CBL & ASSOCIATES PROPERTIES INC
Form 8-K
September 02, 2004

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): March 12, 2004

CBL & ASSOCIATES PROPERTIES, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	1-12494	62-154718
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

Suite 500, 2030 Hamilton Place Blvd, Chattanooga, TN 37421
(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)

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ITEM 2.01 Completion of Acquisition or Disposition of Assets

CBL & Associates Properties, Inc. (the "Company') acquired six malls, two associated centers and one community center during the seven months ended July 31, 2004. Although none of the properties acquired are individually significant according to the provisions of Rule 3-14 of Regulation S-X of the Securities and Exchange Commission, they are significant in the aggregate. This Current Report on Form 8-K is being filed to provide certain historical and pro forma financial information related to these acquisitions, which are described below. In this Current Report on Form 8-K, dollars are in thousands, except for per share amounts.

On March 12, 2004, the Company acquired Honey Creek Mall in Terre Haute, IN for a purchase price, including transaction costs, of $83,114, which consisted of $50,114 in cash and the assumption of $33,000 of non-recourse debt that bears interest at a stated rate of 6.95% and matures in May 2009. The Company recorded a debt premium of $3,146, computed using an estimated market interest rate of

4.75%, since the debt assumed was at an above-market interest rate compared to similar debt instruments at the date of acquisition.

On March 12, 2004, the Company acquired Volusia Mall in Daytona Beach, FL for a purchase price, including transaction costs, of $118,493, which consisted of $63,686 in cash and the assumption of $54,807 of non-recourse debt that bears interest at a stated rate of 6.70% and matures in March 2009. The Company recorded a debt premium of $4,615, computed using an estimated market interest rate of 4.75%, since the debt assumed was at an above-market interest rate compared to similar debt instruments at the date of acquisition.

On April 8, 2004, the Company acquired Greenbrier Mall in Chesapeake, VA for a cash purchase price, including transaction costs, of $107,450. The purchase price was partially financed with a new recourse term loan of $92,650 that bears interest at LIBOR plus 100 basis points and matures in April 2006.

On April 21, 2004, the Company acquired Fashion Square, a community center in Orange Park, FL for a cash purchase price, including transaction costs, of $3,961.

On May 20, 2004, the Company acquired Chapel Hill Mall and its associated center, Chapel Hill Suburban, in Akron, OH for a cash purchase price of $78,252, including transaction costs. The purchase price was partially financed with a new recourse term loan of $66,500 that bears interest at LIBOR plus 100 basis points and matures in May 2006.

On June 22, 2004, the Company acquired Park Plaza Mall in Little Rock, AR for a purchase price, including transaction costs, of $77,526, which consisted of $36,213 in cash and the assumption of $41,313 of non-recourse debt that bears interest at a stated rate of 8.69% and matures in May 2010. The Company recorded a debt premium of $7,737, computed using an estimated market interest rate of 4.90%, since the debt assumed was at an above-market interest rate compared to similar debt instruments at the date of acquisition.

On July 28, 2004, the Company acquired Monroeville Mall, and its associated center, the Annex, in the eastern Pittsburgh suburb of Monroeville, PA, for a purchase price, including transaction costs, of $232,191, which consisted of $40,018 in cash, the assumption of $134,004 of non-recourse debt that bears interest at a stated rate of 5.73% and matures in January 2013, an obligation of $11,950 to purchase the fee interest in the land underlying the mall and associated center on or before July 28, 2007, and the issuance of 780,470 special common units in the Operating Partnership valued at $46,219 (fair value of $59.21 per special common unit). The Company recorded a debt premium of $3,270, computed using an estimated market interest rate of 5.30%,

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since the debt assumed was at an above-market interest rate compared to similar debt instruments at the date of acquisition. The results of operations of Monroeville Mall will be included in the consolidated financial statements beginning July 28, 2004.

The Company previously announced that the purchase price of the Monroeville properties was $231,234. That purchase price included a value of $60,955 assigned to the special common units based on their face value of $78.10 per special common unit. The difference between the previously reported purchase price and the purchase price allocated to the net assets acquired includes a revised value of $46,219 for the special common units based on their estimated fair value of $59.21 per special common unit plus additional transaction costs of $3,743 and the obligation of $11,950 to acquire the land in the future.

ITEM 9.01 Financial Statements and Exhibits

Listed below are the financial statements, pro forma financial information and exhibits filed as part of this report:

(a) Financial Statements of Businesses Acquired

The statements of certain revenues and certain operating expenses of Greenbrier Mall (described under Item 2.01) as listed in the accompanying Index to Financial Statements and Pro Forma Financial Information are filed as part of this Current Report on Form 8-K.

The statements of certain revenues and certain operating expenses of Monroeville Mall (described under Item 2.01) as listed in the accompanying Index to Financial Statements and Pro Forma Financial Information are filed as part of this Current Report on Form 8-K.

(b) Pro Forma Financial Information

The pro forma financial information of CBL & Associates Properties, Inc. listed in the accompanying Index to Financial Statements and Pro Forma Financial Information are filed as part of this Current Report on Form 8-K.

(c) Exhibits

23 Consent of Deloitte & Touche LLP

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,
Chief Financial Officer and Treasurer
(Authorized Officer of the Registrant,
Principal Financial Officer and
Principal Accounting Officer)

Date: September 2, 2004

INDEX TO FINANCIAL STATEMENTS AND PRO FORMA FINANCIAL INFORMATION

The following historical financial statements and pro forma financial information are presented in accordance with Rule 3-14 and Article 11, respectively, of Regulation S-X of the Securities and Exchange Commission. The historical financial statements have been audited only for certain properties acquired. With respect to Greenbrier Mall and Monroeville Mall, the historical combined financial statement has been audited only for the most recent fiscal year as these transactions did not involve a related party and the registrant, after reasonable inquiry, is not aware of any material factors related to the acquired properties not otherwise disclosed that would cause the reported financial information to not be necessarily indicative of future operating results. In accordance with Rule 3-14 of Regulation S-X of the Securities and Exchange Commission, certain unaudited financial information for properties acquired during the seven months ended July 31, 2004 that are not individually significant has also been presented. In addition, as the properties will be directly or indirectly owned by entities that will elect or have elected to be treated as real estate investment trusts (as specified under sections 856-860 of the Internal Revenue Code of 1986) for Federal income tax purposes, a presentation of estimated taxable operating results is not applicable.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
CBL & Associates Properties, Inc.:

We have audited the accompanying statement of certain revenues and certain expenses of Greenbrier Mall (the "Property") for the year ended December 31, 2003. This financial statement is the responsibility of the Property's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statement. We believe that our audit provides a reasonable basis for our opinion.

The accompanying statement of certain revenues and certain expenses was prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission (for inclusion in the filing of a Form 8-K by CBL & Associates Properties, Inc. as a result of the acquisition of the Property). Material amounts, described in Note 1 to the statement of certain revenues and certain expenses that would not be directly attributable to those resulting from future operations of the Property are excluded, and the financial statement is not intended to be a complete presentation of the Property's revenues and expenses.

In our opinion, such financial statement presents fairly, in all material respects, certain revenues and certain expenses of the Property for the year ended December 31, 2003 in conformity with accounting principles generally accepted in the United States of America.

/s/ DELOITTE & TOUCHE LLP

July 9, 2004
Atlanta, Georgia

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GREENBRIER MALL

STATEMENTS OF CERTAIN REVENUES AND CERTAIN OPERATING EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2003 AND THE THREE MONTHS ENDED
MARCH 31, 2004 (UNAUDITED)

	Three Months Ended March 31, 2004 (unaudited)	D
REVENUES:		

Rentals:	
Minimum	$ 1,987,976
Percentage	91,018
Tenant reimbursements	1,022,372
Other income	3,599
Total revenues	3,104,965
EXPENSES:	
Property operating	650,320
Real estate taxes	263,466
Maintenance and repairs	267,002
Total expenses	1,180,788
Excess of certain revenues over certain operating expenses	$1,924,177

GREENBRIER MALL

NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2003 AND THE THREE MONTHS ENDED
MARCH 31, 2004 (UNAUDITED)

NOTE 1. ORGANIZATION AND BASIS FOR PRESENTATION

The accompanying statements of certain revenues and certain operating expenses (the "Statements") relate to Greenbrier Mall, an approximately 890,000-square-foot, two-level regional mall in Chesapeake, Virginia.

The Statement is prepared for the purpose of complying with Rule 3-14 of Regulation S-X promulgated under the Securities Act of 1933, as amended, as a result of the acquisition of Greenbrier Mall by CBL & Associates Properties, Inc. Accordingly, the Statements are not representative of the actual operations of the Greenbrier Mall for the periods presented as certain revenues and certain operating expenses have been excluded. Such items include depreciation, amortization, interest expense, management fees and interest income.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Revenue Recognition - Rental income comprises minimum rents, expense reimbursements and percentage rent payments. Minimum rents with fixed increases are recognized on a straight-line basis over the initial terms of the related leases. Tenant reimbursements are recognized in the period that the related costs are incurred. Greenbrier Mall accounts for these leases as operating leases as it has retained substantially all risks and benefits of property ownership. Percentage rent is recognized when the tenant's reported sales have reached certain levels specified in the respective lease.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The accompanying financial statements for the three months ended March 31, 2004 are unaudited; however, they have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and in conjunction with the rules and regulations of the U.S. Securities and Exchange Commission. Accordingly, they do not include all of the disclosures required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management of the Property, all adjustments (consisting solely of normal recurring matters) necessary for a fair presentation for the interim period have been included. The results for the interim period ended March 31, 2004, are not necessarily indicative of the results that may be expected for the full year.

NOTE 3. LEASING ACTIVITIES

Greenbrier Mall has non-cancelable operating leases with tenants requiring monthly payments of specified minimum rent. The leases generally provide for minimum rentals, plus percentage rentals based upon the retail stores' sales volume. A majority of the leases require reimbursement by the tenant of their proportionate share of real estate taxes and common area expenses. Future minimum rental commitments under the non-cancelable operating leases at December 31, 2003 are as follows:

Year Ending December 31:

2004	$ 6,776,850
2005	6,122,449
2006	5,657,785
2007	4,676,855
2008	3,232,839
Thereafter	8,380,224
Total	$34,847,002

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
CBL & Associates Properties, Inc.:

We have audited the accompanying statement of certain revenues and certain expenses of Monroeville Mall (the "Property") for the year ended December 31, 2003. This financial statement is the responsibility of the Property's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statement. We believe that our audit provides a reasonable basis for our opinion.

The accompanying statement of certain revenues and certain expenses was prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission (for inclusion in the filing of a Form 8-K by CBL & Associates Properties, Inc. as a result of the acquisition of the Property). Material amounts, described in Note 1 to the statement of certain revenues and certain expenses that would not be directly attributable to those resulting from future operations of the Property are excluded, and the financial statement is not intended to be a complete presentation of the Property's revenues and expenses.

In our opinion, such financial statement presents fairly, in all material respects, certain revenues and certain expenses of the Property for the year ended December 31, 2003 in conformity with accounting principles generally accepted in the United States of America.

/s/ DELOITTE & TOUCHE LLP

July 30, 2004
Atlanta, Georgia

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MONROEVILLE MALL

STATEMENTS OF CERTAIN REVENUES AND CERTAIN OPERATING EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2003 AND THE SIX MONTHS ENDED
JUNE 30, 2004 (UNAUDITED)

	Six Months Ended June 30, 2004 (unaudited)	D
REVENUES:		
Rentals:		
Minimum	$ 7,030,623	
Percentage	168,972	
Tenant reimbursements	5,993,637	
Other income	9,458	
Total revenues	13,202,690	
EXPENSES:		
Property operating	2,541,885	
Real estate taxes	1,551,722	
Maintenance and repairs	978,132	

Total expenses	5,071,739
Excess of certain revenues over certain operating expenses	$ 8,130,951

MONROEVILLE MALL

NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2003 AND THE SIX MONTHS ENDED
JUNE 30, 2004 (UNAUDITED)

NOTE 1. ORGANIZATION AND BASIS FOR PRESENTATION

The accompanying statements of certain revenues and certain operating expenses (the "Statements") relate to Monroeville Mall, an approximately 1,129,000-square-foot regional mall in the eastern Pittsburgh suburb of Monroeville, PA.

The Statement is prepared for the purpose of complying with Rule 3-14 of Regulation S-X promulgated under the Securities Act of 1933, as amended, as a result of the acquisition of Monroeville Mall by CBL & Associates Properties, Inc. Accordingly, the Statements are not representative of the actual operations of the Monroeville Mall for the periods presented as certain revenues and certain operating expenses have been excluded. Such items include depreciation, amortization, interest expense, management fees and interest income.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Revenue Recognition - Rental income comprises minimum rents, expense reimbursements and percentage rent payments. Minimum rents with fixed increases are recognized on a straight-line basis over the initial terms of the related leases. Expense reimbursements are recognized in the period that the applicable costs are incurred. Monroeville Mall accounts for these leases as operating leases as the Properties have retained substantially all risks and benefits of property ownership. Percentage rent is recognized when the tenant's reported sales have reached certain levels specified in the respective lease.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of certain revenues and certain expenses during the reporting period. Actual results could differ from those estimates.

The accompanying financial statements for the six months ended June 30, 2004 are unaudited; however, they have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and in conjunction with the rules and regulations of the U.S. Securities and Exchange Commission. Accordingly, they do not include all of the disclosures required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management of Monroeville Mall, all adjustments (consisting solely of normal recurring matters) necessary for a fair presentation for the interim period have been included. The results for the interim period ended June 30, 2004, are not necessarily indicative of the results that may be expected for the full year.

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NOTE 3. LEASING ACTIVITIES

Monroeville Mall has non-cancelable operating leases with tenants requiring monthly payments of specified minimum rent. The leases generally provide for minimum rentals, plus percentage rentals based upon the retail stores' sales volume. A majority of the leases require reimbursement by the tenant of their proportionate share of real estate taxes and common area expenses. Future minimum rental commitments under the non-cancelable operating leases at December 31, 2003 are as follows:

Years Ending December 31:

2004	$ 13,192,000
2005	12,917,000
2006	12,029,000
2007	10,806,000
2008	9,992,000
Thereafter	38,219,000
Total	$97,155,000

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CBL & Associates Properties, Inc.
Pro Forma Consolidated Statements of Operations
For the Six Months Ended June 30, 2004
(Unaudited and in thousands, except per share amounts)

	CBL Historical	Greenbrier and Monroeville	Other Acquisitions
REVENUES:			
Minimum rents	$ 223,031	$ 9,155	$ 8,676
Percentage rents	8,168	267	726
Other rents	5,242	18	6
Tenant reimbursements	98,839	7,096	4,804
Management, development and leasing fees	3,511	-	-
Other	10,296	13	353
Total revenues	349,087	16,549	14,565
EXPENSES:			
Property operating	54,137	3,243	2,012
Depreciation and amortization	65,759	-	-

Real estate taxes	27,326	1,836	1,694
Maintenance and repairs	20,503	1,266	1,579
General and administrative	16,225	-	-
Other	7,955	-	-
Total expenses	191,905	6,345	5,285
Income from operations	157,182	10,204	9,280
Interest income	1,586	-	-
Interest expense	(83,232)	-	-
Gain on sales of real estate assets	24,780	-	-
Equity in earnings of unconsolidated affiliates	5,546	-	-
Minority interest in earnings:			
Operating partnership	(42,874)	-	-
Shopping center properties	(3,058)	-	-
Income before discontinued operations	59,930	10,204	9,280
Operating income of discontinued operations	279	-	-
Gain on discontinued operations	520	-	-
Net income	60,729	10,204	9,280
Preferred dividends	(8,832)	-	-
Net income available to common shareholders	$ 51,897	$ 10,204	$ 9,280
Basic per share data:			
Income before discontinued operations, net of preferred dividends	$ 1.68		
Discontinued operations	0.02		
Net income available to common shareholders	$ 1.70		
Weighted average common shares outstanding	30,464		
Diluted per share data:			
Income before discontinued operations, net of preferred dividends	$ 1.61		
Discontinued operations	0.03		
Net income available to common shareholders	$ 1.64		
Weighted average common and potential dilutive common shares outstanding	31,686		

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CBL & Associates Properties, Inc.
Pro Forma Consolidated Statements of Operations
For the Year Ended December 31, 2003
(Unaudited and in thousands, except per share amounts)

	CBL Historical	Greenbrier and Monroeville	Other Acquisit

REVENUES:			
Minimum rents	$ 428,412	$ 22,119	$ 29,19
Percentage rents	12,907	911	2,02
Other rents	12,635	-	2
Tenant reimbursements	193,538	15,137	15,26
Management, development and leasing fees	5,525	-	
Other	14,176	1,532	1,21
Total revenues	667,193	39,699	47,74
EXPENSES:			
Property operating	103,522	7,264	8,31
Depreciation and amortization	113,437	-	
Real estate taxes	51,679	4,170	3,41
Maintenance and repairs	39,815	3,047	4,69
General and administrative	30,395	-	
Other	11,489	-	
Total expenses	350,337	14,481	16,42
Income from operations	316,856	25,218	31,31
Interest income	2,485	-	
Interest expense	(153,322)	-	
Loss on extinguishment of debt	(167)	-	
Gain on sales of real estate assets	77,765	-	
Equity in earnings of unconsolidated affiliates	4,941	-	
Minority interest in earnings:			
Operating partnership	(106,532)	-	
Shopping center properties	(2,758)	-	
Income before discontinued operations	139,268	25,218	31,31
Operating income of discontinued operations	829	-	
Gain on discontinued operations	4,042	-	
Net income	144,139	25,218	31,31
Preferred dividends	(19,633)	-	
Net income available to common shareholders	$ 124,506	$ 25,218	$ 31,31
Basic per share data:			
Income before discontinued operations, net of preferred dividends	$ 4.00		
Discontinued operations	0.16		
Net income available to common shareholders	$ 4.16		
Weighted average common shares outstanding	29,936		
Diluted per share data:			
Income before discontinued operations, net of preferred dividends	$ 3.84		
Discontinued operations	0.15		
Net income available to common shareholders	$ 3.99		
Weighted average common and potential dilutive common shares outstanding	31,193		

CBL & Associates Properties, Inc.
Pro Forma Consolidated Balance Sheet
June 30, 2004
(Unaudited and in thousands, except share and per share amounts)

	CBL Historical	Pro-forma Adjustments(a)	CBL Pro F
ASSETS			
Real estate assets:			
Land	$ 604,904	$ 22,828	$ 627
Buildings and improvements	4,155,864	205,692	4,361
	4,760,768	228,520	4,989
Less: accumulated depreciation	(519,045)	-	(519
	4,241,723	228,520	4,470
Real estate assets held for sale	67,811	-	67
Developments in progress	76,616	1,893	78
Net investment in real estate	4,386,150	230,413	4,616
Cash and cash equivalents	30,042	-	30
Receivables:			
Tenant, net of allowance	35,800	-	35
Other	14,832	-	14
Mortgage notes receivable	27,555	-	27
Investment in unconsolidated affiliates	88,638	-	88
Other assets	85,030	8,476	93
	$ 4,668,047	$ 238,889	$ 4,906
LIABILITIES AND SHAREHOLDERS' EQUITY			
Mortgage and other notes payable	$ 3,092,963	$ 179,668	$ 3,272
Mortgage notes payable on real estate assets held for sale	2,472	-	2
Accounts payable and accrued liabilities	177,674	13,001	190
Total liabilities	3,273,109	192,669	3,465
Commitments and contingencies			
Minority interests	540,894	28,986	569
Shareholders' equity:			
Preferred Stock, $.01 par value, 15,000,000 shares authorized:			
8.75% Series B Cumulative Redeemable Preferred Stock, 2,000,000 shares outstanding	20	-	
7.75% Series C Cumulative Redeemable Preferred Stock, 460,000 shares outstanding	5	-	
Common Stock, $.01 par value, 95,000,000 shares authorized, 30,837,720 issued and outstanding	308	-	
Additional paid-in capital	828,984	17,234	846
Deferred compensation	(3,549)	-	(3
Retained earnings	28,276	-	28
Total shareholders' equity	854,044	17,234	871

$ 4,668,047	$ 238,889	$ 4,906

Exhibit 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statements Nos. 33-73376, 333-04295, 333-41768, and 333-88914 on Form S-8 and Registration Statements Nos. 33-92218, 333-62830, 333-90395, 333-47041, 333-97831, 333-104882 and 333-108947 on Form S-3 of CBL & Associates Properties, Inc. of our reports dated July 9, 2004 and July 30, 2004 (which reports include explanatory paragraphs relating to the purpose of such financial statements) on the Statements of Certain Revenues and Certain Operating Expenses of Greenbrier Mall and Monroeville Mall, respectively, for the year ended December 31, 2003, appearing in this Current Report on Form 8-K of CBL & Associates Properties, Inc. dated September 2, 2004.

/s/ DELOITTE & TOUCHE LLP

Atlanta, Georgia
September 2, 2004