

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

FORM 10-Q

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2011**

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
(State or other jurisdiction of incorporation or organization)

62-1545718
(I.R.S. Employer Identification Number)

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

No

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

No

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

Accelerated filer

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

Smaller Reporting Company

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

Yes

No

As of April 29, 2011, there were 148,362,815 shares of common stock, par value \$0.01 per share, outstanding.

CBL & Associates Properties, Inc.

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PART I – FINANCIAL INFORMATION**ITEM 1: Financial Statements**

CBL & Associates Properties, Inc.
Condensed Consolidated Balance Sheets
(In thousands, except share data)
(Unaudited)

| ASSETS | March 31, 2011 | December 31, 2010 |
|---|---------------------------|------------------------------|
| Real estate assets: | | |
| Land | \$ 926,479 | \$ 928,025 |
| Buildings and improvements | 7,538,099 | 7,543,326 |
| | <u>8,464,578</u> | <u>8,471,351</u> |
| Accumulated depreciation | (1,778,046) | (1,721,194) |
| | <u>6,686,532</u> | <u>6,750,157</u> |
| Developments in progress | 160,040 | 139,980 |
| Net investment in real estate assets | <u>6,846,572</u> | <u>6,890,137</u> |
| Cash and cash equivalents | 49,340 | 50,896 |
| Receivables: | | |
| Tenant, net of allowance for doubtful accounts of \$3,167 in 2011 and 2010 | 69,578 | 77,989 |
| Other | 12,900 | 11,996 |
| Mortgage and other notes receivable | 28,857 | 30,519 |
| Investments in unconsolidated affiliates | 180,131 | 179,410 |
| Intangible lease assets and other assets | <u>269,963</u> | <u>265,607</u> |
| | <u>\$ 7,457,341</u> | <u>\$ 7,506,554</u> |
| LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND EQUITY | | |
| Mortgage and other indebtedness | \$ 5,184,098 | \$ 5,209,747 |
| Accounts payable and accrued liabilities | 283,930 | 314,651 |
| Total liabilities | <u>5,468,028</u> | <u>5,524,398</u> |
| Commitments and contingencies | | |
| Redeemable noncontrolling interests: | | |
| Redeemable noncontrolling partnership interests | 34,252 | 34,379 |
| Redeemable noncontrolling preferred joint venture interest | 423,719 | 423,834 |
| Total redeemable noncontrolling interests | <u>457,971</u> | <u>458,213</u> |
| Shareholders' equity: | | |
| Preferred stock, \$.01 par value, 15,000,000 shares authorized: | | |
| 7.75% Series C Cumulative Redeemable Preferred Stock, 460,000 shares outstanding in 2011 and 2010 | 5 | 5 |
| 7.375% Series D Cumulative Redeemable Preferred Stock, 1,815,000 shares outstanding in 2011 and 2010 | 18 | 18 |
| Common stock, \$.01 par value, 350,000,000 shares authorized, 148,317,238 and 147,923,707 issued and outstanding in 2011 and 2010, respectively | 1,483 | 1,479 |
| Additional paid-in capital | 1,660,001 | 1,657,507 |
| Accumulated other comprehensive income | 9,348 | 7,855 |
| Accumulated deficit | (360,951) | (366,526) |
| Total shareholders' equity | <u>1,309,904</u> | <u>1,300,338</u> |
| Noncontrolling interests | <u>221,438</u> | <u>223,605</u> |
| Total equity | <u>\$ 1,531,342</u> | <u>\$ 1,523,943</u> |
| | <u>\$ 7,457,341</u> | <u>\$ 7,506,554</u> |

The accompanying notes are an integral part of these balance sheets.

CBL & Associates Properties, Inc.
Condensed Consolidated Statements of Operations
(In thousands, except per share data)
(Unaudited)

| | Three Months Ended | |
|---|--------------------|------------------|
| | March 31, | |
| | 2011 | 2010 |
| REVENUES: | | |
| Minimum rents | \$ 171,684 | \$ 165,732 |
| Percentage rents | 3,776 | 3,940 |
| Other rents | 5,008 | 4,539 |
| Tenant reimbursements | 76,985 | 78,576 |
| Management, development and leasing fees | 1,337 | 1,706 |
| Other | 9,360 | 7,237 |
| Total revenues | <u>268,150</u> | <u>261,730</u> |
| EXPENSES: | | |
| Property operating | 40,196 | 37,720 |
| Depreciation and amortization | 67,981 | 70,449 |
| Real estate taxes | 24,280 | 24,618 |
| Maintenance and repairs | 16,032 | 15,442 |
| General and administrative | 11,800 | 11,074 |
| Other | 8,303 | 6,701 |
| Total expenses | <u>168,592</u> | <u>166,004</u> |
| Income from operations | 99,558 | 95,726 |
| Interest and other income | 545 | 1,051 |
| Interest expense | (68,213) | (72,380) |
| Gain on extinguishment of debt | 581 | - |
| Gain on sales of real estate assets | 809 | 866 |
| Equity in earnings of unconsolidated affiliates | 1,778 | 539 |
| Income tax benefit | 1,770 | 1,877 |
| Income from continuing operations | 36,828 | 27,679 |
| Operating income (loss) of discontinued operations | 27,066 | (476) |
| Gain on discontinued operations | 14 | - |
| Net income | 63,908 | 27,203 |
| Net income attributable to noncontrolling interests in: | | |
| Operating partnership | (10,451) | (4,110) |
| Other consolidated subsidiaries | (6,138) | (6,137) |
| Net income attributable to the Company | 47,319 | 16,956 |
| Preferred dividends | (10,594) | (6,028) |
| Net income attributable to common shareholders | \$ 36,725 | \$ 10,928 |

CBL & Associates Properties, Inc.
Condensed Consolidated Statements of Operations
(In thousands, except per share data)
(Unaudited)
(Continued)

| | Three Months Ended March 31, | |
|---|---------------------------------|------------------|
| | 2011 | 2010 |
| Basic per share data attributable to common shareholders: | | |
| Income from continuing operations, net of preferred dividends | \$ 0.11 | \$ 0.08 |
| Discontinued operations | 0.14 | - |
| Net income attributable to common shareholders | <u>\$ 0.25</u> | <u>\$ 0.08</u> |
| Weighted average common shares outstanding | 148,069 | 137,967 |
| Diluted earnings per share data attributable to common shareholders: | | |
| Income from continuing operations, net of preferred dividends | \$ 0.11 | \$ 0.08 |
| Discontinued operations | 0.14 | - |
| Net income attributable to common shareholders | <u>\$ 0.25</u> | <u>\$ 0.08</u> |
| Weighted average common and potential dilutive common shares outstanding | 148,123 | 138,006 |
| Amounts attributable to common shareholders: | | |
| Income from continuing operations, net of preferred dividends | \$ 15,644 | \$ 11,274 |
| Discontinued operations | 21,081 | (346) |
| Net income attributable to common shareholders | <u>\$ 36,725</u> | <u>\$ 10,928</u> |
| Dividends declared per common share | 0.21 | 0.20 |

The accompanying notes are an integral part of these statements.

CBL & Associates Properties, Inc.
Condensed Consolidated Statements of Equity
(In thousands)

| | Equity | | | | | | | | |
|--|--|----------------------|-----------------|----------------------------------|---|------------------------|----------------------------------|-----------------------------|---------------------|
| | Redeemable Noncontrolling Partnership Interests | Shareholders' Equity | | | | | | Noncontrolling Interests | Total Equity |
| | | Preferred Stock | Common Stock | Additional Paid-in Capital | Accumulated Other Comprehensive Income | Accumulated Deficit | Total Shareholders' Equity | | |
| Balance, January 1, 2010 | \$ 22,689 | \$ 12 | \$ 1,379 | \$ 1,399,654 | \$ 491 | \$ (283,640) | \$ 1,117,896 | \$ 302,483 | \$ 1,420,379 |
| Net income | 1,055 | - | - | - | - | 16,956 | 16,956 | 4,086 | 21,042 |
| Other comprehensive income (loss): | | | | | | | | | |
| Net unrealized gain on available-for-sale securities | 29 | - | - | - | 2,571 | - | 2,571 | 939 | 3,510 |
| Net unrealized gain on hedging instruments | 5 | - | - | - | 442 | - | 442 | 162 | 604 |
| Realized loss on foreign currency translation adjustment | 1 | - | - | - | 123 | - | 123 | 45 | 168 |
| Unrealized gain (loss) on foreign currency translation adjustment | (397) | - | - | - | (962) | - | (962) | 1,203 | 241 |
| Total other comprehensive income (loss) | (362) | - | - | - | - | - | 2,174 | 2,349 | 4,523 |
| Dividends declared - common stock | - | - | - | - | - | (27,602) | (27,602) | - | (27,602) |
| Dividends declared - preferred stock | - | - | - | - | - | (6,028) | (6,028) | - | (6,028) |
| Issuance of preferred stock | - | 6 | - | 121,035 | - | - | 121,041 | - | 121,041 |
| Issuance of common stock and restricted common stock | - | - | 1 | 58 | - | - | 59 | - | 59 |
| Cancellation of restricted common stock | - | - | - | (24) | - | - | (24) | - | (24) |
| Exercise of stock options | - | - | - | 133 | - | - | 133 | - | 133 |
| Accrual under deferred compensation arrangements | - | - | - | 3 | - | - | 3 | - | 3 |
| Amortization of deferred compensation | - | - | - | 931 | - | - | 931 | - | 931 |
| Income tax effect of share-based compensation | (10) | - | - | (923) | - | - | (923) | (337) | (1,260) |
| Distributions to noncontrolling interests | (1,893) | - | - | - | - | - | - | (15,142) | (15,142) |
| Adjustment for noncontrolling interests | 712 | - | - | (1,931) | - | - | (1,931) | 1,219 | (712) |
| Adjustment to record redeemable noncontrolling interests at redemption value | 6,329 | - | - | (6,329) | - | - | (6,329) | - | (6,329) |
| Balance, March 31, 2010 | <u>\$ 28,520</u> | <u>\$ 18</u> | <u>\$ 1,380</u> | <u>\$ 1,512,607</u> | <u>\$ 2,665</u> | <u>\$ (300,314)</u> | <u>\$ 1,216,356</u> | <u>\$ 294,658</u> | <u>\$ 1,511,014</u> |

CBL & Associates Properties, Inc.
Condensed Consolidated Statements of Equity
(In thousands)
(Continued)

| | Equity | | | | | | | | |
|--|--|----------------------|-----------------|----------------------------------|---|------------------------|----------------------------------|-----------------------------|---------------------|
| | Redeemable Noncontrolling Partnership Interests | Shareholders' Equity | | | | | Total Shareholders' Equity | Noncontrolling Interests | Total Equity |
| | | Preferred Stock | Common Stock | Additional Paid-in Capital | Accumulated Other Comprehensive Income | Accumulated Deficit | | | |
| Balance, January 1, 2011 | \$ 34,379 | \$ 23 | \$ 1,479 | \$ 1,657,507 | \$ 7,855 | \$ (366,526) | \$ 1,300,338 | \$ 223,605 | \$ 1,523,943 |
| Net income | 1,353 | - | - | - | - | 47,319 | 47,319 | 10,151 | 57,470 |
| Other comprehensive income: | | | | | | | | | |
| Unrealized gain on available-for-sale securities | 11 | - | - | - | 1,038 | - | 1,038 | 284 | 1,322 |
| Realized loss on sale of marketable securities | - | - | - | - | 17 | - | 17 | 5 | 22 |
| Unrealized gain on hedging instruments | 5 | - | - | - | 438 | - | 438 | 119 | 557 |
| Total other comprehensive income | 16 | - | - | - | - | - | 1,493 | 408 | 1,901 |
| Conversion of operating partnership special common units to shares of common stock | - | - | 1 | 728 | - | - | 729 | (729) | - |
| Dividends declared - common stock | - | - | - | - | - | (31,150) | (31,150) | - | (31,150) |
| Dividends declared - preferred stock | - | - | - | - | - | (10,594) | (10,594) | - | (10,594) |
| Issuance of common stock and restricted common stock | - | - | 2 | 126 | - | - | 128 | - | 128 |
| Cancellation of restricted common stock | - | - | - | (109) | - | - | (109) | - | (109) |
| Exercise of stock options | - | - | 1 | 1,309 | - | - | 1,310 | - | 1,310 |
| Accrual under deferred compensation arrangements | - | - | - | 13 | - | - | 13 | - | 13 |
| Amortization of deferred compensation | - | - | - | 980 | - | - | 980 | - | 980 |
| Distributions to noncontrolling interests | (2,133) | - | - | - | - | - | - | (11,913) | (11,913) |
| Adjustment for noncontrolling interests | 692 | - | - | (608) | - | - | (608) | (84) | (692) |
| Adjustment to record redeemable noncontrolling interests at redemption value | (55) | - | - | 55 | - | - | 55 | - | 55 |
| Balance, March 31, 2011 | \$ 34,252 | \$ 23 | \$ 1,483 | \$ 1,660,001 | \$ 9,348 | \$ (360,951) | \$ 1,309,904 | \$ 221,438 | \$ 1,531,342 |

The accompanying notes are an integral part of these statements.

CBL & Associates Properties, Inc.
Condensed Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

| | Three Months Ended March 31, | |
|---|---------------------------------|-----------|
| | 2011 | 2010 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net income | \$ 63,908 | \$ 27,203 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 68,067 | 72,883 |
| Net amortization of deferred finance costs and debt premiums | 2,200 | 1,397 |
| Net amortization of intangible lease assets and liabilities | (253) | (882) |
| Gain on sales of real estate assets | (809) | (866) |
| Realized foreign currency loss | - | 169 |
| Gain on sale of discontinued operations | (14) | - |
| Write-off of development projects | - | 99 |
| Share-based compensation expense | 1,073 | 979 |
| Income tax effect of share-based compensation | - | (1,270) |
| Net realized loss on sale of available-for-sale securities | 22 | - |
| Write-down of note receivable | 1,500 | - |
| Loss on impairment of real estate | 2,746 | - |
| Gain on extinguishment of debt | (32,015) | - |
| Equity in earnings of unconsolidated affiliates | (1,778) | (539) |
| Distributions of earnings from unconsolidated affiliates | 1,459 | 1,022 |
| Provision for doubtful accounts | 1,422 | 1,455 |
| Change in deferred tax accounts | (258) | (486) |
| Changes in: | | |
| Tenant and other receivables | 6,041 | 4,426 |
| Other assets | (1,319) | (2,206) |
| Accounts payable and accrued liabilities | (33,178) | (14,974) |
| Net cash provided by operating activities | 78,814 | 88,410 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Additions to real estate assets | (31,292) | (28,186) |
| (Additions) reductions to restricted cash | (5,076) | 9,932 |
| Proceeds from sales of real estate assets | 10,322 | 1,266 |
| Payments received on mortgage notes receivable | 206 | 205 |
| Additional investments in and advances to unconsolidated affiliates | (1,892) | (12,965) |
| Distributions in excess of equity in earnings of unconsolidated affiliates | 2,500 | 11,379 |
| Changes in other assets | (1,634) | (1,292) |
| Net cash used in investing activities | (26,866) | (19,661) |

CBL & Associates Properties, Inc.
Condensed Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)
(Continued)

| | Three Months Ended | |
|--|--------------------|------------------|
| | March 31, | |
| | <u>2011</u> | <u>2010</u> |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Proceeds from mortgage and other indebtedness | \$ 626,353 | \$ 161,391 |
| Principal payments on mortgage and other indebtedness | (619,234) | (317,291) |
| Additions to deferred financing costs | (3,003) | (1,510) |
| Proceeds from issuances of common stock | 48 | 14 |
| Proceeds from issuances of preferred stock | - | 121,041 |
| Proceeds from exercises of stock options | 1,310 | 133 |
| Income tax effect of share-based compensation | - | 1,270 |
| Distributions to noncontrolling interests | (18,799) | (18,720) |
| Dividends paid to holders of preferred stock | (10,594) | (6,028) |
| Dividends paid to common shareholders | (29,585) | (6,895) |
| Net cash used in financing activities | <u>(53,504)</u> | <u>(66,595)</u> |
| EFFECT OF FOREIGN EXCHANGE RATE CHANGES ON CASH | - | (1) |
| NET CHANGE IN CASH AND CASH EQUIVALENTS | (1,556) | 2,153 |
| CASH AND CASH EQUIVALENTS, beginning of period | 50,896 | 48,062 |
| CASH AND CASH EQUIVALENTS, end of period | <u>\$ 49,340</u> | <u>\$ 50,215</u> |
| SUPPLEMENTAL INFORMATION: | | |
| Cash paid for interest, net of amounts capitalized | <u>\$ 66,027</u> | <u>\$ 70,764</u> |

The accompanying notes are an integral part of these statements.

CBL & Associates Properties, Inc.
Notes to Unaudited Condensed Consolidated Financial Statements
(Dollars in thousands, except share data)

Note 1 – Organization and Basis of Presentation

CBL & Associates Properties, Inc. (“CBL”), a Delaware corporation, is a self-managed, self-administered, fully integrated real estate investment trust (“REIT”) that is engaged in the ownership, development, acquisition, leasing, management and operation of regional shopping malls, open-air centers, community centers and office properties. Its shopping center properties are located in 26 states, but are primarily in the southeastern and midwestern United States.

CBL conducts substantially all of its business through CBL & Associates Limited Partnership (the “Operating Partnership”). As of March 31, 2011, the Operating Partnership owned controlling interests in 75 regional malls/open-air centers, 30 associated centers (each located adjacent to a regional mall), eight community centers and 14 office buildings, including CBL’s corporate office building. The Operating Partnership consolidates the financial statements of all entities in which it has a controlling financial interest or where it is the primary beneficiary of a variable interest entity. The Operating Partnership owned non-controlling interests in seven regional malls, four associated centers, four community centers and six office buildings. Because one or more of the other partners have substantive participating rights, the Operating Partnership does not control these partnerships and joint ventures and, accordingly, accounts for these investments using the equity method. The Operating Partnership had controlling interests in one open-air center expansion, one community center expansion, and one outlet center, owned in a joint venture, under construction at March 31, 2011. The Operating Partnership also holds options to acquire certain development properties owned by third parties.

CBL is the 100% owner of two qualified REIT subsidiaries, CBL Holdings I, Inc. and CBL Holdings II, Inc. At March 31, 2011, CBL Holdings I, Inc., the sole general partner of the Operating Partnership, owned a 1.0% general partner interest in the Operating Partnership and CBL Holdings II, Inc. owned a 76.9% limited partner interest for a combined interest held by CBL of 77.9%.

The noncontrolling interest in the Operating Partnership is held primarily by CBL & Associates, Inc. and its affiliates (collectively “CBL’s Predecessor”) and by affiliates of The Richard E. Jacobs Group, Inc. (“Jacobs”). CBL’s Predecessor contributed their interests in certain real estate properties and joint ventures to the Operating Partnership in exchange for a limited partner interest when the Operating Partnership was formed in November 1993. Jacobs contributed their interests in certain real estate properties and joint ventures to the Operating Partnership in exchange for limited partner interests when the Operating Partnership acquired the majority of Jacobs’ interests in 23 properties in January 2001 and the balance of such interests in February 2002. At March 31, 2011, CBL’s Predecessor owned a 9.8% limited partner interest, Jacobs owned a 6.9% limited partner interest and third parties owned a 5.4% limited partner interest in the Operating Partnership. CBL’s Predecessor also owned 7.5 million shares of CBL’s common stock at March 31, 2011, for a total combined effective interest of 13.7% in the Operating Partnership.

The Operating Partnership conducts CBL’s property management and development activities through CBL & Associates Management, Inc. (the “Management Company”) to comply with certain requirements of the Internal Revenue Code of 1986, as amended (the “Code”). The Operating Partnership owns 100% of both of the Management Company’s preferred stock and common stock.

CBL, the Operating Partnership and the Management Company are collectively referred to herein as “the Company”.

The accompanying condensed consolidated financial statements are unaudited; however, they have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and in conjunction with the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the disclosures required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting solely of normal recurring matters) necessary for a fair presentation of the financial statements for these interim periods have been included. Material intercompany transactions have been eliminated. The results for the interim period ended March 31, 2011 are not necessarily indicative of the results to be obtained for the full fiscal year.

The Company has evaluated subsequent events through the date of issuance of these financial statements.

These condensed consolidated financial statements should be read in conjunction with CBL's audited consolidated financial statements and notes thereto included in its Annual Report on Form 10-K for the year ended December 31, 2010, as amended.

Note 2 – Recent Accounting Pronouncements

In January 2011, the FASB issued ASU No. 2011-01, *Deferral of the Effective Date of Disclosures about Troubled Debt Restructurings in Update No. 2010-20* ("ASU 2011-01"). ASU No. 2011-01 delays the effective date for disclosures relating to ASU No. 2010-20, *Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses* ("ASU 2010-20") and is effective for interim and annual periods ending after June 15, 2011 through the issuance of ASU No. 2011-02.

In April 2011, the FASB issued ASU No. 2011-02, *A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring* ("ASU 2011-02"). ASU No. 2011-02 provides additional guidance to assist creditors in determining whether a restructuring of a receivable meets the criteria to be considered a troubled debt restructuring. For public entities, these amendments are effective for the first interim or annual period beginning on or after June 15, 2011, and should be applied retrospectively to the beginning of the annual period of adoption. For purposes of measuring impairment of those receivables, an entity should apply the amendments prospectively for the first interim or annual period beginning on or after June 15, 2011.

In July 2010, the FASB issued ASU No. 2010-20, *Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses* ("ASU 2010-20"). ASU 2010-20 requires entities to provide extensive new disclosures in their financial statements about their financing receivables, including credit risk exposures and the allowance for credit losses. The new disclosures include information regarding credit quality, impaired or modified receivables, non-accrual or past due receivables and activity related to modified receivables and the allowance for credit losses. As mentioned in the paragraphs above, these disclosures were deferred until the first interim or annual period beginning on or after June 15, 2011 through ASU 2011-01 and ASU 2011-02.

Note 3 – Fair Value Measurements

The Company has categorized its financial assets and financial liabilities that are recorded at fair value into a hierarchy based on whether the inputs to valuation techniques are observable or unobservable. The fair value hierarchy contains three levels of inputs that may be used to measure fair value as follows:

Level 1 – Inputs represent quoted prices in active markets for identical assets and liabilities as of the measurement date.

Level 2 – Inputs, other than those included in Level 1, represent observable measurements for similar instruments in active markets, or identical or similar instruments in markets that are not active, and observable measurements or market data for instruments with substantially the full term of the asset or liability.

Level 3 – Inputs represent unobservable measurements, supported by little, if any, market activity, and require considerable assumptions that are significant to the fair value of the asset or liability. Market valuations must often be determined using discounted cash flow methodologies, pricing models or similar techniques based on the Company's assumptions and best judgment.

The following tables set forth information regarding the Company's financial instruments that are measured at fair value in the condensed consolidated balance sheets as of March 31, 2011 and December 31, 2010:

| | Fair Value Measurements at Reporting Date Using | | | |
|---|--|---|--|--|
| | Fair Value at March 31, 2011 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Assets: | | | | |
| Available-for-sale securities | \$ 23,380 | \$ 23,380 | \$ - | \$ - |
| Privately held debt and equity securities | 2,475 | - | - | 2,475 |
| Interest rate cap | 17 | - | 17 | - |
| Interest rate swaps | 565 | - | 565 | - |

| | Fair Value Measurements at Reporting Date Using | | | |
|---|--|---|--|--|
| | Fair Value at December 31, 2010 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Assets: | | | | |
| Available-for-sale securities | \$ 22,052 | \$ 22,052 | \$ - | \$ - |
| Privately held debt and equity securities | 2,475 | - | - | 2,475 |
| Interest rate cap | 3 | - | 3 | - |

Intangible lease assets and other assets in the consolidated balance sheets include marketable securities consisting of corporate equity securities, mortgage/asset-backed securities, mutual funds and bonds that are classified as available for sale. Net unrealized gains and losses on available-for-sale securities that are deemed to be temporary in nature are recorded as a component of accumulated other comprehensive income in redeemable noncontrolling interests, shareholders' equity and noncontrolling interests. If a decline in the value of an investment is deemed to be other than temporary, the investment is written down to fair value and an impairment loss is recognized in the current period to the extent of the decline in value. During the three months ended March 31, 2011 and 2010, the Company did not record any write-downs related to other-than-temporary impairments. During the three months ended March 31, 2011, the Company recognized realized losses of \$22 related to sales of marketable securities. The fair value of the Company's available-for-sale securities is based on quoted market prices and, thus, is classified under Level 1. The following is a summary of the equity securities held by the Company as of March 31, 2011 and December 31, 2010:

| | Adjusted Cost | Gross Unrealized | | Fair Value |
|--|----------------------|-------------------------|----------------|-------------------|
| | | Gains | Losses | |
| March 31, 2011: | | | | |
| Common stocks | \$ 4,207 | \$ 9,615 | \$ (2) | \$ 13,820 |
| Mutual funds | 5,388 | 99 | (16) | 5,471 |
| Mortgage/asset-backed securities | 1,807 | 2 | (8) | 1,801 |
| Government and government sponsored entities | 1,533 | 6 | (7) | 1,532 |
| Corporate bonds | 707 | 16 | - | 723 |
| International bonds | 33 | - | - | 33 |
| | <u>\$ 13,675</u> | <u>\$ 9,738</u> | <u>\$ (33)</u> | <u>\$ 23,380</u> |

| | Adjusted Cost | Gross Unrealized | | Fair Value |
|--|----------------------|-------------------------|----------------|-------------------|
| | | Gains | Losses | |
| December 31, 2010: | | | | |
| Common stocks | \$ 4,207 | \$ 8,347 | \$ (4) | \$ 12,550 |
| Mutual funds | 5,318 | 37 | (39) | 5,316 |
| Mortgage/asset-backed securities | 1,571 | - | (6) | 1,565 |
| Government and government sponsored entities | 1,864 | 8 | (11) | 1,861 |
| Corporate bonds | 710 | 18 | - | 728 |
| International bonds | 32 | - | - | 32 |
| | <u>\$ 13,702</u> | <u>\$ 8,410</u> | <u>\$ (60)</u> | <u>\$ 22,052</u> |

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The Company holds a secured convertible promissory note from Jinsheng Group (“Jinsheng”), in which the Company also holds a cost-method investment. The secured convertible note is non-interest bearing and is secured by shares of Jinsheng. Since the secured convertible note is non-interest bearing and there is no active market for Jinsheng’s debt, the Company performed an analysis on the note considering credit risk and discounting factors to determine the fair value. Due to the significant estimates and assumptions used in the valuation of the note, the Company has classified it under Level 3. The Company performed quantitative and qualitative analyses of its investment as of March 31, 2011 and determined that the current balance of the secured convertible note of \$2,475 is not impaired. See Note 5 for further discussion.

The Company uses interest rate hedges to mitigate the effect of interest rate movements on its variable-rate debt. The Company currently has four interest rate swaps and two interest rate caps included in intangible lease assets and other assets in the accompanying condensed consolidated balance sheets that qualify as hedging instruments and are designated as cash flow hedges. The swaps and caps have predominantly met the effectiveness test criteria since inception and changes in their fair values are, thus, primarily reported in other comprehensive income and are reclassified into earnings in the same period or periods during which the hedged items affect earnings. The fair values of the Company’s interest rate hedges, classified under Level 2, are determined using a proprietary model which is based on prevailing market data for contracts with matching durations, current and anticipated London Interbank Offered Rate (“LIBOR”) information, consideration of the Company’s credit standing, credit risk of the counterparties and reasonable estimates about relevant future market conditions. See Note 6 for further information regarding the Company’s interest rate hedging activity.

The carrying values of cash and cash equivalents, receivables, accounts payable and accrued liabilities are reasonable estimates of their fair values because of the short-term nature of these financial instruments. Based on the interest rates for similar financial instruments, the carrying value of mortgage notes receivable is a reasonable estimate of fair value. The estimated fair value of mortgage and other indebtedness was \$5,652,250 and \$5,709,860 at March 31, 2011 and December 31, 2010, respectively. The estimated fair value was calculated by discounting future cash flows for the notes payable using estimated market rates at which similar loans would be made currently.

As of March 31, 2011, the Company did not have any assets or liabilities measured at fair value on a non-recurring basis for which the carrying value exceeded fair value.

Note 4 – Discontinued Operations

In February 2011, the Company completed the sale of Oak Hollow Mall in High Point, NC, for a gross sales price of \$9,000. Net proceeds from the sale were used to retire the outstanding principal balance and accrued interest of \$40,281 on the non-recourse loan secured by the property in accordance with the lender’s agreement to modify the outstanding principal balance and accrued interest to equal the net sales price for the property. The Company recorded a gain on the extinguishment of debt of \$31,434 in the first quarter of 2011. The Company also recorded a loss on impairment of real estate in the first quarter of 2011 of \$2,746 to write down the book value of the property to the net sales price. The results of operations of this property, including the gain on extinguishment of debt and loss on impairment of real estate, are included in discontinued operations for all periods presented.

In October 2010, the Company completed the sale of Pemberton Square, located in Vicksburg, MS, for a sales price of \$1,863 less commissions and customary closing costs for a net sales price of \$1,782. The Company recorded a gain of \$379 attributable to the sale in the fourth quarter of 2010. Proceeds from the sale were used to reduce the outstanding borrowings on the Company’s \$525,000 secured credit facility. The results of operations of this property are included in discontinued operations for the three months ended March 31, 2010.

In December 2010, the Company completed the sale of Milford Marketplace, located in Milford, CT, and the conveyance of its ownership interest in phase I of Settlers Ridge, located in Robinson Township, PA, for a sales price of \$111,835 less commissions and customary closing costs for a net sales price of \$110,709. The Company recorded a loss on impairment of assets of \$12,363 in the fourth quarter of 2010 to reflect the fair value of the properties at the time of the sale. Net proceeds from the sale, after repayment of a construction loan, were used to reduce the outstanding borrowings on the Company’s \$525,000 secured credit facility. The results of operations of these properties are included in discontinued operations for the three months ended March 31, 2010.

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In December 2010, the Company completed the sale of Lakeview Pointe, located in Stillwater, OK, for a sales price of \$21,000 less commissions and customary closing costs for a net sales price of \$20,631. The Company recorded a loss on impairment of real estate assets of \$1,302 in the fourth quarter of 2010 to reflect the fair value of the property at the time of sale. Net proceeds from the sale, after repayment of a construction loan, were used to reduce the outstanding borrowings on the Company's \$525,000 secured credit facility. The results of operations of this property are included in discontinued operations for the three months ended March 31, 2010.

Total revenues of the centers described above that are included in discontinued operations were \$(755) and \$4,454 in 2011 and 2010, respectively. The total carrying values of net investment in real estate assets and mortgage and other indebtedness at the time of sale for the center sold during the first quarter of 2011 were \$11,303 and \$39,484, respectively. There were no centers sold during the first quarter of 2010. Discontinued operations for the three months ended March 31, 2011 and 2010 also include true-ups of estimated expense to actual amounts for properties sold during previous years.

Note 5 – Unconsolidated Affiliates, Noncontrolling Interests and Cost Method Investments

Unconsolidated Affiliates

At March 31, 2011, the Company had investments in the following 16 entities, which are accounted for using the equity method of accounting:

| Joint Venture | Property Name | Company's Interest |
|---------------------------------------|---|---------------------------|
| CBL-TRS Joint Venture, LLC | Friendly Center, The Shops at Friendly Center and a portfolio of six office buildings | 50.0% |
| CBL-TRS Joint Venture II, LLC | Renaissance Center | 50.0% |
| Governor's Square IB | Governor's Plaza | 50.0% |
| Governor's Square Company | Governor's Square | 47.5% |
| High Pointe Commons, LP | High Pointe Commons | 50.0% |
| High Pointe Commons II-HAP, LP | High Pointe Commons - Christmas Tree Shop | 50.0% |
| Imperial Valley Mall L.P. | Imperial Valley Mall | 60.0% |
| Imperial Valley Peripheral L.P. | Imperial Valley Mall (vacant land) | 60.0% |
| JG Gulf Coast Town Center LLC | Gulf Coast Town Center | 50.0% |
| Kentucky Oaks Mall Company | Kentucky Oaks Mall | 50.0% |
| Mall of South Carolina L.P. | Coastal Grand—Myrtle Beach | 50.0% |
| Mall of South Carolina Outparcel L.P. | Coastal Grand—Myrtle Beach (Coastal Grand Crossing and vacant land) | 50.0% |
| Port Orange I, LLC | The Pavilion at Port Orange Phase I | 50.0% |
| Triangle Town Member LLC | Triangle Town Center, Triangle Town Commons and Triangle Town Place | 50.0% |
| West Melbourne I, LLC | Hammock Landing Phases I and II | 50.0% |
| York Town Center, LP | York Town Center | 50.0% |

Although the Company has majority ownership of certain of these joint ventures, it has evaluated these investments and concluded that the other partners or owners in these joint ventures have substantive participating rights, such as approvals of:

- the pro forma for the development and construction of the project and any material deviations or modifications thereto;
- the site plan and any material deviations or modifications thereto;
- the conceptual design of the project and the initial plans and specifications for the project and any material deviations or modifications thereto;
- any acquisition/construction loans or any permanent financings/refinancings;
- the annual operating budgets and any material deviations or modifications thereto;
- the initial leasing plan and leasing parameters and any material deviations or modifications thereto; and
- any material acquisitions or dispositions with respect to the project.

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As a result of the joint control over these joint ventures, the Company accounts for these investments using the equity method of accounting.

Condensed combined financial statement information of these unconsolidated affiliates is as follows:

| | Total for the Three Months Ended March 31, | | Company's Share for the Three Months Ended March 31, | |
|---------------------------------------|---|-----------|---|-----------|
| | 2011 | 2010 | 2011 | 2010 |
| Revenues | \$ 40,096 | \$ 39,722 | \$ 22,554 | \$ 20,970 |
| Depreciation and amortization expense | (12,438) | (13,122) | (7,015) | (6,885) |
| Interest expense | (13,157) | (13,972) | (7,259) | (7,228) |
| Other operating expenses | (12,266) | (12,652) | (6,502) | (6,268) |
| Loss on sales of real estate assets | - | (122) | - | (50) |
| Net income (loss) | \$ 2,235 | \$ (146) | \$ 1,778 | \$ 539 |

Noncontrolling Interests

Noncontrolling interests include the aggregate noncontrolling partnership interest in the Operating Partnership that is not owned by the Company and for which each of the noncontrolling limited partners has the right to exchange all or a portion of its partnership interests for shares of the Company's common stock, or at the Company's election, their cash equivalent. Noncontrolling interests also includes the aggregate noncontrolling ownership interest in the Company's other consolidated subsidiaries that is held by third parties and for which the related partnership agreements either do not include redemption provisions or are subject to redemption provisions that do not require classification outside of permanent equity. As of March 31, 2011, the total noncontrolling interests of \$221,438 consisted of third-party interests in the Operating Partnership and in other consolidated subsidiaries of \$215,629 and \$5,809 respectively. The total noncontrolling interests at December 31, 2010 of \$223,605 consisted of third-party interests in the Operating Partnership and in other consolidated subsidiaries of \$217,519 and \$6,086, respectively.

Redeemable noncontrolling interests include a noncontrolling partnership interest in the Operating Partnership that is not owned by the Company and for which the partnership agreement includes redemption provisions that may require the Company to redeem the partnership interest for real property. Redeemable noncontrolling interests also includes the aggregate noncontrolling ownership interest in other consolidated subsidiaries that is held by third parties and for which the related partnership agreements contain redemption provisions at the holder's election that allow for redemption through cash and/or properties. The total redeemable noncontrolling partnership interests of \$34,252 as of March 31, 2011 consisted of third-party interests in the Operating Partnership and in the Company's consolidated subsidiary that provides security and maintenance services to third parties of \$27,961 and \$6,291, respectively. At December 31, 2010, the total redeemable noncontrolling partnership interests of \$34,379 consisted of third-party interests in the Operating Partnership and in the Company's consolidated security and maintenance services subsidiary of \$28,070 and \$6,309, respectively.

The redeemable noncontrolling preferred joint venture interest includes the preferred joint venture units ("PJV units") issued to the Westfield Group ("Westfield") for the acquisition of certain properties during 2007. See Note 11 for additional information related to the PJV units. Activity related to the redeemable noncontrolling preferred joint venture interest represented by the PJV units is as follows:

| | Three Months Ended March 31, | |
|---|---------------------------------|------------|
| | 2011 | 2010 |
| Beginning Balance | \$ 423,834 | \$ 421,570 |
| Net income attributable to redeemable noncontrolling preferred joint venture interest | 5,085 | 5,105 |
| Distributions to redeemable noncontrolling preferred joint venture interest | (5,200) | (5,169) |
| Ending Balance | \$ 423,719 | \$ 421,506 |

The Company owns a 6.2% noncontrolling interest in subsidiaries of Jinsheng, an established mall operating and real estate development company located in Nanjing, China. As of March 31, 2011, Jinsheng owns controlling interests in four home decoration shopping centers, two general retail shopping centers and four development sites.

The Company also holds a secured convertible promissory note secured by 16,565,534 Series 2 Ordinary Shares of Jinsheng. The secured note is non-interest bearing and matures upon the earlier to occur of (i) January 22, 2012, (ii) the closing of the sale, transfer or other disposition of substantially all of Jinsheng's assets, (iii) the closing of a merger or consolidation of Jinsheng or (iv) an event of default, as defined in the secured note. In lieu of the Company's right to demand payment on the maturity date, the Company may, at its sole option, convert the outstanding amount of the secured note into 16,565,534 Series A-2 Preferred Shares of Jinsheng (which equates to a 2.275% ownership interest). See Note 3 for further discussion.

The Company accounts for its noncontrolling interest in Jinsheng using the cost method because the Company does not exercise significant influence over Jinsheng and there is no readily determinable market value of Jinsheng's shares since they are not publicly traded. The noncontrolling interest and the secured note are reflected as investment in unconsolidated affiliates in the accompanying condensed consolidated balance sheets. The Company performed quantitative and qualitative analyses of its noncontrolling investment as of March 31, 2011 and determined that the carrying value of its investment of \$4,819 is not impaired.

Note 6 – Mortgage and Other Indebtedness

Mortgage and other indebtedness consisted of the following:

| | March 31, 2011 | | December 31, 2010 | |
|---|---------------------|------------------------------------|---------------------|------------------------------------|
| | Amount | Weighted Average Interest Rate (1) | Amount | Weighted Average Interest Rate (1) |
| Fixed-rate debt: | | | | |
| Non-recourse loans on operating properties | \$ 3,916,146 | 5.70% | \$ 3,664,293 | 5.85% |
| Recourse term loans on operating properties | 28,901 | 6.00% | 30,449 | 6.00% |
| Total fixed-rate debt | 3,945,047 | 5.70% | 3,694,742 | 5.85% |
| Variable-rate debt: | | | | |
| Non-recourse term loans on operating properties | 114,250 | 3.64% | 114,625 | 3.61% |
| Recourse term loans on operating properties | 340,404 | 2.29% | 350,106 | 2.28% |
| Construction loans | 28,318 | 3.29% | 14,536 | 3.32% |
| Secured lines of credit | 318,585 | 4.23% | 598,244 | 3.38% |
| Unsecured term loans | 437,494 | 1.66% | 437,494 | 1.66% |
| Total variable-rate debt | 1,239,051 | 2.72% | 1,515,005 | 2.65% |
| Total | \$ 5,184,098 | 4.99% | \$ 5,209,747 | 4.92% |

(1) Weighted-average interest rate includes the effect of debt premiums (discounts), but excludes amortization of deferred financing costs.

Secured Lines of Credit

The Company has three secured lines of credit that are used for mortgage retirement, working capital, construction and acquisition purposes, as well as issuances of letters of credit. Each of these lines is secured by mortgages on certain of the Company's operating properties. Borrowings under the secured lines of credit bear interest at LIBOR, subject to a floor of 1.50%, plus a margin ranging from 1.45% to 4.25% and had a weighted average interest rate of 4.23% at March 31, 2011. The Company also pays fees based on the amount of unused availability under its two largest secured lines of credit at a rate of 0.35% of unused availability. The following summarizes certain information about the secured lines of credit as of March 31, 2011:

| Total Capacity | Total Outstanding | Maturity Date | Extended Maturity Date |
|-----------------------|--------------------------|----------------------|-------------------------------|
| \$ 525,000 | \$ 166,189(1) | February 2012 | February 2013 |
| 520,000 | 150,196 | August 2011 | April 2014 |
| 105,000 | 2,200 | June 2012 | N/A |
| <u>\$ 1,150,000</u> | <u>\$ 318,585</u> | | |

- (1) There was an additional \$10,066 outstanding on this secured line of credit as of March 31, 2011 for letters of credit. Up to \$50,000 of the capacity on this line can be used for letters of credit.

Unsecured Term Facilities

The Company has an unsecured term loan that bears interest at LIBOR plus a margin of 0.95% to 1.40% based on the Company's leverage ratio, as defined in the agreement to the loan. At March 31, 2011, the outstanding borrowings of \$209,494 under this loan had a weighted average interest rate of 1.38%. The loan was obtained for the exclusive purpose of acquiring certain properties from the Starmount Company or its affiliates. The Company completed its acquisition of the properties in February 2008 and, as a result, no further draws can be made against the loan. The loan matures in November 2011 and has a one-year extension option, which is at the Company's election, for an outside maturity date of November 2012. Net proceeds from a sale, or the Company's share of excess proceeds from any refinancings, of any of the properties originally purchased with borrowings from this unsecured term loan must be used to pay down any remaining outstanding balance.

The Company has an unsecured term loan with total capacity of \$228,000 that bears interest at LIBOR plus a margin of 1.50% to 1.80% based on the Company's leverage ratio, as defined in the loan agreement. At March 31, 2011, the outstanding borrowings of \$228,000 under the unsecured term loan had a weighted average interest rate of 1.92%. Subsequent to March 31, 2011, the Company exercised a one-year extension option on this loan. The loan matures in April 2012 and has a one-year extension option remaining, which is at the Company's election, for an outside maturity date of April 2013.

Letters of Credit

At March 31, 2011, the Company had additional secured and unsecured lines of credit with a total commitment of \$20,971 that can only be used for issuing letters of credit. The letters of credit outstanding under these lines of credit totaled \$16,995 at March 31, 2011.

Covenants and Restrictions

The agreements to the \$525,000 and \$520,000 secured lines of credit contain, among other restrictions, certain financial covenants including the maintenance of certain financial coverage ratios, minimum net worth requirements, and limitations on cash flow distributions. The Company was in compliance with all covenants and restrictions at March 31, 2011.

The agreements to the \$525,000 and \$520,000 secured credit facilities and the two unsecured term facilities described above, each with the same lead lender, contain default and cross-default provisions customary for transactions of this nature (with applicable customary grace periods) in the event (i) there is a default in the payment of any indebtedness owed by the Company to any institution which is a part of the lender groups for the credit facilities, or (ii) there is any other type of default with respect to any indebtedness owed by the Company to any institution which is a part of the lender groups for the credit facilities and such lender accelerates the payment of the indebtedness owed to it as a result of such default. The credit facility agreements provide that, upon the occurrence and continuation of an event of default, payment of all amounts outstanding under these credit facilities and those facilities with which these agreements reference cross-default provisions may be accelerated and the lenders' commitments may be terminated. Additionally, any default in the payment of any recourse indebtedness greater than \$50,000 or any non-recourse indebtedness greater than \$100,000 of the Company, the Operating Partnership and significant subsidiaries, as defined, regardless of whether the lending institution is a part of the lender groups for the credit facilities, will constitute an event of default under the agreements to the credit facilities.

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Several of the Company's malls/open-air centers, associated centers and community centers, in addition to the corporate office building are owned by special purpose entities that are included in the Company's consolidated financial statements. The sole business purpose of the special purpose entities is to own and operate these properties. The real estate and other assets owned by these special purpose entities are restricted under the loan agreements in that they are not available to settle other debts of the Company. However, so long as the loans are not under an event of default, as defined in the loan agreements, the cash flows from these properties, after payments of debt service, operating expenses and reserves, are available for distribution to the Company.

Mortgages on Operating Properties

During the first quarter of 2011, the Company closed on five separate non-recourse mortgage loans totaling \$268,905. These loans have ten-year terms and include a \$95,000 loan secured by Parkdale Mall and Parkdale Crossing in Beaumont, TX; a \$99,400 loan secured by Park Plaza in Little Rock, AR; a \$44,100 loan secured by EastGate Mall in Cincinnati, OH; a \$19,800 loan secured by Wausau Center in Wausau, WI; and a \$10,605 loan secured by Hamilton Crossing in Chattanooga, TN. The loans bear interest at a weighted average fixed rate of 5.64% and are not cross-collateralized.

Also during the first quarter of 2011, the Company closed on four separate loans totaling \$120,165. These loans have five-year terms and include a \$36,365 loan secured by Stroud Mall in Stroud, PA; a \$58,100 loan secured by York Galleria in York, PA; a \$12,100 loan secured by Gunbarrel Pointe in Chattanooga, TN; and a \$13,600 loan secured by CoolSprings Crossing in Nashville, TN. These four loans have partial-recourse features totaling \$15,475, which will reduce by \$5,650 upon the opening of a certain tenant in late 2011 and will further decrease as the aggregate principal amount outstanding on the loans is amortized. The loans bear interest at LIBOR plus a margin of 2.40% and are not cross-collateralized. The Company has interest rate swaps in place for the full term of each five-year loan to effectively fix the interest rates. As a result, these loans bear interest at a weighted average fixed rate of 4.57%. See *Interest Rate Hedge Instruments* below for additional information.

Proceeds from the nine loans above were used predominantly to pay down the outstanding balance of the Company's \$520,000 secured credit facility. Eight of the new loans were secured with properties previously used as collateral to secure the \$520,000 credit facility.

In addition, the Company retired an operating property loan with a principal balance of \$78,748 that was secured by Mid Rivers Mall in St. Charles, MO with borrowings from its \$525,000 secured credit facility. Subsequent to March 31, 2011, the Company closed on a ten-year, non-recourse mortgage loan of \$92,000 secured by this property that bears interest a fixed rate of 5.88% and used the proceeds to pay down the outstanding balance on the credit facility. Also subsequent to March 31, 2011, the Company closed on a ten-year, non-recourse mortgage loan of \$185,000 secured by Fayette Mall in Lexington, KY that bears interest at a fixed rate of 5.42%. Proceeds were primarily used to repay an existing loan with a principal balance of \$84,733 as of March 31, 2011 and to pay down the outstanding balance of the Company's \$525,000 secured credit facility.

Scheduled Principal Payments

As of March 31, 2011, the scheduled principal payments of the Company's consolidated debt, excluding extensions available at the Company's option, on all mortgage and other indebtedness, including construction loans and lines of credit, are as follows:

| | | |
|--------------------------|----|------------------|
| 2011 | \$ | 827,542 |
| 2012 | | 1,012,460 |
| 2013 | | 459,117 |
| 2014 | | 149,188 |
| 2015 | | 793,749 |
| Thereafter | | 1,940,473 |
| | | <u>5,182,529</u> |
| Net unamortized premiums | | 1,569 |
| | \$ | <u>5,184,098</u> |

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The scheduled principal payments in 2011 of \$827,542 relate to the maturing principal balances of seven operating property loans totaling \$467,852, the outstanding balance of \$150,196 on the Company's \$520,000 secured line of credit and an unsecured term facility with an outstanding balance of \$209,494. Maturing debt with principal balances of \$581,074 outstanding as of March 31, 2011 have extensions available at the Company's option, leaving approximately \$246,468 of loan maturities in 2011 that must be retired or refinanced. Subsequent to March 31, 2011, the Company closed on two operating property loans. Proceeds were primarily used to repay an existing loan with a principal balance of \$84,733 as of March 31, 2011 and to pay down the outstanding balance of our \$525,000 secured credit facility. The remaining \$161,735 of loan maturities in 2011 represents four operating property mortgage loans. The Company will either refinance these loans or retire them with borrowings from its \$520,000 secured credit facility.

The Company's mortgage and other indebtedness had a weighted average maturity of 3.7 years as of March 31, 2011 and 3.5 years as of December 31, 2010.

Interest Rate Hedge Instruments

The Company records its derivative instruments in its consolidated balance sheets at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether the derivative has been designated as a hedge and, if so, whether the hedge has met the criteria necessary to apply hedge accounting.

The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish these objectives, the Company primarily uses interest rate swaps and caps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. Interest rate caps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty if interest rates rise above the strike rate on the contract in exchange for an up-front premium.

The effective portion of changes in the fair value of derivatives designated as, and that qualify as, cash flow hedges is recorded in accumulated other comprehensive income (loss) ("AOCI/L") and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. Such derivatives were used to hedge the variable cash flows associated with variable-rate debt.

In March 2011, the Company entered into four pay fixed/receive variable interest rate swaps with an aggregate notional amount of \$120,165, amortizing to \$100,009, to hedge the interest rate risk exposure on the borrowings on four of its operating properties equal to the aggregate swap notional amount. These interest rate swaps hedge the risk of changes in cash flows on the Company's designated forecasted interest payments attributable to changes in 1-month LIBOR, the designated benchmark interest rate being hedged, thereby reducing exposure to variability in cash flows relating to interest payments on the variable-rate debt. The interest rate swaps effectively fix the interest payments on the portion of debt principal corresponding to the swap notional amount at a weighted average rate of 4.57%. The swaps were valued at \$564 as of March 31, 2011 and mature in April 2016.

In March 2011, the Company entered into a \$64,265 interest rate cap agreement to hedge the risk of changes in cash flows on the letter of credit supporting certain bonds related to one of its operating properties equal to the then-outstanding cap notional. The interest rate cap protects the Company from increases in the hedged cash flows attributable to overall changes in the USD-SIFMA Municipal Swap Index above the strike rate of the cap on the debt. The strike rate associated with the interest rate cap is 1.00%. The interest rate cap had a nominal value as of March 31, 2011 and matures in March 2012.

As of March 31, 2011, the Company had the following outstanding interest rate derivatives that were designated as cash flow hedges of interest rate risk:

| <u>Interest Rate Derivative</u> | <u>Number of Instruments</u> | <u>Notional Amount</u> |
|---------------------------------|------------------------------|------------------------|
| Interest Rate Caps | 2 | \$ 136,265 |
| Interest Rate Swaps | 4 | \$ 120,165 |

| Instrument Type | Location in Consolidated Balance Sheet | Notional Amount | Designated Benchmark Interest Rate | Strike Rate | Fair Value at 3/31/11 | Fair Value at 12/31/10 | Maturity Date |
|----------------------------------|--|---------------------------------------|------------------------------------|-------------|-----------------------|------------------------|---------------|
| Pay fixed/ Receive variable Swap | Intangible lease assets and other assets | \$ 58,100 (amortizing to \$48,337) | 1-month LIBOR | 2.149% | \$ 321 | \$ - | Apr-16 |
| Pay fixed/ Receive variable Swap | Intangible lease assets and other assets | \$ 36,365 (amortizing to \$30,276) | 1-month LIBOR | 2.187% | 142 | - | Apr-16 |
| Pay fixed/ Receive variable Swap | Intangible lease assets and other assets | \$ 13,600 (amortizing to \$11,313) | 1-month LIBOR | 2.142% | 79 | - | Apr-16 |
| Pay fixed/ Receive variable Swap | Intangible lease assets and other assets | \$ 12,100 (amortizing to \$10,083) | 1-month LIBOR | 2.236% | 22 | - | Apr-16 |
| Cap | Intangible lease assets and other assets | \$ 64,265 (amortizing to \$63,555) | USD - SIFMA municipal swap index | 1.000% | 17 | - | Mar-12 |
| Cap | Intangible lease assets and other assets | \$ 72,000 (amortizing to \$69,375) | 3-month LIBOR | 3.000% | - | 3 | Jan-12 |

| Hedging Instrument | Gain Recognized in OCI/L (Effective Portion) | | Location of Losses Reclassified from AOCDL into Earnings (Effective Portion) | Loss Recognized in Earnings (Effective Portion) | | Location of Gain Recognized in Earnings (Ineffective Portion) | Gain Recognized in Earnings (Ineffective Portion) | |
|-------------------------|--|--------|--|---|----------|---|---|------|
| | Three Months Ended March 31, | | | Three Months Ended March 31, | | | Three Months Ended March 31, | |
| | 2011 | 2010 | | 2011 | 2010 | | 2011 | 2010 |
| Interest rate contracts | \$ 562 | \$ 609 | Interest Expense | \$ (22) | \$ (943) | Interest Expense | \$ - | \$ 8 |

As of March 31, 2011, the Company expects to reclassify approximately \$2,461 of losses currently reported in accumulated other comprehensive income to interest expense within the next twelve months due to amortization of its outstanding interest rate contracts. Fluctuations in fair values of these derivatives between March 31, 2011 and the respective dates of termination will vary the projected reclassification amount.

Note 7 – Comprehensive Income

Comprehensive income includes all changes in redeemable noncontrolling interests and total equity during the period, except those resulting from investments by shareholders and partners, distributions to shareholders and partners and redemption valuation adjustments. Other comprehensive income (“OCI”) includes changes in unrealized gains (losses) on available-for-sale securities, interest rate hedge agreements and foreign currency translation adjustments. The computation of comprehensive income for the three months ended March 31, 2011 and 2010 is as follows:

| | Three Months Ended March 31, | |
|--|------------------------------|-----------|
| | 2011 | 2010 |
| Net income | \$ 63,908 | \$ 27,203 |
| Other comprehensive income: | | |
| Net unrealized gain on hedging agreements | 562 | 609 |
| Net unrealized gain on available-for-sale securities | 1,333 | 3,539 |
| Realized loss on sale of marketable securities | 22 | - |
| Realized loss on foreign currency translation adjustment | - | 169 |
| Net unrealized loss on foreign currency translation adjustment | - | (156) |
| Total other comprehensive income | 1,917 | 4,161 |
| Comprehensive income | \$ 65,825 | \$ 31,364 |

The components of accumulated other comprehensive income (loss) as of March 31, 2011 and December 31, 2010 are as follows:

| March 31, 2011 | | | | |
|--|--|---------------------------------|-------------------------------------|------------------|
| As reported in: | | | | |
| | Redeemable Noncontrolling Interests | Shareholders' Equity | Noncontrolling Interests | Total |
| Net unrealized gain (loss) on hedging agreements | \$ 427 | \$ 2,113 | \$ (2,196) | \$ 344 |
| Net unrealized gain on available-for-sale securities | 342 | 7,235 | 2,126 | 9,703 |
| Accumulated other comprehensive income (loss) | <u>\$ 769</u> | <u>\$ 9,348</u> | <u>\$ (70)</u> | <u>\$ 10,047</u> |

| December 31, 2010 | | | | |
|--|--|---------------------------------|-------------------------------------|-----------------|
| As reported in: | | | | |
| | Redeemable Noncontrolling Interests | Shareholders' Equity | Noncontrolling Interests | Total |
| Net unrealized gain (loss) on hedging agreements | \$ 422 | \$ 1,675 | \$ (2,315) | \$ (218) |
| Net unrealized gain on available-for-sale securities | 331 | 6,180 | 1,837 | 8,348 |
| Accumulated other comprehensive income (loss) | <u>\$ 753</u> | <u>\$ 7,855</u> | <u>\$ (478)</u> | <u>\$ 8,130</u> |

Note 8 – Mortgage and Other Notes Receivable

Each of the Company’s mortgage notes receivable is collateralized by either a first mortgage, a wrap-around mortgage on the underlying real estate and related improvements or by an assignment of 100% of the partnership interests that own the real estate assets. Other notes receivable include amounts due from tenants or government sponsored districts and unsecured notes received from third parties as whole or partial consideration for property or investments. Interest rates on mortgage and other notes receivable range from 3.75% to 12.0%, with a weighted average interest rate of 6.85% and 6.87% at March 31, 2011 and December 31, 2010, respectively. Maturities of these notes receivable range from July 2011 to January 2047.

The Company reviews its mortgage and other notes receivable to determine if the balances are realizable based on factors affecting the collectibility of those balances. Factors may include credit quality, timeliness of required periodic payments, past due status and management discussions with obligors. During the first quarter of 2011, the Company was notified that a receivable due in March 2011 of \$3,735 would not be repaid. The receivable is secured by land and, as such, the Company recorded an allowance for credit losses of \$1,500 in other expense and wrote down the amount of the note receivable to the estimated fair value of the land. The Company did not accrue any interest on the receivable for the three months ended March 31, 2011 and has written off any interest that was accrued and outstanding on the loan. The Company is in process of foreclosure on the property. A rollforward of the allowance for credit losses for the three months ended March 31, 2011 is as follows:

| | |
|---|-------------|
| Beginning Balance, January 1, 2011 | \$ - |
| Additions in allowance charged to expense | 1,500 |
| Reduction for charges against allowance | (1,500) |
| Ending Balance, March 31, 2011 | <u>\$ -</u> |

As of March 31, 2011, the Company believes that its mortgage and other notes receivable balance of \$28,857 is fully collectible.

Note 9 – Segment Information

The Company measures performance and allocates resources according to property type, which is determined based on certain criteria such as type of tenants, capital requirements, economic risks, leasing terms, and short and long-term returns on capital. Rental income and tenant reimbursements from tenant leases provide the majority of revenues from all segments. Information on the Company’s reportable segments is presented as follows:

| Three Months Ended March 31, 2011 | Malls | Associated Centers | Community Centers | All Other (2) | Total |
|---|-------------------|-------------------------------|------------------------------|----------------------|------------------|
| Revenues | \$ 238,906 | \$ 11,107 | \$ 5,102 | \$ 13,035 | \$ 268,150 |
| Property operating expenses (1) | (81,525) | (2,973) | (1,196) | 5,186 | (80,508) |
| Interest expense | (56,862) | (1,911) | (1,180) | (8,260) | (68,213) |
| Other expense | - | - | - | (8,303) | (8,303) |
| Gain on sales of real estate assets | 13 | 354 | 430 | 12 | 809 |
| Segment profit | <u>\$ 100,532</u> | <u>\$ 6,577</u> | <u>\$ 3,156</u> | <u>\$ 1,670</u> | 111,935 |
| Depreciation and amortization expense | | | | | (67,981) |
| General and administrative expense | | | | | (11,800) |
| Interest and other income | | | | | 545 |
| Loss on extinguishment of debt | | | | | 581 |
| Equity in earnings of unconsolidated affiliates | | | | | 1,778 |
| Income tax benefit | | | | | 1,770 |
| Income from continuing operations | | | | | <u>\$ 36,828</u> |
| Total assets | \$ 6,475,575 | \$ 323,074 | \$ 66,360 | \$ 592,332 | \$ 7,457,341 |
| Capital expenditures (3) | \$ 15,239 | \$ 198 | \$ 1,391 | \$ 20,849 | \$ 37,677 |

| Three Months Ended March 31, 2010 | Malls | Associated Centers | Community Centers | All Other (2) | Total |
|---|------------------|-------------------------------|------------------------------|----------------------|------------------|
| Revenues | \$ 235,503 | \$ 10,371 | \$ 3,712 | \$ 12,144 | \$ 261,730 |
| Property operating expenses (1) | (78,524) | (2,862) | (1,849) | 5,455 | (77,780) |
| Interest expense | (58,261) | (2,044) | (725) | (11,350) | (72,380) |
| Other expense | - | - | - | (6,701) | (6,701) |
| Gain (loss) on sales of real estate assets | (36) | - | 984 | (82) | 866 |
| Segment profit (loss) | <u>\$ 98,682</u> | <u>\$ 5,465</u> | <u>\$ 2,122</u> | <u>\$ (534)</u> | 105,735 |
| Depreciation and amortization expense | | | | | (70,449) |
| General and administrative expense | | | | | (11,074) |
| Interest and other income | | | | | 1,051 |
| Equity in earnings of unconsolidated affiliates | | | | | 539 |
| Income tax benefit | | | | | 1,877 |
| Income from continuing operations | | | | | <u>\$ 27,679</u> |
| Total assets | \$ 6,605,741 | \$ 331,025 | \$ 68,262 | \$ 662,912 | \$ 7,667,940 |
| Capital expenditures (3) | \$ 24,194 | \$ 2,069 | \$ 1,036 | \$ 6,517 | \$ 33,816 |

- (1) Property operating expenses include property operating, real estate taxes and maintenance and repairs.
- (2) The All Other category includes mortgage notes receivable, Office Buildings, the Management Company and the Company's subsidiary that provides security and maintenance services.
- (3) Amounts include acquisitions of real estate assets and investments in unconsolidated affiliates. Developments in progress are included in the All Other category.

Note 10 – Earnings Per Share

Basic earnings per share ("EPS") is computed by dividing net income attributable to common shareholders by the weighted-average number of common shares outstanding for the period. Diluted EPS assumes the issuance of common stock for all potential dilutive common shares outstanding. The limited partners' rights to convert their noncontrolling interests in the Operating Partnership into shares of common stock are not dilutive.

The following summarizes the impact of potential dilutive common shares on the denominator used to compute EPS:

| | Three Months Ended March 31, | |
|---|---|----------------|
| | 2011 | 2010 |
| Denominator – basic | 148,069 | 137,967 |
| Stock options | 13 | - |
| Deemed shares related to deferred compensation arrangements | 41 | 39 |
| Denominator – diluted | <u>148,123</u> | <u>138,006</u> |

Note 11 – Contingencies

CBL's Predecessor and certain officers of the Company have a significant noncontrolling interest in the construction company that the Company engaged to build substantially all of the Company's development properties. On March 11, 2010, The Promenade D'Iberville, LLC, a subsidiary of the Company, filed a lawsuit in the Circuit Court of Harrison County, Mississippi, against multiple defendants, including this construction company, seeking damages for, among other things, alleged property damage arising out of work on a shopping center development in D'Iberville, Mississippi. The construction company filed an answer and counterclaim denying liability and seeking to recover from the subsidiary the retainage of approximately \$327 allegedly owed under the construction contract. The case is at the discovery stage. Charles B. Lebovitz, Chairman of the Board of the Company, resigned as a director of the construction company effective May 1, 2010, and no other CBL officer or director currently serves as a director or officer of the construction company.

The Company is currently involved in certain litigation that arises in the ordinary course of business. It is management's opinion that the pending litigation will not materially affect the financial position or results of operations of the Company.

The Company consolidates its investment in a joint venture, CW Joint Venture, LLC ("CWJV"), with Westfield. The terms of the joint venture agreement require that CWJV pay an annual preferred distribution at a rate of 5.0%, which increases to 6.0% on July 1, 2013, on the preferred liquidation value of the PJV units of CWJV that are held by Westfield. Westfield has the right to have all or a portion of the PJV units redeemed by CWJV with property owned by CWJV, and subsequent to October 16, 2012, with either cash or property owned by CWJV, in each case for a net equity amount equal to the preferred liquidation value of the PJV units. At any time after January 1, 2013, Westfield may propose that CWJV acquire certain qualifying property that would be used to redeem the PJV units at their preferred liquidation value. If CWJV does not redeem the PJV units with such qualifying property (a "Preventing Event"), then the annual preferred distribution rate on the PJV units increases to 9.0% beginning July 1, 2013. The Company will have the right, but not the obligation, to offer to redeem the PJV units after January 31, 2013 at their preferred liquidation value, plus accrued and unpaid distributions. If the Company fails to make such an offer, the annual preferred distribution rate on the PJV units increases to 9.0% for the period from July 1, 2013 through June 30, 2016, at which time it decreases to 6.0% if a Preventing Event has not occurred. If, upon redemption of the PJV units, the fair value of the Company's common stock is greater than \$32.00 per share, then such excess (but in no case greater than \$26,000 in the aggregate) shall be added to the aggregate preferred liquidation value payable on account of the PJV units. The Company accounts for this contingency using the method prescribed for earnings or other performance measure contingencies. As such, should this contingency result in additional consideration to Westfield, the Company will record the current fair value of the consideration issued as a purchase price adjustment at the time the consideration is paid or payable.

Guarantees

The Company may guarantee the debt of a joint venture primarily because it allows the joint venture to obtain funding at a lower cost than could be obtained otherwise. This results in a higher return for the joint venture on its investment, and a higher return on the Company's investment in the joint venture. The Company may receive a fee from the joint venture for providing the guaranty. Additionally, when the Company issues a guaranty, the terms of the joint venture agreement typically provide that the Company may receive indemnification from the joint venture or have the ability to increase our ownership interest.

The Company owns a parcel of land in Lee's Summit, MO that it is ground leasing to a third party development company. The third party developed and operates a shopping center on the land parcel. The Company has guaranteed 27% of the third party's construction loan and bond line of credit (the "loans") of which the maximum guaranteed amount is \$24,379. The total amount outstanding at March 31, 2011 on the loans was \$81,073 of which the Company has guaranteed \$21,900. The Company recorded an obligation of \$315 in the accompanying condensed consolidated balance sheets as of March 31, 2011 and December 31, 2010 to reflect the estimated fair value of the guaranty.

The Company has guaranteed 100% of the construction and land loans of West Melbourne I, LLC ("West Melbourne"), an unconsolidated affiliate in which the Company owns a 50% interest, of which the maximum

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guaranteed amount is \$50,678. West Melbourne developed and operates Hammock Landing, a community center in West Melbourne, FL. The total amount outstanding on the loans at March 31, 2011 was \$46,755. The guaranty will expire upon repayment of the debt. The land loan, representing \$3,276 of the amount outstanding at March 31, 2011, matures in August 2011. West Melbourne will either retire this loan at maturity or may request an extension of the maturity date. The construction loan, representing \$43,479 of the amount outstanding at March 31, 2011, matures in August 2011 and has two one-year extension options available. The Company recorded an obligation of \$670 in the accompanying condensed consolidated balance sheets as of March 31, 2011 and December 31, 2010 to reflect the estimated fair value of this guaranty.

The Company has guaranteed 100% of the construction loan of Port Orange I, LLC (“Port Orange”), an unconsolidated affiliate in which the Company owns a 50% interest, of which the maximum guaranteed amount is \$97,183. Port Orange developed and operates The Pavilion at Port Orange, a community center in Port Orange, FL. The total amount outstanding at March 31, 2011 on the loan was \$69,363. The guaranty will expire upon repayment of the debt. The loan matures in December 2011 and has two one-year extension options available. The Company has recorded an obligation of \$1,120 in the accompanying condensed consolidated balance sheets as of March 31, 2011 and December 31, 2010 to reflect the estimated fair value of this guaranty.

The Company has guaranteed the lease performance of York Town Center, LP (“YTC”), an unconsolidated affiliate in which we own a 50% interest, under the terms of an agreement with a third party that owns property as part of York Town Center. Under the terms of that agreement, YTC is obligated to cause performance of the third party’s obligations as landlord under its lease with its sole tenant, including, but not limited to, provisions such as co-tenancy and exclusivity requirements. Should YTC fail to cause performance, then the tenant under the third party landlord’s lease may pursue certain remedies ranging from rights to terminate its lease to receiving reductions in rent. The Company has guaranteed YTC’s performance under this agreement up to a maximum of \$22,000, which decreases by \$800 annually until the guaranteed amount is reduced to \$10,000. The guaranty expires on December 31, 2020. The maximum guaranteed obligation was \$18,800 as of March 31, 2011. The Company entered into an agreement with its joint venture partner under which the joint venture partner has agreed to reimburse the Company 50% of any amounts it is obligated to fund under the guaranty. The Company did not record an obligation for this guaranty because it determined that the fair value of the guaranty is not material.

At March 31, 2011, the Company guaranteed 100% of a construction loan of JG Gulf Coast Town Center, LLC, an unconsolidated affiliate in which the Company owns a 50% interest, of which the maximum guaranteed amount is \$11,561. Proceeds from the construction loan were designated for the development of Phase III of Gulf Coast Town Center, an open-air center in Fort Myers, FL. The total amount outstanding at March 31, 2011 on the loan was \$11,561. The Company did not record an obligation for this guaranty because it determined that the fair value of the guaranty is not material. Subsequent to March 31, 2011, the Company retired the construction loan with borrowings from its \$105,000 secured credit facility. The guaranty expired upon repayment of the debt.

Performance Bonds

The Company has issued various bonds that it would have to satisfy in the event of non-performance. At March 31, 2011 and December 31, 2010, the total amount outstanding on these bonds was \$30,556 and \$26,250, respectively.

Note 12 – Share-Based Compensation

Share-based compensation expense was \$1,060 and \$929 for the three months ended March 31, 2011 and 2010, respectively. Share-based compensation cost capitalized as part of real estate assets was \$41 and \$46 for the three months ended March 31, 2011 and 2010.

The Company’s stock option activity for the three months ended March 31, 2011 is summarized as follows:

| | Shares | Weighted Average Exercise Price |
|--|----------------|--|
| Outstanding at January 1, 2011 | 447,825 | \$ 16.92 |
| Cancelled | (4,400) | \$ 18.04 |
| Exercised | (94,700) | \$ 13.84 |
| Outstanding at March 31, 2011 | <u>348,725</u> | \$ 17.74 |
| Vested and exercisable at March 31, 2011 | <u>348,725</u> | \$ 17.74 |

A summary of the status of the Company's stock awards as of March 31, 2011, and changes during the three months ended March 31, 2011, is presented below:

| | Shares | Weighted Average Grant-Date Fair Value |
|------------------------------|----------------|---|
| Nonvested at January 1, 2011 | 187,140 | \$ 18.43 |
| Granted | 178,750 | \$ 17.47 |
| Vested | (41,860) | \$ 16.31 |
| Forfeited | (1,420) | \$ 19.44 |
| Nonvested at March 31, 2011 | <u>322,610</u> | \$ 18.17 |

As of March 31, 2011, there was \$3,802 of total unrecognized compensation cost related to nonvested stock awards granted under the plan, which is expected to be recognized over a weighted average period of 3.1 years. In January 2011, the Company granted restricted stock awards for 4,500 shares of common stock to its non-employee directors. The shares may not be transferred during the non-employee director's term. In February 2011, the Company granted restricted stock awards for 174,250 shares of common stock to employees that will vest in equal installments over the next five years.

Note 13 – Noncash Investing and Financing Activities

The Company's noncash investing and financing activities were as follows for the three months ended March 31, 2011 and 2010:

| | Three Months Ended March 31, | |
|--|---|-------------|
| | 2011 | 2010 |
| Accrued dividends and distributions payable | \$ 43,845 | \$ 43,893 |
| Additions to real estate assets accrued but not yet paid | 20,337 | 10,904 |
| Notes receivable from sale of interest in unconsolidated affiliate | - | 1,001 |

Note 14 – Income Taxes

The Company is qualified as a REIT under the provisions of the Code. To maintain qualification as a REIT, the Company is required to distribute at least 90% of its taxable income to shareholders and meet certain other requirements.

As a REIT, the Company is generally not liable for federal corporate income taxes. If the Company fails to qualify as a REIT in any taxable year, the Company will be subject to federal and state income taxes on its taxable income at regular corporate tax rates. Even if the Company maintains its qualification as a REIT, the Company may be subject to certain state and local taxes on its income and property, and to federal income and excise taxes on its undistributed income. State tax expense was \$804 and \$940 during the three months ended March 31, 2011 and 2010, respectively.

The Company has also elected taxable REIT subsidiary status for some of its subsidiaries. This enables the Company to receive income and provide services that would otherwise be impermissible for REITs. For these entities, deferred tax assets and liabilities are established for temporary differences between the financial reporting

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basis and the tax basis of assets and liabilities at the enacted tax rates expected to be in effect when the temporary differences reverse. A valuation allowance for deferred tax assets is provided if the Company believes all or some portion of the deferred tax asset may not be realized. An increase or decrease in the valuation allowance resulting from changes in circumstances that may affect the realizability of the related deferred tax asset is included in income or expense, as applicable.

The Company recorded an income tax benefit of \$1,770 and \$1,877 for the three months ended March 31, 2011 and 2010, respectively. The income tax benefit in 2011 consisted of a current and deferred income tax benefit of \$1,512 and \$258, respectively. The income tax benefit in 2010 consisted of a current and deferred income tax benefit of \$1,390 and \$487, respectively.

The Company had a deferred tax asset of \$8,844 and \$7,074 at March 31, 2011 and December 31, 2010, respectively. The Company also had a deferred tax liability of \$2,941 at March 31, 2011 and December 31, 2010. The deferred tax asset is included in other assets, while the deferred tax liability is included in accounts payable and accrued liabilities. The deferred taxes primarily consisted of operating expense accruals, share-based compensation and differences between book and tax depreciation.

The Company reports any income tax penalties attributable to its properties as property operating expenses and any corporate-related income tax penalties as general and administrative expenses in its statement of operations. In addition, any interest incurred on tax assessments is reported as interest expense. The Company reported nominal interest and penalty amounts for the three months ended March 31, 2011 and 2010, respectively.

Note 15 – Subsequent Events

The Company has evaluated subsequent events through the date of issuance of these financial statements.

Subsequent to March 31, 2011, the Company closed on two separate non-recourse mortgage loans totaling \$277,000. The loans have ten-year terms and include a \$185,000 loan secured by Fayette Mall in Lexington, KY and a \$92,000 loan secured by Mid Rivers Mall in St. Charles, MO. The loans bear interest at fixed rates of 5.42% and 5.88%, respectively. Proceeds were primarily used to repay an existing loan with a principal balance of \$84,733 as of March 31, 2011 and to pay down the outstanding balance of the Company's \$525,000 secured credit facility.

On May 9, 2011, the Company announced a \$1,090,000 joint venture with TIAA-CREF in which TIAA-CREF will receive a 50% pari passu interest in each of Oak Park Mall in Kansas City, KS, West County Center in St. Louis, MO, and CoolSprings Galleria in Nashville, TN. Upon closing of the joint venture transaction, these properties will no longer be consolidated and will be accounted for using the equity method of accounting. TIAA-CREF will also receive a 12% noncontrolling interest in Pearland Town Center in Pearland, TX. As part of the joint venture agreement, TIAA-CREF will assume approximately \$268,000 of property-specific debt. Estimated net proceeds of approximately \$210,000 from the transaction will be used to reduce the Company's outstanding debt. The Company will continue to manage and lease the properties. The transaction is expected to close by the third quarter of 2011.

ITEM 2: Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of financial condition and results of operations should be read in conjunction with the condensed consolidated financial statements and accompanying notes that are included in this Form 10-Q. Capitalized terms used, but not defined, in this Management's Discussion and Analysis of Financial Condition and Results of Operations have the same meanings as defined in the notes to the condensed consolidated financial statements. In this discussion, the terms "we", "us", "our" and the "Company" refer to CBL & Associates Properties, Inc. and its subsidiaries.

Certain statements made in this section or elsewhere in this report may be deemed "forward-looking statements" within the meaning of the federal securities laws. In many cases, these forward-looking statements may be identified by the use of words such as "will," "may," "should," "could," "believes," "expects," "anticipates," "estimates," "intends," "projects," "goals," "objectives," "targets," "predicts," "plans," "seeks," or 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 report.

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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 attained. It is possible that actual results may differ materially from those indicated by these forward-looking statements due to a variety of known and unknown risks and uncertainties. In addition to the risk factors described in Part II, Item 1A. of this report, such known risks and uncertainties 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 business.

This list of risks and uncertainties is only a summary and is not intended to be exhaustive. We disclaim any obligation to update or revise any forward-looking statements to reflect actual results or changes in the factors affecting the forward-looking information.

EXECUTIVE OVERVIEW

We are a self-managed, self-administered, fully integrated real estate investment trust (“REIT”) that is engaged in the ownership, development, acquisition, leasing, management and operation of regional shopping malls, open-air centers, community centers and office properties. Our shopping centers are located in 26 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.

As of March 31, 2011, we owned controlling interests in 75 regional malls/open-air centers (including one mixed-use center), 30 associated centers (each located adjacent to a regional mall), eight community centers and 14 office buildings, including our corporate office building. We consolidate the financial statements of all entities in which we have a controlling financial interest or where we are the primary beneficiary of a variable interest entity. As of March 31, 2011, we owned noncontrolling interests in seven regional malls, four associated centers, four community centers and six office buildings. Because one or more of the other partners have substantive participating rights, we do not control these partnerships and joint ventures and, accordingly, account for these investments using the equity method. We had controlling interests in one open-air center expansion, one community center expansion, and one outlet center, owned in a joint venture, under construction at March 31, 2011. We also hold options to acquire certain development properties owned by third parties.

Results for the first quarter of 2011 were very encouraging, reflecting continued improvement in our key metrics. Our overall portfolio leasing spread has continued to recover and was positive for the first time since 2008. Our occupancy levels increased over the prior year period across the entire portfolio. In addition, sales per square foot increased over the prior year period as a result of positive sales growth.

We are also pleased with the financing activity during the first quarter of 2011. We closed on nine operating property loans totaling \$389.1 million at a weighted average interest rate of 5.31% and a weighted average term of 8.5 years. Proceeds from the loans were primarily used to pay down the outstanding balance of the Company's \$520.0 million secured credit facility.

RESULTS OF OPERATIONS

Comparison of the Three Months Ended March 31, 2011 to the Three Months Ended March 31, 2010

Properties that were in operation for the entire year during 2010 and the three months ended March 31, 2011 are referred to as the "Comparable Properties." Since January 1, 2010, we have opened two community centers as follows:

| <u>Property</u> | <u>Location</u> | <u>Date Opened</u> |
|----------------------------------|-----------------|--------------------|
| <u>New Developments:</u> | | |
| The Pavilion at Port Orange (1) | Port Orange, FL | March 2010 |
| The Forum at Grandview (Phase I) | Madison, MS | November 2010 |

- (1) This property represents a 50/50 joint venture that is accounted for using the equity method of accounting and is included in equity in earnings of unconsolidated affiliates in the accompanying consolidated statements of operations.

Of these two properties, The Forum at Grandview is included in our operations on a consolidated basis. The Forum at Grandview is referred to as the "New Property." The transactions related to the New Property impact the comparison of the results of operations for the three months ended March 31, 2011 to the results of operations for the three months ended March 31, 2010. In addition to the above properties, in October 2010, we purchased the remaining 50% interest in Parkway Place in Huntsville, AL, from our joint venture partner. The results of operations of this property, previously accounted for using the equity method of accounting, are included in our operations on a consolidated basis beginning October 1, 2010.

Revenues

Total revenues increased \$6.5 million for the three months ended March 31, 2011 compared to the prior year period. Rental revenues and tenant reimbursements increased by \$4.7 million due to an increase of \$4.6 million from the Comparable Properties and an increase of \$0.1 million from the New Property. The increase in revenues of the Comparable Properties was driven by a \$4.8 million increase in base rents. Base rents have increased as a result of overall positive leasing spreads during the first quarter of 2011, in addition to higher occupancy levels.

Our cost recovery ratio for the quarter ended March 31, 2011 was 95.6% compared with 101.0% for the prior-year period. Our cost recovery ratio has decreased primarily due to certain tenants converting their lease payment terms to percentage in lieu or base rent and has also been impacted by negative leasing spreads over the past year.

The decrease in management, development and leasing fees of \$0.4 million was mainly attributable to lower development fee income due to the completion in the prior year of certain joint venture developments that were under construction during the first quarter of 2010.

Other revenues increased \$2.2 million primarily due to higher revenues related to our subsidiary that provides security and maintenance services to third parties.

Operating Expenses

Total expenses increased \$2.6 million for the three months ended March 31, 2011 compared to the prior year period. Property operating expenses, including real estate taxes and maintenance and repairs, increased \$2.7

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million due to higher expenses of \$2.6 million related to the Comparable Properties and an increase of \$0.1 million of expenses attributable to the New Property. The increase in property operating expenses of the Comparable Properties is primarily attributable to increases of \$0.8 million in utilities expense, \$0.7 million in payroll and related costs, \$0.6 million in contracted security and maintenance and \$0.3 million in land rent expense.

The decrease in depreciation and amortization expense of \$2.4 million resulted from a decrease of \$2.6 million from the Comparable Properties, partially offset by an increase of \$0.2 million related to the New Property. The decrease attributable to the Comparable Properties is due to a decline in amortization of tenant allowances compared to the prior year period, which included write-offs of certain unamortized tenant allowances and intangible lease assets related to early lease terminations.

General and administrative expenses increased \$0.7 million primarily as a result of increases of \$0.4 million in payroll and related expenses and \$0.4 million in legal fees. As a percentage of revenues, general and administrative expenses were 4.4% and 4.2% for the first quarters of 2011 and 2010, respectively.

Other expenses increased \$1.6 million primarily due to a charge of \$1.5 million to reduce the amount of an outstanding mortgage note receivable. The receivable is secured by land of which we are in process of foreclosure. The remaining balance of the mortgage note receivable reflects the current fair value of the land.

Other Income and Expenses

Interest expense decreased \$4.2 million for the three months ended March 31, 2011 compared to the prior year period. We have reduced our debt levels substantially since the prior year period and our weighted average interest rate on total consolidated debt is lower compared to the prior year period.

During the first quarter of 2011, we recorded a gain on extinguishment of debt of \$0.6 million as a result of accelerated discount accretion related to the early retirement of debt that was originally scheduled to mature in July 2011 on Mid Rivers Mall in St. Louis, MO.

During the first quarter of 2011, we recognized a gain on sales of real estate assets of \$0.8 million related to the sale of two parcels of land. We recognized a gain on sales of real estate assets of \$0.9 million during the first quarter of 2010 related to the sale of one parcel of land.

Equity in earnings of unconsolidated affiliates increased by \$1.2 million during the first quarter of 2011. One joint venture property that opened in March 2010 contributed to the increase compared to the prior year period. In addition, increases in revenues coupled with decreased bad debt expense were key drivers at several unconsolidated properties, reflecting the improving economy. Depreciation expense also declined overall due to asset life expirations and the write-off of certain tenant allowances in the prior year period. These increases were partially offset by a decline in earnings from one joint venture property as a result of the acquisition of the remaining 50% interest from our joint venture partner in October 2010. Results of the acquired property are now reported on a consolidated basis.

The income tax benefit of \$1.8 million for the three months ended March 31, 2011 relates to our taxable REIT subsidiary and consists of a benefit for current and deferred income taxes of \$1.5 million and \$0.3 million, respectively. During the three months ended March 31, 2010, we recorded an income tax benefit of \$1.9 million, consisting of a benefit for current and deferred income taxes of \$1.4 million and \$0.5 million, respectively.

Income from discontinued operations for the three months ended March 31, 2011 of \$27.1 million reflects the operating results of one mall that was sold in February 2011 for \$9.0 million. Net proceeds from the sale were used to retire the outstanding principal balance and accrued interest of \$40.3 million on the non-recourse loan secured by the property in accordance with the lender's agreement to modify the outstanding principal balance and accrued interest to equal the net sales price for the property. As a result, we recorded a gain on the extinguishment of debt of \$31.4 million in the first quarter of 2011. We also recorded a loss on impairment of real estate in the first quarter of 2011 of \$2.7 million to write down the book value of the property to the net sales

price. The results of operations of this property, including the gain on extinguishment of debt and loss on impairment of real estate, are included in discontinued operations for all periods presented. Loss on discontinued operations for the three months ended March 31, 2010 of \$0.5 million reflects the operating results of one mall that was sold in October 2010 and three community centers that were sold in December 2010, in addition to the mall that was sold in February 2011. Discontinued operations for all periods presented include the true up of estimated expenses to actual amounts for properties sold during previous periods.

Operational Review

The shopping center business is, to some extent, seasonal in nature with tenants typically achieving the highest levels of sales during the fourth quarter due to the holiday season, which generally results in higher percentage rents in the fourth quarter. Additionally, the malls earn most of their “temporary” rents (rents from short-term tenants) during the holiday period. Thus, occupancy levels and revenue production are generally the highest in the fourth quarter of each year. Results of operations realized in any one quarter may not be indicative of the results likely to be experienced over the course of the fiscal year.

We classify our regional malls into two categories – malls that have completed their initial lease-up are referred to as stabilized malls and malls that are in their initial lease-up phase and have not been open for three calendar years are referred to as non-stabilized malls. Pearland Town Center, which opened in July 2008, is our only non-stabilized mall as of March 31, 2011.

We derive a significant amount of our revenues from the mall properties. The sources of our revenues by property type were as follows:

| | Three Months Ended March 31, | |
|--------------------------------------|---------------------------------|-------|
| | 2011 | 2010 |
| Malls | 89.1% | 90.0% |
| Associated centers | 4.1% | 4.0% |
| Community centers | 1.9% | 1.4% |
| Mortgages, office building and other | 4.9% | 4.6% |

The improving economy continues to benefit our retailers. Mall store sales in the first quarter of 2011 for our portfolio increased 2.9% from the prior year period. Mall store sales for the trailing twelve months ended March 31, 2011 on a comparable per square foot basis were \$324 per square foot compared with \$316 per square foot in the prior year period, an increase of 2.5%. With generally positive economic indicators and improving consumer confidence, we expect the upward sales trends to continue throughout the year.

Occupancy

Our portfolio occupancy is summarized in the following table:

| | March 31, | |
|--------------------------|-----------|-------|
| | 2011 | 2010 |
| Total portfolio | 90.3% | 88.8% |
| Total mall portfolio | 90.3% | 89.4% |
| Stabilized malls | 90.4% | 89.7% |
| Non-stabilized malls (1) | 84.2% | 76.6% |
| Associated centers | 91.1% | 89.5% |
| Community centers | 90.5% | 84.4% |

(1) Represents occupancy for Pearland Town Center.

Positive sales trends have contributed to the continued growth in our occupancy and improved leasing metrics. For the first quarter of 2011, total portfolio occupancy increased 150 basis points to 90.3% and stabilized mall occupancy improved 70 basis points to 90.4%. We are still projecting for total portfolio occupancy to end the year 75 to 100 basis points over the prior year end level of 92.4%.

Leasing

During the first quarter of 2011, we signed more than 1.7 million square feet of leases, nearly all of which were in our operating portfolio. The leases signed in our operating portfolio included almost 0.6 million square feet of new leases and approximately 1.1 million square feet of renewals. Total leasing activity in the operating portfolio almost doubled from the 0.9 million square feet signed in the prior year quarter.

Average annual base rents per square foot were as follows for each property type:

| | At March 31, | |
|----------------------|--------------|----------|
| | 2011 | 2010 |
| Stabilized malls | \$ 29.07 | \$ 28.87 |
| Non-stabilized malls | 26.73 | 25.41 |
| Associated centers | 12.01 | 11.89 |
| Community centers | 13.53 | 15.06 |
| Office Buildings | 17.82 | 19.21 |

Results from new and renewal leasing of comparable small shop space of less than 10,000 square feet during the three months ended March 31, 2011 for spaces that were previously occupied are as follows:

| Property Type | Square Feet | Prior Gross Rent PSF | New Initial Gross Rent PSF | % Change Initial | New Average Gross Rent PSF (2) | % Change Average |
|-------------------------------|----------------|----------------------|----------------------------|------------------|--------------------------------|------------------|
| All Property Types (1) | 792,069 | \$ 35.84 | \$ 34.94 | -2.5% | \$ 35.95 | 0.3% |
| Stabilized Malls | 760,589 | 36.43 | 35.47 | -2.6% | 36.51 | 0.2% |
| New leases | 151,278 | 42.75 | 47.50 | 11.1% | 50.51 | 18.2% |
| Renewal leases | 609,311 | 34.86 | 32.49 | -6.8% | 33.03 | -5.2% |

(1) Includes stabilized malls, associated centers, community centers and office buildings.

(2) Average gross rent does not incorporate allowable future increases for recoverable common area expenses.

The first quarter continued our trend of improvement in leasing spreads. Overall leases in the first quarter of 2011 were signed at a 30 basis point increase over the prior gross rent per square foot. While renewal spreads were still negative, they moved in the right direction compared with previous quarters. We are still facing difficult renewal negotiations with a select few retailers whose sales have not recovered to pre-recession levels. We are being proactive in replacing underperforming retailers and have utilized short-term leasing while we secure replacement tenants. As the economic and retail environment improves, we are seeing retailers boosting their expansion plans and increasing demand for space, benefiting our new leasing activity. New leases are being signed at impressive increases, more than 18% for the first quarter. As spreads turn more positive, we are pushing to lengthen the lease terms. For the quarter, 55% of leases were signed for three years or less, an improvement of 5% compared with the fourth quarter of 2010.

LIQUIDITY AND CAPITAL RESOURCES

During the first quarter of 2011, we closed on nine operating property loans totaling \$389.1 million. The financings were completed at very favorable rates with the weighted average interest rate for all nine loans at 5.31%. The loans include five commercial mortgage-backed securities (“CMBS”) loans for ten-year terms and four bank loans for five-year terms. Eight of the properties were previously used as collateral to secure our \$520.0 million line of credit. As we have released properties from the collateral pool of this facility, it has become a revolver that can be used for retiring loans that are maturing in 2011 and beyond, as well as providing additional flexibility.

As of March 31, 2011, we had approximately \$831.4 million available on all of our credit facilities combined. Our financial covenants remain sound with a debt to gross asset value ratio of 52.7% and an interest

coverage ratio of 2.38x for the quarter compared with 2.32x in the prior year period. See Debt below for additional information.

We derive a majority of our revenues from leases with retail tenants, which has historically been the primary source for funding short-term liquidity and capital needs such as operating expenses, debt service, tenant construction allowances, recurring capital expenditures and dividends and distributions. We believe that the combination of our cash flows generated from our operations, combined with our debt and equity sources and the availability under our lines of credit will, for the foreseeable future, provide adequate liquidity to meet our cash needs. In addition to these factors, we have options available to us to generate additional liquidity, including but not limited to, equity offerings, joint venture investments, issuances of noncontrolling interests in our Operating Partnership and decreasing the amount of expenditures we make related to tenant construction allowances and other capital expenditures. We also generate revenues from sales of peripheral land at the properties and from sales of real estate assets when it is determined that we can realize an optimal value for the assets.

Cash Flows From Operations

There was \$49.3 million of unrestricted cash and cash equivalents as of March 31, 2011, a decrease of \$1.6 million from December 31, 2010. Cash provided by operating activities during the three months ended March 31, 2011, decreased \$9.6 million to \$78.8 million from \$88.4 million during the three months ended March 31, 2010. The decrease was primarily attributable to a decline in prepaid rents, representing an increase in the number of tenants that paid rents for April 2011 subsequent to March 31, 2011 as compared to the number of tenants that paid rents for April 2010 in March 2010.

Debt

The following tables summarize debt based on our pro rata ownership share, including our pro rata share of unconsolidated affiliates and excluding noncontrolling investors' share of consolidated properties, because we believe this provides investors and lenders a clearer understanding of our total debt obligations and liquidity (in thousands):

| | <u>Consolidated</u> | <u>Noncontrolling Interests</u> | <u>Unconsolidated Affiliates</u> | <u>Total</u> | <u>Weighted Average Interest Rate (1)</u> |
|---|----------------------------|-------------------------------------|--------------------------------------|----------------------------|---|
| March 31, 2011: | | | | | |
| Fixed-rate debt: | | | | | |
| Non-recourse loans on operating properties (2) | \$ 3,916,146 | \$ (15,621) | \$ 396,687 | \$ 4,297,212 | 5.69% |
| Recourse term loans on operating properties | 28,901 | - | - | 28,901 | 6.00% |
| Total fixed-rate debt | <u>3,945,047</u> | <u>(15,621)</u> | <u>396,687</u> | <u>4,326,113</u> | <u>5.69%</u> |
| Variable-rate debt: | | | | | |
| Non-recourse term loans on operating properties | 114,250 | - | 19,957 | 134,207 | 3.32% |
| Recourse term loans on operating properties | 340,404 | (928) | 149,569 | 489,045 | 2.86% |
| Construction loans | 28,318 | - | - | 28,318 | 3.29% |
| Secured lines of credit | 318,585 | - | - | 318,585 | 4.23% |
| Unsecured term loans | 437,494 | - | - | 437,494 | 1.66% |
| Total variable-rate debt | <u>1,239,051</u> | <u>(928)</u> | <u>169,526</u> | <u>1,407,649</u> | <u>2.85%</u> |
| Total | <u><u>\$ 5,184,098</u></u> | <u><u>\$ (16,549)</u></u> | <u><u>\$ 566,213</u></u> | <u><u>\$ 5,733,762</u></u> | <u><u>4.99%</u></u> |

| | <u>Consolidated</u> | <u>Noncontrolling Interests</u> | <u>Unconsolidated Affiliates</u> | <u>Total</u> | <u>Weighted Average Interest Rate (1)</u> |
|---|---------------------|-------------------------------------|--------------------------------------|---------------------|---|
| December 31, 2010: | | | | | |
| Fixed-rate debt: | | | | | |
| Non-recourse loans on operating properties | \$ 3,664,293 | \$ (24,708) | \$ 398,154 | \$ 4,037,739 | 5.83% |
| Recourse term loans on operating properties | 30,449 | - | - | 30,449 | 6.00% |
| Total fixed-rate debt | <u>3,694,742</u> | <u>(24,708)</u> | <u>398,154</u> | <u>4,068,188</u> | <u>5.83%</u> |
| Variable-rate debt: | | | | | |
| Non-recourse term loans on operating properties | 114,625 | - | 20,038 | 134,663 | 3.30% |
| Recourse term loans on operating properties | 350,106 | (928) | 148,252 | 497,430 | 2.83% |
| Construction loans | 14,536 | - | - | 14,536 | 3.32% |
| Secured lines of credit | 598,244 | - | - | 598,244 | 3.38% |
| Unsecured term loans | 437,494 | - | - | 437,494 | 1.66% |
| Total variable-rate debt | <u>1,515,005</u> | <u>(928)</u> | <u>168,290</u> | <u>1,682,367</u> | <u>2.77%</u> |
| Total | <u>\$ 5,209,747</u> | <u>\$ (25,636)</u> | <u>\$ 566,444</u> | <u>\$ 5,750,555</u> | <u>4.93%</u> |

- (1) Weighted average interest rate includes the effect of debt premiums (discounts), but excludes amortization of deferred financing costs.
- (2) We have four interest rate swaps on notional amounts totaling \$120,165 as of March 31, 2011 related to four of our variable-rate loans on operating properties to effectively fix the interest rates on these loans. Therefore, these amounts are currently reflected in fixed-rate debt.

As of March 31, 2011, \$974.3 million of our pro rata share of consolidated and unconsolidated debt is scheduled to mature in 2011. However, we have extensions of \$705.5 million available at our option that we intend to exercise, leaving approximately \$268.8 million of maturities in 2011 that must be retired or refinanced. Subsequent to March 31, 2011, we closed on two operating property loans. Proceeds were primarily used to repay an existing loan with a principal balance of \$84.7 million as of March 31, 2011 and to pay down the outstanding balance of our \$525.0 million secured credit facility. We also retired an operating property loan with a principal balance of \$11.6 million that was secured by Gulf Coast Town Center Phase III in Fort Myers, FL with borrowings from our \$105.0 million secured credit facility.

The remaining loans due in 2011, totaling \$184.1 million, include six property-specific loans that have maturity dates ranging from August 2011 to October 2011. We may refinance these loans or we may retire them with availability on our \$520.0 million secured credit facility.

The weighted average remaining term of our total share of consolidated and unconsolidated debt was 3.6 years at March 31, 2011 and 3.5 years at December 31, 2010. The weighted average remaining term of our pro rata share of fixed-rate debt was 4.4 years and 4.6 years at March 31, 2011 and December 31, 2010, respectively.

As of March 31, 2011 and December 31, 2010, our pro rata share of consolidated and unconsolidated variable-rate debt represented 24.6% and 29.3%, respectively, of our total pro rata share of debt. As of March 31, 2011, our share of consolidated and unconsolidated variable-rate debt represented 14.6% of our total market capitalization (see *Equity* below) as compared to 17.4% as of December 31, 2010.

Secured Lines of Credit

We have three secured lines of credit that are used for mortgage retirement, working capital, construction and acquisition purposes, as well as issuances of letters of credit. Each of these lines is secured by mortgages on certain of our operating properties. Borrowings under the secured lines of credit bear interest at LIBOR, subject to a floor of 1.50%, plus a margin ranging from 1.45% to 4.25% and had a weighted average interest rate of 4.23% at March 31, 2011. The Company also pays fees based on the amount of unused availability under its two largest secured lines of credit at a rate of 0.35% of unused availability. The following summarizes certain information about the secured lines of credit as of March 31, 2011 (in thousands):

| Total Capacity | Total Outstanding | Maturity Date | Extended Maturity Date |
|-----------------------|--------------------------|----------------------|-------------------------------|
| \$ 525,000 | \$ 166,189(1) | February 2012 | February 2013 |
| 520,000 | 150,196 | August 2011 | April 2014 |
| 105,000 | 2,200 | June 2012 | N/A |
| <u>\$ 1,150,000</u> | <u>\$ 318,585</u> | | |

(1) There was an additional \$10,066 outstanding on this secured line of credit as of March 31, 2011 for letters of credit. Up to \$50,000 of the capacity on this line can be used for letters of credit.

We also have secured and unsecured lines of credit with total availability of \$21.0 million that are used only to issue letters of credit. There was \$17.0 million outstanding under these lines at March 31, 2011.

Unsecured Term Facilities

We have an unsecured term loan that bears interest at LIBOR plus a margin of 0.95% to 1.40% based on our leverage ratio, as defined in the agreement to the loan. At March 31, 2011, the outstanding borrowings of \$209.5 million under this loan had a weighted average interest rate of 1.38%. The loan was obtained for the exclusive purpose of acquiring certain properties from the Starmount Company or its affiliates. We completed our acquisition of these properties in February 2008 and, as a result, no further draws can be made against the loan. The loan matures in November 2011 and has a one-year extension option, which is at our election, for an outside maturity date of November 2012. Net proceeds from a sale, or our share of excess proceeds from any refinancings, of any of the properties originally purchased with borrowings from this unsecured term loan must be used to pay down any remaining outstanding balance.

We have an unsecured term loan with total capacity of \$228.0 million that bears interest at LIBOR plus a margin of 1.50% to 1.80% based on our leverage ratio, as defined in the loan agreement. At March 31, 2011, the outstanding borrowings of \$228.0 million under the unsecured term loan had a weighted average interest rate of 1.92%. Subsequent to the first quarter, we exercised a one-year extension option on this loan. The loan matures in April 2012 and has a one-year extension option remaining, which is at our election, for an outside maturity date of April 2013.

The agreements to the \$525.0 million and \$520.0 million secured credit facilities and the two unsecured term loans described above, each with the same lead lender, contain default and cross-default provisions customary for transactions of this nature (with applicable customary grace periods) in the event (i) there is a default in the payment of any indebtedness owed by us to any institution which is a part of the lender groups for the credit facilities, or (ii) there is any other type of default with respect to any indebtedness owed by us to any institution which is a part of the lender groups for the credit facilities and such lender accelerates the payment of the indebtedness owed to it as a result of such default. The credit facility agreements provide that, upon the occurrence and continuation of an event of default, payment of all amounts outstanding under these credit facilities and those facilities with which these agreements reference cross-default provisions may be accelerated and the lenders' commitments may be terminated. Additionally, any default in the payment of any recourse indebtedness greater than \$50.0 million or any non-recourse indebtedness greater than \$100.0 million of the Company, the Operating Partnership and significant subsidiaries, as defined, regardless of whether the lending institution is a part of the lender groups for the credit facilities, will constitute an event of default under the agreements to the credit facilities. We were not in default with regard to any of these provisions as of December 31, 2011.

Mortgages on Operating Properties

During the first quarter of 2011, we closed on five separate non-recourse mortgage loans totaling \$268.9 million. These loans have ten-year terms and include a \$95.0 million loan secured by Parkdale Mall and Parkdale Crossing in Beaumont, TX; a \$99.4 million loan secured by Park Plaza in Little Rock, AR; a \$44.1 million loan secured by EastGate Mall in Cincinnati, OH; a \$19.8 million loan secured by Wausau Center in Wausau, WI; and a \$10.6 million loan secured by Hamilton Crossing in Chattanooga, TN. The loans bear interest at a weighted average fixed rate of 5.64% and are not cross-collateralized.

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Also during the first quarter of 2011, we closed on four separate loans totaling \$120.2 million. These loans have five-year terms and include a \$36.4 million loan secured by Stroud Mall in Stroud, PA; a \$58.1 million loan secured by York Galleria in York, PA; a \$12.1 million loan secured by Gunbarrel Pointe in Chattanooga, TN; and a \$13.6 million loan secured by CoolSprings Crossing in Nashville, TN. These four loans have partial-recourse features totaling \$15.5 million, which will reduce by \$5.7 million upon the opening of a certain tenant in late 2011 and will further reduce as the aggregate principal amount outstanding on the loans is amortized. The loans bear interest at LIBOR plus a margin of 2.40% and are not cross-collateralized. We have interest rate swaps in place for the full term of each five-year loan to effectively fix the interest rates. As a result, these loans bear interest at a weighted average fixed rate of 4.57%. See *Interest Rate Hedge Instruments* below for additional information.

Proceeds from the nine loans above were used predominantly to pay down the outstanding balance of our \$520.0 million secured credit facility. Eight of the new loans were secured with properties previously used as collateral to secure the \$520.0 million credit facility.

In addition, we retired an operating property loan with a principal balance of \$78.7 million that was secured by Mid Rivers Mall in St. Charles, MO with borrowings from our \$525.0 million secured credit facility. Subsequent to March 31, 2011, we closed on a ten-year, non-recourse mortgage loan of \$92.0 million secured by this property that bears interest a fixed rate of 5.88% and used the proceeds to pay down the outstanding balance on the credit facility. Also subsequent to March 31, 2011, we closed on a ten-year, non-recourse mortgage loan of \$185.0 million secured by Fayette Mall in Lexington, KY that bears interest at a fixed rate of 5.42%. Proceeds were primarily used to repay an existing loan with an outstanding principal balance of \$84.7 million as of March 31, 2011 and to pay down the outstanding balance of the Company's \$525.0 million secured credit facility. We also retired an operating property loan with a principal balance of \$11.6 million that was secured by Gulf Coast Town Center Phase III in Fort Myers, FL with borrowings from our \$105.0 million secured credit facility.

Interest Rate Hedging Instruments

In March 2011, we entered into four pay fixed/receive variable interest rate swaps with an aggregate notional amount of \$120.2 million, amortizing to \$100.0 million, to hedge the interest rate risk exposure on the borrowings on four of our operating properties equal to the aggregate swap notional amount. These interest rate swaps hedge the risk of changes in cash flows on our designated forecasted interest payments attributable to changes in 1-month LIBOR, the designated benchmark interest rate being hedged, thereby reducing exposure to variability in cash flows relating to interest payments on the variable-rate debt. The interest rate swaps effectively fix the interest payments on the portion of debt principal corresponding to the swap notional amount at a weighted average rate of 4.57%. The swaps were valued at \$0.6 million as of March 31, 2011 and mature in April 2016.

In March 2011, we entered into a \$64.3 million interest rate cap agreement to hedge the risk of changes in cash flows on the letter of credit supporting certain bonds related to one of our operating properties equal to the then-outstanding cap notional. The interest rate cap protects us from increases in the hedged cash flows attributable to overall changes in the USD-SIFMA Municipal Swap Index above the strike rate of the cap on the debt. The strike rate associated with the interest rate cap is 1.00%. The interest rate cap had a nominal value as of March 31, 2011 and matures in March 2012.

| Instrument Type | Location in Consolidated Balance Sheet | Notional Amount | Designated Benchmark Interest Rate | Strike Rate | Fair Value at 3/31/11 | Fair Value at 12/31/10 | Maturity Date |
|----------------------------------|--|------------------------------------|------------------------------------|-------------|-----------------------|------------------------|---------------|
| Pay fixed/ Receive variable Swap | Intangible lease assets and other assets | \$ 58,100 (amortizing to \$48,337) | 1-month LIBOR | 2.149% | \$ 321 | \$ - | Apr-16 |
| Pay fixed/ Receive variable Swap | Intangible lease assets and other assets | \$ 36,365 (amortizing to \$30,276) | 1-month LIBOR | 2.187% | 142 | - | Apr-16 |
| Pay fixed/ Receive variable Swap | Intangible lease assets and other assets | \$ 13,600 (amortizing to \$11,313) | 1-month LIBOR | 2.142% | 79 | - | Apr-16 |
| Pay fixed/ Receive variable Swap | Intangible lease assets and other assets | \$ 12,100 (amortizing to \$10,083) | 1-month LIBOR | 2.236% | 22 | - | Apr-16 |
| Cap | Intangible lease assets and other assets | \$ 64,265 (amortizing to \$63,555) | USD - SIFMA municipal swap index | 1.000% | 17 | - | Mar-12 |
| Cap | Intangible lease assets and other assets | \$ 72,000 (amortizing to \$69,375) | 3-month LIBOR | 3.000% | - | 3 | Jan-12 |

Equity

During the three months ended March 31, 2011, we paid cash dividends of \$40.2 million to holders of our common stock and our preferred stock, as well as \$18.8 million in distributions to the noncontrolling interest investors in our Operating Partnership and other consolidated subsidiaries.

On February 28, 2011, we announced a first quarter 2011 common stock dividend of \$0.21 per share payable in cash. The dividend was paid on April 15, 2011. Future dividends payable will be determined by our Board of Directors based upon circumstances at the time of declaration.

As a publicly traded company, we have access to capital through both the public equity and debt markets. We currently have a shelf registration statement on file with the Securities and Exchange Commission authorizing us to publicly issue senior and/or subordinated debt securities, shares of preferred stock (or depository shares representing fractional interests therein), shares of common stock, warrants or rights to purchase any of the foregoing securities, and units consisting of two or more of these classes or series of securities. There is no limit to the offering price or number of securities that we may issue under this shelf registration statement.

Our strategy is to maintain a conservative debt-to-total-market capitalization ratio in order to enhance our access to the broadest range of capital markets, both public and private. Based on our share of total consolidated and unconsolidated debt and the market value of equity, our debt-to-total-market capitalization (debt plus market value of equity) ratio was as follows at March 31, 2011 (in thousands, except stock prices):

| | Shares Outstanding | Stock Price (1) | Value |
|---|--------------------|-----------------|--------------|
| Common stock and operating partnership units | 190,334 | \$ 17.42 | \$ 3,315,618 |
| 7.75% Series C Cumulative Redeemable Preferred Stock | 460 | 250.00 | 115,000 |
| 7.375% Series D Cumulative Redeemable Preferred Stock | 1,815 | 250.00 | 453,750 |
| Total market equity | | | 3,884,368 |
| Company's share of total debt | | | 5,733,762 |
| Total market capitalization | | | \$ 9,618,130 |
| Debt-to-total-market capitalization ratio | | | 59.6% |

(1) Stock price for common stock and Operating Partnership units equals the closing price of the common stock on March 31, 2011. The stock price for the preferred stock represents the liquidation preference of each respective series of preferred stock.

Capital Expenditures

Of the \$9.6 million of capital expenditures during the three months ended March 31, 2011, including our share of unconsolidated affiliates' capital expenditures, we spent \$5.8 million for tenant allowances, which generally generate increased rents from tenants over the terms of their leases. Deferred maintenance expenditures were \$2.9 million and included \$0.5 million for roof replacements and \$2.4 million for various other capital expenditures. Renovation expenditures totaled \$0.9 million.

Deferred maintenance expenditures are generally billed to tenants as common area maintenance expense, and most are recovered over a 5 to 15-year period. Renovation expenditures are primarily for remodeling and upgrades of malls, of which a portion is recovered from tenants over a 5 to 15-year period. We are recovering these costs through fixed amounts with annual increases or pro rata cost reimbursements based on the tenant's occupied space.

Annual capital expenditures budgets are prepared for each of our properties that are intended to provide for all necessary recurring and non-recurring capital expenditures. We believe that property operating cash flows, which include reimbursements from tenants for certain expenses, will provide the necessary funding for these expenditures.

Developments and Expansions

The following table summarizes our development projects as of March 31, 2011 (dollars in thousands):

Properties Under Development at March 31, 2011

(Dollars in thousands)

| Property | Location | Total Project Square Feet | CBL's Share of | | Expected Opening Date | Initial Yield |
|---|-----------------------|---------------------------|----------------|------------------|-----------------------|---------------|
| | | | Total Cost (b) | Cost to Date (c) | | |
| Open-Air Center Expansion: | | | | | | |
| Alamance West | Burlington, NC | 236,438 | \$ 15,823 | \$ 7,133 | Fall-11 | 11.2% |
| Community Center Expansion: | | | | | | |
| Settlers Ridge (Phase II) | Robinson Township, PA | 86,617 | \$ 12,370 | \$ 9,323 | Summer-11 | 9.9% |
| Outlet Center: | | | | | | |
| The Outlet Shoppes at Oklahoma City (a) | Oklahoma City, OK | 325,780 | \$ 60,953 | \$ 35,277 | Summer-11 | 10.7% |

(a) The Outlet Shoppes at Oklahoma City is a 75/25 joint venture. Total cost and cost to date are reflected at 100 percent.

(b) Total Cost is presented net of reimbursements to be received.

(c) Cost to Date does not reflect reimbursements until they are received.

We have one major development project currently under construction that is scheduled to open in the summer of 2011. The Outlet Shoppes at Oklahoma City is a joint venture outlet center project approximating 350,000 square feet in Oklahoma City, OK, in which we have a 75% ownership interest. It will be the only outlet center in the state of Oklahoma and the only center of its kind within a 145 mile radius. The center is approximately 98% leased or committed with retailers including Saks Off 5th, Nike, Tommy Hilfiger, Polo, J. Crew, Brooks Brothers and more. The strong leasing results indicate the successful reception this project is receiving in the retailer community and we are still receiving new lease commitments. There is no additional capital currently required for this project as all equity has been funded and a construction loan is in place for the remaining development costs.

Stores have started opening at the second phase of Settlers Ridge in Pittsburgh, PA. The 78,000-square-foot expansion is currently 95% leased or committed with Michaels, Ross Dress for Less, Shoe Carnival and ULTA.

Construction is progressing on Alamance West, the 230,000-square-foot second phase of our center in Burlington, NC. The project is currently 98% leased or committed, anchored by BJ's Wholesale Club, Kohl's and Dick's Sporting Goods.

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We have also commenced renovation projects at four of our malls, including Hamilton Place in Chattanooga, TN, Oak Park Mall in Kansas City, KS, RiverGate Mall in Nashville, TN, and Burnsville Center in Minneapolis, MN. The projects are scheduled for completion prior to the holiday season.

We hold options to acquire certain development properties owned by third parties. Except for the projects presented above, we do not have any other material capital commitments as of March 31, 2011.

Off-Balance Sheet Arrangements

Unconsolidated Affiliates

We have ownership interests in 16 unconsolidated affiliates that are described in Note 5 to the consolidated financial statements. The unconsolidated affiliates are accounted for using the equity method of accounting and are reflected in the consolidated balance sheets as "Investments in Unconsolidated Affiliates." The following are circumstances when we may consider entering into a joint venture with a third party:

- Third parties may approach us with opportunities in which they have obtained land and performed some pre-development activities, but they may not have sufficient access to the capital resources or the development and leasing expertise to bring the project to fruition. We enter into such arrangements when we determine such a project is viable and we can achieve a satisfactory return on our investment. We typically earn development fees from the joint venture and provide management and leasing services to the property for a fee once the property is placed in operation.
- We may determine that we have the opportunity to capitalize on the value we have created in a property by selling an interest in the property to a third party. This provides us with an additional source of capital that can be used to develop or acquire additional real estate assets that we believe will provide greater potential for growth. When we retain an interest in an asset rather than selling a 100% interest, it is typically because this allows us to continue to manage the property, which provides us the ability to earn fees for management, leasing, development and financing services provided to the joint venture.

Preferred Joint Venture Units

We consolidate our investment in a joint venture, CWJV, with Westfield. The terms of the joint venture agreement require that CWJV pay an annual preferred distribution at a rate of 5.0%, which increases to 6.0% on July 1, 2013, on the preferred liquidation value of the perpetual PJV units of CWJV that are held by Westfield. Westfield has the right to have all or a portion of the PJV units redeemed by CWJV with property owned by CWJV, and subsequent to October 16, 2012, with either cash or property owned by CWJV, in each case for a net equity amount equal to the preferred liquidation value of the PJV units. At any time after January 1, 2013, Westfield may propose that CWJV acquire certain qualifying property that would be used to redeem the PJV units at their preferred liquidation value. If CWJV does not redeem the PJV units with such qualifying property (a "Preventing Event"), then the annual preferred distribution rate on the PJV units increases to 9.0% beginning July 1, 2013. We will have the right, but not the obligation, to offer to redeem the PJV units after January 31, 2013 at their preferred liquidation value, plus accrued and unpaid distributions. If we fail to make such an offer, the annual preferred distribution rate on the PJV units increases to 9.0% for the period from July 1, 2013 through June 30, 2016, at which time it decreases to 6.0% if a Preventing Event has not occurred. If, upon redemption of the PJV units, the fair value of our common stock is greater than \$32.00 per share, then such excess (but in no case greater than \$26.0 million in the aggregate) shall be added to the aggregate preferred liquidation value payable on account of the PJV units. We account for this contingency using the method prescribed for earnings or other performance measure contingencies. As such, should this contingency result in additional consideration to Westfield, we will record the current fair value of the consideration issued as a purchase price adjustment at the time the consideration is paid or payable.

Guarantees

We may guarantee the debt of a joint venture primarily because it allows the joint venture to obtain funding at a lower cost than could be obtained otherwise. This results in a higher return for the joint venture on its investment, and a higher return on our investment in the joint venture. We may receive a fee from the joint venture for providing the guaranty. Additionally, when we issues a guaranty, the terms of the joint venture agreement typically provide that we may receive indemnification from the joint venture or have the ability to increase our ownership interest.

We own a parcel of land in Lee's Summit, MO that we are ground leasing to a third party development company. The third party developed and operates a shopping center on the land parcel. We have guaranteed 27% of the third party's construction loan and bond line of credit (the "loans") of which the maximum guaranteed amount is \$24.4 million. The total amount outstanding at March 31, 2011 on the loans was \$81.1 million of which we have guaranteed \$21.9 million. We recorded an obligation of \$0.3 million in the accompanying condensed consolidated balance sheets as of March 31, 2011 and December 31, 2010 to reflect the estimated fair value of the guaranty.

We have guaranteed 100% of the construction and land loans of West Melbourne I, LLC ("West Melbourne"), an unconsolidated affiliate in which we own a 50% interest, of which the maximum guaranteed amount is \$50.7 million. West Melbourne developed and operates Hammock Landing, a community center in West Melbourne, FL. The total amount outstanding on the loans at March 31, 2011 was \$46.8 million. The guaranty will expire upon repayment of the debt. The land loan, representing \$3.3 million of the amount outstanding at March 31, 2011, matures in August 2011. West Melbourne will either retire this loan at maturity or may request an extension of the maturity date. The construction loan, representing \$43.5 million of the amount outstanding at March 31, 2011, matures in August 2011 and has two one-year extension options available. We recorded an obligation of \$0.7 million in the accompanying condensed consolidated balance sheets as of March 31, 2011 and December 31, 2010 to reflect the estimated fair value of this guaranty.

We have guaranteed 100% of the construction loan of Port Orange I, LLC ("Port Orange"), an unconsolidated affiliate in which we own a 50% interest, of which the maximum guaranteed amount is \$97.2 million. Port Orange developed and operates The Pavilion at Port Orange, a community center in Port Orange, FL. The total amount outstanding at March 31, 2011 on the loan was \$69.4 million. The guaranty will expire upon repayment of the debt. The loan matures in December 2011 and has two one-year extension options available. We have recorded an obligation of \$1.1 million in the accompanying condensed consolidated balance sheets as of March 31, 2011 and December 31, 2010 to reflect the estimated fair value of this guaranty.

We have guaranteed the lease performance of York Town Center, LP ("YTC"), an unconsolidated affiliate in which we own a 50% interest, under the terms of an agreement with a third party that owns property as part of York Town Center. Under the terms of that agreement, YTC is obligated to cause performance of the third party's obligations as landlord under its lease with its sole tenant, including, but not limited to, provisions such as co-tenancy and exclusivity requirements. Should YTC fail to cause performance, then the tenant under the third party landlord's lease may pursue certain remedies ranging from rights to terminate its lease to receiving reductions in rent. We have guaranteed YTC's performance under this agreement up to a maximum of \$22.0 million, which decreases by \$0.8 million annually until the guaranteed amount is reduced to \$10.0 million. The guaranty expires on December 31, 2020. The maximum guaranteed obligation was \$18.8 million as of March 31, 2011. We entered into an agreement with our joint venture partner under which the joint venture partner has agreed to reimburse us 50% of any amounts we are obligated to fund under the guaranty. We did not record an obligation for this guaranty because we determined that the fair value of the guaranty is not material.

At March 31, 2011, we guaranteed 100% of a construction loan of JG Gulf Coast Town Center, LLC, an unconsolidated affiliate in which we own a 50% interest, of which the maximum guaranteed amount is \$11.6 million. Proceeds from the construction loan were designated for the development of Phase III of Gulf Coast Town Center, an open-air center in Fort Myers, FL. The total amount outstanding at March 31, 2011 on the loan was \$11.6 million. We did not record an obligation for this guaranty because we determined that the fair value of the guaranty is not material. Subsequent to March 31, 2011, we retired the construction loan with borrowings from our \$105.0 million secured credit facility. The guaranty expired upon repayment of the debt.

CRITICAL ACCOUNTING POLICIES

Our significant accounting policies are disclosed in Note 2 to the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2010. The following discussion describes our most critical accounting policies, which are those that are both important to the presentation of our financial condition and results of operations and that require significant judgment or use of complex estimates.

Revenue Recognition

Minimum rental revenue from operating leases is recognized on a straight-line basis over the initial terms of the related leases. Certain tenants are required to pay percentage rent if their sales volumes exceed thresholds specified in their lease agreements. Percentage rent is recognized as revenue when the thresholds are achieved and the amounts become determinable.

We receive reimbursements from tenants for real estate taxes, insurance, common area maintenance, and other recoverable operating expenses as provided in the lease agreements. Tenant reimbursements are recognized as revenue in the period the related operating expenses are incurred. Tenant reimbursements related to certain capital expenditures are billed to tenants over periods of 5 to 15 years and are recognized as revenue when billed.

We receive management, leasing and development fees from third parties and unconsolidated affiliates. Management fees are charged as a percentage of revenues (as defined in the management agreement) and are recognized as revenue when earned. Development fees are recognized as revenue on a pro rata basis over the development period. Leasing fees are charged for newly executed leases and lease renewals and are recognized as revenue when earned. Development and leasing fees received from unconsolidated affiliates during the development period are recognized as revenue to the extent of the third-party partners' ownership interest. Fees to the extent of our ownership interest are recorded as a reduction to our investment in the unconsolidated affiliate.

Gains on sales of real estate assets are recognized when it is determined that the sale has been consummated, the buyer's initial and continuing investment is adequate, our receivable, if any, is not subject to future subordination, and the buyer has assumed the usual risks and rewards of ownership of the asset. When we have an ownership interest in the buyer, gain is recognized to the extent of the third party partner's ownership interest and the portion of the gain attributable to our ownership interest is deferred.

Real Estate Assets

We capitalize predevelopment project costs paid to third parties. All previously capitalized predevelopment costs are expensed when it is no longer probable that the project will be completed. Once development of a project commences, all direct costs incurred to construct the project, including interest and real estate taxes, are capitalized. Additionally, certain general and administrative expenses are allocated to the projects and capitalized based on the amount of time applicable personnel work on the development project. Ordinary repairs and maintenance are expensed as incurred. Major replacements and improvements are capitalized and depreciated over their estimated useful lives.

All acquired real estate assets are accounted for using the purchase method of accounting and accordingly, the results of operations are included in the consolidated statements of operations from the respective dates of acquisition. The purchase price is allocated to (i) tangible assets, consisting of land, buildings and improvements, as if vacant, and tenant improvements and (ii) identifiable intangible assets and liabilities generally consisting of above- and below-market leases and in-place leases. We use estimates of fair value based on estimated cash flows, using appropriate discount rates, and other valuation methods to allocate the purchase price to the acquired tangible and intangible assets. Liabilities assumed generally consist of mortgage debt on the real estate assets acquired. Assumed debt with a stated interest rate that is significantly different from market interest rates is recorded at its fair value based on estimated market interest rates at the date of acquisition.

Depreciation is computed on a straight-line basis over estimated lives of 40 years for buildings, 10 to 20 years for certain improvements and 7 to 10 years for equipment and fixtures. Tenant improvements are capitalized and depreciated on a straight-line basis over the term of the related lease. Lease-related intangibles from acquisitions of real estate assets are amortized over the remaining terms of the related leases. The amortization of above- and below-market leases is recorded as an adjustment to minimum rental revenue, while the amortization of all other lease-related intangibles is recorded as amortization expense. Any difference

between the face value of the debt assumed and its fair value is amortized to interest expense over the remaining term of the debt using the effective interest method.

Carrying Value of Long-Lived Assets

We periodically evaluate long-lived assets to determine if there has been any impairment in their carrying values and record impairment losses if the undiscounted cash flows estimated to be generated by those assets are less than their carrying amounts or if there are other indicators of impairment. If it is determined that impairment has occurred, the amount of the impairment charge is equal to the excess of the asset's carrying value over its estimated fair value. Our estimates of undiscounted cash flows expected to be generated by each property are based on a number of assumptions such as leasing expectations, operating budgets, estimated useful lives, future maintenance expenditures, intent to hold for use and capitalization rates, among others. These assumptions are subject to economic and market uncertainties including, but not limited to, demand for space, competition for tenants, changes in market rental rates and costs to operate each property. As these factors are difficult to predict and are subject to future events that may alter our assumptions, the future cash flows estimated in our impairment analyses may not be achieved.

In February 2011, we incurred a loss on impairment of real estate assets of \$2.7 million related to the disposition of Oak Hollow Mall in High Point, NC, to write down the book value of the property to the net sales price. The loss on impairment is recorded in operating income of discontinued operations for the three months ended March 31, 2011. No impairments of the carrying values of long-lived assets were incurred during the three months ended March 31, 2010.

Allowance for Doubtful Accounts

We periodically perform a detailed review of amounts due from tenants to determine if accounts receivable balances are impaired based on factors affecting the collectibility of those balances. Our estimate of the allowance for doubtful accounts requires significant judgment about the timing, frequency and severity of collection losses, which affects the allowance and net income. We recorded a provision for doubtful accounts of \$1.4 million and \$1.3 million for the three months ended March 31, 2011 and 2010, respectively.

Investments in Unconsolidated Affiliates

We evaluate our joint venture arrangements to determine whether they should be recorded on a consolidated basis. The percentage of ownership interest in the joint venture, an evaluation of control and whether a variable interest entity ("VIE") exists are all considered in the consolidation assessment.

Initial investments in joint ventures that are in economic substance a capital contribution to the joint venture are recorded in an amount equal to our historical carryover basis in the real estate contributed. Initial investments in joint ventures that are in economic substance the sale of a portion of our interest in the real estate are accounted for as a contribution of real estate recorded in an amount equal to our historical carryover basis in the ownership percentage retained and as a sale of real estate with profit recognized to the extent of the other joint venturers' interests in the joint venture. Profit recognition assumes that we have no commitment to reinvest with respect to the percentage of the real estate sold and the accounting requirements of the full accrual method are met.

We account for our investment in joint ventures where we own a non-controlling interest or where we are not the primary beneficiary of a VIE using the equity method of accounting. Under the equity method, our cost of investment is adjusted for our share of equity in the earnings of the unconsolidated affiliate and reduced by distributions received. Generally, distributions of cash flows from operations and capital events are first made to partners to pay cumulative unpaid preferences on unreturned capital balances and then to the partners in accordance with the terms of the joint venture agreements.

Any differences between the cost of our investment in an unconsolidated affiliate and our underlying equity as reflected in the unconsolidated affiliate's financial statements generally result from costs of our investment that are not reflected on the unconsolidated affiliate's financial statements, capitalized interest on our investment and our share of development and leasing fees that are paid by the unconsolidated affiliate to us for development and leasing services provided to the unconsolidated affiliate during any development periods. The

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net difference between our investment in unconsolidated affiliates and the underlying equity of unconsolidated affiliates is generally amortized over a period of 40 years.

On a periodic basis, we assess whether there are any indicators that the fair value of our investments in unconsolidated affiliates may be impaired. An investment is impaired only if our estimate of the fair value of the investment is less than the carrying value of the investment, and such decline in value is deemed to be other than temporary. To the extent impairment has occurred, the loss is measured as the excess of the carrying amount of the investment over the fair value of the investment. Our estimates of fair value for each investment are based on a number of assumptions such as future leasing expectations, operating forecasts, discount rates and capitalization rates, among others. These assumptions are subject to economic and market uncertainties including, but not limited to, demand for space, competition for tenants, changes in market rental rates, and operating costs. As these factors are difficult to predict and are subject to future events that may alter our assumptions, the fair values estimated in the impairment analyses may not be realized.

No impairments of investments in unconsolidated affiliates were incurred during the three months ended March 31, 2011 and 2010.

Recent Accounting Pronouncements

Accounting Guidance Adopted

Effective January 1, 2011, we adopted ASU No. 2011-01, *Deferral of the Effective Date of Disclosures about Troubled Debt Restructurings in Update No. 2010-20* ("ASU 2011-01"). ASU No. 2011-01 delays the effective date for disclosures relating to ASU No. 2010-20, *Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses* ("ASU 2010-20") and became effective for interim and annual periods ending after June 15, 2011 through the issuance of ASU No. 2011-02 and should be applied retrospectively to the beginning of the annual period of adoption. The adoption of ASU 2011-02 did not have an impact on our consolidated financial statements.

Effective January 1, 2011, we adopted ASU No. 2011-02, *A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring* ("ASU 2011-02"). ASU No. 2011-02 provides additional guidance to assist creditors in determining whether a restructuring of a receivable meets the criteria to be considered a troubled debt restructuring. For public entities, these amendments are effective for the first interim or annual period beginning on or after June 15, 2011, and should be applied retrospectively to the beginning of the annual period of adoption. For purposes of measuring impairment of those receivables, an entity should apply the amendments prospectively for the first interim or annual period beginning on or after June 15, 2011. The adoption of ASU 2011-02 did not have an impact on our consolidated financial statements.

Impact of Inflation/Deflation

Deflation can result in a decline in general price levels, often caused by a decrease in the supply of money or credit. The predominant effects of deflation are high unemployment, credit contraction and weakened consumer demand. Restricted lending practices could impact our ability to obtain financings or refinancings for our properties and our tenants' ability to obtain credit. Decreases in consumer demand can have a direct impact on our tenants and the rents we receive.

During late 2009, the markets that were impacted by the economic crisis that arose primarily in the fourth quarter of 2008 seemed to stabilize and related bankruptcy activity started to decline. The credit and investment markets have been slowly, but steadily, showing signs of improvement. Retailers seem to have revised their business plans to better adapt to the current economic environment and are starting to report improving margins and profitability. The primary focus at this time has shifted to planning for a market recovery as we emerge from recession.

During inflationary periods, substantially all of our tenant leases contain provisions designed to mitigate the impact of inflation. These provisions include clauses enabling us to receive percentage rent based on tenants' gross sales, which generally increase as prices rise, and/or escalation clauses, which generally increase rental rates during the terms of the leases. In addition, many of the leases are for terms of less than 10 years, which may

provide us the opportunity to replace existing leases with new leases at higher base and/or percentage rent if rents of the existing leases are below the then existing market rate. Most of the leases require the tenants to pay a fixed amount subject to annual increases for, or their share of, operating expenses, including common area maintenance, real estate taxes, insurance and certain capital expenditures, which reduces our exposure to increases in costs and operating expenses resulting from inflation.

Funds From Operations

Funds From Operations (“FFO”) is a widely used measure of the operating performance of real estate companies that supplements net income determined in accordance with GAAP. The National Association of Real Estate Investment Trusts (“NAREIT”) defines FFO as net income (computed in accordance with GAAP) excluding gains or losses on sales of operating properties, plus depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures and noncontrolling interests. Adjustments for unconsolidated partnerships and joint ventures and noncontrolling interests are calculated on the same basis. We define FFO allocable to common shareholders as defined above by NAREIT less dividends on preferred stock. Our method of calculating FFO allocable to common shareholders may be different from methods used by other REITs and, accordingly, may not be comparable to such other REITs.

We believe that FFO provides an additional indicator of the operating performance of our properties without giving effect to real estate depreciation and amortization, which assumes the value of real estate assets declines predictably over time. Since values of well-maintained real estate assets have historically risen with market conditions, we believe that FFO enhances investors’ understanding of our operating performance. The use of FFO as an indicator of financial performance is influenced not only by the operations of our properties and interest rates, but also by our capital structure.

We present both FFO of our Operating Partnership and FFO allocable to common shareholders, as we believe that both are useful performance measures. We believe FFO of our Operating Partnership is a useful performance measure since we conduct substantially all of our business through our Operating Partnership and, therefore, it reflects the performance of the properties in absolute terms regardless of the ratio of ownership interests of our common shareholders and the noncontrolling interest in our Operating Partnership. We believe FFO allocable to common shareholders is a useful performance measure because it is the performance measure that is most directly comparable to net income available to common shareholders.

In our reconciliation of net income available to common shareholders to FFO allocable to common shareholders that is presented below, we make an adjustment to add back noncontrolling interest in earnings of our Operating Partnership in order to arrive at FFO of our Operating Partnership. We then apply a percentage to FFO of our Operating Partnership to arrive at FFO allocable to common shareholders. The percentage is computed by taking the weighted average number of common shares outstanding for the period and dividing it by the sum of the weighted average number of common shares and the weighted average number of Operating Partnership units outstanding during the period.

FFO does not represent cash flows from operations as defined by GAAP, is not necessarily indicative of cash available to fund all cash flow needs and should not be considered as an alternative to net income for purposes of evaluating our operating performance or to cash flow as a measure of liquidity.

FFO of the Operating Partnership increased to \$120.0 million during the three months ended March 31, 2011 compared to \$93.6 million in the prior year period, representing an increase of 28.2%. This increase is primarily attributable to the gain on extinguishment of debt of \$32.0 million reported in operating income of discontinued operations for the three months ended March 31, 2011.

The reconciliation of FFO to net income available to common shareholders is as follows (in thousands):

| | Three Months Ended March 31, | |
|---|-------------------------------------|------------------|
| | 2011 | 2010 |
| Net income attributable to common shareholders | \$ 36,725 | \$ 10,928 |
| Noncontrolling interest in income of operating partnership | 10,451 | 4,110 |
| Depreciation and amortization expense of: | - | - |
| Consolidated properties | 67,981 | 70,449 |
| Unconsolidated affiliates | 5,515 | 6,885 |
| Discontinued operations | 86 | 1,563 |
| Non-real estate assets | (638) | (219) |
| Noncontrolling interests' share of depreciation and amortization | (149) | (145) |
| Gain on discontinued operations | (14) | - |
| Funds from operations of the operating partnership | <u>\$ 119,957</u> | <u>\$ 93,571</u> |
| Funds from operations per diluted share | <u>\$ 0.63</u> | <u>\$ 0.49</u> |
| Weighted average common and potential dilutive common shares outstanding with operating partnership units fully converted | 190,259 | 189,955 |

- (1) Represents the weighted average number of common shares outstanding for the period divided by the sum of the weighted average number of common shares and the weighted average number of Operating Partnership units outstanding during the period.

ITEM 3: Quantitative and Qualitative Disclosures About Market Risk

We are exposed to various market risk exposures, including interest rate risk and foreign exchange rate risk. The following discussion regarding our risk management activities includes forward-looking statements that involve risk and uncertainties. Estimates of future performance and economic conditions are reflected assuming certain changes in interest and foreign exchange rates. Caution should be used in evaluating our overall market risk from the information presented below, as actual results may differ. We employ various derivative programs to manage certain portions of our market risk associated with interest rates. See Note 6 of the notes to consolidated financial statements for further discussions of the qualitative aspects of market risk, including derivative financial instrument activity.

Based on our proportionate share of consolidated and unconsolidated variable-rate debt at March 31, 2011, a 0.5% increase or decrease in interest rates on variable rate debt would increase or decrease annual cash outflows by approximately \$4.8 million and \$2.4 million, respectively, and annual interest expense, after the effect of capitalized interest, by approximately \$4.7 million and \$2.7 million, respectively.

Based on our proportionate share of total consolidated and unconsolidated debt at March 31, 2011, a 0.5% increase in interest rates would decrease the fair value of debt by approximately \$84.7 million, while a 0.5% decrease in interest rates would increase the fair value of debt by approximately \$87.0 million.

ITEM 4: Controls and Procedures

Disclosure Controls and Procedures

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of its effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As of the end of the period covered by this quarterly report, an evaluation was performed under the supervision of our Chief Executive Officer and Chief Financial Officer and with the participation of our management, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective to ensure that information that we are required to disclose in the reports we file or submit under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms.

There have been no changes in our internal control over financial reporting during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1: Legal Proceedings

None

ITEM 1A. Risk Factors

The following information updates the information disclosed in “Item 1A – Risk Factors” of our Annual Report on Form 10-K for the year ended December 31, 2010, by providing information that is current as of March 31, 2011:

RISKS RELATED TO REAL ESTATE INVESTMENTS

Real property investments are subject to various risks, many of which are beyond our control, that could cause declines in the operating revenues and/or the underlying value of one or more of our properties.

A number of factors may decrease the income generated by a retail shopping center property, including:

- National, regional and local economic climates, which may be negatively impacted by loss of jobs, production slowdowns, adverse weather conditions, natural disasters, acts of violence, war or terrorism, declines in residential real estate activity and other factors which tend to reduce consumer spending on retail goods.
- Adverse changes in levels of consumer spending, consumer confidence and seasonal spending (especially during the holiday season when many retailers generate a disproportionate amount of their annual profits).
- Local real estate conditions, such as an oversupply of, or reduction in demand for, retail space or retail goods, and the availability and creditworthiness of current and prospective tenants.
- Increased operating costs, such as increases in repairs and maintenance, real property taxes, utility rates and insurance premiums.
- Delays or cost increases associated with the opening of new or renovated properties, due to higher than estimated construction costs, cost overruns, delays in receiving zoning, occupancy or other governmental approvals, lack of availability of materials and labor, weather conditions, and similar factors which may be outside our ability to control.
- Perceptions by retailers or shoppers of the safety, convenience and attractiveness of the shopping center.
- The willingness and ability of the shopping center’s owner to provide capable management and maintenance services.
- The convenience and quality of competing retail properties and other retailing options, such as the Internet.

In addition, other factors may adversely affect the value of our properties without affecting their current revenues, including:

- Adverse changes in governmental regulations, such as local zoning and land use laws, environmental regulations or local tax structures that could inhibit our ability to proceed with development, expansion, or renovation activities that otherwise would be beneficial to our properties.
- Potential environmental or other legal liabilities that reduce the amount of funds available to us for investment in our properties.

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- Any inability to obtain sufficient financing (including construction financing and permanent debt), or the inability to obtain such financing on commercially favorable terms, to fund repayment of maturing loans, new developments, acquisitions, and property expansions and renovations which otherwise would benefit our properties.
- An environment of rising interest rates, which could negatively impact both the value of commercial real estate such as retail shopping centers and the overall retail climate.

Illiquidity of real estate investments could significantly affect our ability to respond to adverse changes in the performance of our properties and harm our financial condition.

Substantially all of our total consolidated assets consist of investments in real properties. Because real estate investments are relatively illiquid, our ability to quickly sell one or more properties in our portfolio in response to changing economic, financial and investment conditions is limited. The real estate market is affected by many factors, such as general economic conditions, availability of financing, interest rates and other factors, including supply and demand for space, that are beyond our control. We cannot predict whether we will be able to sell any property for the price or on the terms we set, or whether any price or other terms offered by a prospective purchaser would be acceptable to us. We also cannot predict the length of time needed to find a willing purchaser and to close the sale of a property. In addition, current economic and capital market conditions might make it more difficult for us to sell properties or might adversely affect the price we receive for properties that we do sell, as prospective buyers might experience increased costs of debt financing or other difficulties in obtaining debt financing.

Moreover, there are some limitations under federal income tax laws applicable to REITs that limit our ability to sell assets. In addition, because our properties are generally mortgaged to secure our debts, we may not be able to obtain a release of a lien on a mortgaged property without the payment of the associated debt and/or a substantial prepayment penalty, which restricts our ability to dispose of a property, even though the sale might otherwise be desirable. Furthermore, the number of prospective buyers interested in purchasing shopping centers is limited. Therefore, if we want to sell one or more of our properties, we may not be able to dispose of it in the desired time period and may receive less consideration than we originally invested in the property.

Before a property can be sold, we may be required to make expenditures to correct defects or to make improvements. We cannot assure you that we will have funds available to correct those defects or to make those improvements, and if we cannot do so, we might not be able to sell the property, or might be required to sell the property on unfavorable terms. In acquiring a property, we might agree to provisions that materially restrict us from selling that property for a period of time or impose other restrictions, such as limitations on the amount of debt that can be placed or repaid on that property. These factors and any others that would impede our ability to respond to adverse changes in the performance of our properties could adversely affect our financial condition and results of operations.

We may elect not to proceed with certain development or expansion projects once they have been undertaken, resulting in charges that could have a material adverse effect on our results of operations for the period in which the charge is taken.

We intend to pursue development and expansion activities as opportunities arise. In connection with any development or expansion, we will incur various risks, including the risk that development or expansion opportunities explored by us may be abandoned for various reasons including, but not limited to, credit disruptions that require the Company to conserve its cash until the capital markets stabilize or alternative credit or funding arrangements can be made. Developments or expansions also include the risk that construction costs of a project may exceed original estimates, possibly making the project unprofitable. Other risks include the risk that we may not be able to refinance construction loans which are generally with full recourse to us, the risk that occupancy rates and rents at a completed project will not meet projections and will be insufficient to make the project profitable, and the risk that we will not be able to obtain anchor, mortgage lender and property partner approvals for certain expansion activities.

When we elect not to proceed with a development opportunity, the development costs ordinarily are charged against income for the then-current period. Any such charge could have a material adverse effect on our results of operations for the period in which the charge is taken.

Certain of our properties are subject to ownership interests held by third parties, whose interests may conflict with ours and thereby constrain us from taking actions concerning these properties which otherwise would be in the best interests of the Company and our stockholders.

We own partial interests in 21 malls, 13 associated centers, six community centers and eight office buildings. We manage all but three of these properties. Governor's Square, Governor's Plaza and Kentucky Oaks are all owned by joint ventures and are managed by a property manager that is affiliated with the third party managing general partner. The property manager performs the property management and leasing services for these three properties and receives a fee for its services. The managing partner of the properties controls the cash flow distributions, although our approval is required for certain major decisions.

Where we serve as managing general partner (or equivalent) of the entities that own our properties, we may have certain fiduciary responsibilities to the other owners of those entities. In certain cases, the approval or consent of the other owners is required before we may sell, finance, expand or make other significant changes in the operations of such properties. To the extent such approvals or consents are required, we may experience difficulty in, or may be prevented from, implementing our plans with respect to expansion, development, financing or other similar transactions with respect to such properties.

With respect to those properties for which we do not serve as managing general partner (or equivalent), we do not have day-to-day operational control or control over certain major decisions, including leasing and the timing and amount of distributions, which could result in decisions by the managing entity that do not fully reflect our interests. This includes decisions relating to the requirements that we must satisfy in order to maintain our status as a REIT for tax purposes. However, decisions relating to sales, expansion and disposition of all or substantially all of the assets and financings are subject to approval by the Operating Partnership.

Bankruptcy of joint venture partners could impose delays and costs on us with respect to the jointly owned retail properties.

In addition to the possible effects on our joint ventures of a bankruptcy filing by us, the bankruptcy of one of the other investors in any of our jointly owned shopping centers could materially and adversely affect the relevant property or properties. Under the bankruptcy laws, we would be precluded from taking some actions affecting the estate of the other investor without prior approval of the bankruptcy court, which would, in most cases, entail prior notice to other parties and a hearing in the bankruptcy court. At a minimum, the requirement to obtain court approval may delay the actions we would or might want to take. If the relevant joint venture through which we have invested in a property has incurred recourse obligations, the discharge in bankruptcy of one of the other investors might result in our ultimate liability for a greater portion of those obligations than we would otherwise bear.

We may incur significant costs related to compliance with environmental laws, which could have a material adverse effect on our results of operations, cash flows and the funds available to us to pay dividends.

Under various federal, state and local laws, ordinances and regulations, a current or previous owner or operator of real estate may be liable for the costs of removal or remediation of petroleum, certain hazardous or toxic substances on, under or in such real estate. Such laws typically impose such liability without regard to whether the owner or operator knew of, or was responsible for, the presence of such substances. The costs of remediation or removal of such substances may be substantial. The presence of such substances, or the failure to promptly remove or remediate such substances, may adversely affect the owner's or operator's ability to lease or sell such real estate or to borrow using such real estate as collateral. Persons who arrange for the disposal or treatment of hazardous or toxic substances may also be liable for the costs of removal or remediation of such substances at the disposal or treatment facility, regardless of whether such facility is owned or operated by such person. Certain laws also impose requirements on conditions and activities that may affect the environment or the impact of the environment on human health. Failure to comply with such requirements could result in the imposition of monetary penalties (in addition to the costs to achieve compliance) and potential liabilities to third parties. Among other things, certain laws require abatement or removal of friable and certain non-friable asbestos-containing materials in the event of demolition or certain renovations or remodeling. Certain laws regarding asbestos-containing materials require building owners and lessees, among other things, to notify and train certain employees working in areas known or presumed to contain asbestos-containing materials. Certain

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laws also impose liability for release of asbestos-containing materials into the air and third parties may seek recovery from owners or operators of real properties for personal injury or property damage associated with asbestos-containing materials. In connection with the ownership and operation of properties, we may be potentially liable for all or a portion of such costs or claims.

All of our properties (but not properties for which we hold an option to purchase but do not yet own) have been subject to Phase I environmental assessments or updates of existing Phase I environmental assessments. Such assessments generally consisted of a visual inspection of the properties, review of federal and state environmental databases and certain information regarding historic uses of the property and adjacent areas and the preparation and issuance of written reports. Some of the properties contain, or contained, underground storage tanks used for storing petroleum products or wastes typically associated with automobile service or other operations conducted at the properties. Certain properties contain, or contained, dry-cleaning establishments utilizing solvents. Where believed to be warranted, samplings of building materials or subsurface investigations were undertaken. At certain properties, where warranted by the conditions, we have developed and implemented an operations and maintenance program that establishes operating procedures with respect to asbestos-containing materials. The cost associated with the development and implementation of such programs was not material. We have also obtained environmental insurance coverage at certain of our properties.

We believe that our properties are in compliance in all material respects with all federal, state and local ordinances and regulations regarding the handling, discharge and emission of hazardous or toxic substances. As of March 31, 2011, we have recorded in our financial statements a liability of \$2.9 million related to potential future asbestos abatement activities at our properties which are not expected to have a material impact on our financial condition or results of operations. We have not been notified by any governmental authority, and are not otherwise aware, of any material noncompliance, liability or claim relating to hazardous or toxic substances in connection with any of our present or former properties. Therefore, we have not recorded any liability related to hazardous or toxic substances. Nevertheless, it is possible that the environmental assessments available to us do not reveal all potential environmental liabilities. It is also possible that subsequent investigations will identify material contamination, that adverse environmental conditions have arisen subsequent to the performance of the environmental assessments, or that there are material environmental liabilities of which management is unaware. Moreover, no assurances can be given that (i) future laws, ordinances or regulations will not impose any material environmental liability or (ii) the current environmental condition of the properties has not been or will not be affected by tenants and occupants of the properties, by the condition of properties in the vicinity of the properties or by third parties unrelated to us, the Operating Partnership or the relevant property's partnership.

Possible terrorist activity or other acts of violence could adversely affect our financial condition and results of operations.

Future terrorist attacks in the United States, and other acts of violence, including terrorism or war, might result in declining consumer confidence and spending, which could harm the demand for goods and services offered by our tenants and the values of our properties, and might adversely affect an investment in our securities. A decrease in retail demand could make it difficult for us to renew or re-lease our properties at lease rates equal to or above historical rates and, to the extent our tenants are affected, could adversely affect their ability to continue to meet obligations under their existing leases. Terrorist activities also could directly affect the value of our properties through damage, destruction or loss. Furthermore, terrorist acts might result in increased volatility in national and international financial markets, which could limit our access to capital or increase our cost of obtaining capital.

RISKS RELATED TO OUR BUSINESS AND THE MARKET FOR OUR STOCK

Declines in economic conditions, including increased volatility in the capital and credit markets, could adversely affect our business, results of operations and financial condition.

An economic recession can result in extreme volatility and disruption of our capital and credit markets. The resulting economic environment may be affected by dramatic declines in the stock and housing markets, increases in foreclosures, unemployment and costs of living, as well as limited access to credit. This economic situation can, and most often will, impact consumer spending levels, which can result in decreased revenues for

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our tenants and related decreases in the values of our properties. A sustained economic downward trend could impact our tenants' ability to meet their lease obligations due to poor operating results, lack of liquidity, bankruptcy or other reasons. Our ability to lease space and negotiate rents at advantageous rates could also be affected in this type of economic environment. Additionally, access to capital and credit markets could be disrupted over an extended period, which may make it difficult to obtain the financing we may need for future growth and/or to meet our debt service obligations as they mature. Any of these events could harm our business, results of operations and financial condition.

Any future common stock offerings and common stock dividends may result in dilution of our common stock.

We are not restricted by our organizational documents, contractual arrangements or otherwise from issuing additional common stock, including any securities that are convertible into or exchangeable or exercisable for, or that represent the right to receive, common stock or any substantially similar securities in the future. Future sales or issuances of substantial amounts of our common stock may be at prices below the then-current market price of our common stock and may adversely impact the market price of our common stock. Additionally, the market price of our common stock could decline as a result of sales of a large number of shares of our common stock in the market after a common stock offering or the perception that such sales could occur.

The market price of our common stock or other securities may fluctuate significantly.

The market price of our common stock or other securities may fluctuate significantly in response to many factors, including:

- actual or anticipated variations in our operating results, funds from operations, cash flows or liquidity;
- changes in our earnings estimates or those of analysts;
- changes in our dividend policy;
- impairment charges affecting the carrying value of one or more of our properties or other assets;
- publication of research reports about us, the retail industry or the real estate industry generally;
- increases in market interest rates that lead purchasers of our securities to seek higher dividend or interest rate yields;
- changes in market valuations of similar companies;
- adverse market reaction to the amount of our outstanding debt at any time, the amount of our maturing debt in the near and medium term and our ability to refinance such debt and the terms thereof or our plans to incur additional debt in the future;
- additions or departures of key management personnel;
- actions by institutional security holders;
- proposed or adopted regulatory or legislative changes or developments;
- speculation in the press or investment community;
- the occurrence of any of the other risk factors included in, or incorporated by reference in, this report; and
- general market and economic conditions.

Many of the factors listed above are beyond our control. Those factors may cause the market price of our common stock or other securities to decline significantly, regardless of our financial performance and condition and prospects. It is impossible to provide any assurance that the market price of our common stock or other securities will not fall in the future, and it may be difficult for holders to sell such securities at prices they find attractive, or at all.

The issuance of additional preferred stock may adversely affect the earnings per share available to common shareholders and amounts available to common shareholders for payments of dividends.

In March 2010, we completed an equity offering of 6,300,000 depositary shares, each representing 1/10th of a share of our 7.375% Series D Cumulative Redeemable Preferred Stock, having a liquidation preference of \$25.00 per share. The securities are redeemable at liquidation preference, plus accrued and unpaid dividends, at any time at the option of the Company. The shares issued in the March 2010 offering will accrue dividends totaling approximately \$11.6 million annually, decreasing earnings per share available to our common shareholders and the amounts available to our common shareholders for dividend payments.

In October 2010, we completed an additional equity offering of 4,400,000 depositary shares, each representing 1/10th of a share of our 7.375% Series D Cumulative Redeemable Preferred Stock, having a liquidation preference of \$25.00 per share. Subsequent thereto, the underwriters of the offering exercised their option to purchase an additional 450,000 depositary shares. As a result of the exercise of this option, the Company sold a total of 4,850,000 depositary shares in the offering. The securities are redeemable at liquidation preference, plus accrued and unpaid dividends, at any time at the option of the Company. The shares issued in the October 2010 offering will accrue dividends totaling approximately \$8.9 million annually, decreasing earnings per share available to our common shareholders and the amounts available to our common shareholders for dividend payments.

We are not restricted by our organizational documents, contractual arrangements or otherwise from issuing additional preferred shares, including any securities that are convertible into or exchangeable or exercisable for, or that represent the right to receive, preferred stock or any substantially similar securities in the future.

Competition could adversely affect the revenues generated by our properties, resulting in a reduction in funds available for distribution to our stockholders.

There are numerous shopping facilities that compete with our properties in attracting retailers to lease space. In addition, retailers at our properties face competition for customers from:

- discount shopping centers;
- outlet malls;
- wholesale clubs;
- direct mail;
- television shopping networks; and
- shopping via the internet.

Each of these competitive factors could adversely affect the amount of rents and tenant reimbursements that we are able to collect from our tenants, thereby reducing our revenues and the funds available for distribution to our stockholders.

We compete with many commercial developers, real estate companies and major retailers for prime development locations and for tenants. New regional malls or other retail shopping centers with more convenient locations or better rents may attract tenants or cause them to seek more favorable lease terms at, or prior to, renewal.

Increased operating expenses and decreased occupancy rates may not allow us to recover the majority of our common area maintenance (CAM) and other operating expenses from our tenants, which could adversely affect our financial position, results of operations and funds available for future distributions.

Energy costs, repairs, maintenance and capital improvements to common areas of our properties, janitorial services, administrative, property and liability insurance costs and security costs are typically allocable to our properties' tenants. Our lease agreements typically provide that the tenant is liable for a portion of the CAM and other operating expenses. While historically our lease agreements provided for variable CAM provisions, the majority of our current leases require an equal periodic tenant reimbursement amount for our cost

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recoveries which serves to fix our tenants' CAM contributions to us. In these cases, a tenant will pay a single specified rent amount, or a set expense reimbursement amount, subject to annual increases, regardless of the actual amount of operating expenses. The tenant's payment remains the same regardless of whether operating expenses increase or decrease, causing us to be responsible for any excess amounts or to benefit from any declines. As a result, the CAM and tenant reimbursements that we receive may or may not allow us to recover a substantial portion of these operating costs.

Additionally, in the event that our properties are not fully occupied, we would be required to pay the portion of any operating, redevelopment or renovation expenses allocable to the vacant space(s) that would otherwise typically be paid by the residing tenant(s).

The loss of one or more significant tenants, due to bankruptcies or as a result of consolidations in the retail industry, could adversely affect both the operating revenues and value of our properties.

Regional malls are typically anchored by well-known department stores and other significant tenants who generate shopping traffic at the mall. A decision by an anchor tenant or other significant tenant to cease operations at one or more properties could have a material adverse effect on those properties and, by extension, on our financial condition and results of operations. The closing of an anchor or other significant tenant may allow other anchors and/or tenants at an affected property to terminate their leases, to seek rent relief and/or cease operating their stores or otherwise adversely affect occupancy at the property. In addition, key tenants at one or more properties might terminate their leases as a result of mergers, acquisitions, consolidations, dispositions or bankruptcies in the retail industry. The bankruptcy and/or closure of one or more significant tenants, if we are not able to successfully re-tenant the affected space, could have a material adverse effect on both the operating revenues and underlying value of the properties involved, reducing the likelihood that we would be able to sell the properties if we decided to do so, or we may be required to incur redevelopment costs in order to successfully obtain new anchors or other significant tenants when such vacancies exist.

Our properties may be subject to impairment charges which can adversely affect our financial results.

We periodically evaluate long-lived assets to determine if there has been any impairment in their carrying values and record impairment losses if the undiscounted cash flows estimated to be generated by those assets are less than their carrying amounts or if there are other indicators of impairment. If it is determined that an impairment has occurred, the amount of the impairment charge is equal to the excess of the asset's carrying value over its estimated fair value, which could have a material adverse effect on our financial results in the accounting period in which the adjustment is made. Our estimates of undiscounted cash flows expected to be generated by each property are based on a number of assumptions such as leasing expectations, operating budgets, estimated useful lives, future maintenance expenditures, intent to hold for use and capitalization rates. These assumptions are subject to economic and market uncertainties including, but not limited to, demand for space, competition for tenants, changes in market rental rates and costs to operate each property. As these factors are difficult to predict and are subject to future events that may alter our assumptions, the future cash flows estimated in our impairment analyses may not be achieved.

Inflation or deflation may adversely affect our financial condition and results of operations.

Increased inflation could have a pronounced negative impact on our mortgage and debt interest and general and administrative expenses, as these costs could increase at a rate higher than our rents. Also, inflation may adversely affect tenant leases with stated rent increases, which could be lower than the increase in inflation at any given time. Inflation could also have an adverse effect on consumer spending which could impact our tenants' sales and, in turn, our percentage rents, where applicable.

Deflation can result in a decline in general price levels, often caused by a decrease in the supply of money or credit. The predominant effects of deflation are high unemployment, credit contraction and weakened consumer demand. Restricted lending practices could impact our ability to obtain financings or refinancings for our properties and our tenants' ability to obtain credit. Decreases in consumer demand can have a direct impact on our tenants and the rents we receive.

Certain agreements with prior owners of properties that we have acquired may inhibit our ability to enter into future sale or refinancing transactions affecting such properties, which otherwise would be in the best interests of the Company and our stockholders.

Certain properties that we originally acquired from third parties had unrealized gain attributable to the difference between the fair market value of such properties and the third parties' adjusted tax basis in the properties immediately prior to their contribution of such properties to the Operating Partnership pursuant to our acquisition. For this reason, a taxable sale by us of any of such properties, or a significant reduction in the debt encumbering such properties, could result in adverse tax consequences to the third parties who contributed these properties in exchange for interests in the Operating Partnership. Under the terms of these transactions, we have generally agreed that we either will not sell or refinance such an acquired property for a number of years in any transaction that would trigger adverse tax consequences for the parties from whom we acquired such property, or else we will reimburse such parties for all or a portion of the additional taxes they are required to pay as a result of the transaction. Accordingly, these agreements may cause us not to engage in future sale or refinancing transactions affecting such properties which otherwise would be in the best interests of the Company and our stockholders, or may increase the costs to us of engaging in such transactions.

Uninsured losses could adversely affect our financial condition, and in the future our insurance may not include coverage for acts of terrorism.

We carry a comprehensive blanket policy for general liability, property casualty (including fire, earthquake and flood) and rental loss covering all of the properties, with specifications and insured limits customarily carried for similar properties. However, even insured losses could result in a serious disruption to our business and delay our receipt of revenue. Furthermore, there are some types of losses, including lease and other contract claims, as well as some types of environmental losses, that generally are not insured or are not economically insurable. If an uninsured loss or a loss in excess of insured limits occurs, we could lose all or a portion of the capital we have invested in a property, as well as the anticipated future revenues from the property. If this happens, we, or the applicable property's partnership, may still remain obligated for any mortgage debt or other financial obligations related to the property.

The general liability and property casualty insurance policies on our properties currently include coverage for losses resulting from acts of terrorism, whether foreign or domestic. While we believe that the properties are adequately insured in accordance with industry standards, the cost of general liability and property casualty insurance policies that include coverage for acts of terrorism has risen significantly subsequent to September 11, 2001. The cost of coverage for acts of terrorism is currently mitigated by the Terrorism Risk Insurance Act ("TRIA"). If TRIA is not extended beyond its current expiration date of December 31, 2014, we may incur higher insurance costs and greater difficulty in obtaining insurance that covers terrorist-related damages. Our tenants may also experience similar difficulties.

RISKS RELATED TO DEBT AND FINANCIAL MARKETS

A deterioration of the capital and credit markets could adversely affect our ability to access funds and the capital needed to refinance debt or obtain new debt.

We are significantly dependent upon external financing to fund the growth of our business and ensure that we meet our debt servicing requirements. Our access to financing depends on the willingness of lending institutions to grant credit to us and conditions in the capital markets in general. An economic recession may cause extreme volatility and disruption in the capital and credit markets. We rely upon our largest credit facilities as sources of funding for numerous transactions. Our access to these funds is dependent upon the ability of each of the participants to the credit facilities to meet their funding commitments. When markets are volatile, access to capital and credit markets could be disrupted over an extended period of time and many financial institutions may not have the available capital to meet their previous commitments. The failure of one or more significant participants to our credit facilities to meet their funding commitments could have an adverse affect on our financial condition and results of operations. This may make it difficult to obtain the financing we may need for future growth and/or to meet our debt service obligations as they mature. Although we have successfully obtained debt for refinancings of our maturing debt, acquisitions and the construction of new developments in the

past, we cannot make any assurances as to whether we will be able to obtain debt in the future, or that the financing options available to us will be on favorable or acceptable terms.

Our indebtedness is substantial and could impair our ability to obtain additional financing.

At March 31, 2011, our total share of consolidated and unconsolidated debt outstanding was approximately \$5,733.8 million, which represented approximately 59.6% of our total market capitalization at that time, and our total share of consolidated and unconsolidated debt maturing in 2011, 2012 and 2013, giving effect to all maturity extensions that are available at our election, was approximately \$268.8 million, \$957.4 million and \$1,121.7 million, respectively. Our significant 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 unused 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 an 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 common stock or other securities could decline significantly.

Rising interest rates could both increase our borrowing costs, thereby adversely affecting our cash flows and the amounts available for distributions to our stockholders, and decrease our stock price, if investors seek higher yields through other investments.

An environment of rising interest rates could lead holders of our securities to seek higher yields through other investments, which could adversely affect the market price of our stock. One of the factors that may influence the price of our stock in public markets is the annual distribution rate we pay as compared with the yields on alternative investments. Numerous other factors, such as governmental regulatory action and tax laws, could have a significant impact on the future market price of our stock. In addition, increases in market interest rates could result in increased borrowing costs for us, which may adversely affect our cash flow and the amounts available for distributions to our stockholders.

As of March 31, 2011, our total share of consolidated and unconsolidated variable rate debt was \$1,407.6 million. Increases in interest rates will increase our cash interest payments on the variable rate debt we have outstanding from time to time. If we do not have sufficient cash flow from operations, we might not be able to make all required payments of principal and interest on our debt, which could result in a default or have a material adverse effect on our financial condition and results of operations, and which might adversely affect our cash flow and our ability to make distributions to shareholders. These significant debt payment obligations might also require us to use a significant portion of our cash flow from operations to make interest and principal payments on our debt rather than for other purposes such as working capital, capital expenditures or distributions on our common equity.

Certain of our credit facilities, the loss of which could have a material, adverse impact on our financial condition and results of operations, are conditioned upon the Operating Partnership continuing to be managed by certain members of its current senior management and by such members of senior management continuing to own a significant direct or indirect equity interest in the Operating Partnership.

Certain of the Operating Partnership's lines of credit are conditioned upon the Operating Partnership continuing to be managed by certain members of its current senior management and by such members of senior management continuing to own a significant direct or indirect equity interest in the Operating Partnership (including both units of limited partnership in the Operating Partnership and shares of our common stock owned by such members of senior management). If the failure of one or more of these conditions resulted in the loss of these credit facilities and we were unable to obtain suitable replacement financing, such loss could have a material, adverse impact on our financial position and results of operations.

Our hedging arrangements might not be successful in limiting our risk exposure, and we might be required to incur expenses in connection with these arrangements or their termination that could harm our results of operations or financial condition.

From time to time, we use interest rate hedging arrangements to manage our exposure to interest rate volatility, but these arrangements might expose us to additional risks, such as requiring that we fund our contractual payment obligations under such arrangements in relatively large amounts or on short notice. Developing an effective interest rate risk strategy is complex, and no strategy can completely insulate us from risks associated with interest rate fluctuations. We cannot assure you that our hedging activities will have a positive impact on our results of operations or financial condition. We might be subject to additional costs, such as transaction fees or breakage costs, if we terminate these arrangements. In addition, although our interest rate risk management policy establishes minimum credit ratings for counterparties, this does not eliminate the risk that a counterparty might fail to honor its obligations, particularly given current market conditions.

The covenants in our credit facilities might adversely affect us.

Our credit facilities require us to satisfy certain affirmative and negative covenants and to meet numerous financial tests. The financial covenants under the credit facilities require, among other things, that our Debt to Gross Asset Value ratio, as defined in the agreements to our credit facilities, be less than 65%, that our Interest Coverage ratio, as defined, be greater than 1.75, and that our Debt Service Coverage ratio, as defined, be greater than 1.50. Compliance with each of these ratios is dependent upon our financial performance. The Debt to Gross Asset Value ratio is based, in part, on applying a capitalization rate to our earnings before income taxes, depreciation and amortization ("EBITDA"), as defined in the agreements to our credit facilities. Based on this calculation method, decreases in EBITDA would result in an increased Debt to Gross Asset Value ratio, although overall debt levels remain constant. As of March 31, 2011, the Debt to Gross Asset Value ratio was 52.7% and we were in compliance with all other covenants related to our credit facilities.

RISKS RELATED TO GEOGRAPHIC CONCENTRATIONS

Since our properties are located principally in the Southeastern and Midwestern United States, our financial position, results of operations and funds available for distribution to shareholders are subject generally to economic conditions in these regions.

Our properties are located principally in the southeastern and midwestern United States. Our properties located in the southeastern United States accounted for approximately 49.5% of our total revenues from all properties for the three months ended March 31, 2011 and currently include 42 malls, 20 associated centers, ten community centers and 18 office buildings. Our properties located in the midwestern United States accounted for approximately 32.9% of our total revenues from all properties for the three months ended March 31, 2011 and currently include 26 malls and four associated centers. Our results of operations and funds available for distribution to shareholders therefore will be subject generally to economic conditions in the southeastern and midwestern United States. While we already have properties located in six states across the southwestern, northeastern and western regions, we will continue to look for opportunities to geographically diversify our portfolio in order to minimize dependency on any particular region; however, the expansion of the portfolio through both acquisitions and developments is contingent on many factors including consumer demand, competition and economic conditions.

Our financial position, results of operations and funds available for distribution to shareholders could be adversely affected by any economic downturn affecting the operating results at our properties in the St. Louis, MO, Nashville, TN, Madison, WI, Kansas City (Overland Park), KS, and Chattanooga, TN metropolitan areas, which are our five largest markets.

Our properties located in the St. Louis, MO, Nashville, TN, Madison, WI, Kansas City (Overland Park), KS, and Chattanooga, TN metropolitan areas accounted for approximately 9.9%, 4.1%, 3.1%, 3.0% and 2.8%, respectively, of our total revenues for the three months ended March 31, 2011. No other market accounted for more than 2.5% of our total revenues for the three months ended March 31, 2011. Our financial position and results of operations will therefore be affected by the results experienced at properties located in these metropolitan areas.

RISKS RELATED TO INTERNATIONAL INVESTMENTS

Ownership interests in investments or joint ventures outside the United States present numerous risks that differ from those of our domestic investments.

International development and ownership activities yield additional risks that differ from those related to our domestic properties and operations. These additional risks include, but are not limited to:

- Impact of adverse changes in exchange rates of foreign currencies;
- Difficulties in the repatriation of cash and earnings;
- Differences in managerial styles and customs;
- Changes in applicable laws and regulations in the United States that affect foreign operations;
- Changes in foreign political, legal and economic environments; and
- Differences in lending practices.

Our international activities are currently limited in their scope. We have an investment in a mall operating and real estate development company in China that is immaterial to our consolidated financial position. However, should our investments in international joint ventures or other international developments grow, these additional risks could increase in significance and adversely affect our results of operations.

RISKS RELATED TO DIVIDENDS

We may change the dividend policy for our common stock in the future.

Depending upon our liquidity needs, we reserve the right to pay any or all of a dividend in a combination of cash and shares of common stock, in accordance with applicable revenue procedures of the IRS. In the event that we pay a portion of our dividends in shares of our common stock pursuant to such procedures, taxable U.S. stockholders would be required to pay tax on the entire amount of the dividend, including the portion paid in shares of common stock, in which case such stockholders may have to use cash from other sources to pay such tax. If a U.S. stockholder sells the common stock it receives as a dividend in order to pay its taxes, the sales proceeds may be less than the amount included in income with respect to the dividend, depending on the market price of our common stock at the time of the sale. Furthermore, with respect to non-U.S. stockholders, we may be required to withhold federal tax with respect to our dividends, including dividends that are paid in common stock. In addition, if a significant number of our stockholders sell shares of our common stock in order to pay taxes owed on dividends, such sales would put downward pressure on the market price of our common stock.

The decision to declare and pay dividends on our common stock in the future, as well as the timing, amount and composition of any such future dividends, will be at the sole discretion of our Board of Directors and will depend on our earnings, taxable income, funds from operations, liquidity, financial condition, capital requirements, contractual prohibitions or other limitations under our indebtedness and preferred stock, the annual distribution requirements under the REIT provisions of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), Delaware law and such other factors as our Board of Directors deems relevant. Any dividends payable will be determined by our Board of Directors based upon the circumstances at the time of declaration. Any change in our dividend policy could have a material adverse effect on the market price of our common stock.

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

Because we conduct substantially all of our operations through our Operating Partnership, our ability to pay dividends on our common and preferred stock 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 to our stockholders, unless we meet certain financial tests. As a result, if our Operating Partnership fails to pay distributions to us, we generally will not be able to pay dividends to our stockholders for one or more dividend periods

RISKS RELATED TO FEDERAL INCOME TAX LAWS

We conduct a portion of our business through taxable REIT subsidiaries, which are subject to certain tax risks.

We have established several taxable REIT subsidiaries including our Management Company. Despite our qualification as a REIT, our taxable REIT subsidiaries must pay income tax on their taxable income. In addition, we must comply with various tests to continue to qualify as a REIT for federal income tax purposes, and our income from and investments in our taxable REIT subsidiaries generally do not constitute permissible income and investments for these tests. While we will attempt to ensure that our dealings with our taxable REIT subsidiaries will not adversely affect our REIT qualification, we cannot provide assurance that we will successfully achieve that result. Furthermore, we may be subject to a 100% penalty tax, or our taxable REIT subsidiaries may be denied deductions, to the extent our dealings with our taxable REIT subsidiaries are not deemed to be arm's length in nature.

If we fail to qualify as a REIT in any taxable year, our funds available for distribution to stockholders will be reduced.

We intend to continue to operate so as to qualify as a REIT under the Internal Revenue Code. Although we believe that we are organized and operate in such a manner, no assurance can be given that we currently qualify and in the future will continue to qualify as a REIT. Such qualification involves the application of highly technical and complex Internal Revenue Code provisions for which there are only limited judicial or administrative interpretations. The determination of various factual matters and circumstances not entirely within our control may affect our ability to qualify. In addition, no assurance can be given that legislation, new regulations, administrative interpretations or court decisions will not significantly change the tax laws with respect to qualification or its corresponding federal income tax consequences. Any such change could have a retroactive effect.

If in any taxable year we were to fail to qualify as a REIT, we would not be allowed a deduction for distributions to stockholders in computing our taxable income and we would be subject to federal income tax on our taxable income at regular corporate rates. Unless entitled to relief under certain statutory provisions, we also would be disqualified from treatment as a REIT for the four taxable years following the year during which qualification was lost. As a result, the funds available for distribution to our stockholders would be reduced for each of the years involved. This would likely have a significant adverse effect on the value of our securities and our ability to raise additional capital. In addition, we would no longer be required to make distributions to our stockholders. We currently intend to operate in a manner designed to qualify as a REIT. However, it is possible that future economic, market, legal, tax or other considerations may cause our Board of Directors, with the consent of a majority of our stockholders, to revoke the REIT election.

Any issuance or transfer of our capital stock to any person in excess of the applicable limits on ownership necessary to maintain our status as a REIT would be deemed void ab initio, and those shares would automatically be transferred to a non-affiliated charitable trust.

To maintain our status as a REIT under the Internal Revenue Code, not more than 50% in value of our outstanding capital stock may be owned, directly or indirectly, by five or fewer individuals (as defined in the

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Internal Revenue Code to include certain entities) at any time during the last half of a taxable year. Our certificate of incorporation generally prohibits ownership of more than 6% of the outstanding shares of our capital stock by any single stockholder determined by vote, value or number of shares (other than Charles Lebovitz, Executive Chairman of our board of directors and our former Chief Executive Officer, David Jacobs, Richard Jacobs and their affiliates under the Internal Revenue Code's attribution rules). The affirmative vote of 66 2/3% of our outstanding voting stock is required to amend this provision.

Our board of directors may, subject to certain conditions, waive the applicable ownership limit upon receipt of a ruling from the IRS or an opinion of counsel to the effect that such ownership will not jeopardize our status as a REIT. Absent any such waiver, however, any issuance or transfer of our capital stock to any person in excess of the applicable ownership limit or any issuance or transfer of shares of such stock which would cause us to be beneficially owned by fewer than 100 persons, will be null and void and the intended transferee will acquire no rights to the stock. Instead, such issuance or transfer with respect to that number of shares that would be owned by the transferee in excess of the ownership limit provision would be deemed void ab initio and those shares would automatically be transferred to a trust for the exclusive benefit of a charitable beneficiary to be designated by us, with a trustee designated by us, but who would not be affiliated with us or with the prohibited owner. Any acquisition of our capital stock and continued holding or ownership of our capital stock constitutes, under our certificate of incorporation, a continuous representation of compliance with the applicable ownership limit.

In order to maintain our status as a REIT and avoid the imposition of certain additional taxes under the Internal Revenue Code, we must satisfy minimum requirements for distributions to shareholders, which may limit the amount of cash we might otherwise have been able to retain for use in growing our business.

To maintain our status as a REIT under the Internal Revenue Code, we generally will be required each year to distribute to our stockholders at least 90% of our taxable income after certain adjustments. However, to the extent that we do not distribute all of our net capital gains or distribute at least 90% but less than 100% of our REIT taxable income, as adjusted, we will be subject to tax on the undistributed amount at regular corporate tax rates, as the case may be. In addition, we will be subject to a 4% nondeductible excise tax on the amount, if any, by which certain distributions paid by us during each calendar year are less than the sum of 85% of our ordinary income for such calendar year, 95% of our capital gain net income for the calendar year and any amount of such income that was not distributed in prior years. In the case of property acquisitions, including our initial formation, where individual properties are contributed to our Operating Partnership for Operating Partnership units, we have assumed the tax basis and depreciation schedules of the entities' contributing properties. The relatively low tax basis of such contributed properties may have the effect of increasing the cash amounts we are required to distribute as dividends, thereby potentially limiting the amount of cash we might otherwise have been able to retain for use in growing our business. This low tax basis may also have the effect of reducing or eliminating the portion of distributions made by us that are treated as a non-taxable return of capital.

Complying with REIT requirements might cause us to forego otherwise attractive opportunities.

In order to qualify as a REIT for U.S. federal income tax purposes, we must satisfy tests concerning, among other things, our sources of income, the nature of our assets, the amounts we distribute to our shareholders and the ownership of our stock. We may also be required to make distributions to our shareholders at disadvantageous times or when we do not have funds readily available for distribution. Thus, compliance with REIT requirements may cause us to forego opportunities we would otherwise pursue. In addition, the REIT provisions of the Internal Revenue Code impose a 100% tax on income from "prohibited transactions." "Prohibited transactions" generally include sales of assets that constitute inventory or other property held for sale in the ordinary course of business, other than foreclosure property. This 100% tax could impact our desire to sell assets and other investments at otherwise opportune times if we believe such sales could be considered "prohibited transactions."

Our holding company structure makes us dependent on distributions from the Operating Partnership.

Because we conduct our operations through the Operating Partnership, our ability to service our debt obligations and pay dividends to our shareholders is strictly dependent upon the earnings and cash flows of the Operating Partnership and the ability of the Operating Partnership to make distributions to us. Under the

Delaware Revised Uniform Limited Partnership Act, the Operating Partnership is prohibited from making any distribution to us to the extent that at the time of the distribution, after giving effect to the distribution, all liabilities of the Operating Partnership (other than some non-recourse liabilities and some liabilities to the partners) exceed the fair value of the assets of the 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 outstanding capital stock, 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. Any inability to make cash distributions from the Operating Partnership could jeopardize our ability to pay dividends on our outstanding shares of capital stock and to maintain qualification as a REIT.

RISKS RELATED TO OUR ORGANIZATIONAL STRUCTURE

The ownership limit described above, as well as certain provisions in our amended and restated certificate of incorporation and bylaws, and certain provisions of Delaware law, may hinder any attempt to acquire us.

There are certain provisions of Delaware law, our amended and restated certificate of incorporation, our bylaws, and other agreements to which we are a party that may have the effect of delaying, deferring or preventing a third party from making an acquisition proposal for us. These provisions may also inhibit a change in control that some, or a majority, of our stockholders might believe to be in their best interest or that could give our stockholders the opportunity to realize a premium over the then-prevailing market prices for their shares. These provisions and agreements are summarized as follows:

- **The Ownership Limit** – As described above, to maintain our status as a REIT under the Internal Revenue Code, not more than 50% in value of our outstanding capital stock may be owned, directly or indirectly, by five or fewer individuals (as defined in the Internal Revenue Code to include certain entities) during the last half of a taxable year. Our certificate of incorporation generally prohibits ownership of more than 6% of the outstanding shares of our capital stock by any single stockholder determined by value (other than Charles Lebovitz, David Jacobs, Richard Jacobs and their affiliates under the Internal Revenue Code's attribution rules). In addition to preserving our status as a REIT, the ownership limit may have the effect of precluding an acquisition of control of us without the approval of our board of directors.
- **Classified Board of Directors; Removal for Cause** – Historically, our certificate of incorporation has provided for a board of directors divided into three classes, with one class elected each year to serve for a three-year term. As a result, at least two annual meetings of stockholders may have been required for the stockholders to change a majority of our board of directors. While our stockholders approved an amendment to our certificate of incorporation at our 2011 annual meeting to declassify the board of directors, this declassification will be phased in over three years in a manner that does not alter the term of any current director. Accordingly, this transition will not be completed, with all directors standing for election on an annual basis, until our 2014 annual meeting of stockholders. In addition, our stockholders can only remove directors for cause and only by a vote of 75% of the outstanding voting stock. Collectively, these provisions make it more difficult to change the composition of our board of directors and may have the effect of encouraging persons considering unsolicited tender offers or other unilateral takeover proposals to negotiate with our board of directors rather than pursue non-negotiated takeover attempts.
- **Advance Notice Requirements for Stockholder Proposals** – Our bylaws establish advance notice procedures with regard to stockholder proposals relating to the nomination of candidates for election as directors or new business to be brought before meetings of our stockholders. These procedures generally require advance written notice of any such proposals, containing prescribed information, to be given to our Secretary at our principal executive offices not less than 60 days or no more than 90 days prior to the meeting.
- **Vote Required to Amend Bylaws** – A vote of 66 $\frac{2}{3}$ % of our outstanding voting stock (in addition to any separate approval that may be required by the holders of any particular class of stock) is necessary for stockholders to amend our bylaws.

- Delaware Anti-Takeover Statute – We are a Delaware corporation and are subject to Section 203 of the Delaware General Corporation Law. In general, Section 203 prevents an “interested stockholder” (defined generally as a person owning 15% or more of a company’s outstanding voting stock) from engaging in a “business combination” (as defined in Section 203) with us for three years following the date that person becomes an interested stockholder unless:
 - (a) before that person became an interested holder, our board of directors approved the transaction in which the interested holder became an interested stockholder or approved the business combination;
 - (b) upon completion of the transaction that resulted in the interested stockholder becoming an interested stockholder, the interested stockholder owns 85% of our voting stock outstanding at the time the transaction commenced (excluding stock held by directors who are also officers and by employee stock plans that do not provide employees with the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer); or
 - (c) following the transaction in which that person became an interested stockholder, the business combination is approved by our board of directors and authorized at a meeting of stockholders by the affirmative vote of the holders of at least two-thirds of our outstanding voting stock not owned by the interested stockholder.

Under Section 203, these restrictions also do not apply to certain business combinations proposed by an interested stockholder following the announcement or notification of certain extraordinary transactions involving us and a person who was not an interested stockholder during the previous three years or who became an interested stockholder with the approval of a majority of our directors, if that extraordinary transaction is approved or not opposed by a majority of the directors who were directors before any person became an interested stockholder in the previous three years or who were recommended for election or elected to succeed such directors by a majority of directors then in office.

Certain ownership interests held by members of our senior management may tend to create conflicts of interest between such individuals and the interests of the Company and our Operating Partnership.

- Tax Consequences of the Sale or Refinancing of Certain Properties – Since certain of our properties had unrealized gain attributable to the difference between the fair market value and adjusted tax basis in such properties immediately prior to their contribution to the Operating Partnership, a taxable sale of any such properties, or a significant reduction in the debt encumbering such properties, could cause adverse tax consequences to the members of our senior management who owned interests in our predecessor entities. As a result, members of our senior management might not favor a sale of a property or a significant reduction in debt even though such a sale or reduction could be beneficial to us and the Operating Partnership. Our bylaws provide that any decision relating to the potential sale of any property that would result in a disproportionately higher taxable income for members of our senior management than for us and our stockholders, or that would result in a significant reduction in such property’s debt, must be made by a majority of the independent directors of the board of directors. The Operating Partnership is required, in the case of such a sale, to distribute to its partners, at a minimum, all of the net cash proceeds from such sale up to an amount reasonably believed necessary to enable members of our senior management to pay any income tax liability arising from such sale.
- Interests in Other Entities; Policies of the Board of Directors – Certain entities owned in whole or in part by members of our senior management, including the construction company that built or renovated most of our properties, may continue to perform services for, or transact business with, us and the Operating Partnership. Furthermore, certain property tenants are affiliated with members of our senior management. Accordingly, although our bylaws provide that any contract or transaction between us or the Operating Partnership and one or more of our directors or officers, or between us or the Operating Partnership and any other entity in which one or more of our directors or officers are directors or officers or have a financial interest, must be approved by our disinterested directors or stockholders after the material facts of the relationship or interest of the contract or transaction are disclosed or are known to them, these affiliations could nevertheless create conflicts between the interests of these members of senior management and the interests of the Company, our shareholders and the Operating Partnership in relation to any transactions between us and any of these entities.

ITEM 2: Unregistered Sales of Equity Securities and Use of Proceeds

| Period | Total Number of Shares Purchased (1) | Average Price Paid per Share (2) | Total Number of Shares Purchased as Part of a Publicly Announced Plan | Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plan |
|---------------------|---|---|--|--|
| January 1–31, 2011 | — | \$ — | — | \$ — |
| February 1–28, 2011 | 6,329 | 17.17 | — | — |
| March 1–31, 2011 | — | — | — | — |
| Total | 6,329 | \$ 17.17 | — | \$ — |

- (1) Represents shares surrendered to the Company by employees to satisfy federal and state income tax withholding requirements related to the vesting of shares of restricted stock.
- (2) Represents the market value of the common stock on the vesting date for the shares of restricted stock, which was used to determine the number of shares required to be surrendered to satisfy income tax withholding requirements.

ITEM 3: Defaults Upon Senior Securities

None

ITEM 4: (Removed and Reserved)

ITEM 5: Other Information

None

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: May 10, 2011

INDEX TO EXHIBITS

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--|
| 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 Financial Officer as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |