

CBL & ASSOCIATES PROPERTIES INC
Form 10-Q/A
September 08, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2010

Or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NO. 1-12494

CBL & ASSOCIATES PROPERTIES, INC.
(Exact Name of registrant as specified in its charter)

DELAWARE

62-1545718

(State or other jurisdiction of incorporation or organization)
Identification Number)

(I.R.S. Employer

2030 Hamilton Place Blvd., Suite 500, Chattanooga, TN 37421-6000

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(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)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ x

No ☐ o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ x

No ☐ o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ x

Accelerated filer ☐ o

Non-accelerated filer ☐ o (Do not check if smaller reporting company)

Smaller Reporting Company ☐ o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ o

No ☒ x

As of August 4, 2010, there were 138,076,295 shares of common stock, par value \$0.01 per share, outstanding.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A revises the Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2010 of CBL & Associates Properties, Inc., initially filed on August 9, 2010 (the "Form 10-Q"), solely to furnish interactive data files in XBRL (Extensible Business Reporting Language) format as Exhibit 101 to the Form 10-Q, as required by Rule 405 of Regulation S-T.

Except as described above, no other revisions are being made to the Form 10-Q. This Amendment No. 1 does not update or modify the disclosure contained in the Form 10-Q in any way other than as required to reflect the Exhibit discussed above and does not reflect events occurring after the August 9, 2010 filing of the Form 10-Q.

Pursuant to Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

ITEM 6: Exhibits

The Exhibit Index attached to this report is incorporated by reference into this Item 6.

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 of the Board, Chief Financial
Officer, Treasurer and Secretary
(Authorized Officer and Principal Financial Officer)

Date: September 8, 2010

INDEX TO EXHIBITS

Exhibit Number	Description
10.5.9**	CBL & Associates Properties, Inc. Second Amended and Restated Stock Incentive Plan.*
10.15.3**	Amended and Restated Loan Agreement between the Operating Partnership, The Lakes Mall, LLC, Lakeshore / Sebring Limited Partnership and First Tennessee Bank National Association, dated July 29, 2010.
12.1**	Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Dividends.
31.1**	Certification pursuant to Securities Exchange Act Rule 13a-14(a) by the Chief Executive Officer, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2**	Certification pursuant to Securities Exchange Act Rule 13a-14(a) by the Chief Financial Officer, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification pursuant to Securities Exchange Act Rule 13a-14(b) by the Chief Executive Officer, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification pursuant to Securities Exchange Act Rule 13a-14(b) by the Chief Executive Officer, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101***	CBL & Associates Properties, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2010, formatted in XBRL: (i) Condensed Consolidated Balance Sheets as of June 30, 2010 and December 31, 2009; (ii) Condensed Consolidated Statements of Operations for the three and six months ended June 30, 2010 and 2009; (iii) Condensed Consolidated Statements of Equity for the six months ended June 30, 2010 and 2009; (iv) Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2010 and 2009; and (v) Notes to the Condensed Consolidated Financial Statements, tagged as blocks of text.

* Effective May 4, 2010, in conjunction with an immaterial amendment waiving the transfer restrictions imposed on common stock granted to Non-Employee Directors in the event of death or disability, the Company's Board of Directors and Compensation Committee also approved a restatement of the Stock Incentive Plan to incorporate and clearly reflect the changes made by this and all prior amendments, as well as to reflect the antidilution adjustments made in connection with the two-for-one stock split of the Company's Common Stock which was effected in the form of a stock dividend as of June 15, 2005.

** Previously filed or furnished with CBL & Associates Properties, Inc.'s Form 10-Q filed on August 9, 2010 (SEC File No. 001-12494).

*** In accordance with Regulation S-T, the XBRL-formatted interactive data files that comprise Exhibit 101 to this Quarterly Report on Form 10-Q/A shall be deemed "furnished" and not "filed."