

CEDAR SHOPPING CENTERS INC  
Form 8-K  
December 13, 2006

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of Earliest Event Reported): September 27, 2006**

**Cedar Shopping Centers, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or other jurisdiction of  
incorporation)

**001-31817**

(Commission File No.)

**42-1241468**

(IRS Employer Identification  
No.)

**44 South Bayles Avenue**

**Port Washington, NY**

(Address of principal executive  
offices)

**(516) 767-6492**

**11050-3765**

(Zip Code)

(Registrant's telephone number,

including area code)

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 8.01. Other Events.**

With the completion of an acquisition on September 27, 2006, the total of the Company's 2006 non-material acquisitions had reached an amount requiring that a majority of such acquisitions be audited pursuant to Rule 3-14 of Regulation S-X of the Securities and Exchange Commission.

**Item 9.01. Financial Statements and Exhibits.**

**(a) Financial Statements of Businesses Acquired:**

**Elmhurst Square Associates I LLC, Elmhurst Square Associates II LLC and Long Reach Plaza Associates LLC:**

Report of Independent Registered Public Accounting Firm

Combined Statements of Revenues and Certain Expenses:

For the year ended December 31, 2005

For the nine months ended September 30, 2006 (unaudited)

Notes to the Combined Statements of Revenues and Certain Expenses

**(b) Pro Forma Financial Information:**

Pro Forma Condensed Consolidated Balance Sheet as of September 30, 2006 (unaudited)

Pro Forma Condensed Consolidated Statements of Income (unaudited):

For the year ended December 31, 2005

For the nine months ended September 30, 2006

Notes to Pro Forma Condensed Consolidated Financial Statements (unaudited)

**(d) Exhibits:**

23.1 Consent of Independent Registered Public Accounting Firm dated December 11, 2006

**Signatures**

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**Report of Independent Registered Public Accounting Firm**

Board of Directors and Shareholders

Cedar Shopping Centers, Inc.

We have audited the combined statement of revenues and certain expenses of the Elmhurst Square Associates I LLC, Elmhurst Square Associates II LLC and Long Reach Plaza Associates LLC (the Properties ) for the year ended December 31, 2005. The combined statement of revenues and certain expenses is the responsibility of Cedar Shopping Centers, Inc. s (the Company ) management. Our responsibility is to express an opinion on this combined statement of revenues and certain expenses based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the combined statement of revenues and certain expenses is free of material misstatement. We were not engaged to perform an audit of the Properties internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Properties internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the combined statement of revenues and certain expenses, assessing the accounting principles used and significant estimates made by management, and evaluating the overall combined statement of revenues and certain expenses presentation. We believe that our audit provides a reasonable basis for our opinion.

As discussed in Note 1, the accompanying combined statement of revenues and certain expenses was prepared for the purpose of complying with Rule 3-14 of Regulation S-X of the Securities and Exchange Commission for inclusion in Form 8-K of Cedar Shopping Centers, Inc. and is not intended to be a complete presentation of the combined revenues and certain expenses of the Properties.

In our opinion, the combined statement of revenues and certain expense referred to above presents fairly, in all material respects, the combined statement of revenues and certain expenses of the Properties as described in Note 1 for the year ended December 31, 2005, in conformity with U.S. generally accepted accounting principles.

/s/ Ernst & Young LLP

New York, New York

December 11, 2006

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**Elmhurst Square Associates I LLC, Elmhurst Square Associates II LLC and Long Reach Plaza Associates LLC****Combined Statements of Revenues and Certain Expenses**

	<b>Nine months ended September 30, 2006</b>	<b>Year ended December 31, 2005</b>
	<b>(Unaudited)</b>	
Revenues:		
Base rents	\$ 1,167,000	\$ 1,465,000
Tenant reimbursements	303,000	402,000
Other	2,000	16,000
	<hr/>	<hr/>
Total revenues	1,472,000	1,883,000
	<hr/>	<hr/>
Certain expenses:		
Real estate taxes	103,000	133,000
Property operating expenses	363,000	555,000
Management fees - related party	71,000	93,000
	<hr/>	<hr/>
Total certain expenses	537,000	781,000
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Revenues in excess of certain expenses	\$ 935,000	\$ 1,102,000
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See accompanying notes to combined statements of revenues and certain expenses.

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**Elmhurst Square Associates I LLC, Elmhurst Square Associates II LLC and Long Reach Plaza Associates LLC**

**Notes to Combined Statements of Revenues and Certain Expenses**

**For the year ended December 31, 2005**

**For the nine months ended September 30, 2006 (unaudited)**

**1. Basis of Presentation**

Presented herein are the combined statements of revenues and certain expenses of Elmhurst Square Associates I LLC, Elmhurst Square Associates II LLC and Long Reach Plaza Associates LLC, which as a whole comprise the operations of two supermarket-anchored shopping centers located in Portsmouth, Virginia (a/k/a Elmhurst Square) and Columbia, Maryland (a/k/a Long Reach Village) collectively known as the Properties. The Properties contain approximately 171,000 square feet of gross leasable area. Cedar Shopping Centers, Inc. (the Company) acquired Long Reach Village in September 2006 pursuant to the terms of a Purchase and Sale Agreement; Elmhurst Square is expected to close in December 2006. The financial statements for the Properties are combined since the Properties have been or will be acquired from the same seller, thus they were under common control and management.

The accompanying combined financial statements have been prepared in accordance with the applicable rules and regulations of the Securities and Exchange Commission for the acquisition of real estate properties. Accordingly, the combined financial statements exclude certain expenses because they may not be comparable to those expected to be incurred in the proposed future operations of the Properties. Items excluded consist of interest expense and depreciation and amortization expense, which are not directly related to future operations.

**2. Use of Estimates**

The preparation of the combined statements of revenues and certain expenses in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the statements of revenues and certain expenses and accompanying notes. Actual results could differ from those estimates.

**3. Revenue Recognition**

The Properties are being leased to tenants under operating leases. Minimum rental income is recognized on a straight-line basis over the terms of the respective leases. The excess of rents recognized over amounts contractually due pursuant to the underlying leases was approximately \$25,000 and \$37,000 for the year ended December 31, 2005 and for the nine months ended September 30, 2006 (unaudited).

**4. Property Operating Expenses**

Property operating expenses for the year ended December 31, 2005 include approximately \$164,000 for utilities, \$80,000 for repairs and maintenance, \$69,000 for security, \$57,000 for snow and trash removal, \$47,000 for parking lot costs, \$38,000 for insurance, \$37,000 for landscaping, \$25,000 for cleaning, \$17,000 for professional fees, \$7,000 for bad debt expense and \$14,000 for other expenses.

Property operating expenses for the nine months ended September 30, 2006 (unaudited) include approximately \$124,000 for utilities, \$36,000 for parking lot costs, \$35,000 for security, \$35,000 for repairs and maintenance, \$25,000 for insurance, \$23,000 for landscaping, \$22,000 for snow and trash removal, \$19,000 for cleaning, \$11,000 for professional fees, \$17,000 for bad debt expense and \$16,000 for other expenses.

**5. Management Fees Related Party**

The Properties were managed by Perrine & Wheeler LLC, a related party, pursuant to management agreements. Management fees of approximately \$93,000 for the year ended December 31, 2005 and \$71,000 for the nine months ended September 30, 2006 (unaudited) were incurred. The management agreements provided for a monthly management fee of 3% of cash receipts and an asset management fee of 2% of cash receipts, as defined.

**6. Significant Tenants**

Significant tenants include Safeway and Food Lion, which constituted approximately 18% and 13%, respectively, of base rents for the year ended December 31, 2005, and 17% and 12%, respectively, of base rents for the nine months ended September 30, 2006 (unaudited).

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**Elmhurst Square Associates I LLC, Elmhurst Square Associates II LLC and Long Reach Plaza Associates LLC**

**Notes to Combined Statements of Revenues and Certain Expenses**

**For the year ended December 31, 2005**

**For the nine months ended September 30, 2006 (unaudited)**

**(Continued)**

**7. Future Minimum Lease Payments**

Future minimum lease payments to be received under non-cancelable operating leases for the years ending December 31 are as follows:

2006	\$ 1,486,000
2007	1,482,000
2008	1,212,000
2009	1,041,000
2010	840,000
Thereafter	3,431,000
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Total	\$ 9,492,000
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The lease agreements generally contain provisions for reimbursement of real estate taxes and operating expenses, on a pro rata basis, as well as for fixed increases in rent.

**8. Interim Unaudited Financial Information**

The combined statement of revenues and certain expenses for the nine months ended September 30, 2006 is unaudited; however, in the opinion of management, all adjustments (consisting solely of normal recurring adjustments) necessary for a fair presentation of the combined statement of revenues and certain expenses for this interim period have been included. The results of the interim period are not necessarily indicative of the results to be obtained for a full fiscal year.

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**Cedar Shopping Centers, Inc.****Pro Forma Condensed Consolidated Balance Sheet****As of September 30, 2006****(Unaudited)**

The following unaudited pro forma condensed consolidated balance sheet is presented as if Cedar Shopping Centers, Inc. (the Company) had acquired (1) Elmhurst Square Associates I LLC, Elmhurst Square Associates II LLC (Elmhurst Square) and Long Reach Plaza Associates LLC, (Long Reach Village) (collectively Acquired Properties), and (2) the other properties it purchased subsequent to September 30, 2006 and through November 30, 2006, as if all of these transactions were completed as of September 30, 2006. This financial statement should be read in conjunction with the unaudited pro forma condensed consolidated statements of income, and the Company's historical financial statements and notes thereto as filed on Form 10-K for the year ended December 31, 2005 and on Form 10-Q for the nine months ended September 30, 2006. The pro forma condensed consolidated balance sheet is unaudited and is not necessarily indicative of what the actual financial position would have been had the Company acquired (1) Elmhurst Square Associates I LLC, Elmhurst Square Associates II LLC and Long Reach Plaza Associates LLC, and (2) the other properties it purchased subsequent to September 30, 2006 and through November 30, 2006, nor does it purport to represent the future consolidated financial position of the Company.

**As of September 30, 2006**

	<b>Cedar Shopping Centers, Inc. Historical (a)</b>	<b>Completed transactions (b) (d)</b>	<b>Elmhurst Square (c)(d)</b>	<b>Pro forma</b>
<b>Assets</b>				
Real estate				
Land	\$230,777,000	\$ 2,640,000	\$1,400,000	\$234,817,000
Buildings and improvements	960,963,000	10,560,000	5,600,000	977,123,000
	1,191,740,000	13,200,000	7,000,000	1,211,940,000
Less accumulated depreciation	(56,394,000 )			(56,394,000 )
Real estate, net	1,135,346,000	13,200,000	7,000,000	1,155,546,000
Cash and cash equivalents	15,918,000			15,918,000
Cash at joint ventures and restricted cash	11,290,000			11,290,000
Rents and other receivables, net	12,433,000			12,433,000
Other assets	9,430,000		(150,000 )	9,280,000
Deferred charges, net	21,347,000			21,347,000
<b>Total assets</b>	<b>\$1,205,764,000</b>	<b>\$ 13,200,000</b>	<b>\$6,850,000</b>	<b>\$1,225,814,000</b>
<b>Liabilities and shareholders equity</b>				
Mortgage loans payable	\$441,538,000	\$	\$4,260,000	\$445,798,000

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Secured revolving credit facility	215,130,000	13,200,000	2,590,000	230,920,000
Accounts payable, accrued expenses, and other	16,055,000			16,055,000
Unamortized intangible lease liabilities	50,742,000			50,742,000
	<hr/>	<hr/>	<hr/>	<hr/>
<b>Total liabilities</b>	723,465,000	13,200,000	6,850,000	743,515,000
	<hr/>	<hr/>	<hr/>	<hr/>
Minority interests in consolidated joint ventures	9,143,000			9,143,000
Limited partners interest in consolidated Operating Partnership	23,658,000			23,658,000
Shareholders equity	449,498,000			449,498,000
	<hr/>	<hr/>	<hr/>	<hr/>
<b>Total liabilities and shareholders equity</b>	\$1,205,764,000	\$ 13,200,000	\$6,850,000	\$1,225,814,000
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See accompanying notes to pro forma condensed consolidated financial statements.

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**Cedar Shopping Centers, Inc.****Pro Forma Condensed Consolidated Statements of Income****For the year ended December 31, 2005****For the nine months ended September 30, 2006****(Unaudited)**

The following unaudited pro forma condensed consolidated statements of income are presented as if the Company (1) had acquired Elmhurst Square Associates I LLC, Elmhurst Square Associates II LLC and Long Reach Plaza Associates LLC, and (2) had acquired or sold the other properties it purchased or disposed of throughout 2005 and through November 30, 2006, as if all these transactions were completed as of January 1, 2005. These financial statements should be read in conjunction with the accompanying unaudited pro forma condensed consolidated balance sheet, and the Company's historical financial statements and notes thereto as filed on Form 10-K for the year ended December 31, 2005 and on Form 10-Q for the nine months ended September 30, 2006. The pro forma condensed consolidated statements of income are unaudited and are not necessarily indicative of what the actual results of operations would have been had the Company (1) acquired Elmhurst Square Associates I LLC, Elmhurst Square Associates II LLC and Long Reach Plaza Associates LLC, and (2) acquired or sold the other properties it purchased or disposed of throughout 2005 and through November 30, 2006, nor does it purport to represent the consolidated results of operations of the Company for future periods.

**For the year ended December 31, 2005**

	<b>Cedar Shopping Centers, Inc. Historical (a)</b>	<b>Completed transactions (b) (d)</b>	<b>Acquired Properties</b>		<b>Pro forma</b>
			<b>Historical (c)</b>	<b>Pro forma adjustments (d)</b>	
Revenues	\$ 78,941,000	\$ 42,116,000	\$ 1,883,000	\$ 25,000	(e) \$ 122,965,000
Expenses:					
Operating, maintenance and management	14,298,000	8,479,000	648,000		23,425,000
Real estate and other property-related taxes	7,965,000	4,703,000	133,000		12,801,000
General and administrative	5,132,000				5,132,000
Depreciation and amortization	20,606,000	8,248,000		316,000	(g) 29,170,000
Total expenses	48,001,000	21,430,000	781,000	316,000	70,528,000
Operating income	30,940,000	20,686,000	1,102,000	(291,000)	52,437,000

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Non-operating income and expenses:					
Interest expense	(15,178,000 )	(18,902,000 )		(835,000 )	(f) (34,915,000 )
Amortization of deferred financing costs	(1,071,000 )				(1,071,000 )
Interest income	91,000	71,000			162,000
	<u>                    </u>				
Total non-operating income and expenses	(16,158,000 )	(18,831,000 )		(835,000 )	(35,824,000 )
Income before the minority and limited partners interests	14,782,000	1,855,000	1,102,000	(1,126,000 )	16,613,000
Minority interests in consolidated joint ventures	(1,270,000 )	220,000	(i)		(1,050,000 )
Limited partners interest in Operating Partnership	(299,000 )	(67,000 )		1,000	(h) (365,000 )
	<u>                    </u>				
Net income	13,213,000	2,008,000	1,102,000	(1,125,000 )	15,198,000
Preferred distribution requirements	(7,186,000 )	(690,000 )			(7,876,000 )
	<u>                    </u>				
Net income applicable to common shareholders	\$ 6,027,000	\$ 1,318,000	\$ 1,102,000	\$ (1,125,000 )	\$ 7,322,000
	<u>                    </u>				
Per common share (basic and diluted)	\$ 0.25				\$ 0.31
	<u>                    </u>				<u>                    </u>
Weighted average number of common shares outstanding	23,988,000				23,988,000
	<u>                    </u>				<u>                    </u>

See accompanying notes to pro forma condensed consolidated financial statements.

**Cedar Shopping Centers, Inc.**

**Pro Forma Condensed Consolidated Statements of Income**

**For the year ended December 31, 2005**

**For the nine months ended September 30, 2006**

**(Unaudited)**

**(Continued)**

**For the nine months ended September 30, 2006**

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		<b>Acquired Properties</b>		
<b>Cedar Shopping Centers, Inc. Historical (a)</b>	<b>Completed transactions (b) (d)</b>	<b>Historical ( c )</b>	<b>Pro forma adjustments (d)</b>	<b>Pro forma</b>

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