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CBL & ASSOCIATES PROPERTIES INC  
Form 10-K/A  
December 02, 2005

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-K/A AMENDMENT NO. 1

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

For the fiscal year ended December 31, 2004

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 Number 1-12494

CBL & ASSOCIATES PROPERTIES, INC.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or other jurisdiction of  
incorporate or organization)

62-1545718  
(I.R.S. Employer  
Identification No.)

2030 Hamilton Place Blvd, Suite 500  
Chattanooga, TN  
(Address of principal executive office)

37421  
(Zip Code)

Registrant's telephone number, including area code:(423) 855-0001

Securities registered pursuant to Section 12(b) of the Act:

| Title of each Class   | Name of each exchange o |
|---|-------------------------|
| Common Stock, \$0.01 par value  | New York Stock Exchange |
| 8.75% Series B Cumulative Redeemable Preferred Stock, \$0.01 par value  | New York Stock Exchange |
| 7.75% Series C Cumulative Redeemable Preferred Stock, \$0.01 par value  | New York Stock Exchange |
| 7.375% Series D Cumulative Redeemable Preferred Stock, \$0.01 par value | New York Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 periods that the registrant was required to file such report(s)) and (2) has been subject to such filing

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requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes  No

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes  No

The aggregate market value of the 28,373,031 shares of common stock held by non-affiliates of the registrant as of June 30, 2004 was \$1,560,576,705, based on the closing price of \$55.00 per share on the New York Stock Exchange on June 30, 2004. (For this computation, the registrant has excluded the market value of all shares of its common stock reported as beneficially owned by executive officers and directors of the registrant; such exclusion shall not be deemed to constitute an admission that any such person is an "affiliate" of the registrant.) As of March 7, 2005, there were 31,399,028 shares of common stock outstanding.

### DOCUMENTS INCORPORATED BY REFERENCE

None

### EXPLANATORY NOTE

This Amendment No. 1 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2004, initially filed on March 16, 2005, is being filed for the sole purpose of correcting a typographical error in the section entitled "Independent Registered Public Accountants' Fees and Services" under "RATIFICATION OF THE SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS", which was incorporated by reference from our most recent definitive proxy statement that was filed with respect to our Annual Meeting of Stockholders that was held on May 9, 2005. In the table setting forth the amounts billed by Deloitte & Touche for professional services provided during fiscal years 2003 and 2004 in the original filing, the amounts presented for 2003 inadvertently reproduced the amounts pertaining to 2002 as presented in our prior year's definitive proxy statement. The amended section "Independent Registered Public Accountants' Fees and Services" presented herein contains the correct amounts pertaining to 2003, which originally were presented in our definitive proxy statement with respect to our Annual Meeting of Stockholders that was held on May 10, 2004.

Except as described above, no other amendments are being made to the Annual Report. This Form 10-K/A does not reflect events occurring after the March 16, 2005 filing of our Annual Report or modify or update the disclosure contained in the Annual Report in any way other than as required to reflect the amendments discussed above and reflected below.

7

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

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### Independent Registered Public Accountant's Fees and Services

The Company was billed for professional services provided during fiscal years 2003 and 2004 by Deloitte & Touche in the amounts set out in the following table.

|                        | 2003        | 2004        |
|------------------------|-------------|-------------|
|                        | -----       | -----       |
| Audit Fees (1)         | \$310,000   | \$730,880   |
| Audit-Related Fees (2) | 238,000     | 537,700     |
| Tax Fees (3)           | 774,199     | 590,780     |
| All Other Fees (4)     | 65,581      | 48,043      |
|                        | -----       | -----       |
| Total                  | \$1,387,780 | \$1,907,403 |
|                        | =====       | =====       |

The Audit Committee of the Board of Directors has considered the services rendered by Deloitte & Touche for services other than the audit of the Company's financial statements and has determined that the provision of these services is compatible with maintaining the independence of Deloitte & Touche.

The Audit Committee has adopted a policy that it is required to approve all services (audit and/or non-audit) to be performed by the independent auditor to assure that the provision of such services does not impair such auditor's independence. All services, engagement terms, conditions and fees, as well as changes in such terms, conditions and fees must be approved by the Audit Committee in advance. The Audit Committee will annually review and approve services that may be provided by the independent auditor during the next year and will revise the list of approved services from time to time based on subsequent determinations. The Audit Committee believes that the independent auditor can provide tax services to the Company such as tax compliance, tax planning and tax advice without impairing such auditor's independence and that such tax services do not constitute prohibited services pursuant to SEC and/or NYSE rules. The authority to approve services may be delegated by the Audit Committee to one or more of its members, but may not be delegated to management. If authority to approve services has been delegated to an Audit Committee member, any such approval of services must be reported to the Audit Committee at its next scheduled meeting.

#### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

By:           /s/ John N. Foy

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John N. Foy  
Vice Chairman of the Board, Chief  
Financial Officer   and Treasurer

Dated: December 1, 2005

INDEX TO EXHIBITS

- 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