

Securities Operations

New York, NY 10005



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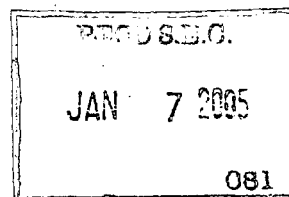
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January 7, 2005



Mr. Brian Johnson
Branch Chief
Securities and Exchange Commission
Branch of Filer Support 2
Room 1004 -- STOP/1-4
450 Fifth Street, NW
Judiciary Plaza
Washington, DC 20549

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Dear Mr. Johnson:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1934, CBL & Associates Properties, Inc., Depositary Shares (Each representing a 1/10th fractional interest of a share of 7.375% Series D Cumulative Redeemable Preferred Stock, \$.01 par value) and requests immediate acceleration of registration. Adequate distribution assured. Form 8-A received on January 7, 2005. Tentative listing date – January 11, 2005.

Sincerely,

Janas Madro