

INLAND WESTERN RETAIL REAL ESTATE TRUST INC
Form 8-K
February 28, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

February 24, 2012

INLAND WESTERN RETAIL REAL ESTATE TRUST, INC.

(Exact name of registrant as specified in charter)

Maryland
(State or other
jurisdiction of
incorporation)

000-51199
(Commission File Number)

42-1579325
(IRS Employer
Identification No.)

2901 Butterfield Road, Oak Brook, Illinois
(Address of principal executive offices)

60523
(Zip Code)

Registrant's telephone number, including area code: **(630) 218-8000**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement

On February 24, 2012, Inland Western Retail Real Estate Trust, Inc. (the Company, we, or our) amended and restated its existing credit agreement with a number of financial institutions, including KeyBank National Association and JPMorgan Chase Bank, N.A., affiliates of which acted as co-lead arrangers and joint book managers, to provide an unsecured credit facility in the aggregate amount of \$650,000,000, consisting of a \$350,000,000 unsecured revolving line of credit, subject to a borrowing base limitation, and a \$300,000,000 unsecured term loan (together, the Facility). The Facility replaces our \$585,000,000 secured credit facility due to mature in February 2013, and we have the ability to increase the available borrowings under the Facility (the term and/or revolving portions) by up to \$200,000,000, for a total aggregate potential Facility size of \$850,000,000. The Facility contains customary representations, warranties and covenants, and events of default. If there has been no default under the Facility, we can make distributions to our stockholders as long as the ratio of distributions to funds from operations does not exceed 95%; provided, that regardless of whether there has been a default under the Facility, we may make such distributions to our stockholders as are required for the Company to maintain its status as a real estate investment trust under the U.S. income tax code. Loans under the Facility bear interest at a rate per annum equal to LIBOR plus a margin of between 1.75% and 2.50% or the alternative base rate plus a margin of between 0.75% and 1.50%, both based on our leverage ratio as calculated under the Facility. Interest on amounts outstanding under the Facility is payable monthly. We may pay outstanding principal amounts under the Facility at any time without penalty or premium and must pay such amounts if borrowing base values are below certain amounts. Any unpaid principal amounts are due and payable upon maturity of the Facility. The term loan portion of the Facility matures on February 24, 2016, and the revolving portion of the Facility matures on February 24, 2015, but each maturity date may be extended by the Company for one additional year as long as there is no existing default under the Facility, we are in compliance with all covenants under the Facility, and we pay an extension fee.

Item 2.03. Creation of Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated into this Item 2.03 by reference.

Item 7.01 Regulation FD Disclosure

On February 28, 2012, the Company issued a press release with respect to the Company closing on the Facility. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in Items 7.01 and 9.01 of this report, including Exhibit 99.1, is being furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any

filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following Exhibits are included with this Report:

99.1 Press release of Inland Western Retail Real Estate Trust, Inc. dated February 28, 2012.

The statements and certain other information contained in this report, which can be identified by the use of forward-looking terminology such as may, will, expect, continue, remains, intend, aim, towards, should, could, future, potential, believes, plans, likely, anticipate, position, consider, probable, committed, focused, or the negative thereof or other variations thereon or comparable terminology, constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and are subject to the safe harbors created thereby. These statements should be considered as subject to the many risks and uncertainties that exist in the Company's operations and business environment. Such risks and uncertainties could cause actual results to differ materially from those projected. These uncertainties include, but are not limited to, economic conditions, market demand and pricing, competitive and cost factors, and other risk factors.

SIGNATURES

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 hereunto duly authorized.

INLAND WESTERN RETAIL REAL

ESTATE TRUST, INC.

(Registrant)

By: */s/ Dennis K. Holland*
Dennis K. Holland
Executive Vice President,
General Counsel and Secretary

Date: February 28, 2012

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|--|
| 99.1 | Press release of Inland Western Retail Real Estate Trust, Inc. dated February 28, 2012 |
