

CBL & ASSOCIATES PROPERTIES INC

Form 8-K

September 30, 2009

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES AND EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): September 28, 2009

CBL & ASSOCIATES PROPERTIES, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction  
of  
Incorporation)

1-12494  
(Commission File Number)

62-1545718  
(I.R.S. Employer  
Identification No.)

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)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement

The information set forth under Item 2.03, "Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant" is incorporated herein by reference.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant

On September 28, 2009, CBL & Associates Properties, Inc. (the "Company") announced that its operating partnership, CBL & Associates Limited Partnership (the "Operating Partnership"), extended and modified its \$525.0 million secured credit facility, of which Wells Fargo Bank NA serves as administrative agent for the lender group. The facility's maturity date was extended from February 26, 2010 to February 26, 2012, with an option to extend the maturity date for one additional year to February 26, 2013 (subject to continued compliance with the terms of the facility). The interest rate on the facility was modified to bear interest at an annual rate equal to the one-month, three-month, or six-month London Interbank Offered Rate ("LIBOR") (at the Operating Partnership's option) plus 325 to 425 basis points, with LIBOR subject to a minimum of 1.50% for periods commencing on or after January 1, 2010. The Operating Partnership paid aggregate fees of approximately \$7.3 million in connection with the extension and modification of the credit facility and is required to pay an annual fee of 35 basis points, to be paid quarterly, based upon any unused commitment. The Operating Partnership must pay a one-time extension fee of 35 basis points should it exercise its option to extend the maturity date to February 26, 2013.

The agreement to the credit facility contains, among other restrictions, certain financial covenants including the maintenance of certain financial coverage ratios and minimum net worth requirements. The agreement to the credit facility contains default provisions customary for transactions of this nature (with applicable customary grace periods), and also contains cross-default provisions in the event (i) there is a default in the payment of any indebtedness owed by the Operating Partnership to any institution which is a part of the lender group for the credit facility, or (ii) there is a non-payment default with respect to any indebtedness owed by the Operating Partnership to any institution which is a part of the lender group for the credit facility and such lender accelerates the payment of the indebtedness owed to it as a result of such default. The credit facility agreement provides that, upon the occurrence and continuation of an event of default, payment of all amounts outstanding under this credit facility and those facilities with which this agreement references cross-default provisions may be accelerated and the lenders' commitments may be terminated.

The agreement to the credit facility and the Company's press release regarding its execution are attached as Exhibits hereto.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired

Not applicable

(b) Pro Forma Financial Information

Not applicable

(c) Exhibits

| Exhibit<br>Number | Description                                                                                                                                                             |
|-------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.26             | Seventh Amended and Restated Credit Agreement between CBL & Associates Limited Partnership and Wells Fargo Bank, National Association, et al., dated September 28, 2009 |
| 99.1              | Press Release – CBL Closes Extension and Modification of Full \$525 Million Secured Facility                                                                            |

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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 hereunto duly authorized.

CBL & ASSOCIATES PROPERTIES, INC.

/s/ John N. Foy  
John N. Foy  
Vice Chairman, Chief Financial Officer  
and Treasurer

Date: September 30, 2009

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