

CBL & ASSOCIATES PROPERTIES INC  
Form 305B2  
October 02, 2014

As filed with the Securities and Exchange Commission on October 2, 2014  
Form S-3 Registration Statement (File Nos. 333-182515 and 333-182515-01)

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM T-1**

**STATEMENT OF ELIGIBILITY UNDER**  
**THE TRUST INDENTURE ACT OF 1939 OF A**  
**CORPORATION DESIGNATED TO ACT AS TRUSTEE**

**o Check if an Application to Determine Eligibility of**  
**a Trustee Pursuant to Section 305(b)(2)**

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**U.S. BANK NATIONAL ASSOCIATION**

(Exact name of Trustee as specified in its charter)

31-0841368

I.R.S. Employer Identification No.

**800 Nicollet Mall**

**Minneapolis, Minnesota**  
(Address of principal executive offices)

**55402**  
(Zip Code)

**William G. Keenan**

**U.S. Bank National Association**

**60 Livingston Avenue**

**St. Paul, MN 55107**

**(651) 495-3918**

(Name, address and telephone number of agent for service)

## **CBL & Associates Properties, Inc.**

## **CBL & Associates Limited Partnership**

(Issuer with respect to the Securities)

**Delaware**

**62-1545718**

**Delaware**

**62-1542285**

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

**CBL Center**

**2030 Hamilton Blvd, Suite 500**

**Chattanooga, Tennessee**  
(Address of Principal Executive Offices)

**37421**  
(Zip Code)

(Senior Notes due October 15, 2024)



**FORM T-1**

**Item 1.**                    **GENERAL INFORMATION.** Furnish the following information as to the Trustee.

a)                    *Name and address of each examining or supervising authority to which it is subject.*

Comptroller of the Currency

Washington, D.C.

b)                    *Whether it is authorized to exercise corporate trust powers.*

Yes

**Item 2.**                    **AFFILIATIONS WITH OBLIGOR.** *If the obligor is an affiliate of the Trustee, describe each such affiliation.*

None

**Items 3-15**                    *Items 3-15 are not applicable because to the best of the Trustee's knowledge, the obligor is not in default under any Indenture for which the Trustee acts as Trustee.*

**Item 16.**                    **LIST OF EXHIBITS:** *List below all exhibits filed as a part of this statement of eligibility and qualification.*

1.                    A copy of the Articles of Association of the Trustee.\*

2.                    A copy of the certificate of authority of the Trustee to commence business, attached as Exhibit 2.

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3. A copy of the certificate of authority of the Trustee to exercise corporate trust powers, attached as Exhibit 3.
4. A copy of the existing bylaws of the Trustee.\*\*
5. A copy of each Indenture referred to in Item 4. Not applicable.
6. The consent of the Trustee required by Section 321(b) of the Trust Indenture Act of 1939, attached as Exhibit 6.
7. Report of Condition of the Trustee as of \_\_\_\_\_ published pursuant to law or the requirements of its supervising or examining authority, attached as Exhibit 7.

**SIGNATURE**

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the Trustee, U.S. BANK NATIONAL ASSOCIATION, a national banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility and qualification to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of New York, State of New York on the 2nd of October, 2014.

By: /s/ William G. Keenan  
William G. Keenan  
Vice President