

CBL & ASSOCIATES PROPERTIES INC
Form 424B2
February 24, 2010

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Filed pursuant to Rule 424(b)(2)
Registration Statement No. 333-161182

Subject to Completion

Preliminary Prospectus Supplement dated February 24, 2010

**PROSPECTUS SUPPLEMENT
(To Prospectus dated August 7, 2009)**

Depository Shares

CBL & Associates Properties, Inc.

Each Representing $\frac{1}{10}$ th of a Share of 7.375% Series D Cumulative Redeemable Preferred Stock (Liquidation Preference \$25.00 per Depository Share)

We are offering and selling _____ depository shares, each representing $\frac{1}{10}$ th of a share of our 7.375% Series D cumulative redeemable preferred stock, par value \$.01 per share. As of December 31, 2009, there were 7,000,000 depository shares outstanding.

We will pay cumulative dividends on the shares of Series D preferred stock underlying the depository shares offered hereby, from and including December 30, 2009, in the amount of \$1.84375 per depository share each year, which is equivalent to 7.375% of the \$25.00 liquidation preference per depository share. Dividends on the depository shares offered hereby will be payable quarterly in arrears, beginning on March 30, 2010.

The liquidation preference of each depository share is \$25.00.

We have the option to redeem all or a portion of the depository shares at any time, in whole or from time to time in part, at \$25.00 per share, plus accrued and unpaid dividends up to and including the date of redemption. We may also redeem the depository shares if necessary to preserve our status as a real estate investment trust.

The depository shares have no stated maturity, are not subject to any sinking fund, are not convertible into any other securities and will remain outstanding indefinitely unless redeemed at our option.

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Holders of depositary shares will generally have no voting rights, except for limited voting rights if we fail to pay dividends for six or more quarterly periods (whether or not consecutive) and in certain other events.

At the closing of this offering, we will deposit _____ shares of Series D preferred stock underlying the depositary shares with Computershare Trust Company, N.A., as depositary.

The depositary shares are subject to certain restrictions on ownership and transfer designed to preserve our qualification as a real estate investment trust for federal income tax purposes. See "Description of Series D Preferred Stock and Depositary Shares Restrictions on Transfer" beginning on page S-16 of this prospectus supplement and "Description of Capital Stock Description of Common Stock Restrictions on Transfer" in the accompanying prospectus for more information about these restrictions.

Our depositary shares are listed on the New York Stock Exchange ("NYSE") under the symbol "CBLPrD". On February 23, 2010, the closing sale price of the depositary shares on the NYSE was \$21.38 per share.

An investment in the depositary shares involves various risks. See "Risk Factors" beginning on page S-6 of this prospectus supplement and on page 4 of the accompanying prospectus, as well as under the caption "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2009 (the "2009 Annual Report"), to read about factors you should consider before buying the depositary shares.

Neither the Securities and Exchange Commission (the "SEC") nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Share	Total
Initial price to public(1)	\$	\$
Underwriting discount	\$	\$
Proceeds, before expenses, to us	\$	\$

(1) Including accrued dividends.

We have granted the underwriters an option to purchase up to _____ additional depositary shares from us at the public offering price, less the underwriting discount, within 30 days from the date of this prospectus supplement.

The underwriters expect to deliver the shares in book-entry form through The Depository Trust Company on or about March _____, 2010.

Joint Book-Running Managers

BofA Merrill Lynch

Wells Fargo Securities

The date of this prospectus supplement is February _____, 2010.

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You should rely only on the information contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus required to be filed with the SEC. We have not, and the underwriters have not, authorized any other person to provide you with additional or different information. If anyone provides you with additional or different information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, the documents incorporated by reference herein and therein, and any free writing prospectus is accurate only as of the respective date of such document or on the date or dates which are specified in such documents. Our business, financial condition, liquidity, results of operations, cash flows or prospects may have changed since those dates.

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into the accompanying prospectus. The second part is the accompanying prospectus, which gives more general information, including information about certain of our securities generally, some of which may not apply to this offering of depositary shares. This prospectus supplement may add, update or change information contained or incorporated by reference in the accompanying prospectus. If the information contained or incorporated by reference in this prospectus supplement is inconsistent with any information contained or incorporated by reference in the accompanying prospectus, the information contained or incorporated by reference in this prospectus supplement will apply and will supersede the inconsistent information contained or incorporated by reference in the accompanying prospectus.

It is important for you to read and consider all of the information contained in this prospectus supplement and the accompanying prospectus before making your investment decision. You should also read and consider the additional information incorporated by reference in this prospectus supplement and the accompanying prospectus before making your investment decision. See "How to Obtain More Information" in this prospectus supplement and the accompanying prospectus, respectively.

FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein may include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended ("Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended ("Exchange Act"). Forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended. All statements other than statements of historical fact should be considered to be forward-looking statements.

Forward-looking statements can often be identified by the use of forward-looking terminology, such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "may," "will be" and variations of these words and similar expressions. Any forward-looking statement speaks only as of the date on which it is made and is qualified in its entirety by reference to the factors discussed throughout this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus.

Although we believe the expectations reflected in any forward-looking statements are based on reasonable assumptions, forward-looking statements are not guarantees of future performance or results and we can give no assurance that these expectations will be achieved. It is possible that the actual results may differ materially from those indicated by these forward-looking statements due to a variety of known and unknown risks and uncertainties. Some of the factors that could cause actual results to differ include, without limitation:

general industry, economic and business conditions;

interest rate fluctuations, costs and availability of capital and capital requirements;

costs and availability of real estate;

inability to consummate acquisition opportunities;

competition from other companies and retail formats;

changes in retail rental rates in our 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; and

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 refinancing requirements and business.

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This list of risks and uncertainties, however, is only a summary and is not intended to be exhaustive. For a discussion of these and other factors that could cause actual results to differ from those contemplated in the forward-looking statements, please see the discussion under "Risk Factors," beginning on page S-6 of this prospectus supplement, on page 4 of the accompanying prospectus and on page 11 of our 2009 Annual Report, which is incorporated by reference in this prospectus supplement and the accompanying prospectus and has been filed with the SEC, as well as other information contained in our publicly available filings with the SEC. We do not undertake any responsibility to update any of these factors or to announce publicly any revisions to forward-looking statements, whether as a result of new information, future events or otherwise.

PROSPECTUS SUPPLEMENT SUMMARY

The following summary may not contain all of the information that is important to you. You should read this entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus carefully before deciding whether to invest in our depositary shares. In this prospectus supplement and the accompanying prospectus, unless otherwise indicated, "the Company," "we," "us" and "our" refer to CBL & Associates Properties, Inc. and its consolidated subsidiaries. Unless otherwise indicated, the information in this prospectus supplement is as of December 31, 2009 and assumes that the underwriters do not exercise their option to purchase additional depositary shares, as described in "Underwriting."

CBL & Associates Properties, Inc.

We are a self-managed, self-administered, fully integrated real estate investment trust ("REIT"). We own, develop, acquire, lease, manage and operate regional shopping malls, open-air centers, community centers and office properties. We currently own interests in a portfolio of properties, consisting of enclosed regional malls, open-air centers, associated centers (each of which is part of a regional shopping mall complex), community centers, a mixed-use center, office buildings (including our corporate office building) and joint venture investments in similar types of properties. We may also own from time to time shopping center properties that are under development or construction, as well as options to acquire certain shopping center development sites. Our shopping center properties are located in 27 domestic states but are primarily in the Southeastern and Midwestern United States. We have elected to be taxed as a REIT for federal income tax purposes.

We conduct substantially all of our business through CBL & Associates Limited Partnership (the "Operating Partnership"). We currently own an indirect majority interest in the Operating Partnership, and one of our wholly owned subsidiaries, CBL Holdings I, Inc., a Delaware corporation, is its sole general partner. To comply with certain technical requirements of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code") applicable to REITs, our property management and development activities and sales of peripheral land are carried out through CBL & Associates Management, Inc., our "Management Company." Our Operating Partnership owns 100% of the stock of the Management Company.

In order for us to maintain our qualification as a REIT for federal income tax purposes, our Certificate of Incorporation provides for an ownership limit which generally prohibits, with certain exceptions, direct or constructive ownership by one person, as defined in our Certificate of Incorporation, of equity securities representing more than 6% of the combined total value of our outstanding equity securities.

Our principal executive offices are located at CBL Center, 2030 Hamilton Place Blvd., Suite 500, Chattanooga, Tennessee 37421-6000, and our telephone number is (423) 855-0001. Our website address is: cblproperties.com. The information contained on our website is not incorporated by reference into, and you must not consider the information to be a part of, this prospectus supplement or the accompanying prospectus.

THIS OFFERING

The following is a brief summary of certain terms of this offering. For a more complete description of the terms of the depositary shares, see "Description of Series D Preferred Stock and Depositary Shares" in this prospectus supplement and "Description of Capital Stock" and "Description of Depositary Shares" in the accompanying prospectus.

Issuer	CBL & Associates Properties, Inc.
Securities Offered	depositary shares, each representing $\frac{1}{10}$ th of a share of our 7.375% Series D cumulative redeemable preferred stock, par value \$.01 per share (depositary shares if the underwriters' over-allotment option is exercised in full).
Securities to be Outstanding After this Offering	As of December 31, 2009, there were 7,000,000 depositary shares outstanding, representing interests in 700,000 shares of Series D preferred stock that were outstanding as of such date. Following this offering, we will have depositary shares outstanding, representing interests in shares of Series D preferred stock.
Dividends	Dividends on the offered shares will be cumulative from and including December 30, 2009 and are payable quarterly in arrears on the 30th day of March, June, September and December of each year, when, as and if declared by our board of directors. We will pay cumulative dividends on the shares of Series D preferred stock underlying the depositary shares offered in this offering, from and including December 30, 2009, in the amount of \$1.84375 per depositary share each year, which is equivalent to 7.375% of the \$25.00 liquidation preference per depositary share. We will pay the first dividend on the shares of Series D preferred stock underlying the depositary shares offered in this offering on March 30, 2010. Any dividend payable on the shares of Series D preferred stock underlying the depositary shares for any partial dividend period shall be computed on the basis of a 360-day year consisting of twelve 30-day months. Dividends on shares of Series D preferred stock underlying the depositary shares will continue to accrue even if we do not have earnings or funds legally available to pay such dividends or we do not declare the payment of dividends.
Liquidation Preference	\$25.00 per depositary share (\$250.00 per underlying share of Series D preferred stock), plus an amount equal to accrued and unpaid dividends, whether or not declared.
Optional Redemption	We may, at our option, redeem the depositary shares, in whole or in part, by paying \$25.00 per share (\$250.00 per underlying share of Series D preferred stock), plus any accrued and unpaid dividends up to and including the date of redemption.

No Maturity

The depositary shares and the underlying shares of Series D preferred stock have no maturity date and we are not required to redeem such shares at any time. Accordingly, the depositary shares and the underlying shares of Series D preferred stock will remain outstanding indefinitely, unless we decide, at our option, to exercise our redemption right. We are not required to set aside funds to redeem the depositary shares and the underlying shares of Series D preferred stock.

Ranking

The Series D preferred stock underlying the depositary shares will rank senior to our common shares and on a parity with (i) our 460,000 outstanding shares of 7.75% Series C preferred stock, represented by 4,600,000 outstanding depositary shares (\$250.00 liquidation preference, or \$25.00 per depositary share), which we refer to as our Series C preferred stock, (ii) our 700,000 outstanding shares of Series D preferred stock, represented by 7,000,000 outstanding depositary shares and (iii) any other parity securities that we may issue in the future. Such ranking applies to the payment of distributions and amounts upon liquidation, dissolution or winding up.

Voting Rights

Record holders of the depositary shares representing interests in our Series D preferred stock will generally have no voting rights. However, if dividends on any outstanding Series D preferred stock are in arrears for six or more quarterly periods (whether or not consecutive), owners of the depositary shares representing interests in the Series D preferred stock, voting together as a class with the holders of all other classes or series of our equity securities ranking on parity with the Series D preferred stock which are entitled to similar voting rights, will be entitled at the next annual meeting of stockholders to elect two additional directors to our board of directors, to serve until all unpaid dividends have been paid or declared and set apart for payment. In addition, the affirmative vote or consent of the holders of at least two-thirds of the outstanding shares of Series D preferred stock and each other class or series of our equity securities ranking on parity with the Series D preferred stock which are entitled to similar voting rights, voting as a single class, is required to authorize, create or increase capital stock ranking senior to the Series D preferred stock or to amend our certificate of incorporation in a manner that materially and adversely affects the rights of the holders of the Series D preferred stock underlying the depositary shares.

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Restrictions on Ownership and

Transfers

For us to qualify as a REIT under the Internal Revenue Code, transfer of depositary shares (and shares of our Series D preferred stock) is restricted so that not more than 50% in value of our outstanding capital stock is owned, directly or constructively, by five or fewer individuals, as defined in the Internal Revenue Code to include certain entities, during the last half of any taxable year. In addition, our certificate of incorporation provides that, subject to certain exceptions, no person (other than Charles Lebovitz, members of the Richard Jacobs Group (as defined), members of the David Jacobs Group (as defined) and their respective affiliates under the applicable attribution rules of the Internal Revenue Code) may own, or be deemed to own by virtue of the attribution provisions of the Internal Revenue Code, more than 6% of the value of our outstanding capital stock. See "Description of Series D Preferred Stock and Depositary Shares Restrictions on Transfer" beginning on page S-16 of this prospectus supplement and "Description of Capital Stock Description of Common Stock Restrictions on Transfer" beginning on page 12 of the accompanying prospectus.

Listing

The depositary shares are listed on the NYSE under the symbol "CBLPrD." We will apply to list the depositary shares offered hereby on the NYSE under the existing symbol "CBLPrD" covering the outstanding depositary shares.

Form

The depositary shares will be issued and maintained in book-entry form registered in the name of the nominee of The Depository Trust Company.

Conversion

The depositary shares (and the shares of Series D preferred stock) are not convertible into, or exchangeable for, any other property or securities.

Use of Proceeds

We expect to receive net proceeds from the sale of the depositary shares of approximately \$ million, after deducting the underwriting discount and other estimated offering expenses payable by us. If the underwriters exercise their option to purchase additional depositary shares in full, our net proceeds from this offering will be approximately \$ million, after deducting the underwriting discount and other estimated offering expenses payable by us.

We will contribute the net proceeds from the sale of our depositary shares to the Operating Partnership in exchange for a number of units to be issued by the Operating Partnership equal to the number of depositary shares sold in this offering, thereby increasing our ownership of the Operating Partnership.

The Operating Partnership will use the net proceeds to reduce amounts outstanding under our credit facilities and for general corporate purposes.

Risk Factors

See "Use of Proceeds" beginning on page S-9 of this prospectus supplement. An investment in the depositary shares involves various risks, and prospective investors should carefully consider the matters discussed under the caption entitled "Risk Factors" beginning on page S-6 of this prospectus supplement, on page 4 of the accompanying prospectus and on page 11 of our 2009 Annual Report before making a decision to invest in the depositary shares.

For additional information regarding the terms of the depositary shares and the Series D preferred stock underlying the depositary shares, see "Description of Series D Preferred Stock and Depositary Shares" beginning on page S-10 of this prospectus supplement.

RISK FACTORS

You should consider carefully all of the information set forth in this prospectus supplement, in the accompanying prospectus and in the documents incorporated by reference herein. In particular, you should consider the risk factors described below, in the accompanying prospectus and in our 2009 Annual Report. These risks are considered to be the most material but are not the only ones we are facing. There may be other unknown or unpredictable economic, business, competitive, regulatory or other factors that could have material adverse effects on our future results. Past financial performance may not be a reliable indicator of future performance and historical trends should not be used to anticipate results or trends in future periods.

After this offering our indebtedness will be substantial and could impair our ability to obtain additional financing.

On a pro forma basis as of December 31, 2009, assuming the completion of this offering and the use of the net proceeds therefrom as described under "Use of Proceeds," our total share of consolidated and unconsolidated debt would have been approximately \$ million. As of such date, and giving effect to the foregoing assumptions, our total share of consolidated and unconsolidated debt maturing in 2010, 2011 and 2012, giving effect to all maturity extensions received to date, would have been approximately \$ million, \$ million and \$ 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 December 31, 2009, our total share of consolidated and unconsolidated debt outstanding was approximately \$6.186 billion, which represented approximately 74.4% of our total market capitalization at that time. 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 undrawn 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 depositary shares could decline significantly. For additional information regarding risks associated with our indebtedness, see "Risk Factors Risks Related to Debt and Financial Markets" in our 2009 Annual Report.

The depositary shares may not have an active trading market, which may negatively affect their market value and your ability to transfer or sell your shares.

The depositary shares currently outstanding are listed on the NYSE. However, an active trading market on the NYSE for the depositary shares may not exist on or after issuance of the depositary

shares offered hereby or, even if it develops, may not last, in which case the trading price of the depositary shares could be adversely affected and your ability to transfer your depositary shares will be limited. The trading price of the depositary shares would depend on many factors, including:

prevailing interest rates;

the market for similar securities;

general economic conditions; and

our financial condition, performance and prospects.

Since we conduct substantially all of our operations through our Operating Partnership, our ability to pay dividends on our Series D preferred stock and the depositary shares depends on the distributions we receive from our Operating Partnership.

We intend to contribute the entire net proceeds from this offering to our Operating Partnership in exchange for preferred units of limited partnership interests that have substantially the same economic terms as the Series D preferred stock. Because we conduct substantially all of our operations through our Operating Partnership, our ability to pay dividends on our Series D preferred stock and the depositary shares will depend almost entirely on payments and distributions we receive on our interests in our Operating Partnership. Additionally, the terms of some of the debt to which our Operating Partnership is a party may limit its ability to make some types of payments and other distributions to us. This in turn may limit our ability to make some types of payments, including payment of dividends on our Series D preferred stock and the depositary shares, unless we meet certain financial tests or such payments or dividends are required to maintain our qualification as a REIT or to avoid the imposition of any federal income or excise tax on undistributed income. As a result, if our Operating Partnership fails to pay distributions to us, we may not be able to pay dividends on our Series D preferred stock and the depositary shares for one or more dividend periods.

CAPITALIZATION

The following table sets forth our capitalization as of December 31, 2009 on a historical basis and on an as adjusted basis to reflect the sale of depositary shares in this offering and the application of the net proceeds of this offering as set forth under "Use of Proceeds." The information set forth in the following table should be read in conjunction with the consolidated financial statements and notes thereto in our 2009 Annual Report.

	As of December 31, 2009	
	Actual	As Adjusted
	(in thousands, except share data)	
	(unaudited)	
LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND EQUITY		
Mortgage and other indebtedness:		
Non-recourse mortgage loans	\$ 3,888,822	\$ 3,888,822
Recourse loans	530,617	530,617
Unsecured term facilities	437,494	437,494
Lines of credit	759,206	
Accounts payable and accrued liabilities	248,333	248,333
Total liabilities	5,864,472	
Redeemable noncontrolling interests	444,259	444,259
Shareholders' equity:		
Preferred Stock, \$.01 par value, 15,000,000 shares authorized:		
7.75% Series C Cumulative Redeemable Preferred Stock, 460,000 shares outstanding	5	5
7.375% Series D Cumulative Redeemable Preferred Stock, 700,000 and shares outstanding on Actual and As Adjusted bases, respectively	7	
Common Stock, \$.01 par value, 350,000,000 shares authorized, 137,888,408 issued and outstanding	1,379	1,379
Additional paid-in capital	1,399,654	
Accumulated other comprehensive income	491	491
Accumulated deficit	(283,640)	(283,640)
Total shareholders' equity	1,117,896	
Noncontrolling interests	302,483	302,483
Total equity	1,420,379	
Total liabilities, redeemable noncontrolling interests and equity	\$ 7,729,110	\$ 7,729,110

USE OF PROCEEDS

We expect to receive approximately \$ million in net proceeds from the sale of our depositary shares in this offering, or approximately \$ million if the underwriters exercise their option to purchase additional depositary shares in full, after payment of the underwriting discount and our other estimated offering expenses. We will contribute the net proceeds from the sale of our depositary shares to our Operating Partnership in exchange for preferred units of limited partnership interests to be issued by the Operating Partnership with substantially identical economic terms as our shares of Series D preferred stock underlying the depositary shares sold in this offering. The Operating Partnership will use the proceeds to reduce amounts outstanding under our credit facilities and for general corporate purposes.

As of February 23, 2010, our \$560 million secured credit facility had an outstanding balance of approximately \$337.4 million, which bore interest at a current annual rate of 2.55%. As of February 23, 2010, our \$525 million secured credit facility had an outstanding balance of approximately \$421.9 million, which bore interest at a current annual rate of 5.50%. Bank of America, N.A., an affiliate of Banc of America Securities LLC (which is an underwriter of this offering), is a lender under numerous credit arrangements to which we are a party, including both of these facilities. Wells Fargo Bank, N.A., an affiliate of Wells Fargo Securities, LLC (which is an underwriter of this offering), is a lender under numerous credit arrangements to which we are a party, including both of these facilities. Wells Fargo Bank, N.A. also acts as administrative agent under both of these facilities. The affiliates of our underwriters that are lenders under these facilities will each receive a pro rata portion of the net proceeds from this offering used to reduce the amount outstanding under such credit facilities.

We intend to use amounts available under our credit facilities to repay mortgage indebtedness from time to time or for other general corporate purposes, which may include amounts owed to affiliates of one or more of the underwriters.

**DESCRIPTION OF SERIES D PREFERRED STOCK
AND DEPOSITARY SHARES**

The following description of the material terms and provisions of the Series D preferred stock and depositary shares is only a summary and is qualified in its entirety by reference to our certificate of incorporation and the amended and restated certificate of designations relating to the Series D preferred stock, each of which is incorporated by reference in this prospectus supplement and the accompanying prospectus.

Our certificate of incorporation authorizes our board of directors to issue up to 15,000,000 shares of our preferred stock, par value \$.01 per share. We currently have outstanding 460,000 shares of Series C preferred stock and 700,000 shares of Series D preferred stock.

Subject to the limitations prescribed by the certificate of incorporation, the board of directors is authorized to establish the number of shares constituting each series of preferred stock and to fix the designations, powers, preferences and rights of the shares of each of those series and the qualifications, limitations and restrictions of each of those series, all without any further vote or action by our stockholders. Our board of directors has adopted an amended and restated certificate of designations establishing the terms of the Series D preferred stock as a series of preferred stock consisting of up to shares, designated as the 7.375% Series D Cumulative Redeemable Preferred Stock. When issued, the shares of Series D preferred stock underlying the depositary shares offered hereby will be validly issued, fully paid and non-assessable.

Each depositary share represents a $1/10^{\text{th}}$ fractional interest of a share of Series D preferred stock. The Series D preferred stock underlying the depositary shares will be deposited with Computershare Trust Company, N.A., as depositary, under a deposit agreement among us, the depositary and the holders from time to time of the depositary receipts issued by the depositary under the deposit agreement. The depositary shares will be evidenced by depositary receipts issued pursuant to the deposit agreement. Subject to the terms of the deposit agreement, each record holder of depositary receipts evidencing depositary shares will be entitled, proportionately, to all the rights and preferences of, and subject to all of the limitations of, the interest in the Series D preferred stock underlying the depositary shares (including dividend, voting, redemption and liquidation rights and preferences). See "Description of Depositary Shares" on page 16 of the accompanying prospectus.

The depositary shares currently outstanding are listed on the NYSE under the symbol "CBLPrD." We will apply to list the depositary shares offered hereby on the NYSE under the existing symbol "CBLPrD" covering the outstanding depositary shares. The Series D preferred stock underlying the depositary shares will not be listed and we do not expect that there will be any trading market for the Series D preferred stock except as represented by the depositary shares.

Rank

The Series D preferred stock underlying the depositary shares will, with respect to dividend rights and rights upon our liquidation, dissolution or winding-up, rank (i) senior to our common stock and to all equity securities ranking junior to the Series D preferred stock; (ii) on a parity with our outstanding Series C preferred stock and Series D preferred stock and other classes or series of our equity securities that we issue, the terms of which specifically provide that these equity securities rank on a parity with the Series D preferred stock; and (iii) junior to all equity securities that we issue in accordance with the amended and restated certificate of designations, the terms of which specifically provide that those equity securities rank senior to the Series D preferred stock. The term "equity securities" does not include convertible debt securities for this purpose.

Dividends

The depositary will distribute to the record holders of the depositary shares cumulative preferential cash dividends of \$1.84375 per depositary share each year, which is equivalent to 7.375% of the \$25.00 liquidation preference per depositary share. Dividends will be distributed when, as and if declared by the board of directors and will be payable out of the assets legally available therefor. Dividends will be cumulative from and including December 30, 2009 and will be payable quarterly in arrears on the 30th day of March, June, September and December of each year or, if not a business day, the next succeeding business day. We will pay the first dividend on the shares of Series D preferred stock underlying the depositary shares offered in this offering on March 30, 2010. Any dividend payable on the shares of Series D preferred stock underlying the depositary shares for any partial dividend period shall be computed on the basis of a 360-day year consisting of twelve 30-day months. Dividends will be payable to record holders of depositary shares as they appear in the depositary's records at the close of business on the applicable record date, which will be the 15th day of the calendar month in which the applicable due date for the dividend payment falls or on such other date designated by the board of directors for the payment of dividends that is not more than 30 nor less than 10 days before the due date for the dividend payment.

We will not declare dividends on the Series D preferred stock, or pay or set apart for payment dividends on the Series D preferred stock at any time if the terms and provisions of any agreement, including any agreement relating to our indebtedness, prohibits the declaration, payment or setting apart for payment or provides that the declaration, payment or setting apart for payment would constitute a breach of the agreement or a default under the agreement, or if the declaration or payment is restricted or prohibited by law.

Notwithstanding the foregoing, dividends on the Series D preferred stock underlying the depositary shares will accrue whether or not we have earnings, whether or not there are funds legally available for the payment of those dividends, and whether or not those dividends are declared. Accrued but unpaid dividends on the Series D preferred stock will accumulate as of the due date on which each such dividend payment first becomes payable. Except as described in the next sentence, we will not declare or pay or set apart for payment dividends on any shares of common stock or shares of any other series of preferred stock ranking, as to dividends, on a parity with or junior to the Series D preferred stock (other than a dividend paid in shares of common stock or in shares of any other class of capital stock ranking junior to the Series D preferred stock as to dividends and upon liquidation) for any period unless full cumulative dividends on the Series D preferred stock for all past dividend periods and the then current dividend period have been or contemporaneously are (i) declared and paid in cash or (ii) declared and a sum sufficient to pay them in cash is set apart for payment. When we do not pay dividends in full (or we do not set apart a sum sufficient to pay them in full) upon the Series D preferred stock and the shares of any other series of preferred stock ranking on a parity as to dividends with the Series D preferred stock, we will declare any dividends upon the Series D preferred stock and any other series of preferred stock ranking on a parity as to dividends with the Series D preferred stock proportionately so that the dividends declared per share of Series D preferred stock and those other series of preferred stock will in all cases bear to each other the same ratio that accrued dividends per share on the Series D preferred stock and those other series of preferred stock (which will not include any accrual in respect of unpaid dividends on such other series of preferred stock for prior dividend periods if those other series of preferred stock do not have cumulative dividends) bear to each other. No interest, or sum of money in lieu of interest, will be payable in respect of any dividend payment or payments on the Series D preferred stock which may be in arrears.

Except as provided in the immediately preceding paragraph, unless we have declared and paid or are contemporaneously declaring and paying full cumulative dividends in cash on the Series D preferred stock or we have declared full cumulative dividends and we have set apart for payment a sum sufficient for the payment of the declared dividends for all past dividend periods and the then current

dividend period, we will not declare or pay or set aside for payment dividends (other than in common stock or other capital stock ranking junior to the Series D preferred stock as to dividends and upon liquidation), nor will we declare or pay any other dividend on our common stock or any other capital stock ranking junior to or on a parity with the Series D preferred stock as to dividends or amounts upon liquidation, nor will we redeem, purchase or otherwise acquire for consideration, or pay or make available any monies for a sinking fund for the redemption of any common stock, or on any other capital stock ranking junior to or on a parity with the Series D preferred stock as to dividends or upon liquidation (except by conversion into or exchange for other shares of capital stock ranking junior to the Series D preferred stock as to dividends and upon liquidation and except for the acquisition of shares that have been designated as shares-in-trust). See "Description of Capital Stock Description of Common Stock Restrictions on Transfer" in the accompanying prospectus for information about the designation of shares as shares-in-trust. Record holders of depositary receipts representing interests in shares of our Series D preferred stock are not entitled to any dividend, whether payable in cash, property or shares of capital stock, in excess of full cumulative dividends on the Series D preferred stock as provided above. Any dividend payment made on the Series D preferred stock will first be credited against the earliest accrued but unpaid dividends due with respect to those shares which remain payable.

Dividends on the Series D preferred stock underlying the depositary shares included in this offering will accrue from and including December 30, 2009 and will be paid to the record holders of the depositary shares on each dividend payment date, with the first dividend to be paid on March 30, 2010. All such payments will be made in accordance with our amended and restated certificate of designations relating to the Series D preferred stock and the deposit agreement relating to the depositary shares.

If, for any taxable year, we elect to designate any portion of the dividends, within the meaning of the Internal Revenue Code, paid or made available for the year to holders of all classes of our shares of capital stock as "capital gain dividends," as defined in Section 857 of the Internal Revenue Code, then the portion of the dividends designated as capital gain dividends that will be allocable to the record holders of depositary shares will be the portion of the dividends designated as capital gain dividends multiplied by a fraction, the numerator of which will be the total dividends paid or made available to such record holders of the depositary receipts for the year and the denominator of which will be the total dividends paid or made available for the year to holders of all classes of our shares of capital stock.

Liquidation Preference

Upon any voluntary or involuntary liquidation, dissolution or winding-up of our affairs, the record holders of the depositary shares that represent interests in our Series D preferred stock will be entitled to be paid out of our assets legally available for distribution to our stockholders a liquidation preference of \$25.00 per depositary share, plus an amount equal to any accrued and unpaid dividends to the date of payment (whether or not declared), before any distribution or payment may be made to holders of shares of common stock or any other class or series of our capital stock ranking junior to the Series D preferred stock as to liquidation rights. If, upon our voluntary or involuntary liquidation, dissolution or winding up, our available assets are insufficient to pay the amount of the liquidating distributions on all outstanding shares of Series D preferred stock and the corresponding amounts payable on all shares of other classes or series of capital stock ranking on a parity with the Series D preferred stock in the distribution of assets, then the record holders of the depositary shares representing interests in our Series D preferred stock and all other classes or series of shares of capital stock of that kind will share proportionately in any such distribution of assets in proportion to the full liquidating distributions to which they would otherwise be respectively entitled. The record holders of depositary shares will be entitled to written notice of any liquidation. After payment of the full amount

of the liquidating distributions to which they are entitled, such record holders will have no right or claim to any of our remaining assets. Our consolidation or merger with or into any other corporation, trust or other entity, the consolidation or merger of any other corporation, trust or other entity with or into us or the sale, lease or conveyance of all or substantially all of our property or business will not be deemed to constitute our liquidation, dissolution or winding-up.

Redemption

Whenever we redeem shares of our Series D preferred stock held by the depositary, the depositary will redeem as of the same redemption date a number of depositary shares representing the shares so redeemed and the depositary receipts evidencing such depositary shares.

We may, at our option upon not less than 30 nor more than 60 days' written notice, redeem the Series D preferred stock underlying the depositary shares, in whole or in part, at any time or from time to time, for cash at a redemption price of \$25.00 per depositary share (\$250.00 per underlying share of Series D preferred stock), plus any accrued and unpaid dividends up to and including the date fixed for redemption (except as provided below), without interest. If we redeem fewer than all of the outstanding shares of Series D preferred stock, the related depositary shares will be redeemed proportionately (as nearly as may be practicable without creating fractional shares) or by lot or by any other equitable method as we may determine. Record holders of depositary receipts evidencing the depositary shares to be redeemed will surrender such depositary receipts at the place designated in the notice and will be entitled to the redemption price and any accrued and unpaid dividends payable upon the redemption following surrender of the depositary receipts. If notice of redemption of any Series D preferred stock and depositary shares has been given and if we have set aside in trust the funds necessary for the redemption for the benefit of the record holders of depositary receipts evidencing depositary shares relating to shares of our Series D preferred stock so called for redemption, then from and after the redemption date dividends will cease to accrue on the depositary shares and underlying Series D preferred stock and such depositary shares and underlying Series D preferred stock will no longer be deemed outstanding and all rights of the holders of the depositary receipts evidencing such depositary shares will terminate, except for the right to receive the redemption price plus any accrued and unpaid dividends payable upon the redemption.

The redemption provisions of the depositary shares and underlying Series D preferred stock do not in any way limit our right or ability to purchase, from time to time either at a public or a private sale, depositary shares and shares of the Series D preferred stock at such price or prices as we may determine, subject to the provisions of applicable law.

Unless we have declared and paid or we are contemporaneously declaring and paying full cumulative dividends on all depositary shares related to the Series D preferred stock and we have set aside a sum sufficient for the payment of full cumulative dividends on all such shares for all past dividend periods and the then current dividend period, we may not redeem such depositary shares unless we simultaneously redeem all outstanding depositary shares, and we will not purchase or otherwise acquire directly or indirectly any depositary shares and shares of Series D preferred stock except by exchange for shares of capital stock (or related depositary receipts) ranking junior to the Series D preferred stock as to dividends and amounts upon liquidation; except that that we may purchase, in accordance with the terms of our certificate of incorporation, our shares designated as shares-in-trust or shares of Series D preferred stock in accordance with a purchase or exchange offer made on the same terms to holders of all depositary receipts evidencing such depositary shares.