLC ("West Melbourne"), an unconsolidated affiliate in which the Company owns a 50% interest, of which the maximum guaranteed amount is \$67,000. West Melbourne recently completed the development of Hammock Landing, an open-air shopping center in West Melbourne, FL. The total amount outstanding at June 30, 2009 on the loan was \$44,062. The guaranty will expire upon repayment of the debt. The loan matures in August 2010, and has three one-year extension options, which are at the Company's election, for an outside maturity date of August 2013. The Company has recorded an obligation of \$670 in the accompanying condensed consolidated balance sheets as of June 30, 2009 and December 31, 2008 to reflect the estimated fair value of this guaranty.

The Company has guaranteed 100% of the construction loan of Port Orange I, LLC ("Port Orange"), an unconsolidated affiliate in which the Company owns a 50% interest, of which the maximum guaranteed amount is \$112,000. Port Orange is currently developing The Pavilion at Port Orange, an open-air shopping center in Port Orange, FL. The total amount outstanding at June 30, 2009 on the loan was \$52,804. The guaranty will expire upon repayment of the debt. The loan matures in June 2011, and has two one-year extension options, which are at the Company's

election, for an outside maturity date of

June 2013. The Company has recorded an obligation of \$1,120 in the accompanying condensed consolidated balance sheets as of June 30, 2009 and December 31, 2008 to reflect the estimated fair value of this guaranty.

The Company has guaranteed the lease performance of York Town Center, LP (“YTC”), an unconsolidated affiliate in which the Company owns a 50% interest, under the terms of an agreement with a third party that owns property as part of York Town Center. Under the terms of that agreement, YTC is obligated to cause performance of the third party’s obligations as landlord under its lease with its sole tenant, including, but not limited to, provisions such as co-tenancy and exclusivity requirements. Should YTC fail to cause performance, then the tenant under the third party landlord’s lease may pursue certain remedies ranging from rights to terminate its lease to receiving reductions in rent. The Company has guaranteed YTC’s performance under this agreement up to a maximum of \$22,000, which decreases by \$800 annually until the guaranteed amount is reduced to \$10,000. The guaranty expires on December 31, 2020. The maximum guaranteed obligation was \$19,600 as of June 30, 2009. The Company has entered into an agreement with its joint venture partner under which the joint venture partner has agreed to reimburse the Company 50% of any amounts the Company is obligated to fund under the guaranty. The Company has not recorded an obligation for this guaranty because it has determined that the fair value of the guaranty is not material.

The Company owns a parcel of land that it is ground leasing to a third party developer for the purpose of developing a shopping center. The Company has guaranteed 27% of the third party’s construction loan and bond line of credit (the “loans”) of which the maximum guaranteed amount is \$31,554. The total amount outstanding at June 30, 2009 on the loans was \$53,402 of which the Company has guaranteed \$14,419. The Company has recorded an obligation of \$315 in the accompanying condensed consolidated balance sheets as of June 30, 2009 and December 31, 2008 to reflect the estimated fair value of the guaranty.

Performance Bonds

The Company has issued various bonds that it would have to satisfy in the event of non-performance. At June 30, 2009, the total amount outstanding on these bonds was \$40,804.

**Note 10 – Share-Based Compensation**

The share-based compensation cost that was charged against income was \$905 and \$871 for the three months ended June 30, 2009 and 2008, respectively, and \$1,875 and \$2,171 for the six months ended June 30, 2009 and 2008, respectively. Share-based compensation cost capitalized as part of real estate assets was \$61 and \$245 for the three months ended June 30, 2009 and 2008, respectively, and \$132 and \$522 for the six months ended June 30, 2009 and 2008, respectively.

Stock Options

Stock options issued under the Company's Stock Incentive Plan allow for the purchase of common stock at the fair market value of the stock on the date of grant. Stock options granted to officers and employees vest and become exercisable in equal installments on each of the first five anniversaries of the date of grant and expire 10 years after the date of grant. Stock options granted to independent directors are fully vested upon grant; however, the independent directors may not sell, pledge or otherwise transfer their stock options during their board term or for one year thereafter. No stock options have been granted since 2002.

The Company's stock option activity for the six months ended June 30, 2009 is summarized as follows:

|                                | Shares   | Weighted<br>Average<br>Exercise<br>Price |
|--------------------------------|----------|--|
| Outstanding at January 1, 2009 | 608,015  | \$ 15.89                                 |
| Expired                        | (30,481) | 12.25                                    |
| Outstanding at June 30, 2009   | 577,534  | 16.08                                    |
| Vested at June 30, 2009        | 577,534  | 16.08                                    |
| Exercisable at June 30, 2009   | 577,534  | 16.08                                    |

Stock Awards

Under the Stock Incentive Plan, common stock may be awarded either alone, in addition to, or in tandem with other stock awards granted under the plan. The Committee has the authority to determine eligible persons to whom common stock will be awarded, the number of shares to be awarded and the duration of the vesting period, as defined. Generally, an award of common stock vests either immediately at grant, in equal installments over a period of five years or in one installment at the end of periods up to five years. The Committee may also provide for the issuance of common stock under the Stock Incentive Plan on a deferred basis pursuant to deferred compensation arrangements. The fair value of common stock awarded under the Stock Incentive Plan is determined based on the market price of the Company's common stock on the grant date and the related compensation expense is recognized over the vesting period on a straight-line basis.

A summary of the status of the Company's stock awards as of June 30, 2009, and changes during the six months ended June 30, 2009, is presented below:



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|                              | Shares    | Weighted<br>Average<br>Grant-Date<br>Fair Value |
|------------------------------|-----------|---|
| Nonvested at January 1, 2009 | 257,840   | \$ 33.60  |
| Granted                      | 78,499    | 3.70  |
| Vested                       | (173,029) | 5.59  |
| Forfeited                    | (2,160)   | 32.99   |
| Nonvested at June 30, 2009   | 161,150   | 33.16   |

As of June 30, 2009, there was \$4,504 of total unrecognized compensation cost related to the nonvested stock awards granted under the Stock Incentive Plan, which is expected to be recognized over a weighted average period of 2.33 years.

**Note 11 – Noncash Investing and Financing Activities**

The Company's noncash investing and financing activities were as follows for the six months ended June 30, 2009 and 2008:

|   | Six Months Ended<br>June 30, |           |
|---|------------------------------|-----------|
|   | 2009                         | 2008      |
| Accrued dividends and distributions   | \$ 29,202                    | \$ 64,379 |
| Additions to real estate assets accrued but not yet paid                            | 13,475                       | 33,182    |
| Issuance of common stock for dividend   | 14,739                       | —         |
| Issuance of noncontrolling interests in Operating Partnership for distribution      | 4,148                        | —         |
| Notes receivable from sale of interest in Tenco-CBL                                 | 1,750                        | —         |
| Additions to real estate assets from forgiveness of mortgage note receivable        | 6,502                        | —         |
| Reclassification of developments in progress to mortgage and other notes receivable | —                            | 6,596     |
| Note receivable received for real estate assets                                     | —                            | 2,924     |

**Note 12 – Income Taxes**

The Company is qualified as a REIT under the provisions of the Code. To maintain qualification as a REIT, the Company is required to distribute at least 90% of its taxable income to shareholders and meet certain other requirements.

As a REIT, the Company is generally not liable for federal corporate income taxes. If the Company fails to qualify as a REIT in any taxable year, the Company will be subject to federal and state income taxes on its taxable income at regular corporate tax rates. Even if the Company maintains its qualification as a REIT, the Company may be subject to certain state and local taxes on its income and property, and to federal income and excise taxes on its undistributed income. State tax expense was \$1,969 and \$1,794 during the three months ended June 30, 2009 and 2008, respectively, and \$3,625 and \$3,174 during the six months ended June 30, 2009 and 2008, respectively.

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The Company has also elected taxable REIT subsidiary status for some of its subsidiaries. This enables the Company to receive income and provide services that would otherwise be impermissible for REITs. For these entities, deferred tax assets and liabilities are established for temporary differences between the financial reporting basis and the tax basis of assets and liabilities at the enacted tax rates expected to be in effect when the temporary differences reverse. A valuation allowance for deferred tax assets is provided if the Company believes all or some portion of the deferred tax asset may not be realized. An increase or decrease in the valuation allowance resulting from changes in circumstances that may affect the realizability of the related deferred tax asset is included in income or expense, as applicable.

The Company recorded an income tax provision of \$152 and \$3,838 for the three months ended June 30, 2009 and 2008, respectively. The income tax provision in 2009 consisted of a current tax benefit of \$251 and a deferred tax provision of \$403. The income tax provision in 2008 consisted of a current and deferred income tax provision of \$2,235 and \$1,603, respectively.

The Company recorded an income tax provision of \$755 and \$4,195 for the six months ended June 30, 2009 and 2008, respectively. The income tax provision in 2009 consisted of a current income tax provision of \$1,075 and a deferred tax benefit of \$320. The income tax provision in 2008 consisted of a current and deferred income tax provision of \$3,736 and \$459, respectively.

The Company had a net deferred tax asset of \$1,752 at June 30, 2009 and \$2,464 at December 31, 2008. The net deferred tax asset at June 30, 2009 and December 31, 2008 consisted primarily of operating expense accruals and differences between book and tax depreciation.

The Company reports any income tax penalties attributable to its properties as property operating expenses and any corporate-related income tax penalties as general and administrative expenses in its consolidated statement of operations. In addition, any interest incurred on tax assessments is reported as

interest expense. The Company reported nominal interest and penalty amounts for the three and six months ended June 30, 2009 and 2008, respectively.

## **ITEM 2: Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion and analysis of financial condition and results of operations should be read in conjunction with the condensed consolidated financial statements and accompanying notes that are included in this Form 10-Q. Capitalized terms used, but not defined, in this Management's Discussion and Analysis of Financial Condition and Results of Operations have the same meanings as defined in the notes to the condensed consolidated financial statements. In this discussion, the terms "we", "us", "our", and the "Company" refer to CBL & Associates Properties, Inc. and its subsidiaries.

Certain statements made in this section or elsewhere in this report may be deemed "forward looking statements" within the meaning of the federal securities laws. Although we believe the expectations reflected in any forward-looking statements are based on reasonable assumptions, we can give no assurance that these expectations will be attained, and it is possible that actual results may differ materially from those indicated by these forward-looking statements due to a variety of risks and uncertainties. In addition to the risk factors described in Part II, Item 1A. of this report, such risks and uncertainties include, without limitation, general industry, economic and business conditions, interest rate fluctuations, costs of capital and capital requirements, availability of real estate properties, inability to consummate acquisition opportunities, competition from other companies and retail formats, changes in retail rental rates in the Company's markets, shifts in customer demands, tenant bankruptcies or store closings, changes in vacancy rates at our properties, changes in operating expenses, changes in applicable laws, rules and regulations, the ability to obtain suitable equity and/or debt financing and the continued availability of financing in the amounts and on the terms necessary to support our future business. We disclaim any obligation to update or revise any forward-looking statements to reflect actual results or changes in the factors affecting the forward-looking information.

## **EXECUTIVE OVERVIEW**

We are a self-managed, self-administered, fully integrated real estate investment trust ("REIT") that is engaged in the ownership, development, acquisition, leasing, management and operation of regional shopping malls, open-air centers, community centers and office properties. Our properties are located in 27 domestic states and in Brazil, but are primarily in the southeastern and midwestern United States. We have elected to be taxed as a REIT for federal income tax purposes.

As of June 30, 2009, we owned controlling interests in 75 regional malls/open-air centers, 30 associated centers (each adjacent to a regional shopping mall), eight community centers, one mixed-use center and 13 office buildings, including our corporate office building. We consolidate the financial statements of all entities in which we have a controlling financial interest or where we are the primary beneficiary of a variable interest entity. As of June 30, 2009, we owned noncontrolling interests in nine regional malls/open-air centers, three associated centers, five community centers and six office buildings. Because one or more of the other partners have substantive participating rights, we do not control these partnerships and joint ventures and, accordingly, account for these investments using the equity method. We had four community centers (three of which are owned in joint ventures) under construction at June 30, 2009.

Given the challenging capital markets and economy in general over the past year, we have placed greater emphasis on the need to preserve liquidity and maintain our earnings growth. As a result, in June 2009, we completed an equity offering of 66,630,000 shares of our common stock at \$6.00 per share. The net proceeds, after underwriting costs and related expenses, of approximately \$381.6 million were used to repay outstanding borrowings under the Company's credit facilities. We have made significant progress in addressing our remaining 2009 loan maturities. We have received commitments representing 99% of the aggregate underlying facility amounts for the extension and modification of our \$524.9 million secured line of credit and our \$560.0 million unsecured line of credit. In addition, we closed two 10-year, non-recourse loans totaling \$91.4 million. The net proceeds from the equity offering combined with the progress on our lines of credit and the two loans we closed allow us to execute a plan that addresses all of our debt maturities through 2011. Please see *Liquidity and Capital Resources* on page 39 for further information related to our financing activity.

During the second quarter, our Board of Directors determined to reduce the dividend for the remainder of 2009 to the minimum level required to distribute 100% of our estimated taxable income. Future dividends payable will be determined by our Board of Directors based upon circumstances at the time of declaration. This policy, combined with the previous reduction in our fourth quarter 2008 dividend and paying a portion of our first quarter 2009 dividend in common stock and common units, is expected to generate cash savings of approximately \$160.0 million annually. On June 1, 2009 we announced a second quarter dividend of \$0.11 per share to be paid in cash on July 15, 2009.

Our operating results for the second quarter of 2009 reflect the significant progress that we have made through our cost reduction initiatives that were implemented last year at the properties and our corporate office. We reported reductions in our general property operating expenses of 7.0% and 6.9% compared to the prior year three and six months periods, respectively, in addition to reductions in our general and administrative expenses of 2.0% and 5.4% compared to the prior year three and six months periods, respectively, both helping to mitigate the anticipated pressure on rental revenues. FFO for the current quarter and year-to-date period was positively impacted by decreased operating, interest and income tax expenses. FFO improvements for the year-to-date period were offset by a non-cash impairment charge related to our investment in Jinsheng, a Chinese real estate company. FFO is a key performance measure for real estate companies. Please see the more detailed discussion of this measure on page 52.

We are encouraged that the level of store closures and bankruptcies experienced to date in 2009 has been less than expected. The majority of our retailers continue to operate with strong financial fundamentals and have proven to be resilient in dealing with the economic challenges.

Our business is built on a strategy of financial discipline, proactive management and preservation of excellent relationships with our retail and financial partners, each of which contribute to the underlying strength and resiliency of our portfolio of properties. While we recognize that we continue to face challenging times, it is evident that the steps we have taken in the past year to preserve shareholder value have positioned our

company to move forward effectively. We are encouraged by the results of the second quarter of 2009 and the related year-to-date period and are confident that our strategy, experience and expertise will serve to help us successfully overcome the challenges that lie ahead.

**RESULTS OF OPERATIONS**

**Comparison of the Three Months Ended June 30, 2009 to the Three Months Ended June 30, 2008**

We have acquired or opened three community centers, one mixed-use center and one office building since January 1, 2008 (collectively referred to as the “New Properties”). These transactions impact the comparison of the results of operations for the three and six months ended June 30, 2009 to the results of operations for the comparable periods ended June 30, 2008. Properties that were in operation as of January 1, 2008 and June 30, 2009 are referred to as the “Comparable Properties.” We do not consider a property to be one of the Comparable Properties until it has been owned or open for one complete calendar year. Any reference to the New Properties in this section excludes those properties that are accounted for using the equity method of accounting or that are included in Discontinued Operations. The New Properties are as follows:

| Property                 | Location        | Date Acquired/<br>Opened |
|--------------------------|-----------------|--------------------------|
| <b>Acquisition:</b>      |                 |                          |
| Renaissance Center (1)   | Durham, NC      | Feb-08                   |
| <b>New Developments:</b> |                 |                          |
| CBL Center II            | Chattanooga, TN | Jan-08                   |
| Pearland Town Center     | Pearland, TX    | Jul-08                   |
| Plaza Macaé (2)          | Macaé, Brazil   | Sep-08                   |
| Statesboro Crossing      | Statesboro, GA  | Oct-08                   |

- (1) This property represents a 50/50 joint venture that is accounted for using the equity method of accounting and is included in equity in earnings of unconsolidated affiliates in the accompanying condensed consolidated statements of operations.
- (2) This property represents a 60/40 joint venture that is accounted for using the equity method of accounting and is included in equity in earnings of unconsolidated affiliates in the accompanying condensed consolidated statements of operations.

*Revenues*

The \$5.8 million decrease in rental revenues and tenant reimbursements was attributable to a decrease of \$10.3 million from the Comparable Properties, partially offset by an increase of \$4.5 million from the New Properties. The decrease in revenues of the Comparable Properties was driven by reductions of \$6.2 million in base rents, \$2.8 million in lease termination fees and \$1.2 million in license agreements. Base rents and license agreements declined due to decreased occupancy in the current quarter compared to the prior year period. Lease termination fees were higher during the prior year quarter as a result of a specific tenant that closed its remaining nine locations with us. Our cost recovery ratio improved to 105.8% for the quarter ended June 30, 2009 from 96.3% for the prior-year period as a result of lower property operating expenses, including lower bad debt expense.

The decrease in management, development and leasing fees of \$0.9 million was mainly attributable to lower development and financing fee income due to the completion in the prior year of certain developments that were under construction during the prior year quarter.

*Operating Expenses*

Property operating expenses, including real estate taxes and maintenance and repairs, decreased \$5.8 million due to a decrease of \$8.1 million related to the Comparable Properties, partially offset by an increase of \$2.3 million of expenses attributable to the New Properties. The decrease in property operating expenses of the Comparable Properties is primarily attributable to reductions of \$1.8 million in payroll and related expenses, \$1.1 million in promotion costs, \$2.2 million in contracted maintenance services, coupled with a decrease in bad debt expense of \$1.4 million. Payroll expenses have declined due to our cost containment initiatives that were implemented during the latter half of the prior year which included staff reductions from the centralization of certain administrative and operating functions and eliminations of certain pay increases and bonuses. Bad debt expense decreased as a result of less store closure and bankruptcy activity compared to the prior year quarter.

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The increase in depreciation and amortization expense of \$2.7 million resulted from increases of \$0.9 million from the New Properties and \$1.8 million from the Comparable Properties. The increase attributable to the Comparable Properties is due to capital expenditures for tenant allowances and deferred maintenance since the prior-year period.

General and administrative expenses decreased \$0.2 million primarily as a result of declines of \$2.1 million in payroll and related expenses, \$0.6 million in travel expenses and \$0.4 million in legal fees,

partially offset by a reduction in capitalized overhead of \$2.9 million. As a percentage of revenues, general and administrative expenses were 4.1% for the second quarters of 2009 and 2008.

*Other Income and Expenses*

Interest expense decreased \$3.6 million primarily due to the decrease in variable interest rates as compared to the second quarter of 2008. Our weighted average interest rate on variable-rate debt as of June 30, 2009 was 1.66% compared to 3.57% at June 30, 2008.

During the second quarter of 2009, we recognized a \$0.1 million gain on sales of real estate assets compared to a gain of \$4.3 million in the second quarter of 2008. The 2008 gain related to the sale of five parcels of land during the quarter and one parcel of land for which the gain had previously been deferred.

Equity in earnings of unconsolidated affiliates increased by \$0.2 million during the second quarter of 2009 compared to the prior year quarter, primarily due to the opening of a new development.

The income tax provision of \$0.2 million for the three months ended June 30, 2009 relates to the earnings of our taxable REIT subsidiary and consists of a deferred tax provision of \$0.4 million, partially offset by a current tax benefit of \$0.2 million. During the three months ended June 30, 2008, we recorded an income tax provision of \$3.8 million, consisting of a provision for current and deferred income taxes of \$2.2 million and \$1.6 million, respectively. The higher tax provision for the second quarter of 2008 was primarily the result of a significantly larger amount of gains related to sales of outparcels and discontinued operations.

We recognized income on discontinued operations of \$0.1 million during the second quarter of 2009, compared to total income and gain of \$4.2 million during the second quarter of 2008. Discontinued operations for the three months ended June 30, 2008 reflect the operating results of seven community centers and two office properties that were sold during 2008. Six of these community centers and one of the office properties were sold during the second quarter of 2008. Discontinued operations for the three months ended June 30, 2009 and 2008 include the true up of estimated expenses to actual amounts for properties sold during previous years.

**Comparison of the Six Months Ended June 30, 2009 to the Six Months Ended June 30, 2008**

*Revenues*

The \$14.2 million decrease in rental revenues and tenant reimbursements was attributable to a decrease of \$22.8 million from the Comparable Properties, partially offset by an increase of \$8.6 million from the New Properties. The decline in revenues of the Comparable Properties was driven by decreases in base rents of \$11.6 million, tenant reimbursements of \$5.2 million, license agreements of \$2.1 million, lease termination fees of \$1.8 million and short-term rents of \$1.0 million. Base rents declined due to decreased occupancy in the current year period compared to the prior year period. Tenant reimbursements decreased primarily due to lower reimbursable property operating expenses in addition to lower occupancy levels.

Our cost recovery ratio improved to 101.1% for the six months ended June 30, 2009 from 96.0% for the prior-year period. With approximately 85% of our portfolio on fixed common area maintenance ("CAM") fees, the cost recovery ratio has been positively impacted by operating expense reductions.

The decrease in management, development and leasing fees of \$1.3 million was primarily attributable to lower development fee income due to the completion in the prior year of certain developments that were under construction during the prior year period.

*Operating Expenses*

Property operating expenses, including real estate taxes and maintenance and repairs, decreased \$12.0 million due to a decrease of \$16.8 million related to the Comparable Properties, partially offset by an increase of \$4.8 million of expenses attributable to the New Properties. The decrease in property operating expenses of the Comparable Properties is primarily attributable to reductions of \$6.8 million in payroll and related expenses, \$2.2 million in promotion costs, \$4.0 million in contracted maintenance services and \$0.6 million in snow removal costs. Payroll expenses have declined due to our cost containment initiatives that were implemented during the latter half of the prior year which included staff reductions from centralization of certain administrative and operating functions and eliminations of certain pay increases and bonuses.

The increase in depreciation and amortization expense of \$6.0 million resulted from increases of \$4.8 million from the New Properties and \$2.2 million from the Comparable Properties. The increase attributable to the Comparable Properties is due to capital expenditures for tenant allowances and deferred maintenance since the prior-year period.

General and administrative expenses decreased \$1.3 million primarily as a result of declines of \$6.0 million in payroll and related expenses and \$1.2 million in travel expenses, partially offset by a reduction in capitalized overhead of \$6.3 million. The prior year period general and administrative expenses included a charge of \$1.3 million incurred in relation to the retirement of a senior officer. As a percentage of revenues, general and administrative expenses were 4.2% for the six months ended June 30, 2009, compared to 4.3% for the prior year period.

Other expenses decreased \$2.5 million primarily due to a decline in abandoned projects expense compared to the prior year period.



*Other Income and Expenses*

Interest expense decreased \$12.0 million primarily due to the decrease in variable interest rates as compared to the prior year period. Our weighted average interest rate on variable-rate debt as of June 30, 2009 was 1.66% compared to 3.57% at June 30, 2008.

During the six months ended June 30, 2009, we incurred an impairment loss of \$7.7 million on our investment in Jinsheng, an established mall operating and real estate development company located in Nanjing, China, due to a decline in expected future cash flows. The projected decrease was a result of declining occupancy and sales due to the downturn of the real estate market in China.

During the six months ended June 30, 2009, we recognized a loss on sales of real estate assets of \$0.1 million related to the disposition of one of our investments in Brazil. We recorded a gain on sales of real estate assets of \$7.3 million in the prior year period related to the sale of nine parcels of land and one parcel of land for which the gain had previously been deferred.

Equity in earnings of unconsolidated affiliates increased by \$0.8 million during the six months ended June 30, 2009, primarily due to outparcel sales at a new development project that opened during the second quarter of 2009.

The income tax provision of \$0.8 million for the six months ended June 30, 2009 relates to the earnings of our taxable REIT subsidiary and consists of a provision for current income taxes of \$1.1 million, partially offset by a deferred tax benefit of \$0.3 million. During the six months ended June 30, 2008, we recorded an income tax provision of \$4.2 million, consisting of a provision for current and deferred income taxes of \$3.7 million and \$0.5 million, respectively. The higher income tax provision for

2008 resulted from a significant amount of gains related to sales of outparcels and discontinued operations.

We recognized a loss on discontinued operations of \$0.1 million during the six months ended June 30, 2009, compared to income of \$4.4 million during the prior year period, including a gain of \$3.1 million. Discontinued operations for the six months ended June 30, 2008 reflect the operating results of seven community centers and two office properties that were sold during 2008. Discontinued operations for the six months ended June 30, 2009 and 2008 include the true up of estimated expenses to actual amounts for properties sold during previous years.

**Operational Review**

The shopping center business is, to some extent, seasonal in nature with tenants achieving the highest levels of sales during the fourth quarter because of the holiday season, which generally results in higher percentage rent income in the fourth quarter. Additionally, the malls earn most of their "temporary" rents (rents from short-term tenants) during the holiday period. Thus, occupancy levels and revenue production are generally the highest in the fourth quarter of each year. Results of operations realized in any one quarter may not be indicative of the results likely to be experienced over the course of the fiscal year.

We classify our regional malls into two categories – malls that have completed their initial lease-up are referred to as stabilized malls and malls that are in their initial lease-up phase and have not been open for three calendar years are referred to as non-stabilized malls. Alamance Crossing in Burlington, NC, which opened in August 2007, and our mixed-use center, Pearland Town Center, which opened in July 2008, are our only non-stabilized malls as of June 30, 2009.

We derive a significant amount of our revenues from the mall properties. The sources of our revenues by property type were as follows:

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Six Months Ended June 30,  
2009 2008

|                                      |       |       |
|--------------------------------------|-------|-------|
| Malls                                | 90.2% | 91.2% |
| Associated centers                   | 3.9%  | 4.0%  |
| Community centers                    | 1.7%  | 1.2%  |
| Mortgages, office building and other | 4.2%  | 3.6%  |

Mall store sales for the trailing twelve months ended June 30, 2009 on a comparable per square foot basis were \$321 per square foot compared with \$341 per square foot in the prior year period, a decline of 6.0%. Current year sales numbers have been impacted by the general weakness in the economy.

Occupancy

Our portfolio occupancy is summarized in the following table:

At June 30,

2009 2008

|                           |       |       |
|---------------------------|-------|-------|
| Total portfolio occupancy | 88.0% | 91.4% |
| Total mall portfolio      | 88.7% | 90.9% |
| Stabilized malls          | 89.1% | 91.0% |
| Non-stabilized malls      | 72.2% | 89.5% |
| Associated centers        | 88.7% | 94.1% |
| Community centers         | 78.5% | 92.4% |

Occupancy levels as of June 30, 2009 as compared to those at June 30, 2008 were primarily impacted by the retailer bankruptcies and store closures that occurred subsequent to June 30, 2008. In addition, the occupancy rate for community centers was negatively impacted by the opening of a new development that, while 90% leased and committed, was only 59% occupied as of June 30, 2009.

The following table summarizes certain information related to five national retailers in our portfolio who announced during the first half of 2009 that they had filed for bankruptcy protection.

|                    | Locations | Square Feet | Annual Gross Rents |
|--------------------|-----------|-------------|--------------------|
| (\$ in millions)   |           |             |                    |
| Eddie Bauer        | 17        | 124,000     | \$ 4.9             |
| Garfields          | 10        | 53,000      | 1.7                |
| Ritz Camera        | 27        | 48,000      | 1.6                |
| S&K Menswear       | 16        | 60,000      | 1.2                |
| Strasburg Children | 7         | 11,000      | 0.3                |

Golden Gate Capital has acquired the Eddie Bauer leases at auction and we are hopeful that there will be minimal Eddie Bauer store closures. There have been none to date.

We have approximately 50 junior anchor locations totaling 1,800,000 square feet of available space as a result of bankruptcies and store closures that occurred during 2008. We have executed leases or letters of intent for 24 of these locations totaling more than 675,000 square feet. The new stores have not yet taken occupancy. A few stores are scheduled to open in the latter half of 2009 and the majority will begin opening in early 2010. Our leasing efforts have broadened to include non-retail tenants such as learning centers, community colleges and fitness centers. These types of tenants can deliver new sources of customers and complement the properties' traffic flow patterns.



*Leasing*

During the second quarter of 2009 we signed a total of approximately 1.1 million square feet of leases including approximately 0.1 million square feet of development leases and approximately 1.0 million square feet of leases in our operating portfolio. The 1.0 million square feet in our operating portfolio was comprised of approximately 0.6 million square feet of new leases and approximately 0.4 million square feet of renewal leases. This compares with a total of approximately 1.4 million square feet of leases signed in the second quarter of 2008, including approximately 0.5 million square feet of development leases and approximately 0.9 million square feet of leases in our operating portfolio. The 0.9 million square feet in the operating portfolio was comprised of approximately 0.4 million square feet of new leases and approximately 0.5 million square feet of renewal leases. To date, we have completed approximately 82% of our 2009 renewals.

Average annual base rents per square foot were as follows for each property type:

| At June 30,          |          |          |
|----------------------|----------|----------|
|                      | 2009     | 2008     |
| Stabilized malls     | \$ 29.27 | \$ 29.17 |
| Non-stabilized malls | 26.71    | 24.84    |
| Associated centers   | 11.90    | 11.60    |
| Community centers    | 14.80    | 14.05    |
| Office               | 19.09    | 17.52    |

Results from new and renewal leasing of comparable small shop space during the three and six months ended June 30, 2009 for spaces that were previously occupied are as follows:

|                               | Square Feet      | Prior Gross<br>Rent PSF | New Initial<br>Gross Rent<br>PSF | % Change<br>Initial | New Average<br>Gross Rent<br>PSF (2) | % Change<br>Average |
|-------------------------------|------------------|-------------------------|----------------------------------|---------------------|--------------------------------------|---------------------|
| <b>Quarter:</b>               |                  |                         |                                  |                     |                                      |                     |
| <b>All Property Types (1)</b> | <b>569,485</b>   | <b>\$ 41.51</b>         | <b>\$ 37.24</b>                  | <b>-10.3%</b>       | <b>\$ 38.41</b>                      | <b>-7.5%</b>        |
| Stabilized malls              | 512,276          | 43.66                   | 39.17                            | -10.3%              | 40.41                                | -7.4%               |
| New leases                    | 161,280          | 45.64                   | 41.31                            | -9.5%               | 44.27                                | -3.0%               |
| Renewal leases                | 350,996          | 42.74                   | 38.18                            | -10.7%              | 38.64                                | -9.6%               |
| <b>Year to Date:</b>          |                  |                         |                                  |                     |                                      |                     |
| <b>All Property Types (1)</b> | <b>1,112,877</b> | <b>39.39</b>            | <b>34.85</b>                     | <b>-11.5%</b>       | <b>35.78</b>                         | <b>-9.2%</b>        |
| Stabilized malls              | 1,003,199        | 41.38                   | 36.62                            | -11.5%              | 37.60                                | -9.1%               |
| New leases                    | 253,629          | 43.72                   | 40.08                            | -8.3%               | 42.92                                | -1.8%               |
| Renewal leases                | 749,570          | 40.58                   | 35.45                            | -12.6%              | 35.81                                | -11.8%              |

(1) Includes stabilized malls, associated centers, community centers and other.

(2) Average Gross Rent does not incorporate allowable future increases for recoverable common area expenses.

During the second quarter of 2009, there were two portfolio deals that had a disproportionate impact on the second quarter and year-to-date results. One portfolio consisting of 17 stores and another portfolio consisting of eight stores combined to account for approximately 2.8% of the 7.4% decline in average rents during the second quarter. These portfolios accounted for approximately 1.35% of the 9.1% decline in average rents for the year-to-date period.

During the first quarter of 2009, we executed a number of renewal deals on a one-year basis with certain retailers in order to maintain occupancy while we seek other tenants to backfill the locations.



## LIQUIDITY AND CAPITAL RESOURCES

In June 2009, we completed a public offering of 66,630,000 shares of our newly-issued common stock for \$6.00 per share. We used the net proceeds of \$381.6 million to repay outstanding borrowings under our credit facilities.

We have received commitments from lenders representing approximately 99% of the aggregate underlying facility amounts for the extension and modification of our \$524.9 million secured line of credit and our \$560.0 million unsecured line of credit. The commitments include lenders representing \$512.0 million of the \$524.9 million secured facility and 100% of the \$560.0 million unsecured facility. The commitments reflect an extension of the \$524.9 million secured facility from February 2010 to February 2012, with an option to extend the maturity for one additional year to February 2013 (subject to continued compliance with the terms of the facility). The commitments provide that the \$560.0 million unsecured facility will be converted into a secured facility over an 18-month period, and that the maturity of the facility will be extended from August 2011 to April 2014. The conversion of the unsecured facility to a secured facility will take place as we use availability under the unsecured facility to retire several non-recourse, property-specific commercial mortgage-backed securities mortgages that mature in 2009, 2010 and 2011. We intend to retire these mortgages at their scheduled maturity dates in order to avoid any prepayment fees. The real estate assets securing these mortgages will then be pledged as collateral to secure the facility. We anticipate closing on the extension and modification of the secured and unsecured lines of credit in the third quarter of 2009.

During the second quarter, we also closed two 10-year, non-recourse loans including a \$33.6 million loan secured by Honey Creek Mall in Terre Haute, IN and a \$57.8 million loan secured by Volusia Mall in Daytona Beach, FL. The loans are with the existing institutional lender and have an interest rate of 8.0%. These loans replace an existing \$30.1 million loan secured by Honey Creek Mall and a \$51.2 million loan secured by Volusia Mall. We

used the approximately \$10.1 million of excess proceeds, plus cash on hand, to pay off the \$30.2 million loan secured by Bonita Lakes Mall in Meridian, MS held by the same institutional lender.

Of the remaining \$153.5 million of our pro rata share of consolidated and unconsolidated debt that is scheduled to mature during 2009, we have extensions of \$100.7 million available at our option that we intend to exercise, leaving one non-recourse loan of \$52.8 million that we intend to retire with borrowings from our \$560.0 million credit facility. We will pledge the related property as additional collateral to the \$524.9 million secured credit facility.

During the second quarter, our Board of Directors determined to reduce the dividend for the remainder of 2009 to the minimum level required to distribute 100% of our estimated taxable income. Future dividends payable will be determined by our Board of Directors based upon circumstances at the time of declaration. This policy, combined with the previous reduction in our fourth quarter 2008 dividend and paying a portion of our first quarter 2009 dividend in common stock and common units, is expected to generate cash savings of approximately \$160.0 million annually.

We believe that the combination of the financing activities described above, the completion of the common stock offering, the cash flows generated from our operations, our reduced dividend, our equity and debt sources and the availability under our lines of credit will, for the foreseeable future, provide adequate liquidity to make distributions to our shareholders in accordance with the requirements applicable to real estate investment trusts. In addition to these factors, we have options available to us to generate additional liquidity, including but not limited to, equity offerings, joint venture investments, issuances of noncontrolling interests in our Operating Partnership, decreasing the amount of expenditures we make related to tenant construction allowances and other capital expenditures and implementing further cost containment initiatives. We also generate revenues from sales of peripheral land at the properties and from sales of real estate assets when it is determined that we can realize a maximized value for the assets.

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### *Cash Flows From Operations*

There was \$50.8 million of unrestricted cash and cash equivalents as of June 30, 2009, a decrease of \$0.4 million from December 31, 2008. Cash provided by operating activities during the six months ended June 30, 2009, increased \$8.6 million to \$199.1 million from \$190.5 million during the six months ended June 30, 2008. The increase was primarily attributable to lower operating, interest, general and administrative expenses and bad debt expense, partially offset by decreases in revenues due to lower occupancy.

### *Debt*

The secured and unsecured lines of credit contain, among other restrictions, certain financial covenants including the maintenance of certain coverage ratios, minimum net worth requirements, and limitations on cash flow distributions. As of June 30, 2009, we are in compliance with our debt covenants. Our debt to gross asset value at June 30, 2009 was 55%, well under the required maximum of 65%. Our interest

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coverage ratio was 2.29 compared to the required minimum of 1.75 and our debt service coverage ratio was 1.89 compared to the required minimum of 1.55. We have also performed stress tests on our covenant calculations assuming changes in cap rate assumptions and interest rates that would negatively impact our calculation results. Based on the results of these tests, we believe that we currently have adequate capacity to continue meeting the requirements of our debt covenants. However, if necessary, we may pay down a portion of the lines of credit.

The weighted average remaining term of our total share of consolidated and unconsolidated debt was 3.9 years at June 30, 2009 and December 31, 2008. The weighted average remaining term of our pro rata share of fixed-rate debt was 4.5 years and 4.6 years at June 30, 2009 and December 31, 2008, respectively.

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As of June 30, 2009 and December 31, 2008, our pro rata share of consolidated and unconsolidated variable-rate debt represented 21.2% and 24.6%, respectively, of our total pro rata share of debt. As of June 30, 2009, our share of consolidated and unconsolidated variable-rate debt represented 17.6% of our total market capitalization (see Equity below) as compared to 21.2% as of December 31, 2008.

The following tables summarize debt based on our pro rata ownership share, including our pro rata share of unconsolidated affiliates and excluding noncontrolling investors' share of consolidated properties, because we believe this provides investors and lenders a clearer understanding of our total debt obligations and liquidity (in thousands):



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|   | Consolidated | Minority Interests | Unconsolidated Affiliates | Total        | Weighted Average Interest Rate (1) |
|---|--------------|--------------------|---------------------------|--------------|------------------------------------|
| <b>June 30, 2009:</b>                           |              |                    |                           |              |                                    |
| Fixed-rate debt:                                |              |                    |                           |              |                                    |
| Non-recourse loans on operating properties      | \$ 4,013,548 | \$ (23,424)        | \$ 407,022                | \$ 4,397,146 | 6.13%                              |
| Recourse term loans on operating properties (2) | 127,500      | —                  | —                         | 127,500      | 5.60%                              |
| Credit facility (2)                             | 400,000      | —                  | —                         | 400,000      | 4.45%                              |
| Total fixed-rate debt                           | 4,541,048    | (23,424)           | 407,022                   | 4,924,646    | 5.98%                              |
| Variable-rate debt:                             |              |                    |                           |              |                                    |
| Recourse term loans on operating properties     | 292,858      | (928)              | 104,977                   | 396,907      | 1.71%                              |
| Construction loans                              | 99,652       | —                  | 64,365                    | 164,017      | 2.05%                              |
| Land loans                                      | —            | —                  | 11,940                    | 11,940       | 1.79%                              |
| Unsecured line of credit                        | 202,500      | —                  | —                         | 202,500      | 1.37%                              |
| Secured lines of credit                         | 115,050      | —                  | —                         | 115,050      | 1.12%                              |
| Unsecured term facilities                       | 437,494      | —                  | —                         | 437,494      | 1.80%                              |
| Total variable-rate debt                        | 1,147,554    | (928)              | 181,282                   | 1,327,908    | 1.68%                              |
| Total   | \$ 5,688,602 | \$ (24,352)        | \$ 588,304                | \$ 6,252,554 | 5.06%                              |

|   | Consolidated | Minority Interests | Unconsolidated Affiliates | Total        | Weighted Average Interest Rate (1) |
|---|--------------|--------------------|---------------------------|--------------|------------------------------------|
| <b>December 31, 2008:</b>                       |              |                    |                           |              |                                    |
| Fixed-rate debt:                                |              |                    |                           |              |                                    |
| Non-recourse loans on operating properties      | \$ 4,046,653 | \$ (23,648)        | \$ 418,761                | \$ 4,441,766 | 5.95%                              |
| Recourse term loans on operating properties (2) | 161,694      | —                  | —                         | 161,694      | 5.71%                              |
| Secured line of credit (3)                      | 400,000      | —                  | —                         | 400,000      | 4.45%                              |
| Total fixed-rate debt                           | 4,608,347    | (23,648)           | 418,761                   | 5,003,460    | 5.96%                              |
| Variable-rate debt:                             |              |                    |                           |              |                                    |
| Recourse term loans on operating properties     | 262,946      | (928)              | 46,346                    | 308,364      | 2.52%                              |
| Construction loans                              | 115,339      | —                  | 85,182                    | 200,521      | 2.19%                              |
| Land loans                                      | —            | —                  | 11,940                    | 11,940       | 3.04%                              |
| Unsecured line of credit                        | 522,500      | —                  | —                         | 522,500      | 1.92%                              |
| Secured lines of credit                         | 149,050      | —                  | —                         | 149,050      | 1.45%                              |
| Unsecured term facilities                       | 437,494      | —                  | —                         | 437,494      | 1.88%                              |
| Total variable-rate debt                        | 1,487,329    | (928)              | 143,468                   | 1,629,869    | 2.02%                              |
| Total   | \$ 6,095,676 | \$ (24,576)        | \$ 562,229                | \$ 6,633,329 | 4.99%                              |

- (1) Weighted average interest rate including the effect of debt premiums (discounts), but excluding amortization of deferred financing costs.
- (2) We have entered into interest rate swaps on notional amounts totaling \$127,500 as of June 30, 2009 and December 31, 2008 related to two of our variable-rate loans on operating properties to effectively fix the interest rates on those loans. Therefore, these amounts are currently reflected in fixed-rate debt.
- (3) We have interest rate swaps on notional amounts totaling \$400,000 as of June 30, 2009 and December 31, 2008 related to our largest secured credit facility to effectively fix the interest rate on that portion of the line of credit. Therefore, this amount is currently reflected in fixed-rate debt.

Unsecured Lines of Credit

We have an unsecured line of credit with total capacity of \$560.0 million that bears interest at the London Interbank Offered Rate ("LIBOR") plus a margin of 0.75% to 1.20% based on our leverage ratio,

as defined in the agreement to the facility. Additionally, we pay an annual fee of 0.1% of the amount of total capacity of the unsecured line of credit. The line of credit matures in August 2009 and has two one-year extension options, which are at our election, for an outside maturity date of August 2011. At June 30, 2009, the outstanding borrowings of \$202.5 million under the unsecured line of credit had a weighted average interest rate of 1.37%. We have received extension commitments from lenders representing 100% of the unsecured credit facility amount. The commitments provide that the unsecured facility will be converted over an 18-month period into a secured facility, and that the maturity of the facility will be extended from August 2011 to April 2014. The conversion of the unsecured facility to a secured facility will take place as we use availability under the unsecured facility to retire several non-recourse, property-specific commercial mortgage-backed securities mortgages that mature in 2009, 2010 and 2011. We intend to retire these mortgages at their scheduled maturity dates in order to avoid any prepayment fees. The real estate assets securing these mortgages will then be pledged as collateral to secure the facility. We anticipate closing on the extension and modification of the unsecured line of credit in the third quarter of 2009.

Unsecured Term Facilities

We have an unsecured term facility with total capacity of \$228.0 million that bears interest at LIBOR plus a margin of 1.50% to 1.80% based on our leverage ratio, as defined in the agreement to the facility. At June 30, 2009, the outstanding borrowings of \$228.0 million under the unsecured term facility had a weighted average interest rate of 2.02%. The facility matures in April 2011 and has two one-year extension options, which are at our election, for an outside maturity date of April 2013.

We have an unsecured term facility that was obtained for the exclusive purpose of acquiring certain properties from the Starmount Company or its affiliates. At June 30, 2009, the outstanding borrowings of \$209.5 million under this facility had a weighted average interest rate of 1.56%. We completed our acquisition of the properties in February 2008 and, as a result, no further draws can be made against the facility. The unsecured term facility bears interest at LIBOR plus a margin of 0.95% to 1.40% based on our leverage ratio, as defined in the agreement to the facility. Net proceeds from a sale, or our share of excess proceeds from any refinancings, of any of the properties originally purchased with borrowings from this unsecured term facility must be used to pay down any remaining outstanding balance. The facility matures in November 2010 and has two one-year extension options, which are at our election, for an outside maturity date of November 2012.

Secured Lines of Credit

We have four secured lines of credit with total capacity of \$667.1 million, of which \$515.1 million was outstanding as of June 30, 2009. The secured lines of credit bear interest at LIBOR plus a margin ranging from 0.80% to 0.95%. Borrowings under the secured lines of credit had a weighted average interest rate of 1.12% at June 30, 2009.

The agreements to our \$560.0 million unsecured line of credit, our \$524.9 million secured line of credit and our unsecured term facilities with balances of \$209.5 million and \$228.0 million as of June 30, 2009, each with the same lender, contain default provisions customary for transactions of this nature and also contain cross-default provisions.

We have received commitments from lenders representing 98% of the capacity on our \$524.9 million secured line of credit. The commitments reflect an extension of the \$524.9 million secured facility from February 2010 to February 2012, with an option to extend the maturity for one additional year to February 2013 (subject to continued compliance with the terms of the facility).

We also have secured and unsecured lines of credit with total capacity of \$38.4 million that are used only to issue letters of credit. There was \$17.6 million outstanding under these lines at June 30, 2009.

Interest Rate Hedging Instruments

In January 2009, we entered into a \$129.0 million interest rate cap agreement to hedge the risk of changes in cash flows on the construction loan of one of our properties equal to the then-outstanding cap notional. The interest rate cap protects us from increases in the hedged cash flows attributable to overall changes in 1-month LIBOR above the strike rate of the cap on the debt. The strike rate associated with the

interest rate cap is 3.25%. We did not designate this cap as a hedge for GAAP accounting purposes and, thus, record any unrealized gain or loss on the cap as interest expense in our condensed consolidated statement of operations. The interest rate cap had a nominal fair value as of June 30, 2009 and matures on July 12, 2010.

We have an \$80.0 million interest rate cap agreement to hedge the risk of changes in cash flows on a letter of credit supporting certain municipal bonds equal to the then-outstanding cap notional. The interest rate cap

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protects us from increases in the hedged cash flows attributable to overall changes in the USD-SIFMA Municipal Swap Index above the strike rate of the cap on the debt. The strike rate associated with the interest rate cap is 4.00%. The interest rate cap had a nominal fair value as of June 30, 2009 and December 31, 2008 and matures on December 3, 2010.

We have a \$40.0 million pay fixed/receive variable interest rate swap agreement to hedge the interest rate risk exposure on the borrowings of one of our operating properties equal to the swap notional amount. This interest rate swap hedges the risk of changes in cash flows on our designated forecasted interest payments

attributable to changes in 1-month LIBOR, the designated benchmark interest rate being hedged, thereby reducing exposure to variability in cash flows relating to interest payments on the variable-rate debt. The interest rate swap effectively fixes the interest payments on the portion of debt

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principal corresponding to the swap notional amount at 5.175%. The fair value of the swap was (\$0.8) million as of June 30, 2009 and December 31, 2008 and matures on November 7, 2010.

We have an \$87.5 million pay fixed/receive variable interest rate swap agreement to hedge the interest rate risk exposure on the borrowings of one of our operating properties equal to the swap notional amount. This interest rate swap hedges the risk of changes in cash flows on our designated forecasted interest payments attributable to changes in 1-month LIBOR, the designated benchmark interest rate being hedged, thereby reducing exposure to variability in cash flows relating to interest payments on the variable-rate debt. The interest rate swap effectively fixes the interest payments on the portion of debt principal corresponding to the swap notional amount at 5.85%. The fair value of the swap was \$(3.2) million and \$(3.8) million as of June 30, 2009 and December 31, 2008, respectively, and matures on September 23, 2010.

We have a \$150.0 million pay fixed/receive variable interest rate swap agreement to hedge the interest rate risk exposure on an amount of borrowings on our largest secured line of credit equal to the swap notional amount. This interest rate swap hedges the risk of changes in cash flows on our designated forecasted interest payments attributable to changes in 1-month LIBOR, the designated benchmark interest rate being hedged, thereby reducing exposure to variability in cash flows relating to interest payments on the variable-rate debt. The interest rate swap effectively fixes the interest payments on the portion of debt principal corresponding to the swap notional amount at 4.353%. The fair value of the swap was \$(2.4) million and \$(4.0) million as of June 30, 2009 and December 31, 2008, respectively, and matures on December 30, 2009.

We have a \$250.0 million pay fixed/receive variable interest rate swap agreement to hedge the interest rate risk exposure on an amount of borrowings on our largest secured line of credit equal to the swap notional amount. The interest rate swap effectively fixes the interest payments on the portion of debt principal corresponding to the swap notional amount at 4.505%. The fair value of the swap was \$(4.1) million and \$(7.0) million as of June 30, 2009 and December 31, 2008, respectively, and matures on December 30, 2009.

### *Equity*

In contemplation of the common stock offering described above, certain holders of units in the Operating Partnership, including certain affiliates of CBL's Predecessor and certain affiliates of Jacobs (collectively, the "Deferring Holders"), entered into a Forbearance and Waiver Agreement, dated June 2, 2009 (the "Forbearance Agreement"), with the Company. The Deferring Holders agreed to defer their right to exchange an aggregate of 37 million of their Operating Partnership units for shares of our common stock or cash (at our election), until the earlier of (A) the close of business on the date upon which we effectively amend our Certificate of Incorporation to increase our authorized share capital to

include at least 217 million shares of common stock (the “Replenishment Date”) or (B) December 31, 2009. The Deferring Holders also agreed to waive our obligation under the Operating Partnership Agreement to reserve a sufficient number of shares of common stock to satisfy the Operating Partnership exchange rights with respect to such units until the Replenishment Date, regardless of when such date occurs.

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We plan to convene a special meeting of stockholders during the third quarter of 2009 for the purpose of seeking stockholder approval to increase the number of our authorized shares of common stock from 180,000,000 shares to 1,000,000,000 shares.

If, following deferral described above, the Deferring Holders were to exercise their exchange rights before we had available a sufficient number of authorized shares of our common stock to deliver in satisfaction of such exchange rights, we would be compelled to satisfy such rights with cash payments to the extent we did not have sufficient shares of common stock available. As a result of entering into the Forbearance Agreement, the portion of the noncontrolling interests in the Operating Partnership attributable to the Deferring Holders’ Operating Partnership units that are in excess of the current authorized number of shares of common stock has been reclassified to redeemable noncontrolling interests as of June 30, 2009.

During the six months ended June 30, 2009, we received \$381.6 million in net proceeds from our common stock offering described above and \$0.1 million in proceeds from our dividend reinvestment plan. In addition, we paid dividends of \$45.3 million to holders of our common stock and our preferred stock, as well as \$41.3 million in distributions to the noncontrolling investors in our Operating Partnership and other consolidated subsidiaries.

As a publicly traded company, we have access to capital through both the public equity and debt markets. We currently have a shelf registration statement on file with the Securities and Exchange Commission authorizing us to publicly issue senior and/or subordinated debt securities, shares of preferred stock (or depositary shares representing fractional interests therein), shares of common stock, and warrants or rights to purchase any of the foregoing securities. There is no limit to the offering price or number of securities that we may issue under this shelf registration statement.

Our strategy is to maintain a conservative debt-to-total-market capitalization ratio in order to enhance our access to the broadest range of capital markets, both public and private. However, the ratio is higher as of June 30, 2009 due to a decline in the market price of our common stock. Our bank covenants are based on gross asset values and are, therefore, not subject to market fluctuations in our stock price. Based on our share of total consolidated and unconsolidated debt and the market value of equity, our debt-to-total-market capitalization (debt plus market value equity) ratio was as follows at June 30, 2009 (in thousands, except stock prices):

|   | Shares<br>Outstanding | Stock Price (1) | Value        |
|---|-----------------------|-----------------|--------------|
| Common stock and operating partnership units          | 189,804               | \$ 5.39         | \$ 1,023,044 |
| 7.75% Series C Cumulative Redeemable Preferred Stock  | 460                   | 250.00          | 115,000      |
| 7.375% Series D Cumulative Redeemable Preferred Stock | 700                   | 250.00          | 175,000      |
| Total market equity                                   |                       |                 | 1,313,044    |
| Company’s share of total debt                         |                       |                 | 6,252,554    |
| Total market capitalization                           |                       |                 | \$ 7,565,598 |
| Debt-to-total-market capitalization ratio             |                       |                 | 82.6%        |

- (1) Stock price for common stock and operating partnership units equals the closing price of the common stock on June 30, 2009. The stock price for the preferred stock represents the liquidation preference of each respective series of preferred stock.

*Capital Expenditures*

We expect to continue to have access to the capital resources necessary to expand and develop our business. Future development and acquisition activities will be undertaken as suitable opportunities arise. We

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obtain construction loans for new developments and major expansions and renovations of our existing properties. We do not expect to pursue these activities unless adequate sources of funding are available and a satisfactory budget with targeted returns on investment has been internally approved.

An annual capital expenditures budget is prepared for each property that is intended to provide for all necessary recurring and non-recurring capital expenditures. We believe that property operating cash flows, which include reimbursements from tenants for certain expenses, will provide the necessary funding for these expenditures.

The following tables summarize our development projects as of June 30, 2009 (dollars in thousands):

**Properties Opened During the Six Months Ended June 30, 2009**

| Property                                   | Location           | Total Project Square Feet | CBL's Share of |              | Date Opened       | Initial Yield(a) |
|--|--------------------|---------------------------|----------------|--------------|-------------------|------------------|
|  |                    |                           | Total Cost     | Cost To Date |                   |                  |
| <b>Mall Expansions:</b>                    |                    |                           |                |              |                   |                  |
| Asheville Mall - Barnes & Noble            | Asheville, NC      | 40,000                    | \$ 11,684      | \$ 7,904     | Spring-09         | 5.3%             |
| Oak Park Mall - Barnes & Noble (e)         | Kansas City, KS    | 34,000                    | 9,619          | 11,386       | Spring-09         | 7.9%             |
| <b>Redevelopments:</b>                     |                    |                           |                |              |                   |                  |
| West County - Former Lord & Taylor         | St. Louis, MO      | 90,620                    | 34,149         | 26,197       | Spring-09         | 9.9%             |
| <b>Community Center:</b>                   |                    |                           |                |              |                   |                  |
| Hammock Landing (Phase I and Phase 1A) (b) | West Melbourne, FL | 470,042                   | 39,673         | 46,931       | Spring-09/Fall-10 | 7.3%*            |
|  |                    | 634,662                   | \$ 95,125      | \$ 92,418    |                   |                  |

**Properties Under Development at June 30, 2009**

(Dollars in thousands)

| Property                           | Location              | Total Project Square Feet | CBL's Share of |              | Opening Date        | Initial Yield(a) |
|------------------------------------|-----------------------|---------------------------|----------------|--------------|---------------------|------------------|
|                                    |                       |                           | Total Cost     | Cost To Date |                     |                  |
| <b>Community/Open-Air Centers:</b> |                       |                           |                |              |                     |                  |
| Settlers Ridge (Phase I) (e)       | Robinson Township, PA | 393,822                   | 108,959        | 66,578       | Fall-09             | 6.1%*            |
| Summit Fair (d)                    | Lee's Summit, MO      | 483,172                   | 22,000         | 22,000       | Summer-09/Summer-10 | 9.0%             |

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|   |                 |         |        |        |                   |      |
|---|-----------------|---------|--------|--------|-------------------|------|
| The Pavilion at Port Orange (Phase I and Phase 1A)(b) | Port Orange, FL | 495,669 | 73,813 | 47,499 | Fall-09/Summer-10 | 7.1% |
| The Promenade (c)                                     | D'Iberville, MS | 681,684 | 88,216 | 61,869 | Fall-09           | 8.0% |

2,054,347    \$ 292,988    \$ 197,946

- (a) Pro forma initial yields represented here may be lower than actual initial returns as they are reduced for management and development fees.
- (b) 50/50 Joint Venture. Costs to date may be gross of applicable reimbursements.
- (c) The Promenade is a 85/15 Joint Venture. Amounts shown are 100% of total costs and cost to date as CBL has funded all costs to date. Costs to date may be gross of applicable reimbursements.
- (d) CBL's interest represent 27% of project cost.
- (e) Costs to date may be gross of applicable reimbursements.
- \* Pro Forma initial yields for phased projects reflect full land cost in Phase I. Combined pro forma yields are higher than Phase I project yields.

We have four major development projects currently under construction that are scheduled to open this year. There is no additional capital currently required for these projects as all equity has been funded. Construction loans are in place for the remaining development costs. We have taken measures to limit our initial exposure on these projects by phasing the small shop portions or converting sections of the small shop portions to junior anchor spaces. Beyond the current slate of construction projects, we are not pursuing any additional new developments.

We celebrated the grand opening of the first phase of Hammock Landing, a community center in West Melbourne, FL, on April 1. The project opened approximately 80% leased and committed with Kohl's, Marshall's, Michaels, PETCO and various small shops. The center is off to an excellent start in terms of sales and reception from the community. A Target, ULTA and additional shops opened in July.

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The Promenade in D'Iberville, MS, The Pavilion at Port Orange in Port Orange, FL and Settlers Ridge in Pittsburgh, PA will also celebrate grand openings later this year. While the new leasing environment remains challenging, we are continuing to achieve positive leasing results in all of our new developments. The first phases of these projects are between 80% and 90% leased and committed.

We completed two expansions during the first quarter of 2009. Oak Park Mall in Kansas City, KS and Asheville Mall in Asheville, NC each opened a Barnes & Noble addition. We also completed a redevelopment of the former Lord & Taylor space at West County Center in St. Louis, MO, forming a 90,000 square foot open-air expansion. New tenants include North Face, Bravo, McCormick & Schmicks and Barnes & Noble, and we have signed Prime Bar to join later this year.

Future development and acquisition activities will be carefully considered and undertaken as suitable opportunities arise. We generally obtain construction loans for new developments and major expansions and renovations of our existing properties. We do not expect to pursue these activities unless adequate sources of funding are available and a satisfactory budget with targeted returns on investment has been internally approved.

We have entered into a number of option agreements for the development of future open-air centers, lifestyle centers and community centers. Except for the projects presented above, we do not have any other material capital commitments as of June 30, 2009.

#### **Off-Balance Sheet Arrangements**

##### *Unconsolidated Affiliates*

We have ownership interests in 22 unconsolidated affiliates that are described in Note 4 to the consolidated financial statements. The unconsolidated affiliates are accounted for using the equity method of accounting and are reflected in the consolidated balance sheets as "Investments in Unconsolidated Affiliates." The following are circumstances when we may consider entering into a joint venture with a third party:

- § Third parties may approach us with opportunities in which they have obtained, or have the option to obtain, land and performed some pre-development activities, but they may not have sufficient access to the capital resources or the development and leasing expertise to bring the project to fruition. We enter into such arrangements when we determine such a project is viable and we can achieve a satisfactory return on our investment. We typically earn development fees from the joint venture and provide management and leasing services to the property for a fee once the property is placed in operation.
- § We determine that we may have the opportunity to capitalize on the value we have created in a property by selling an interest in the property to a third party. This provides us with an additional source of capital that can be used to develop or acquire additional real estate assets that we believe will provide greater potential for growth. When we retain an interest in an asset rather than selling a 100% interest, it is typically because this allows us to continue to manage the property, which provides us the ability to earn fees for management, leasing, development and financing services provided to the joint venture.



*Guarantees*

We may guarantee the debt of a joint venture primarily because it allows the joint venture to obtain funding at a lower cost than could be obtained otherwise. This results in a higher return for the joint venture on its investment, and a higher return on our investment in the joint venture. We may receive a fee from the joint venture for providing the guaranty. Additionally, when we issue a guaranty, the terms of the joint venture agreement typically provide that we may receive indemnification from the joint venture.

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We own a parcel of land that we are ground leasing to a third party developer for the purpose of developing a shopping center. We have guaranteed 27% of the third party's construction loan and bond line of credit (the "loans") of which the maximum guaranteed amount is \$31.6 million. The total amount outstanding at June 30, 2009 on the loans was \$53.4 million of which we have guaranteed \$14.4 million. We have recorded an obligation of \$0.3 million in our condensed consolidated balance sheet as of June 30, 2009 and December 31, 2008 to reflect the estimated fair value of the guaranty.

We have guaranteed 100% of the construction loan of West Melbourne, an unconsolidated affiliate in which we own a 50% interest, of which the maximum guaranteed amount is \$67.0 million. West Melbourne is currently developing Hammock Landing, an open-air shopping center in West Melbourne, FL, of which Phase I opened in April 2009. The total amount outstanding at June 30, 2009 on the loan was \$47.7 million. The guaranty will expire upon repayment of the debt. The loan matures in August 2010, and has three one-year extension options, which are at our election, for an outside maturity date of August 2013. We have recorded an obligation of \$0.7 million in the accompanying condensed consolidated balance sheets as of June 30, 2009 and December 31, 2008 to reflect the estimated fair value of this guaranty.

We have guaranteed 100% of the construction loan of Port Orange, an unconsolidated affiliate in which we own a 50% interest, of which the maximum guaranteed amount is \$112.0 million. Port Orange is currently developing The Pavilion at Port Orange, an open-air shopping center in Port Orange, FL. The total amount outstanding at June 30, 2009 on the loan was \$61.1 million. The guaranty will expire upon repayment of debt. The loan matures in June 2011, and has two one-year extension options, which are at our election, for an outside maturity date of June 2013. We have recorded an obligation of \$1.1 million in the accompanying condensed consolidated balance sheets as of June 30, 2009 and December 31, 2008 to reflect the estimated fair value of this guaranty.

We have guaranteed the performance of York Town Center, LP ("YTC"), an unconsolidated affiliate in which we own a 50% interest, under the terms of an agreement with a third party that owns property as part of York Town Center. Under the terms of that agreement, YTC is obligated to cause performance of the third party's obligations as landlord under its lease with its sole tenant, including, but not limited to, provisions such as co-tenancy and exclusivity requirements. Should YTC fail to cause performance, then the tenant under the third party landlord's lease may pursue certain remedies ranging from rights to terminate its lease to receiving reductions in rent. We have guaranteed YTC's performance under this agreement up to a maximum of \$22.0 million, which decreases by \$0.8 million annually until the guaranteed amount is reduced to \$10.0 million. The guaranty expires on December 31, 2020. The maximum guaranteed obligation was \$19.6 million as of June 30, 2009. We entered into an agreement with our joint venture partner under which the joint venture partner has agreed to reimburse us 50% of any amounts we are obligated to fund under the guaranty. We did not record an obligation for this guaranty because we determined that the fair value of the guaranty is not material.

Our guarantees and the related accounting are more fully described in Note 9 to the condensed consolidated financial statements.

## CRITICAL ACCOUNTING POLICIES

Our significant accounting policies are disclosed in Note 2 to the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2008. The following discussion describes our most critical accounting policies, which are those that are both important to the presentation of our financial condition and results of operations and that require significant judgment or use of complex estimates.

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### *Revenue Recognition*

Minimum rental revenue from operating leases is recognized on a straight-line basis over the initial terms of the related leases. Certain tenants are required to pay percentage rent if their sales volumes exceed thresholds specified in their lease agreements. Percentage rent is recognized as revenue when the thresholds are achieved and the amounts become determinable.

We receive reimbursements from tenants for real estate taxes, insurance, common area maintenance and other recoverable operating expenses as provided in the lease agreements. Tenant reimbursements are recognized as revenue in the period the related operating expenses are incurred. Tenant reimbursements related to certain capital expenditures are billed to tenants over periods of 5 to 15 years and are recognized as revenue when billed.

We receive management, leasing and development fees from third parties and unconsolidated affiliates. Management fees are charged as a percentage of revenues (as defined in the management agreement) and are recognized as revenue when earned. Development fees are recognized as revenue on a pro rata basis over the development period. Leasing fees are charged for newly executed leases and lease renewals and are recognized as revenue when earned. Development and leasing fees received from unconsolidated affiliates during the development period are recognized as revenue to the extent of the third-party partners' ownership interest. Fees to the extent of our ownership interest are recorded as a reduction to our investment in the unconsolidated affiliate.

Gains on sales of real estate assets are recognized when it is determined that the sale has been consummated, the buyer's initial and continuing investment is adequate, our receivable, if any, is not subject to future subordination, and the buyer has assumed the usual risks and rewards of ownership of the asset. When we have an ownership interest in the buyer, gain is recognized to the extent of the third party partner's ownership interest and the portion of the gain attributable to our ownership interest is deferred.

### *Real Estate Assets*

We capitalize predevelopment project costs paid to third parties. All previously capitalized predevelopment costs are expensed when it is no longer probable that the project will be completed. Once development of a project commences, all direct costs incurred to construct the project, including interest and real estate taxes, are capitalized. Additionally, certain general and administrative expenses are allocated to the projects and capitalized based on the amount of time applicable personnel work on the development project. Ordinary repairs and maintenance are expensed as incurred. Major replacements and improvements are capitalized and depreciated over their estimated useful lives.

All acquired real estate assets are accounted for using the purchase method of accounting and, accordingly, the results of operations are included in the consolidated statements of operations from the respective dates of acquisition. The purchase price is allocated to (i) tangible assets, consisting of land, buildings and improvements, as if vacant, and tenant improvements and (ii) identifiable intangible assets and liabilities generally consisting of above- and below-market leases and in-place leases. We use

estimates of fair value based on estimated cash flows, using appropriate discount rates, and other valuation methods to allocate the purchase price to the acquired tangible and intangible assets. Liabilities assumed generally consist of mortgage debt on the real estate assets acquired. Assumed debt with a stated interest rate that is significantly different from market interest rates is recorded at its fair value based on estimated market interest rates at the date of acquisition.

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Depreciation is computed on a straight-line basis over estimated lives of 40 years for buildings, 10 to 20 years for certain improvements and 7 to 10 years for equipment and fixtures. Tenant improvements are capitalized and depreciated on a straight-line basis over the term of the related lease. Lease-related intangibles from acquisitions of real estate assets are amortized over the remaining terms of the related leases. The amortization of above- and below-market leases is recorded as an adjustment to minimum rental revenue, while the amortization of all other lease-related intangibles is recorded as amortization expense. Any difference between the face value of the debt assumed and its fair value is amortized to interest expense over the remaining term of the debt using the effective interest method.

#### *Carrying Value of Long-Lived Assets*

We periodically evaluate long-lived assets to determine if there has been any impairment in their carrying values and record impairment losses if the undiscounted cash flows estimated to be generated by those assets are less than their carrying amounts or if there are other indicators of impairment. If it is determined that an impairment has occurred, the excess of the asset's carrying value over its estimated fair value is charged to operations. No impairments were incurred during the six months ended June 30, 2009 and 2008.

#### **Recent Accounting Pronouncements**

Effective January 1, 2009, we adopted the previously deferred portion of SFAS No. 157. The adoption had no impact on our condensed consolidated financial statements. The provisions of SFAS No. 157 will be applied at such time a fair value measurement of a nonfinancial asset or nonfinancial liability is required, which may result in a fair value that is materially different than would have been calculated prior to the adoption of SFAS No. 157. See Note 3 to the condensed consolidated financial statements for further discussion.

Effective January 1, 2009, we adopted SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements, an Amendment of ARB No. 51*, which requires that a noncontrolling interest in a consolidated subsidiary be displayed in the consolidated statement of financial position as a separate component of equity. After control is obtained, a change in ownership interests that does not result in a loss of control should be accounted for as an equity transaction. A change in ownership of a consolidated subsidiary that results in a loss of control and deconsolidation is a significant event that triggers gain or loss recognition, with the establishment of a new fair value basis in any remaining ownership interests. The adoption of SFAS No. 160 resulted in certain presentation reclassifications and adjustments in our condensed consolidated financial statements for all periods presented. See Note 4 to the condensed consolidated financial statements for further discussion.

Effective January 1, 2009, we adopted SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133*. SFAS No. 161 improves financial reporting about derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity's financial position, financial performance and cash flows. SFAS No. 161 requires disclosure of the fair values of derivative instruments and their gains and losses in a tabular format and provides more information about an entity's liquidity by requiring disclosure of derivative features that are credit risk-related. It also requires cross-referencing within footnotes to enable financial statement users to locate important information about derivative instruments. The adoption did not have an impact on our condensed

consolidated financial statements. See Note 5 to the condensed consolidated financial statements for further discussion.

Effective January 1, 2009, we adopted FSP Emerging Issues Task Force (“EITF”) 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities*. FSP EITF

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03-6-1 requires that unvested share-based payment awards that contain nonforfeitable rights to dividends or their equivalent be treated as participating securities for purposes of inclusion in the computation of earnings per share (“EPS”) pursuant to the two-class method. Pursuant to the provisions of FSP EITF 03-6-1, all prior-period EPS data presented has been adjusted accordingly. The adoption of FSP EITF 03-6-1 did not have a material impact on our reported EPS.

Effective January 1, 2009, we adopted SFAS No. 141(R), *Business Combinations*, which changes certain aspects of current business combination accounting for business combinations entered into subsequent to December 31, 2008. SFAS No. 141(R) requires, among other things, that entities generally recognize 100 percent of the fair values of assets acquired, liabilities assumed and noncontrolling interests in acquisitions of less than a 100 percent controlling interest when the acquisition constitutes a change in control of the acquired entity. Shares issued as consideration for a business combination are to be measured at fair value on the acquisition date and contingent consideration arrangements are to be recognized at their fair values on the date of acquisition, with subsequent changes in fair value generally reflected in earnings. Pre-acquisition gain and loss contingencies generally are to be recognized at their fair values on the acquisition date and any acquisition-related transaction costs are to be expensed as incurred. We will apply the provisions of SFAS No. 141(R) to future business combinations.

Effective January 1, 2009, we adopted FSP Financial Accounting Standard (“FAS”) 141(R)-1, *Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies*. FSP FAS 141(R)-1 amends the guidance of SFAS No. 141(R) related to accounting for pre-acquisition contingencies to more closely resemble the guidance originally issued under SFAS No. 141, *Business Combinations*. According to the provisions of FSP FAS 141(R)-1, an acquirer is required to recognize assets or liabilities arising from contingencies at fair value if fair value can be reasonably estimated. Otherwise, the asset or liability would generally be recognized in accordance with SFAS No. 5, *Accounting for Contingencies*. The provisions of FSP FAS 141(R)-1 are prospectively applied to business combinations completed subsequent to December 31, 2008. We will apply the provisions SFAS No. 141(R)-1 to future business combinations.

Effective April 1, 2009, we adopted FSP FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*. FSP FAS 157-4 provides additional guidance for estimating fair value when the volume and level of activity for an asset or liability has significantly decreased or when circumstances indicate that a transaction is not orderly. The adoption of FSP FAS 157-4 did not have an impact on our condensed consolidated financial statements.

Effective April 1, 2009, we adopted FSP FAS 115-2 and FAS 124-2, *Recognition and Presentation of Other-Than-Temporary Impairments* to improve the presentation and disclosure of other-than-temporary impairments of debt and equity securities in an entity’s financial statements. FSP FAS 115-2 and FAS 124-2 does not amend the existing recognition and measurement guidance on other-than-temporary impairments of debt and equity securities. The adoption did not have an impact on our condensed consolidated financial statements, but did require additional disclosures regarding other-than-temporary impairments. See Notes 3 and 4 to the condensed consolidated financial statements for further information.

Effective April 1, 2009, we adopted FSP FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments*. The pronouncement amends existing fair value disclosure and interim reporting requirements to require disclosures about fair value of financial instruments for interim

reporting periods. The adoption did not have an impact on our condensed consolidated financial statements, but did require additional disclosures regarding the fair value of our financial instruments. See Note 3 to the condensed consolidated financial statements for further information.

Effective April 1, 2009, we adopted SFAS No. 165, *Subsequent Events*. SFAS No. 165 establishes general standards of accounting for, and disclosure of, events that occur after the balance sheet date, but before the

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issuance of the financial statements. The pronouncement requires entities to disclose the date through which an entity has evaluated subsequent events, which for public companies, shall be the date the financial statements are issued. The adoption did not have an impact on our condensed consolidated financial statements. See Note 13 to the condensed consolidated financial statements for further information.

#### Accounting Pronouncements Not Yet Effective

In June 2009, the FASB issued SFAS No. 166, *Accounting for Transfers of Financial Assets – an Amendment of FASB Statement No. 140*, which requires additional information regarding transfers of financial assets. SFAS No. 166 eliminates the concept of a “qualifying special-purpose entity,” changes the requirements for derecognizing financial assets and requires additional related disclosures. SFAS No. 166 is effective for fiscal years beginning after November 15, 2009. We are currently assessing the potential impact, if any, of the adoption of SFAS No. 166 on our condensed consolidated financial statements.

In June 2009, the FASB issued SFAS No. 167, *Amendments to FASB Interpretation No. 46(R)* which modifies how a company determines when an entity that is insufficiently capitalized or is not controlled through voting, or similar, rights should be consolidated. SFAS No. 167 clarifies that the determination of whether a company is required to consolidate an entity is based on, among other things, an entity’s purpose and design and a company’s ability to direct the activities of the entity that most significantly impact the entity’s economic performance. SFAS No. 167 requires an ongoing reassessment of whether a company is the primary beneficiary of a variable interest entity. SFAS No. 167 also requires additional disclosure about a company’s involvement in variable interest entities and any significant changes in risk exposure due to that involvement. SFAS No. 167 is effective for fiscal years beginning after November 15, 2009. We are currently assessing the potential impact of the adoption of SFAS No. 167 on our condensed consolidated financial statements.

In June 2009, the FASB approved the “FASB Accounting Standards Codification” (the “Codification”) as the single source of authoritative nongovernmental U.S. GAAP. The Codification does not result in changes to current U.S. GAAP, but is intended to simplify user access to all authoritative U.S. GAAP by providing all the authoritative literature related to a particular topic in one area. All existing accounting standard documents will be superseded and all other accounting literature not included in the Codification will be considered nonauthoritative. The Codification is effective for interim periods and fiscal years ending after September 15, 2009. The Codification will not have an impact on our condensed consolidated financial statements.

#### **Impact of Inflation**

Due to the current economic crisis that arose primarily in the fourth quarter of 2008 when the credit and equity investment markets experienced dramatic declines, consumers have experienced drastic decreases in the prices of their equity securities investments, certain savings accounts linked to securities markets and housing values. Decreased spending due to low consumer confidence has left many businesses unprofitable, resulting in necessary cost containment measures including, but not limited to, permanent and temporary lay-offs of employees. The result has been one of the highest unemployment rates in recent history. During this deflationary-type period, generally prices of consumer goods have decreased in an effort to spur consumer spending as one method to assist in the turnaround of the current recession-level conditions. Consumers are

wary of their purchases, especially those that are discretionary in nature, and are seeking lower-cost alternatives when buying both discretionary and necessary goods. This has left many businesses with no alternative but to decrease prices on goods and services simply to stay in business.

During inflationary periods, substantially all of our tenant leases contain provisions designed to mitigate the impact of inflation. These provisions include clauses enabling us to receive percentage rent based on

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tenants' gross sales, which generally increase as prices rise, and/or escalation clauses, which generally increase rental rates during the terms of the leases. In addition, many of the leases are for terms of less than 10 years, which may provide us the opportunity to replace existing leases with new leases at higher base and/or percentage rent if rents of the existing leases are below the then existing market rate. Most of the leases require the tenants to pay a fixed amount subject to annual increases for, or their share of, operating expenses, including common area maintenance, real estate taxes, insurance and certain capital expenditures, which reduces our exposure to increases in costs and operating expenses resulting from inflation.

### **Funds From Operations**

Funds From Operations ("FFO") is a widely used measure of the operating performance of real estate companies that supplements net income determined in accordance with generally accepted accounting principles ("GAAP"). The National Association of Real Estate Investment Trusts ("NAREIT") defines FFO as net income (computed in accordance with GAAP) excluding gains or losses on sales of operating properties, plus depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures and noncontrolling interests. Adjustments for unconsolidated partnerships and joint ventures and noncontrolling interests are calculated on the same basis. We define FFO allocable to common shareholders as defined above by NAREIT less dividends on preferred stock. Our method of calculating FFO allocable to common shareholders may be different from methods used by other REITs and, accordingly, may not be comparable to such other REITs.

We believe that FFO provides an additional indicator of the operating performance of our Properties without giving effect to real estate depreciation and amortization, which assumes the value of real estate assets declines predictably over time. Since values of well-maintained real estate assets have historically risen with market conditions, we believe that FFO enhances investors' understanding of our operating performance. The use of FFO as an indicator of financial performance is influenced not only by the operations of our properties and interest rates, but also by our capital structure.

We present both FFO of our operating partnership and FFO allocable to common shareholders, as we believe that both are useful performance measures. We believe FFO of our operating partnership is a useful performance measure since we conduct substantially all of our business through our operating partnership and, therefore, it reflects the performance of the properties in absolute terms regardless of the ratio of ownership interests of our common shareholders and the noncontrolling interest in our operating partnership. We believe FFO allocable to common shareholders is a useful performance measure because it is the performance measure that is most directly comparable to net income available to common shareholders.

In our reconciliation of net income available to common shareholders to FFO allocable to common shareholders that is presented below, we make an adjustment to add back noncontrolling interest in earnings of our operating partnership in order to arrive at FFO of our operating partnership. We then apply a percentage to FFO of our operating partnership to arrive at FFO allocable to common shareholders. The percentage is computed by taking the weighted average number of common shares outstanding for the period and dividing it by the sum of the weighted average number of common shares and the weighted average number of operating partnership units outstanding during the period.

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FFO does not represent cash flows from operations as defined by GAAP, is not necessarily indicative of cash available to fund all cash flow needs and should not be considered as an alternative to net income for purposes of evaluating our operating performance or to cash flow as a measure of liquidity.

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FFO of the Operating Partnership increased 2.0% to \$96.3 million for the three months ended June 30, 2009 from \$94.4 million for the same period in 2008. FFO of the Operating Partnership decreased 1.4% for the six months ended June 30, 2009 to \$185.7 million compared to \$187.3 million for the same period in 2008 primarily as result of a \$7.7 million impairment loss in the first quarter of 2009.

The reconciliation of FFO to net income available to common shareholders is as follows:

|  | Three Months Ended June 30, |           | Six Months Ended June 30, |            |
|--|-----------------------------|-----------|---------------------------|------------|
|  | 2009                        | 2008      | 2009                      | 2008       |
| Net income available to common shareholders                      | \$ 8,137                    | \$ 9,665  | \$ 9,849                  | \$ 15,837  |
| Noncontrolling interest in earnings of operating partnership     | 5,109                       | 7,385     | 6,415                     | 12,127     |
| Depreciation and amortization expense of:                        |                             |           |                           |            |
| Consolidated properties  | 75,793                      | 73,064    | 154,104                   | 148,144    |
| Unconsolidated affiliates  | 7,555                       | 6,694     | 15,064                    | 13,371     |
| Discontinued operations  | —                           | 117       | —                         | 892        |
| Non-real estate assets   | (243)                       | (259)     | (490)                     | (502)      |
| Noncontrolling investors' share of depreciation and amortization | (64)                        | (303)     | (265)                     | (651)      |
| (Gain) loss on discontinued operations                           | 12                          | (3,112)   | 72                        | (3,112)    |
| Income tax provision on disposal of discontinued operations      | —                           | 1,183     | —                         | 1,183      |
| Funds from operations of the operating partnership               | 96,299                      | 94,434    | 184,749                   | 187,289    |
| Percentage allocable to Company shareholders (1)                 | 61.48%                      | 57.76%    | 59.74%                    | 57.74%     |
| Funds from operations allocable to Company shareholders          | \$ 59,205                   | \$ 54,545 | \$ 110,369                | \$ 108,141 |

- (1) Represents the weighted average number of common shares outstanding for the period divided by the sum of the weighted average number of common shares and the weighted average number of operating partnership units outstanding during the period.

### ITEM 3: Quantitative and Qualitative Disclosures About Market Risk

We are exposed to various market risk exposures, including interest rate risk and foreign exchange rate risk. The following discussion regarding our risk management activities includes forward-looking statements that involve risk and uncertainties. Estimates of future performance and economic conditions are reflected assuming certain changes in interest and foreign exchange rates. Caution should be used in evaluating our overall market risk from the information presented below, as actual results may differ. We employ various derivative programs to manage certain portions of our market risk associated with interest rates. See Note 5 of the notes to consolidated financial statements for further discussions of the qualitative aspects of market risk, including derivative financial instrument activity.

Based on our proportionate share of consolidated and unconsolidated variable-rate debt at June 30, 2009, a 0.5% increase or decrease in interest rates on variable rate debt would increase or decrease annual cash flows by approximately \$6.6 million and, after the effect of capitalized interest, annual earnings by approximately \$5.9 million.

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Based on our proportionate share of total consolidated and unconsolidated debt at June 30, 2009, a 0.5% increase in interest rates would decrease the fair value of debt by approximately \$87.5 million, while a 0.5% decrease in interest rates would increase the fair value of debt by approximately \$89.8 million.



**ITEM 4: Controls and Procedures**

*Disclosure Controls and Procedures*

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of its effectiveness to future periods are subject to the risk

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that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As of the end of the period covered by this quarterly report, an evaluation was performed under the supervision of our Chief Executive Officer and Chief Financial Officer and with the participation of our management, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective to ensure that information that we are required to disclose in the reports we file or submit under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms.

*Changes in Internal Control over Financial Reporting*

There have been no changes in our internal control over financial reporting during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II - OTHER INFORMATION**

**ITEM 1: Legal Proceedings**

None

**ITEM 1A. Risk Factors**

The following information updates the information disclosed in "Item 1A – Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2008, by providing information that is current as of June 30, 2009:

**RISKS RELATED TO REAL ESTATE INVESTMENTS**

*Real property investments are subject to various risks, many of which are beyond our control, that could cause declines in the operating revenues and/or the underlying value of one or more of our Properties.*

A number of factors may decrease the income generated by a retail shopping center property, including:

- National, regional and local economic climates, which may be negatively impacted by loss of jobs, production slowdowns, adverse weather conditions, natural disasters, declines in residential real estate activity and other factors which tend to reduce consumer spending on retail goods.
- Local real estate conditions, such as an oversupply of, or reduction in demand for, retail space or retail goods, and the availability and creditworthiness of current and prospective tenants.
- Increased operating costs, such as increases in repairs and maintenance, real property taxes, utility rates and insurance premiums.

- Delays or cost increases associated with the opening of new or renovated properties, due to higher than estimated construction costs, cost overruns, delays in receiving zoning, occupancy or other governmental approvals, lack of availability of materials and labor, weather conditions, and similar factors which may be outside our ability to control.

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- Perceptions by retailers or shoppers of the safety, convenience and attractiveness of the shopping center.
  - The willingness and ability of the shopping center's owner to provide capable management and maintenance services.
  - The convenience and quality of competing retail properties and other retailing options, such as the Internet.
- In addition, other factors may adversely affect the value of our Properties without affecting their current revenues, including:

- Adverse changes in governmental regulations, such as local zoning and land use laws, environmental regulations or local tax structures that could inhibit our ability to proceed with development, expansion, or renovation activities that otherwise would be beneficial to our Properties.
- Potential environmental or other legal liabilities that reduce the amount of funds available to us for investment in our Properties.
- Any inability to obtain sufficient financing (including both construction financing and permanent debt), or the inability to obtain such financing on commercially favorable terms, to fund new developments, acquisitions, and property expansions and renovations which otherwise would benefit our Properties.
- An environment of rising interest rates, which could negatively impact both the value of commercial real estate such as retail shopping centers and the overall retail climate.

***Illiquidity of real estate investments could significantly affect our ability to respond to adverse changes in the performance of our properties and harm our financial condition.***

Substantially all of our total consolidated assets consist of investments in real properties. Because real estate investments are relatively illiquid, our ability to quickly sell one or more properties in our portfolio in response to changing economic, financial and investment conditions is limited. The real estate market is affected by many factors, such as general economic conditions, availability of financing, interest rates and other factors, including supply and demand for space, that are beyond our control. We cannot predict whether we will be able to sell any property for the price or on the terms we set, or whether any price or other terms offered by a prospective purchaser would be acceptable to us. We also cannot predict the length of time needed to find a willing purchaser and to close the sale of a property.

Before a property can be sold, we might be required to make expenditures to correct defects or to make improvements. We cannot assure you that we will have funds available to correct those defects or to make those improvements, and if we cannot do so, we might not be able to sell the property, or might be required to sell the property on unfavorable terms. In acquiring a property, we might agree to provisions that materially restrict us from selling that property for a period of time or impose other restrictions, such as limitations on the amount of debt that can be placed or repaid on that property. These factors and any others that would impede our ability to respond to adverse changes in the performance of our properties could adversely affect our financial condition and results of operations.

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***We may elect not to proceed with certain development or expansion projects once they have been undertaken, resulting in charges that could have a material adverse effect on our results of operations for the period in which the charge is taken.***

We intend to pursue development and expansion activities as opportunities arise. In connection with any development or expansion, we will incur various risks including the risk that development or expansion opportunities explored by us may be abandoned and the risk that construction costs of a project may exceed original estimates, possibly making the project not profitable. Other risks include the risk that we may not be able to refinance construction loans which are generally with full recourse to us, the risk that occupancy rates and rents at a completed project will not meet projections and will be insufficient to make the project profitable, and the risk that we will not be able to obtain anchor, mortgage lender and property partner approvals for certain expansion activities. In the event of an unsuccessful development project, we could lose our total investment in the project.

We have in the past elected not to proceed with certain development projects and anticipate that we will do so again from time to time in the future. If we elect not to proceed with a development opportunity, the development costs ordinarily will be charged against income for the then-current period. Any such charge could have a material adverse effect on our results of operations for the period in which the charge is taken.

***Certain of our Properties are subject to ownership interests held by third parties, whose interests may conflict with ours and thereby constrain us from taking actions concerning these properties which otherwise would be in the best interests of the Company and our stockholders.***

We own partial interests in 22 malls, eleven associated centers, six community centers and eight office buildings. We manage all but four of these properties. Governor's Square, Governor's Plaza, Kentucky Oaks and Plaza Macaé are all owned by joint ventures and are managed by either a third party managing general partner or a property manager that is affiliated with the third party managing general partner (the "managing partners"). The managing partners perform the property management and leasing services for these four Properties and receive fees for their services. The managing partners of the Properties control the cash flow distributions, although our approval is required for certain major decisions.

Where we serve as managing general partner of the partnerships that own our Properties, we may have certain fiduciary responsibilities to the other partners in those partnerships. In certain cases, the approval or consent of the other partners is required before we may sell, finance, expand or make other significant changes in the operations of such Properties. To the extent such approvals or consents are required, we may experience difficulty in, or may be prevented from, implementing our plans with respect to expansion, development, financing or other similar transactions with respect to such Properties.

With respect to those Properties for which we do not serve as managing general partner, we do not have day-to-day operational control or control over certain major decisions, including leasing and the timing and amount of distributions, which could result in decisions by the managing partners that do not fully reflect our interests. This includes decisions relating to the requirements that we must satisfy in order to maintain our status as a REIT for tax purposes. However, decisions relating to sales, expansion and disposition of all or substantially all of the assets and financings are subject to approval by the Operating Partnership.

***We may incur significant costs related to compliance with environmental laws, which could have a material adverse effect on our results of operations, cash flow and the funds available to us to pay dividends.***

Under various federal, state and local laws, ordinances and regulations, a current or previous owner or operator of real estate may be liable for the costs of removal or remediation of petroleum,

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certain hazardous or toxic substances on, under or in such real estate. Such laws typically impose such liability without regard to whether the owner or operator knew of, or was responsible for, the presence of such substances. The costs of remediation or removal of such substances may be substantial. The presence of such substances, or the failure to promptly remove or remediate such substances, may adversely affect the owner's or operator's ability to lease or sell such real estate or to borrow using such real estate as collateral. Persons who arrange for the disposal or treatment of hazardous or toxic substances may also be liable for the costs of removal or remediation of such substances at the disposal or treatment facility, regardless of whether such facility is owned or operated by such person. Certain laws also impose requirements on conditions and activities that may affect the environment or the impact of the environment on human health. Failure to comply with such requirements could result in the imposition of monetary penalties (in addition to the costs to achieve compliance) and potential liabilities to third parties. Among other things, certain laws require abatement or removal of friable and certain non-friable asbestos-containing materials in the event of demolition or certain renovations or remodeling. Certain laws regarding asbestos-containing materials require building owners and lessees, among other things, to notify and train certain employees working in areas known or presumed to contain asbestos-containing materials. Certain laws also impose liability for release of asbestos-containing materials into the air and third parties may seek recovery from owners or operators of real properties for personal injury or property damage associated with asbestos-containing materials. In connection with the ownership and operation of properties, we may be potentially liable for all or a portion of such costs or claims.

All of our Properties (but not properties for which we hold an option to purchase but do not yet own) have been subject to Phase I environmental assessments or updates of existing Phase I environmental assessments. Such assessments generally consisted of a visual inspection of the Properties, review of federal and state environmental databases and certain information regarding historic uses of the property and adjacent areas and the preparation and issuance of written reports. Some of the Properties contain, or contained, underground storage tanks used for storing petroleum products or wastes typically associated with automobile service or other operations conducted at the Properties. Certain Properties contain, or contained, dry-cleaning establishments utilizing solvents. Where believed to be warranted, samplings of building materials or subsurface investigations were undertaken. At certain Properties, where warranted by the conditions, we have developed and implemented an operations and maintenance program that establishes operating procedures with respect to asbestos-containing materials. The costs associated with the development and implementation of such programs were not material. We have also obtained environmental insurance coverage at certain of our Properties.

We believe that our Properties are in compliance in all material respects with all federal, state and local ordinances and regulations regarding the handling, discharge and emission of hazardous or toxic substances. We have recorded in our financial statements a liability of \$2.7 million related to potential future asbestos abatement activities at our Properties which are not expected to have a material impact on our financial condition or results of operations. We have not been notified by any governmental authority, and are not otherwise aware, of any material noncompliance, liability or claim relating to hazardous or toxic substances in connection with any of our present or former Properties. Therefore, we have not recorded any liability related to hazardous or toxic substances. Nevertheless, it is possible that the environmental assessments available to us do not reveal all potential environmental liabilities. It is also possible that subsequent investigations will identify material contamination, that adverse environmental conditions have arisen subsequent to the performance of the environmental assessments, or that there are material environmental liabilities of which management is unaware. Moreover, no assurances can be given that (i) future laws, ordinances or regulations will not impose any material environmental liability or (ii) the current environmental condition of the Properties has not been or will not be affected by tenants and occupants of the Properties, by the condition of properties in the vicinity of the Properties or by third parties unrelated to us, the Operating Partnership or the relevant Property's partnership.

***Possible terrorist activity or other acts of violence could adversely affect our financial condition and results of operations.***

Future terrorist attacks in the United States, and other acts of violence, including terrorism or war, might result in declining economic activity, which could harm the demand for goods and services offered by our tenants and the values of our Properties, and might adversely affect an investment in our securities. A decrease in retail demand could make it difficult for us to renew or re-lease our Properties at lease rates equal to or above historical rates. Terrorist activities also could directly affect the value of our Properties through damage, destruction or loss.

**RISKS RELATED TO OUR BUSINESS AND THE MARKET FOR OUR STOCK**

***The current decline in economic conditions, including increased volatility in the capital and credit markets, could adversely affect our business, results of operations and financial condition.***

The United States is in the midst of an economic recession with the capital and credit markets experiencing extreme volatility and disruption. The current economic environment has been affected by dramatic declines in the stock and housing markets, increases in foreclosures, unemployment and costs of living, as well as limited access to credit. This deteriorating economic situation has impacted and is expected to continue to impact consumer spending levels, which can result in decreased revenues for our tenants and related decreases in the values of our Properties. A sustained economic downward trend could impact our tenants' ability to meet their lease obligations due to poor operating results, lack of liquidity, bankruptcy or other reasons. Our ability to lease space and negotiate rents at advantageous rates could also be affected in this type of economic environment. Additionally, if current levels of market volatility continue to worsen, access to capital and credit markets could be disrupted over a more extended period, which may make it difficult to obtain the financing we may need for future growth and/or to meet our debt service obligations as they mature. Any of these events could harm our business, results of operations and financial condition.

***Our recent common stock offering was dilutive, and there may be future dilution of our common stock.***

After giving effect to the issuance of common stock in our recent offering, the receipt of the net proceeds and the use of such proceeds as described above, the offering may be expected to have a dilutive effect on our previously announced estimated earnings per share and funds from operations per share for the year ending December 31, 2009. The actual amount of dilution cannot be determined at this time and will be based on numerous factors.

Additionally, subject to the discussion below under “—We have a limited number of authorized shares of common stock available for issuance, and if our stockholders do not approve an increase in the authorized number of shares of our common stock we may be unable to raise significant additional common equity capital beyond our recent common stock offering,” we are not restricted by our organizational documents, contractual arrangements or otherwise from issuing additional common stock or preferred shares, including any securities that are convertible into or exchangeable or exercisable for, or that represent the right to receive, common stock or preferred stock or any substantially similar securities in the future. The market price of our common stock could decline as a result of sales of a large number of shares of our common stock in the market after our recent common stock offering or the perception that such sales could occur. Additionally, future sales or issuances of substantial amounts of our common stock may be at prices below the \$6.00 per share offering price applicable to our recent common stock offering and may adversely impact the market price of our common stock.

***We have a limited number of authorized shares of common stock available for issuance, and if our stockholders do not approve an increase in the authorized number of shares of our common stock we may be unable to raise significant additional common equity capital beyond our recent common stock offering.***

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As of August 5, 2009, following our recent common stock offering, we had 180,000,000 authorized shares of common stock, of which 137,859,925 shares of common stock were issued and outstanding and, after giving effect to the Forbearance and Waiver Agreement described below, an additional 14,948,692 were reserved for issuance upon exchanges of units in CBL & Associates Limited Partnership (our "Operating Partnership") and in connection with certain equity compensation plans and dividend reinvestment plans. Thus, we have a limited number of shares of common stock available for future issuance. The limited availability of shares of common stock may hinder our ability to raise capital through the issuance of common stock or securities convertible into or exchangeable or exercisable for common stock, if the need should so arise.

Moreover, in connection with our recent common stock offering, certain holders of units in our Operating Partnership, including certain of our executive officers and their affiliates as well as certain affiliates of Jacobs Realty Investors Limited Partnership, a Delaware limited partnership (collectively, the "Deferring Holders"), entered into a Forbearance and Waiver Agreement with the Company, in which they agreed to defer their right to exchange an aggregate of 37,000,000 of their Operating Partnership units for shares of our common stock or cash (at our election), until the earlier of (A) the close of business on the date upon which we effectively amend our Certificate of Incorporation to increase our authorized share capital to include at least 217,000,000 shares of Common Stock (the "Replenishment Date") or (B) December 31, 2009. The Deferring Holders also agreed to waive our obligation under the Operating Partnership Agreement to reserve a sufficient number of shares of common stock to satisfy their Operating Partnership exchange rights with respect to such units until the Replenishment Date, regardless of when such date occurs. As a result, we have not reserved shares of our authorized common stock for issuance upon an exchange of such units. If, following such deferral, the Deferring Holders were to exercise their exchange rights before we had available a sufficient number of authorized shares of our common stock to deliver in satisfaction of such exchange rights, we would be compelled to satisfy such rights with cash payments.

We plan to convene a special meeting of stockholders during the third quarter of 2009 for the purpose of seeking stockholder approval to increase the number of our authorized shares of common stock from 180,000,000 shares to 1,000,000,000 shares. Under applicable Delaware law and the provisions of our Certificate of Incorporation such an increase will require the approval of the holders of a majority of our issued and outstanding shares of common stock. No assurance can be provided that we will be able to obtain the requisite vote to increase the number of our authorized shares of common stock. A failure to increase our authorized share capital would adversely affect our ability to raise additional capital and to satisfy the exchange rights of the Deferring Holders for other than cash payments and therefore could materially and adversely affect our financial condition, liquidity and prospects.

### *The market price of our common stock or other securities may fluctuate significantly.*

The market price of our common stock or other securities may fluctuate significantly in response to many factors, including:

- actual or anticipated variations in our operating results, funds from operations, cash flows or liquidity;
- changes in our earnings estimates or those of analysts;
- changes in our dividend policy;
- publication of research reports about us, the retail industry or the real estate industry generally;
- increases in market interest rates that lead purchasers of our securities to seek higher dividend or interest rate yields;
- changes in market valuations of similar companies;

- adverse market reaction to the amount of our outstanding debt at any time, the amount of our maturing debt in the near and medium term and our ability to refinance such debt and the terms thereof or our plans to incur additional debt in the future;
- additions or departures of key management personnel;
- actions by institutional security holders;
- speculation in the press or investment community;
- the occurrence of any of the other risk factors included in, or incorporated by reference in, this report; and
- general market and economic conditions.

Many of the factors listed above are beyond our control. Those factors may cause the market price of our common stock or other securities to decline significantly, regardless of our financial performance and condition and prospects. It is impossible to provide any assurance that the market price of our common stock or other securities will not fall in the future, and it may be difficult for holders to sell such securities at prices they find attractive, or at all.

***Competition from other retail formats could adversely affect the revenues generated by our Properties, resulting in a reduction in funds available for distribution to our stockholders.***

There are numerous shopping facilities that compete with our Properties in attracting retailers to lease space. In addition, retailers at our Properties face competition for customers from:

- Discount shopping centers
- Outlet malls
- Wholesale clubs
- Direct mail
- Telemarketing
- Television shopping networks
- Shopping via the Internet

Each of these competitive factors could adversely affect the amount of rents and tenant reimbursements that we are able to collect from our tenants, thereby reducing our revenues and the funds available for distribution to our stockholders.

***Increased operating expenses and decreased occupancy rates may not allow us to recover the majority of our common area maintenance (CAM) and other operating expenses from our tenants, which could adversely affect our financial position, results of operations and funds available for future distributions.***

Energy costs, repairs, maintenance and capital improvements to common areas of our Properties, janitorial services, administrative, property and liability insurance costs and security costs are typically allocable to our Properties' tenants. Our lease agreements typically provide that the tenant is liable for a portion of the CAM and other operating expenses. While historically our lease agreements provided for variable CAM provisions, the majority of our current leases require an equal periodic tenant reimbursement amount for our cost recoveries which serves to fix our tenants' CAM contributions to us. In these cases, a tenant will pay a single specified rent amount, or a set expense reimbursement amount, subject to annual increases, regardless of the actual amount of operating expenses. The tenant's payment remains the same regardless of whether operating expenses increase or decrease, causing us to be responsible for any excess amounts or to benefit from any declines. As a result, the CAM and tenant reimbursements that we receive may or may not allow us to recover a substantial portion of these operating costs.





Additionally, in the event that our Properties are not fully occupied, we would be required to pay the portion of any operating, redevelopment or renovation expenses allocable to the vacant space(s) that would otherwise typically be paid by the residing tenant(s).

***The loss of one or more significant tenants, due to bankruptcies or as a result of ongoing consolidations in the retail industry, could adversely affect both the operating revenues and value of our Properties.***

Regional malls are typically anchored by well-known department stores and other significant tenants who generate shopping traffic at the mall. A decision by an anchor tenant or other significant tenant to cease operations at one or more Properties could have a material adverse effect on those Properties and, by extension, on our financial condition and results of operations. The closing of an anchor or other significant tenant may allow other anchors and/or tenants at an affected Property to terminate their leases, to seek rent relief and/or cease operating their stores or otherwise adversely affect occupancy at the Property. In addition, key tenants at one or more Properties might terminate their leases as a result of mergers, acquisitions, consolidations, dispositions or bankruptcies in the retail industry. The bankruptcy and/or closure of one or more significant tenants, if we are not able to successfully re-tenant the affected space, could have a material adverse effect on both the operating revenues and underlying value of the Properties involved, reducing the likelihood that we would be able to sell the Properties if we decided to do so, or we may be required to incur redevelopment costs in order to successfully obtain new anchors or other significant tenants when such vacancies exist.

***Our Properties may be subject to impairment charges which can adversely affect our financial results.***

We periodically evaluate long-lived assets to determine if there has been any impairment in their carrying values and record impairment losses if the undiscounted cash flows estimated to be generated by those assets are less than their carrying amounts or if there are other indicators of impairment. If it is determined that an impairment has occurred, the amount of the impairment charge is equal to the excess of the asset's carrying value over its estimated fair value, which could have a material adverse effect on our financial results in the accounting period in which the adjustment is made. Our estimates of undiscounted cash flows expected to be generated by each property are based on a number of assumptions that are subject to economic and market uncertainties including, but not limited to, demand for space, competition for tenants, changes in market rental rates and costs to operate each property. As these factors are difficult to predict and are subject to future events that may alter our assumptions, the future cash flows estimated in our impairment analyses may not be achieved.

***Inflation or deflation may adversely affect our financial condition and results of operations.***

Increased inflation could have a pronounced negative impact on our mortgage and debt interest and general and administrative expenses, as these costs could increase at a rate higher than our rents. Also, inflation may adversely affect tenant leases with stated rent increases, which could be lower than the increase in inflation at any given time. Inflation could also have an adverse effect on consumer spending which could impact our tenants' sales and, in turn, our percentage rents, where applicable.

Deflation can result in a decline in general price levels, often caused by a decrease in the supply of money or credit. The predominant effects of deflation are high unemployment, credit contraction and weakened consumer demand. Restricted lending practices could impact our ability to obtain financings or refinancings for our properties and our tenants' ability to obtain credit. Decreases in consumer demand can have a direct impact on our tenants and the rents we receive.

***Certain agreements with prior owners of Properties that we have acquired may inhibit our ability to enter into future sale or refinancing transactions affecting such Properties, which otherwise would be in the best interests of the Company and our stockholders.***

Certain Properties that we originally acquired from third parties had unrealized gain attributable to the difference between the fair market value of such Properties and the third parties' adjusted tax basis in the Properties immediately prior to their contribution of such Properties to the Operating Partnership pursuant to our acquisition. For this reason, a taxable sale by us of any of such Properties, or a significant reduction in the debt encumbering such Properties, could result in adverse tax consequences to the third parties who contributed these Properties in exchange for interests in the Operating Partnership. Under the terms of these transactions, we have generally agreed that we either will not sell or refinance such an acquired Property for a number of years in any transaction that would trigger adverse tax consequences for the parties from whom we acquired such Property, or else we will reimburse such parties for all or a portion of the additional taxes they are required to pay as a result of the transaction. Accordingly, these agreements may cause us not to engage in future sale or refinancing transactions affecting such Properties which otherwise would be in the best interests of the Company and our stockholders, or may increase the costs to us of engaging in such transactions.

***Uninsured losses could adversely affect our financial condition, and in the future our insurance may not include coverage for acts of terrorism.***

We carry a comprehensive blanket policy for general liability, property casualty (including fire, earthquake and flood) and rental loss covering all of the Properties, with specifications and insured limits customarily carried for similar properties. However, even insured losses could result in a serious disruption to our business and delay our receipt of revenue. Furthermore, there are some types of losses, including lease and other contract claims, as well as some types of environmental losses, that generally are not insured or are not economically insurable. If an uninsured loss or a loss in excess of insured limits occurs, we could lose all or a portion of the capital we have invested in a Property, as well as the anticipated future revenue from the Property. If this happens, we, or the applicable Property's partnership, may still remain obligated for any mortgage debt or other financial obligations related to the Property.

The general liability and property casualty insurance policies on our Properties currently include coverage for loss resulting from acts of terrorism, whether foreign or domestic. While we believe that the Properties are adequately insured in accordance with industry standards, the cost of general liability and property casualty insurance policies that include coverage for acts of terrorism has risen significantly subsequent to September 11, 2001. The cost of coverage for acts of terrorism is currently mitigated by the Terrorism Risk Insurance Act ("TRIA"). If TRIA is not extended beyond its current expiration date of December 31, 2014, we may incur higher insurance costs and greater difficulty in obtaining insurance that covers terrorist-related damages. Our tenants may also experience similar difficulties.

***The U.S. federal income tax treatment of corporate dividends may make our stock less attractive to investors, thereby lowering our stock price.***

The maximum U.S. federal income tax rate for dividends received by individual taxpayers has been reduced generally from 38.6% to 15.0% (currently effective from January 1, 2003 through 2010). However, dividends payable by REITs are generally not eligible for such treatment. Although this legislation did not have a directly adverse effect on the taxation of REITs or dividends paid by REITs, the more favorable treatment for non-REIT dividends could cause individual investors to consider investments in non-REIT corporations as more attractive relative to an investment in a REIT, which could have an adverse impact on the market price of our stock.

## RISKS RELATED TO DEBT AND FINANCIAL MARKETS

*The deterioration of the capital and credit markets could adversely affect our ability to access funds and the capital needed to refinance debt or obtain new debt.*

We are significantly dependent upon external financing to fund the growth of our business and ensure that we meet our debt servicing requirements. Our access to financing depends on the willingness of lending institutions to grant credit to us and conditions in the capital markets in general. The United States is in the midst of an economic recession with the capital and credit markets experiencing extreme volatility and disruption. If current levels of market volatility continue to worsen, access to capital and credit markets could be disrupted over an extended period of time, which may make it difficult to obtain the financing we may need for future growth and/or to meet our debt service obligations as they mature. Although we have successfully obtained debt for refinancings of our maturing debt, acquisitions and the construction of new developments in the past, we cannot make any assurances as to whether we will be able to obtain debt in the future, or that the financing options available to us will be on favorable or acceptable terms.

We rely upon our largest secured and unsecured credit facilities as sources of funding for numerous transactions. Our access to these funds is dependent upon the ability of each of the participants to the credit facilities to meet their funding commitments. Given the tightening of the credit markets, the massive losses suffered recently by many financial institutions, steep declines in the stock markets and the need for government intervention through "bail-out" procedures, many financial institutions simply do not have the available capital to meet their previous commitments. The failure of one or more significant participants to our credit facilities to meet their funding commitments could have an adverse affect on our financial condition and results of operations.

*Our indebtedness is substantial and could impair our ability to obtain additional financing.*

We received approximately \$381.6 million in net proceeds from the sale of additional shares of our common stock in our recent offering which closed on June 15, 2009, after payment of the underwriting discount and our other offering expenses. These proceeds were used to reduce amounts outstanding under our current credit facilities.

As of June 30, 2009, after the application of the net proceeds from our recent common stock offering as described above, our total share of consolidated and unconsolidated debt is approximately \$6,252.6 million. As of such date, and giving effect to the foregoing, our total share of consolidated and unconsolidated debt maturing in 2009, 2010 and 2011, giving effect to all maturity extensions received to date, is approximately \$52.8 million, \$1,066.9 million and \$688.0 million, respectively. Our existing consolidated and unconsolidated debt obligations generally contain maturity extension options which are available to us only if we are in compliance with all of the terms of the related indebtedness and we pay an extension fee to the lender. No assurance can be given that we will meet all of the conditions necessary to exercise any maturity extension option at the relevant time.

At June 30, 2009, our total share of consolidated and unconsolidated debt outstanding was approximately \$6,252.6 million, which represents approximately 82.6% of our total market capitalization at that time. Giving effect to all maturity extensions available at our option (which requires continued compliance with the terms of the indebtedness and payment of a fee), as of June 30, 2009, the balance at maturity of our share of total consolidated and unconsolidated debt (after giving effect to amortization through maturity) was approximately \$5,800.1 million, including \$52.3 million, \$1,041.7 million, \$680.2 million, \$915.4 million and \$3,110.5 million currently scheduled to mature in 2009, 2010, 2011, 2012 and thereafter, respectively. Our substantial leverage could have important consequences. For example, it could:

- result in the acceleration of a significant amount of debt for non-compliance with the terms of such debt or, if such debt contains cross-default or cross-acceleration provisions, other debt;
- result in the loss of assets due to foreclosure or sale on unfavorable terms, which could create taxable income without accompanying cash proceeds;
- materially impair our ability to borrow unused amounts under existing financing arrangements or to obtain additional financing or refinancing on favorable terms or at all;
- require us to dedicate a substantial portion of our cash flow to paying principal and interest on our indebtedness, reducing the cash flow available to fund our business, to pay dividends, including those necessary to maintain our REIT qualification, or to use for other purposes;
- increase our vulnerability to the ongoing economic downturn;
- limit our ability to withstand competitive pressures; or
- reduce our flexibility to respond to changing business and economic conditions.

If any of the foregoing occurs, our business, financial condition, liquidity, results of operations and prospects could be materially and adversely affected, and the trading price of our common stock or other securities could decline significantly. For additional information regarding risks associated with our indebtedness, see “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2008 and our Quarterly Report on Form 10-Q for the three months ended March 31, 2009.

***Rising interest rates could both increase our borrowing costs, thereby adversely affecting our cash flow and the amounts available for distributions to our stockholders, and decrease our stock price, if investors seek higher yields through other investments.***

An environment of rising interest rates could lead holders of our securities to seek higher yields through other investments, which could adversely affect the market price of our stock. One of the factors that may influence the price of our stock in public markets is the annual distribution rate we pay as compared with the yields on alternative investments. Numerous other factors, such as governmental regulatory action and tax laws, could have a significant impact on the future market price of our stock. In addition, increases in market interest rates could result in increased borrowing costs for us, which may adversely affect our cash flow and the amounts available for distributions to our stockholders.

***Certain of our credit facilities, the loss of which could have a material, adverse impact on our financial condition and results of operations, are conditioned upon the Operating Partnership continuing to be managed by certain members of its current senior management and by such members of senior management continuing to own a significant direct or indirect equity interest in the Operating Partnership.***

Certain of the Operating Partnership’s lines of credit are conditioned upon the Operating Partnership continuing to be managed by certain members of its current senior management and by such members of senior management continuing to own a significant direct or indirect equity interest in the Operating Partnership (including any shares of our common stock owned by such members of senior management). If the failure of one or more of these conditions resulted in the loss of these credit facilities and we were unable to obtain suitable replacement financing, such loss could have a material, adverse impact on our financial position and results of operations.

## **RISKS RELATED TO GEOGRAPHIC CONCENTRATIONS**

*Since our Properties are located principally in the Southeastern and Midwestern United States, our financial position, results of operations and funds available for distribution to shareholders are subject generally to economic conditions in these regions.*

Our Properties are located principally in the southeastern and midwestern United States. Our Properties located in the southeastern United States accounted for approximately 48.4% of our total revenues from all Properties for the six months ended June 30, 2009 and currently include 43 malls, 20 associated centers, 7 community centers and 18 office buildings. Our Properties located in the midwestern United States accounted for approximately 32.5% of our total revenues from all Properties for the six months ended June 30, 2009 and currently include 27 malls and 4 associated centers. Our results of operations and funds available for distribution to shareholders therefore will be subject generally to economic conditions in the southeastern and midwestern United States. We will continue to look for opportunities to geographically diversify our portfolio in order to minimize dependency on any particular region; however, the expansion of the portfolio through both acquisitions and developments is contingent on many factors including consumer demand, competition and economic conditions.

*Our financial position, results of operations and funds available for distribution to shareholders could be adversely affected by any economic downturn affecting the operating results at our Properties in the St. Louis, MO, Nashville, TN, Kansas City (Overland Park), KS, Madison, WI and Chattanooga, TN metropolitan areas, which are our five largest markets.*

Our Properties located in the St. Louis, MO, Nashville, TN, Kansas City (Overland Park), KS, Madison, WI and Chattanooga, TN metropolitan areas accounted for approximately 9.5%, 4.2%, 3.2%, 2.7% and 2.5%, respectively, of our total revenues for the six months ended June 30, 2009. No other market accounted for more than 2.5% of our total revenues for the six months ended June 30, 2009. Our financial position and results of operations will therefore be affected by the results experienced at Properties located in these metropolitan areas.

## **RISKS RELATED TO INTERNATIONAL INVESTMENTS**

*We have ownership interests in certain property investments and joint ventures outside the United States that present numerous risks that differ from those of our domestic investments.*

We hold ownership interests in joint ventures and properties in Brazil and China, respectively, that are currently immaterial to our consolidated financial position. International development and ownership activities yield additional risks that differ from those related to our domestic properties and operations. These additional risks include, but are not limited to:

- Impact of adverse changes in exchange rates of foreign currencies;
- Difficulties in the repatriation of cash and earnings;
- Differences in managerial styles and customs;
- Changes in applicable laws and regulations in the United States that affect foreign operations;
- Changes in foreign political, legal and economic environments; and
- Differences in lending practices.

Our international activities are currently limited in their scope. However, should our investments in international joint ventures and property investments grow, these additional risks could increase in significance and adversely affect our results of operations.

## **RISKS RELATED TO DIVIDENDS**

*We may change the dividend policy for our common stock in the future.*

Our Board of Directors has determined to reduce our annual common stock dividend to the minimum amount required for us to distribute approximately 100% of our taxable income for 2009. We previously paid dividends during 2009 aggregating \$0.74 per share of common stock. On June 1, 2009, our Board of Directors declared a quarterly common stock dividend of \$0.11 per share of common stock, which was paid entirely in cash on July 15, 2009 to holders of record of our common stock on June 30, 2009.

We currently expect that we will pay two additional quarterly dividends for the remainder of 2009, and that these dividends will be paid entirely in cash. However, depending upon our liquidity needs, we reserve the right to pay any or all of these dividends in a combination of cash and shares of common stock, in accordance with applicable revenue procedures of the IRS. A recent IRS revenue procedure allows us to satisfy our 2009 REIT distribution requirement by distributing up to 90% of each 2009 common stock dividend in shares of our common stock in lieu of cash provided certain other criteria are met. In the event that we pay a portion of our dividends in shares of our common stock pursuant to such procedure, taxable U.S. stockholders would be required to pay tax on the entire amount of the dividend, including the portion paid in shares of common stock, in which case such stockholders may have to use cash from other sources to pay such tax. If a U.S. stockholder sells the common stock it receives as a dividend in order to pay its taxes, the sales proceeds may be less than the amount included in income with respect to the dividend, depending on the market price of our common stock at the time of the sale. Furthermore, with respect to non-U.S. stockholders, we may be required to withhold federal tax with respect to our dividends, including dividends that are paid in common stock. In addition, if a significant number of our stockholders sell shares of our common stock in order to pay taxes owed on dividends, such sales would put downward pressure on the market price of our common stock.

The decision to declare and pay dividends on our common stock in the future, as well as the timing, amount and composition of any such future dividends, will be at the sole discretion of our Board of Directors and will depend on our earnings, taxable income, funds from operations, liquidity, financial condition, capital requirements, contractual prohibitions or other limitations under our indebtedness and preferred stock, the annual distribution requirements under the REIT provisions of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), Delaware law and such other factors as our Board of Directors deems relevant. While the statements above concerning dividend payments for 2009 reflect our current intentions, any actual dividends payable will be determined by our Board of Directors based upon the circumstances at the time of declaration, and the actual dividends payable may vary from such intended amounts. To the extent our Board of Directors determines to pay a portion of any dividend in shares of our common stock, our ability to do so may be limited by the amount of common stock then authorized, which presently is subject to the contingency discussed above under "—We have a limited number of authorized shares of common stock available for issuance, and if our stockholders do not approve an increase in the authorized number of shares of our common stock we may be unable to raise significant additional common equity capital beyond our recent common stock offering." Any change in our dividend policy could have a material adverse effect on the market price of our common stock.

## **RISKS RELATED TO FEDERAL INCOME TAX LAWS**

*We conduct a portion of our business through taxable REIT subsidiaries, which are subject to certain tax risks.*

We have established several taxable REIT subsidiaries including our management company. Despite our qualification as a REIT, our taxable REIT subsidiaries must pay income tax on their taxable income. In addition, we must comply with various tests to continue to qualify as a REIT for federal income tax purposes, and our income from and investments in our taxable REIT subsidiaries generally do not constitute permissible income and investments for these tests. While we will

attempt to ensure that our dealings with our taxable REIT subsidiaries will not adversely affect our REIT qualification, we cannot provide assurance that we will successfully achieve that result. Furthermore, we may be subject to a 100% penalty tax, or our taxable REIT subsidiaries may be denied deductions, to the extent our dealings with our taxable REIT subsidiaries are not deemed to be arm's length in nature.

***If we fail to qualify as a REIT in any taxable year, our funds available for distribution to stockholders will be reduced.***

We intend to continue to operate so as to qualify as a REIT under the Internal Revenue Code. Although we believe that we are organized and operate in such a manner, no assurance can be given that we currently qualify and in the future will continue to qualify as a REIT. Such qualification involves the application of highly technical and complex Internal Revenue Code provisions for which there are only limited judicial or administrative interpretations. The determination of various factual matters and circumstances not entirely within our control may affect our ability to qualify. In addition, no assurance can be given that legislation, new regulations, administrative interpretations or court decisions will not significantly change the tax laws with respect to qualification or its corresponding federal income tax consequences. Any such change could have a retroactive effect.

If in any taxable year we were to fail to qualify as a REIT, we would not be allowed a deduction for distributions to stockholders in computing our taxable income and we would be subject to federal income tax on our taxable income at regular corporate rates. Unless entitled to relief under certain statutory provisions, we also would be disqualified from treatment as a REIT for the four taxable years following the year during which qualification was lost. As a result, the funds available for distribution to our stockholders would be reduced for each of the years involved. This would likely have a significant adverse effect on the value of our securities and our ability to raise additional capital. In addition, we would no longer be required to make distributions to our stockholders. We currently intend to operate in a manner designed to qualify as a REIT. However, it is possible that future economic, market, legal, tax or other considerations may cause our board of directors, with the consent of a majority of our stockholders, to revoke the REIT election.

***Any issuance or transfer of our capital stock to any person in excess of the applicable limits on ownership necessary to maintain our status as a REIT would be deemed void ab initio, and those shares would automatically be transferred to a non-affiliated charitable trust.***

To maintain our status as a REIT under the Internal Revenue Code, not more than 50% in value of our outstanding capital stock may be owned, directly or indirectly, by five or fewer individuals (as defined in the Internal Revenue Code to include certain entities) during the last half of a taxable year. Our certificate of incorporation generally prohibits ownership of more than 6% of the outstanding shares of our capital stock by any single stockholder determined by vote, value or number of shares (other than Charles Lebovitz, our Chief Executive Officer, David Jacobs, Richard Jacobs and their affiliates under the Internal Revenue Code's attribution rules). The affirmative vote of 66 % of our outstanding voting stock is required to amend this provision.

Our board of directors may, subject to certain conditions, waive the applicable ownership limit upon receipt of a ruling from the IRS or an opinion of counsel to the effect that such ownership will not jeopardize our status as a REIT. Absent any such waiver, however, any issuance or transfer of our capital stock to any person in excess of the applicable ownership limit or any issuance or transfer of shares of such stock which would cause us to be beneficially owned by fewer than 100 persons, will be null and void and the intended transferee will acquire no rights to the stock. Instead, such issuance or transfer with respect to that number of shares that would be owned by the transferee in excess of the ownership limit provision would be deemed void *ab initio* and those shares would

automatically be transferred to a trust for the exclusive benefit of a charitable beneficiary to be designated by us, with a trustee designated by us, but who would not be affiliated with us or with the prohibited owner. Any acquisition of our capital stock and continued holding or ownership of our capital stock constitutes, under our certificate of incorporation, a continuous representation of compliance with the applicable ownership limit.

*In order to maintain our status as a REIT and avoid the imposition of certain additional taxes under the Internal Revenue Code, we must satisfy minimum requirements for distributions to shareholders, which may limit the amount of cash we might otherwise have been able to retain for use in growing our business.*

To maintain our status as a REIT under the Internal Revenue Code, we generally will be required each year to distribute to our stockholders at least 90% of our taxable income after certain adjustments. However, to the extent that we do not distribute all of our net capital gain or distribute at least 90% but less than 100% of our REIT taxable income, as adjusted, we will be subject to tax on the undistributed amount at ordinary and capital gains corporate tax rates, as the case may be. In addition, we will be subject to a 4% nondeductible excise tax on the amount, if any, by which certain distributions paid by us during each calendar year are less than the sum of 85% of our ordinary income for such calendar year, 95% of our capital gain net income for the calendar year and any amount of such income that was not distributed in prior years. In the case of property acquisitions, including our initial formation, where individual Properties are contributed to our Operating Partnership for Operating Partnership units, we have assumed the tax basis and depreciation schedules of the entities' contributing Properties. The relatively low tax basis of such contributed Properties may have the effect of increasing the cash amounts we are required to distribute as dividends, thereby potentially limiting the amount of cash we might otherwise have been able to retain for use in growing our business. This low tax basis may also have the effect of reducing or eliminating the portion of distributions made by us that are treated as a non-taxable return of capital.

#### **RISKS RELATED TO OUR ORGANIZATIONAL STRUCTURE**

*The ownership limit described above, as well as certain provisions in our amended and restated certificate of incorporation and bylaws, our stockholder rights plan, and certain provisions of Delaware law may hinder any attempt to acquire us.*

There are certain provisions of Delaware law, our amended and restated certificate of incorporation, our bylaws, and other agreements to which we are a party that may have the effect of delaying, deferring or preventing a third party from making an acquisition proposal for us. These provisions may also inhibit a change in control that some, or a majority, of our stockholders might believe to be in their best interest or that could give our stockholders the opportunity to realize a premium over the then-prevailing market prices for their shares. These provisions and agreements are summarized as follows:

- **The Ownership Limit** – As described above, to maintain our status as a REIT under the Internal Revenue Code, not more than 50% in value of our outstanding capital stock may be owned, directly or indirectly, by five or fewer individuals (as defined in the Internal Revenue Code to include certain entities) during the last half of a taxable year. Our certificate of incorporation generally prohibits ownership of more than 6% of the outstanding shares of our capital stock by any single stockholder determined by value (other than Charles Lebovitz, David Jacobs, Richard Jacobs and their affiliates under the Internal Revenue Code's attribution rules). In addition to preserving our status as a REIT, the ownership limit may have the effect of precluding an acquisition of control of us without the approval of our board of directors.



- Classified Board of Directors; Removal for Cause – Our certificate of incorporation provides for a board of directors divided into three classes, with one class elected each year to serve for a three-year term. As a result, at least two annual meetings of stockholders may be required for the stockholders to change a majority of our board of directors. In addition, our stockholders can only remove directors for cause and only by a vote of 75% of the outstanding voting stock. Collectively, these provisions make it more difficult to change the composition of our board of directors and may have the effect of encouraging persons considering unsolicited tender offers or other unilateral takeover proposals to negotiate with our board of directors rather than pursue non-negotiated takeover attempts.
- Advance Notice Requirements for Stockholder Proposals – Our bylaws establish advance notice procedures with regard to stockholder proposals relating to the nomination of candidates for election as directors or new business to be brought before meetings of our stockholders. These procedures generally require advance written notice of any such proposals, containing prescribed information, to be given to our Secretary at our principal executive offices not less than 60 days nor more than 90 days prior to the meeting.
- Vote Required to Amend Bylaws – A vote of 66 % of the outstanding voting stock is necessary to amend our bylaws.
- Delaware Anti-Takeover Statute – We are a Delaware corporation and are subject to Section 203 of the Delaware General Corporation Law. In general, Section 203 prevents an “interested stockholder” (defined generally as a person owning 15% or more of a company’s outstanding voting stock) from engaging in a “business combination” (as defined in Section 203) with us for three years following the date that person becomes an interested stockholder unless:
  - (a) before that person became an interested holder, our board of directors approved the transaction in which the interested holder became an interested stockholder or approved the business combination;
  - (b) upon completion of the transaction that resulted in the interested stockholder becoming an interested stockholder, the interested stockholder owns 85% of our voting stock outstanding at the time the transaction commenced (excluding stock held by directors who are also officers and by employee stock plans that do not provide employees with the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer); or
  - (c) following the transaction in which that person became an interested stockholder, the business combination is approved by our board of directors and authorized at a meeting of stockholders by the affirmative vote of the holders of at least two-thirds of our outstanding voting stock not owned by the interested stockholder.

Under Section 203, these restrictions also do not apply to certain business combinations proposed by an interested stockholder following the announcement or notification of certain extraordinary transactions involving us and a person who was not an interested stockholder during the previous three years or who became an interested stockholder with the approval of a majority of our directors, if that extraordinary transaction is approved or not opposed by a majority of the directors who were directors before any person became an interested stockholder in the previous three years or who were recommended for election or elected to succeed such directors by a majority of directors then in office.

*Certain ownership interests held by members of our senior management may tend to create conflicts of interest between such individuals and the interests of the Company and our Operating Partnership.*

- Tax Consequences of the Sale or Refinancing of Certain Properties – Since certain of our Properties had unrealized gain attributable to the difference between the fair market value and adjusted tax basis in such Properties immediately prior to their contribution to the Operating Partnership, a taxable sale of any such Properties, or a significant reduction in the debt encumbering such Properties, could cause adverse tax consequences to the members of our senior management who owned interests in our predecessor entities. As a result, members of our senior management might not favor a sale of a property or a significant reduction in debt even though such a sale or reduction could be beneficial to us and the Operating Partnership. Our bylaws provide that any decision relating to the potential sale of any property that would result in a disproportionately higher taxable income for members of our senior management than for us and our stockholders, or that would result in a significant reduction in such property’s debt, must be made by a majority of the independent directors of the board of directors. The Operating Partnership is required, in the case of such a sale, to distribute to its partners, at a minimum, all of the net cash proceeds from such sale up to an amount reasonably believed necessary to enable members of our senior management to pay any income tax liability arising from such sale.
- Interests in Other Entities; Policies of the Board of Directors – Certain entities owned in whole or in part by members of our senior management, including the construction company that built or renovated most of our properties, may continue to perform services for, or transact business with, us and the Operating Partnership. Furthermore, certain property tenants are affiliated with members of our senior management. Accordingly, although our bylaws provide that any contract or transaction between us or the Operating Partnership and one or more of our directors or officers, or between us or the Operating Partnership and any other entity in which one or more of our directors or officers are directors or officers or have a financial interest, must be approved by our disinterested directors or stockholders after the material facts of the relationship or interest of the contract or transaction are disclosed or are known to them, these affiliations could nevertheless create conflicts between the interests of these members of senior management and the interests of the Company, our shareholders and the Operating Partnership in relation to any transactions between us and any of these entities.

**ITEM 2: Unregistered Sales of Equity Securities and Use of Proceeds**

- (c) The following table presents information with respect to repurchases of common stock made by us during the three months ended June 30, 2009:

| Period           | Total Numbers of Shares Purchased (1) | Average Price Paid per Share (2) | Total Number of Shares Purchased as Part of a Publicly Announced Plan | Maximum Number of Shares that May Yet Be Purchased Under the Plan |
|------------------|---------------------------------------|----------------------------------|---|---|
| April 1–30, 2009 | —                                     | \$ —                             | —   | —   |
| May 1–31, 2009   | 12,265                                | \$ 7.74                          | —   | —   |
| June 1–30, 2009  | 53                                    | \$ 6.15                          | —   | —   |
| Total            | 12,318                                | \$ 7.73                          | —   | —   |

- (1) Represents shares surrendered to the Company by employees to satisfy federal and state income tax withholding requirements related to the vesting of shares of restricted stock.
- (2) Represents the market value of the common stock on the vesting date for the shares of restricted stock, which was used to determine the number of shares required to be surrendered to satisfy income tax withholding requirements.

**ITEM 3: Defaults Upon Senior Securities**

None

**ITEM 4: Submission of Matters to a Vote of Security Holders**

We held our Annual Meeting of Shareholders on May 4, 2009. The matters that were submitted to a vote of shareholders and the related results are as follow:

1. The following directors were re-elected to three-year terms that expire in 2011:
  - Matthew S. Dominski (59,992,646 votes for and 1,137,341 votes against or withheld), and
  - John N. Foy (54,867,698 votes for and 3,262,289 votes against or withheld).

Additionally, on May 5, 2009, we announced the appointment of Mrs. Kathleen Nelson to the Company's Board of Directors as of such date, to fill the vacancy that resulted from the retirement of Martin J. Cleary from our Board of Directors in May 2009. Her initial term will expire at our 2010 Annual Meeting of Stockholders.

The following additional directors are presently serving three-year terms, which continue beyond the 2009 Annual Meeting of Shareholders:

- Stephen D. Lebovitz (term expires in 2010),
  - Winston W. Walker (term expires in 2010),
  - Charles B. Lebovitz (term expires in 2011),
  - Claude M. Ballard (term expires in 2011),
  - Gary L. Bryenton (term expires in 2011), and
  - Leo Fields (term expires in 2011).
2. Deloitte & Touche was ratified as our independent public accountant for our fiscal year ending December 31, 2009 (57,562,736 votes for and 567,252 votes against or abstentions).
  3. The advisory stockholder proposal to declassify our Board of Directors was approved (30,380,854 votes for and 11,186,096 votes against or abstentions).

**ITEM 5: Other Information**

On May 15, 2009, we extended and modified our \$105.0 million secured credit facility with First Tennessee Bank NA, as administrative agent. The revised facility reflects an extension of the maturity of the facility from June 2010 to June 2011, and amounts outstanding thereunder will bear interest at an annual rate equal to one-month, three-month, six-month or one-year LIBOR (as selected by us) plus 300 basis points, subject to a minimum annual interest rate of 4.50%.

**ITEM 6: Exhibits**

The Exhibit Index attached to this report is incorporated by reference into this Item 6.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CBL & ASSOCIATES PROPERTIES, INC.

/s/ John N. Foy

John N. Foy

Vice Chairman of the Board, Chief Financial

Officer and Treasurer

(Authorized Officer and Principal Financial Officer)

Date: August 10, 2009

**INDEX TO EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 10.18.9                   | Amended and Restated Loan Agreement between the Operating Partnership, The Lakes Mall, LLC, Lakeshore/Sebring Limited Partnership and First Tennessee Bank National Association, dated May 15, 2009 |
| 12.1                      | Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Dividends  |
| 31.1                      | Certification pursuant to Securities Exchange Act Rule 13a-14(a) by the Chief Executive Officer, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.                              |
| 31.2                      | Certification pursuant to Securities Exchange Act Rule 13a-14(a) by the Chief Financial Officer, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.                              |
| 32.1                      | Certification pursuant to Securities Exchange Act Rule 13a-14(b) by the Chief Executive Officer, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.                              |
| 32.2                      | Certification pursuant to Securities Exchange Act Rule 13a-14(b) by the Chief Financial Officer as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.                               |

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