# Section 1: 8-K (8-K)

**UNITED STATES**
**SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 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): October 31, 2019

**CBL & ASSOCIATES PROPERTIES INC**

**CBL & Associates Limited Partnership**

(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|---|---|
| **Delaware** | **1-12494** | **62-1545718** |
| **Delaware** | **333-182515-01** | **62-1542285** |
| (State or Other Jurisdiction of Incorporation or Organization) | (Commission File Number) | (I.R.S. Employer Identification No.) |

**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)

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))

Securities registered under Section 12(b) of the Act:

| Title of each Class | Trading Symbol(s) | Name of each exchange on which registered |
|---|---|---|
| Common Stock, $0.01 par value | CBL | New York Stock Exchange |
| 7.375% Series D Cumulative Redeemable Preferred Stock, $0.01 par value | CBLprD | New York Stock Exchange |
| 6.625% Series E Cumulative Redeemable Preferred Stock, $0.01 par value | CBLprE | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

**ITEM 2.02 Results of Operations and Financial Condition**

On October 31, 2019, CBL & Associates Properties, Inc. (the "Company") reported its results for the third quarter ended September 30, 2019. The Company's earnings release and supplemental financial and operating information for the third quarter ended September 30, 2019 is attached as Exhibit 99.1. On November 1, 2019, the Company held a conference call to discuss the results for the third quarter ended September 30, 2019. The conference call script is attached as Exhibit 99.2.

The information in this Form 8-K and the Exhibits attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

**ITEM 9.01 Financial Statements and Exhibits**

(a) Financial Statements of Businesses Acquired
Not applicable

(b) Pro Forma Financial Information
Not applicable

(c) Shell Company Transactions
Not applicable

(d) Exhibits

| Exhibit Number | Description |
|---|---|
| 99.1 | Earnings Release dated October 31, 2019 and Supplemental Financial and Operating Information - For the Three Months and Nine Months Ended September 30, 2019 |
| 99.2 | Investor Conference Call Script - Third Quarter Ended September 30, 2019 |

**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.

**CBL & ASSOCIATES PROPERTIES, INC.**

/s/ Farzana Khaleel

Farzana Khaleel
Executive Vice President -
Chief Financial Officer and Treasurer

**CBL & ASSOCIATES LIMITED PARTNERSHIP**

By: CBL HOLDINGS I, INC., its general partner

/s/ Farzana Khaleel

Farzana Khaleel
Executive Vice President -
Chief Financial Officer and Treasurer

Date: November 1, 2019

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# Section 2: EX-99.1 (EXHIBIT 99.1)

**Exhibit 99.1**

# Earnings Release and
# Supplemental Financial and Operating Information

## For the Three and Nine Months Ended
## September 30, 2019

**Earnings Release and Supplemental Financial and Operating Information**
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News Release

Contact: Katie Reinsmidt, Executive Vice President - Chief Investment Officer, 423.490.8301, katie.reinsmidt@cblproperties.com

# CBL PROPERTIES REPORTS RESULTS FOR THIRD QUARTER 2019

***Results In-Line; Guidance Range Maintained***

CHATTANOOGA, Tenn. (October 31, 2019) – CBL Properties (NYSE:CBL) announced results for the third quarter ended September 30, 2019. A description of each supplemental non-GAAP financial measure and the related reconciliation to the comparable GAAP financial measure is located at the end of this news release.

| | Three Months Ended September 30, | | | Nine Months Ended September 30, | | |
|---|---|---|---|---|---|---|
| | **2019** | **2018** | **%** | **2019** | **2018** | **%** |
| Net loss attributable to common shareholders per diluted share | **$ (0.26)** | $ (0.07) | (271.4)% | **$ (0.75)** | $ (0.34) | (120.6)% |
| Funds from Operations ("FFO") per diluted share | **$ 0.45** | $ 0.39 | 15.4 % | **$ 1.01** | $ 1.26 | (19.8)% |
| FFO, as adjusted, per diluted share (1) | **$ 0.34** | $ 0.40 | (15.0)% | **$ 0.98** | $ 1.28 | (23.4)% |

(1) For a reconciliation of FFO to FFO, as adjusted, for the periods presented, please refer to the footnotes to the Company's reconciliation of net loss attributable to common shareholders to FFO allocable to Operating Partnership common unitholders on page 9 of this news release.

**KEY TAKEAWAYS:**

- Same-center sales per square foot for the stabilized mall portfolio for the third quarter improved 3.2%. For the twelve-months ended September 30, 2019, same-center sales increased 1.1% to $383 per square foot compared with the prior-year period.
- CBL made significant progress on its anchor redevelopment program, including 27 former anchor spaces committed, under construction or with replacements already open featuring dining, entertainment, fitness and other mixed-use components.
- FFO per diluted share, as adjusted, was $0.34 for the third quarter 2019, compared with $0.40 per share for the third quarter 2018. Third quarter 2019 FFO per share was impacted by $0.02 per share of dilution from asset sales completed since the prior-year period and $0.04 per share of lower property NOI.
- Total Portfolio Same-center NOI declined 5.9% for the three months and declined 5.5% for the nine months ended September 30, 2019, as compared with the prior-year periods.
- Portfolio occupancy as of September 30, 2019, was 90.5%, representing a 30 basis point improvement sequentially, and a 150 basis point decline compared with 92.0% as of September 30, 2018. Same-center mall occupancy was 88.7% as of September 30, 2019, a 60 basis point improvement sequentially and a 200 basis point decline compared with 90.7% as of September 30, 2018.
- Year-to-date, CBL has completed or announced gross asset sales totaling $161.4 million (details herein).

"Third quarter results demonstrated the resiliency of our portfolio of market dominant properties. With adjusted FFO per share of $0.34 and portfolio same-center NOI of (5.9)% , we are on track to achieve full-year results within the mid-to-high end of our reaffirmed guidance range," said Stephen D. Lebovitz, Chief Executive Officer. "Operational results were also in-line with improved sales and spreads on new leasing, and our reserve was able to offset additional retailer bankruptcies, store closings and restructurings. For the third quarter, portfolio sales increased 3.2%, bringing our rolling twelve-month sales to $383 per square foot. This trend should provide a positive backdrop for us during the holiday season as well as on future lease negotiations.

"Last week, we celebrated the grand opening of the redevelopment of the former Sears at Brookfield Square in Milwaukee, which represents a milestone in our portfolio transformation strategy. The project has generated a huge amount of excitement with new-to-market entertainment users Whirlyball and Movie Tavern by Marcus Theatres and in-demand restaurants, services and shops. The adjacent city-owned hotel and convention center opening next year will provide an added source of traffic.

"The Brookfield Square project is a great example of our strategy of utilizing redevelopments to transform our properties into suburban town centers. In this case, we are combining successful retail, entertainment, restaurants, fitness and non-retail elements, including medical office and the hotel/convention center. Across our portfolio, we are diversifying our tenant mix in our shop leasing efforts, and we are pursuing opportunities to make more productive use of available land. Year-to-date, 74% of new mall leasing was executed with non-apparel tenants. We also recently commenced construction with joint venture partners on two new self-storage projects and a hotel and have several additional non-retail projects on the drawing board. These projects demonstrate the tangible progress and creativity that helps bring us closer to our goal of stabilizing revenues and returning to growth."

Net loss attributable to common shareholders for the third quarter 2019 was $44.1 million, or a loss of $0.26 per diluted share, compared with a net loss of $12.6 million, or a loss of $0.07 per diluted share, for the third quarter 2018. Net loss for the third quarter 2019 was impacted by an $82.6 million loss on impairment of real estate to write down the carrying value of Mid Rivers Mall to the property's estimated fair value. The impairment was primarily a result of declines in projected future cash flows. Net loss for the third quarter 2019 also included a $22.7 million reduction to the class-action litigation expense accrued during the first quarter 2019. The majority of the reduction relates to past tenants that did not submit a claim pursuant to the terms of the settlement agreement with the remainder relating to tenants that opted out of the lawsuit.

FFO allocable to common shareholders, as adjusted, for the third quarter 2019 was $58.7 million, or $0.34 per diluted share, compared with $68.6 million, or $0.40 per diluted share, for the third quarter 2018. FFO allocable to the Operating Partnership common unitholders, as adjusted, for the third quarter 2019 was $67.8 million compared with $79.2 million for the third quarter 2018.

**Percentage change in same-center Net Operating Income ("NOI")(1):**

| | Three Months Ended September 30, 2019 | Nine Months Ended September 30, 2019 |
|---|---|---|
| Portfolio same-center NOI | **(5.9)%** | **(5.5)%** |
| Mall same-center NOI | **(6.9)%** | **(6.4)%** |

(1) CBL's definition of same-center NOI excludes the impact of lease termination fees and certain non-cash items such as straight-line rents and reimbursements, write-offs of landlord inducements and net amortization of acquired above and below market leases.

Major variances impacting same-center NOI for the quarter ended September 30, 2019, include:

- Same-center NOI declined $8.7 million, due to a $10.0 million decrease in revenues offset by a $1.3 million decline in operating expenses.
- Rental revenues declined $12.5 million, including a $6.9 million decline in tenant reimbursements and a $5.6 million decline in minimum and other rents. Percentage rents were flat.
- Property operating expenses declined $1.1 million compared with the prior year. Maintenance and repair expenses declined $0.3 million. Real estate tax expenses increased $0.1 million.

## PORTFOLIO OPERATIONAL RESULTS

### Occupancy[1]:

| | As of September 30, | |
|---|---|---|
| | **2019** | **2018** |
| Portfolio occupancy | **90.5%** | 92.0% |
| Mall portfolio | **88.7%** | 90.5% |
| Same-center malls | **88.7%** | 90.7% |
| Stabilized malls | **88.8%** | 90.8% |
| Non-stabilized malls [2] | **83.8%** | 73.6% |
| Associated centers | **96.3%** | 97.2% |
| Community centers | **96.3%** | 96.8% |

(1) Occupancy for malls represents percentage of mall store gross leasable area under 20,000 square feet occupied. Occupancy for associated and community centers represents percentage of gross leasable area occupied.

(2) Represents occupancy for The Outlet Shoppes at Laredo.

### New and Renewal Leasing Activity of Same Small Shop Space Less Than 10,000 Square Feet:

**% Change in Average Gross Rent Per Square Foot:**

| | Three Months Ended September 30, 2019 | Nine Months Ended September 30, 2019 |
|---|---|---|
| Stabilized Malls | (6.3)% | (6.9)% |
| New leases | 18.9 % | 9.3 % |
| Renewal leases | (11.0)% | (9.6)% |

### Same-Center Sales Per Square Foot for Mall Tenants 10,000 Square Feet or Less:

| | Twelve Months Ended September 30, | | |
|---|---|---|---|
| | **2019** | **2018** | **% Change** |
| Stabilized mall same-center sales per square foot | **$ 383** | $ 379 | 1.1% |
| Stabilized mall sales per square foot | **$ 383** | $ 378 | 1.3% |

## DISPOSITIONS

Year-to-date, CBL has closed on $161.4 million in asset sales, as detailed below.

In August, CBL closed on the sale of a 25% interest in The Outlet Shoppes at El Paso to its existing joint venture partner, Horizon Group Properties ("Horizon"), for cash of $9.3 million and the assumption of 25% interest in the existing loan (representing $18.5 million at closing). Following the completion of the sale, CBL and Horizon each own a 50% interest, with Horizon continuing to lease and manage the asset.

| Property | Location | Date Closed | Gross Sales Price (M) | |
|---|---|---|---|---|
| Cary Towne Center[1] | Cary, NC | January | $ | 31.5 |
| Honey Creek Mall [1] | Terre Haute, IN | April | $ | 14.6 |
| The Shoppes at Hickory Point | Forsyth, IL | April | $ | 2.5 |
| Courtyard by Marriott at Pearland Town Center | Pearland, TX | June | $ | 15.1 |
| The Forum at Grandview | Madison, MS | July | $ | 31.8 |
| 850 Greenbrier Circle | Chesapeake, VA | July | $ | 10.5 |
| Various parcels | Various | Various | $ | 27.6 |
| 25% interest in The Outlet Shoppes at El Paso [2] | El Paso, TX | August | $ | 27.8 |
| **Total** | | | **$** | **161.4** |

(1) 100% of sale proceeds utilized to retire existing secured loans.

(2) Gross amount shown above is comprised of $9.3 million in equity and 25% interest in loan balance at closing of $18.5 million.

**DIVIDEND**

In March 2019, CBL suspended its quarterly common dividend for two quarters. Prior to year-end, CBL will complete its review of taxable income projections and announce its common dividend policy for 2020. Consistent with CBL's strategy of maximizing internal cash flow available for investing and debt reduction, CBL intends to pay the minimum common dividend required, if any, to distribute taxable income.

**ANCHOR REPLACEMENT PROGRESS AND REDEVELOPMENT**

CBL recently marked the completion of the Sears redevelopment at Brookfield Square in Milwaukee, Wisconsin. Construction on the approximately 120,000-square-foot project, which included razing the entire Sears building, began in April 2018, and delivered new-to-market dining, entertainment, and other uses to the property.

Anchor replacements recently opened or pending include (complete list and additional information can be found in the financial supplement):

| Property | Prior Tenant | New Tenant(s) | Construction/Opening Status |
|---|---|---|---|
| CherryVale Mall | Bergner's | Choice Home Center | Open |
| Eastland Mall | JCPenney | H&M, Planet Fitness | Open |
| Jefferson Mall | Macy's | Round1 | Open |
| Northwoods Mall | Sears | Burlington | Open |
| Kentucky Oaks Mall | Sears | Burlington, Ross Dress for Less | Open |
| West Towne | Sears | Dave & Busters, Total Wine | Open |
| Hanes Mall | Shops | Dave & Busters | Open |
| Parkdale Mall | Macy's | Dick's, Five Below, HomeGoods | Open |
| Brookfield Square | Sears | Marcus Theatres, Whirlyball | Open |
| Laurel Park Place | Carson's | Dunham's Sports | Open |
| Meridian Mall | Younkers | High Caliber Karts | Open |
| Stroud Mall | Boston | Shoprite | Open |
| Kentucky Oaks Mall | Elder Beerman | HomeGoods and Five Below | November 2019 |
| Frontier Mall | Sears | Jax Outdoor Gear | November 2019 |
| Stroud Mall | Sears | Furniture Outlet | December 2019 |
| Dakota Square | Herberger's | Ross Dress for Less | January 2020 |
| Hamilton Place | Sears | Dick's Sporting Goods, Dave & Busters, Aloft Hotel, office | Under construction - Spring 2020/ 2021 (Aloft) |
| CherryVale Mall | Sears | Tilt | Under construction - Q1/Q2 '20 |
| Imperial Valley | Sears | Hobby Lobby | Under construction - 2020 |
| Westmoreland Mall | BonTon | Stadium Live! Casino | 2020 |

| Property | Prior Tenant | New Tenant(s) | Construction/Opening Status |
|---|---|---|---|
| York Galleria | Sears | Penn National Casino | 2020 |
| Richland Mall | Sears | Dillard's | 2020 |
| Cross Creek Mall | Sears | Entertainment User | Construction start in 2020 |
| South County Center | Sears | Round1 | Opening TBD |
| Hanes Mall | Sears | Novant Health | Opening TBD |
| West Towne Mall | Sears | Von Maur | 2021 |

**OUTLOOK AND GUIDANCE**

CBL anticipates achieving 2019 FFO, as adjusted, in the range of $1.30 - $1.35 per diluted share, which is consistent with guidance provided in the prior quarter. Guidance incorporates a reserve in the range of $5.0 - $15.0 million (the "Reserve") for potential future unbudgeted loss in rent from tenant bankruptcies, store closures or lease modifications that may occur in 2019. Based on bankruptcy and leasing activity year-to-date, including the impact of any co-tenancy, CBL currently expects to utilize approximately $8 - $10 million of the Reserve.

Key assumptions underlying guidance are as follows:

| | Low | High |
|---|---|---|
| 2019 FFO, as adjusted, per share (includes the Reserve) | 1.30 | 1.35 |
| 2019 Change in Same-Center NOI ("SC NOI") (includes the Reserve) | (7.75)% | (6.25)% |
| Reserve for unbudgeted lost rents included in SC NOI and FFO | $15.0 million | $5.0 million |
| Updated expectation for gains on outparcel sales | $2.0 million | $4.0 million |

Reconciliation of GAAP net income (loss) to 2019 FFO, as adjusted, per share guidance:

| | Low | High |
|---|---|---|
| Expected diluted earnings per common share | $ (0.83) | $ (0.78) |
| Adjust to fully converted shares from common shares | 0.11 | 0.11 |
| Expected earnings per diluted, fully converted common share | (0.72) | (0.67) |
| Add: depreciation and amortization | 1.53 | 1.53 |
| Less: gain on depreciable property | (0.11) | (0.11) |
| Add: loss on impairment | 0.74 | 0.74 |
| Add: noncontrolling interest in loss of Operating Partnership | (0.10) | (0.10) |
| Expected FFO, as adjusted, per diluted, fully converted common share | $ 1.34 | $ 1.39 |
| Add: Litigation settlement | 0.32 | 0.32 |
| Adjustment for certain significant items | (0.36) | (0.36) |
| Expected adjusted FFO per diluted, fully converted common share | $ 1.30 | $ 1.35 |

**INVESTOR CONFERENCE CALL AND WEBCAST**

CBL Properties will host a conference call on Friday, November 1, 2019, at 11:00 a.m. ET. To access this interactive teleconference, dial (888) 317-6003 or (412) 317-6061 and enter the confirmation number, 7355952. A replay of the conference call will be available through November 8, 2019, by dialing (877) 344-7529 or (412) 317-0088 and entering the confirmation number, 10134286.

The Company will also provide an online webcast and rebroadcast of its third quarter 2019 earnings release conference call. The live broadcast of the quarterly conference call will be available online at cblproperties.com on Friday, November 1, 2019, beginning at 11:00 a.m. ET. The online replay will follow shortly after the call.

To receive the CBL Properties third quarter earnings release and supplemental information, please visit the Invest section of our website at **cblproperties.com**.

**ABOUT CBL PROPERTIES**

Headquartered in Chattanooga, TN, CBL Properties owns and manages a national portfolio of market-dominant properties located in dynamic and growing communities. CBL's portfolio is comprised of 108 properties totaling 68.2 million square feet across 26 states, including 68 high-quality enclosed, outlet and open-air retail centers and 9 properties managed for third parties. CBL continuously strengthens its company and portfolio through active management, aggressive leasing and profitable reinvestment in its properties. For more information visit **cblproperties.com**.

**ADOPTION OF NEW LEASE ACCOUNTING STANDARD**

The Company adopted Accounting Standards Codification ("ASC") 842, *Leases*, effective January 1, 2019, which resulted in the Company revising the presentation of rental revenues in its consolidated statements of operations. In the past, certain components of rental revenues were shown separately in the consolidated statements of operations. Upon the adoption of ASC 842, these amounts have been combined into a single line item. Please see the Company's Supplemental Financial and Operating Information located in the Invest section of the Company's website for more information regarding the components of rental revenues.

**NON-GAAP FINANCIAL MEASURES**

**Funds From Operations**

FFO is a widely used non-GAAP measure of the operating performance of real estate companies that supplements net income (loss) determined in accordance with GAAP. The National Association of Real Estate Investment Trusts ("NAREIT") defines FFO as net income (loss) (computed in accordance with GAAP) excluding gains or losses on sales of depreciable operating properties and impairment losses of depreciable 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 as defined above by NAREIT less dividends on preferred stock of the Company or distributions on preferred units of the Operating Partnership, as applicable. The Company's method of calculating FFO may be different from methods used by other REITs and, accordingly, may not be comparable to such other REITs.

The Company believes that FFO provides an additional indicator of the operating performance of its 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, the Company believes that FFO enhances investors' understanding of its operating performance. The use of FFO as an indicator of financial performance is influenced not only by the operations of the Company's properties and interest rates, but also by its capital structure.

The Company presents both FFO allocable to Operating Partnership common unitholders and FFO allocable to common shareholders, as it believes that both are useful performance measures. The Company believes FFO allocable to Operating Partnership common unitholders is a useful performance measure since it conducts substantially all of its business through its Operating Partnership and, therefore, it reflects the performance of the properties in absolute terms regardless of the ratio of ownership interests of the Company's common shareholders and the noncontrolling interest in the Operating Partnership. The Company believes FFO allocable to its common shareholders is a useful performance measure because it is the performance measure that is most directly comparable to net income (loss) attributable to its common shareholders.

In the reconciliation of net income (loss) attributable to the Company's common shareholders to FFO allocable to Operating Partnership common unitholders, located in this earnings release, the Company makes an adjustment to add back noncontrolling interest in income (loss) of its Operating Partnership in order to arrive at FFO of the Operating Partnership common unitholders. The Company then applies a percentage to FFO of the Operating Partnership common unitholders to arrive at FFO allocable to its 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 held by noncontrolling interests 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 (loss) for purposes of evaluating the Company's operating performance or to cash flow as a measure of liquidity.

The Company believes that it is important to identify the impact of certain significant items on its FFO measures for a reader to have a complete understanding of the Company's results of operations. Therefore, the Company has also presented adjusted FFO measures excluding these items from the applicable periods. Please refer to the reconciliation of net income (loss) attributable to common shareholders to FFO allocable to Operating Partnership common unitholders on page 9 of this news release for a description of these adjustments.

**Same-center Net Operating Income**

NOI is a supplemental non-GAAP measure of the operating performance of the Company's shopping centers and other properties. The Company defines NOI as property operating revenues (rental revenues, tenant reimbursements and other income) less property operating expenses (property operating, real estate taxes and maintenance and repairs).

The Company computes NOI based on the Operating Partnership's pro rata share of both consolidated and unconsolidated properties. The Company believes that presenting NOI and same-center NOI (described below) based on its Operating Partnership’s pro rata share of both consolidated and unconsolidated properties is useful since the Company conducts substantially all of its business through its Operating Partnership and, therefore, it reflects the performance of the properties in absolute terms regardless of the ratio of ownership interests of the Company's common shareholders and the noncontrolling interest in the Operating Partnership. The Company's definition of NOI may be different than that used by other companies and, accordingly, the Company's calculation of NOI may not be comparable to that of other companies.

Since NOI includes only those revenues and expenses related to the operations of the Company's shopping center properties, the Company believes that same-center NOI provides a measure that reflects trends in occupancy rates, rental rates, sales at the malls and operating costs and the impact of those trends on the Company's results of operations. The Company’s calculation of same-center NOI excludes lease termination income, straight-line rent adjustments, amortization of above and below market lease intangibles and write-off of landlord inducement assets in order to enhance the comparability of results from one period to another. A reconciliation of same-center NOI to net income is located at the end of this earnings release.

**Pro Rata Share of Debt**

The Company presents debt based on its pro rata ownership share (including the Company's pro rata share of unconsolidated affiliates and excluding noncontrolling interests' share of consolidated properties) because it believes this provides investors a clearer understanding of the Company's total debt obligations which affect the Company's liquidity. A reconciliation of the Company's pro rata share of debt to the amount of debt on the Company's condensed consolidated balance sheet is located at the end of this earnings release.

*Information included herein contains "forward-looking statements" within the meaning of the federal securities laws. Such statements are inherently subject to risks and uncertainties, many of which cannot be predicted with accuracy and some of which might not even be anticipated. Future events and actual events, financial and otherwise, may differ materially from the events and results discussed in the forward-looking statements. The reader is directed to the Company's various filings with the Securities and Exchange Commission, including without limitation the Company's Annual Report on Form 10-K, and the "Management's Discussion and Analysis of Financial Condition and Results of Operations" included therein, for a discussion of such risks and uncertainties.*

# CBL & Associates Properties, Inc.
# Supplemental Financial and Operating Information
# For the Three and Nine Months Ended September 30, 2019

**Consolidated Statements of Operations**
(Unaudited; in thousands, except per share amounts)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | **2019** | **2018** | **2019** | **2018** |
| **REVENUES (1):** | | | | |
| Rental revenues | **$ 179,071** | $ 200,311 | **$ 555,444** | $ 620,608 |
| Management, development and leasing fees | **2,216** | 2,658 | **7,325** | 8,022 |
| Other | **5,964** | 3,909 | **15,889** | 13,046 |
| Total revenues | **187,251** | 206,878 | **578,658** | 641,676 |
| **OPERATING EXPENSES:** | | | | |
| Property operating | **(27,344)** | (30,004) | **(82,856)** | (92,357) |
| Depreciation and amortization | **(64,168)** | (71,945) | **(198,438)** | (217,261) |
| Real estate taxes | **(18,699)** | (19,433) | **(57,766)** | (61,737) |
| Maintenance and repairs | **(10,253)** | (11,475) | **(34,327)** | (36,713) |
| General and administrative | **(12,467)** | (16,051) | **(48,901)** | (47,845) |
| Loss on impairment | **(82,611)** | (14,600) | **(149,044)** | (84,644) |
| Litigation settlement | **22,688** | — | **(65,462)** | — |
| Other | **(7)** | (38) | **(41)** | (377) |
| Total operating expenses | **(192,861)** | (163,546) | **(636,835)** | (540,934) |
| **OTHER INCOME (EXPENSES):** | | | | |
| Interest and other income | **1,367** | 283 | **2,212** | 714 |
| Interest expense | **(50,515)** | (55,194) | **(156,995)** | (163,164) |
| Gain on extinguishment of debt | **—** | — | **71,722** | — |
| Gain on investments/deconsolidation | **11,174** | — | **11,174** | 387 |
| Gain on sales of real estate assets | **8,056** | 7,880 | **13,811** | 15,998 |
| Income tax benefit (provision) | **(1,670)** | (1,034) | **(2,622)** | 1,846 |
| Equity in earnings (losses) of unconsolidated affiliates | **(1,759)** | 1,762 | **3,421** | 9,869 |
| Total other expenses | **(33,347)** | (46,303) | **(57,277)** | (134,350) |
| **Net loss** | **(38,957)** | (2,971) | **(115,454)** | (33,608) |
| Net (income) loss attributable to noncontrolling interests in: | | | | |
| Operating Partnership | **6,808** | 1,628 | **20,020** | 8,978 |
| Other consolidated subsidiaries | **(763)** | (24) | **(631)** | 369 |
| **Net loss attributable to the Company** | **(32,912)** | (1,367) | **(96,065)** | (24,261) |
| Preferred dividends | **(11,223)** | (11,223) | **(33,669)** | (33,669) |
| **Net loss attributable to common shareholders** | **$ (44,135)** | $ (12,590) | **$ (129,734)** | $ (57,930) |
| **Basic and diluted per share data attributable to common shareholders:** | | | | |
| Net loss attributable to common shareholders | **$ (0.26)** | $ (0.07) | **$ (0.75)** | $ (0.34) |
| Weighted-average common and potential dilutive common shares outstanding | **173,471** | 172,665 | **173,400** | 172,426 |

(1) See "Adoption of Lease Accounting Standard" on page 6 for further information on the presentation of rental revenues in accordance with the new standard adopted effective January 1, 2019.

# CBL & Associates Properties, Inc.
## Supplemental Financial And Operating Information
## For the Three and Nine Months Ended September 30, 2019

**The Company's reconciliation of net loss attributable to common shareholders to FFO allocable to Operating Partnership common unitholders is as follows:**
(in thousands, except per share data)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | **2019** | **2018** | **2019** | **2018** |
| Net loss attributable to common shareholders | **$ (44,135)** | $ (12,590) | **$ (129,734)** | $ (57,930) |
| Noncontrolling interest in loss of Operating Partnership | **(6,808)** | (1,628) | **(20,020)** | (8,978) |
| Depreciation and amortization expense of: | | | | |
| Consolidated properties | **64,168** | 71,945 | **198,438** | 217,261 |
| Unconsolidated affiliates | **14,471** | 10,438 | **36,599** | 31,177 |
| Non-real estate assets | **(920)** | (910) | **(2,719)** | (2,748) |
| Noncontrolling interests' share of depreciation and amortization in other consolidated subsidiaries | **(2,031)** | (2,136) | **(6,836)** | (6,424) |
| Loss on impairment | **82,611** | 14,600 | **149,044** | 84,644 |
| Loss on impairment of unconsolidated affiliates | **—** | 1,022 | **—** | 1,022 |
| Gain on depreciable property, net of taxes | **(16,914)** | (3,307) | **(21,755)** | (5,543) |
| **FFO allocable to Operating Partnership common unitholders** | **90,442** | 77,434 | **203,017** | 252,481 |
| Litigation settlement, net of taxes (1) | **(22,688)** | — | **64,979** | — |
| Gain on investments, net of taxes (2) | **—** | — | **—** | (287) |
| Non-cash default interest expense (3) | **—** | 1,784 | **542** | 3,616 |
| Gain on extinguishment of debt (4) | **—** | — | **(71,722)** | — |
| **FFO allocable to Operating Partnership common unitholders, as adjusted** | **$ 67,754** | $ 79,218 | **$ 196,816** | $ 255,810 |
| | | | | |
| **FFO per diluted share** | **$ 0.45** | $ 0.39 | **$ 1.01** | $ 1.26 |
| | | | | |
| **FFO, as adjusted, per diluted share** | **$ 0.34** | $ 0.40 | **$ 0.98** | $ 1.28 |
| | | | | |
| Weighted-average common and potential dilutive common shares outstanding with Operating Partnership units fully converted | **200,230** | 199,432 | **200,158** | 199,630 |

(1) The three months ended September 30, 2019 represents a reduction of $22,688 to the accrued maximum expense of $88,150 related to the settlement of a class action lawsuit that was recorded in the three months ended March 31, 2019. A majority of the reduction of $22,688 relates to past tenants that did not submit a claim pursuant to the terms of the settlement agreement with the remainder relating to tenants that opted out of the lawsuit. The nine months ended September 30, 2019 is comprised of the accrued maximum expense related to the settlement of a class action lawsuit less the reduction recorded in the three months ended September 30, 2019.

(2) The nine months ended September 30, 2018 includes a gain on investment related to the land contributed by the Company to the Self Storage at Mid Rivers 50/50 joint venture.

(3) The nine months ended September 30, 2019 includes default interest expense related to Acadiana Mall and Cary Towne Center. The three months and nine months ended September 30, 2018 include default interest expense related to Acadiana Mall and Cary Towne Center.

(4) The nine months ended September 30, 2019 includes a gain on extinguishment of debt related to the non-recourse loan secured by Acadiana Mall, which was conveyed to the lender in the first quarter of 2019, and a gain on extinguishment of debt related to the non-recourse loan secured by Cary Towne Center, which was sold in the first quarter of 2019.

## CBL & Associates Properties, Inc.
## Supplemental Financial And Operating Information
## For the Three and Nine Months Ended September 30, 2019

The reconciliation of diluted EPS to FFO per diluted share is as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | **2019** | **2018** | **2019** | **2018** |
| **Diluted EPS attributable to common shareholders** | **$ (0.26)** | $ (0.07) | **$ (0.75)** | $ (0.34) |
| Eliminate amounts per share excluded from FFO: | | | | |
| Depreciation and amortization expense, including amounts from consolidated properties, unconsolidated affiliates, non-real estate assets and excluding amounts allocated to noncontrolling interests | **0.38** | 0.40 | **1.13** | 1.20 |
| Loss on impairment | **0.42** | 0.08 | **0.74** | 0.43 |
| Gain on depreciable property, net of taxes | **(0.09)** | (0.02) | **(0.11)** | (0.03) |
| **FFO per diluted share** | **$ 0.45** | $ 0.39 | **$ 1.01** | $ 1.26 |

The reconciliations of FFO allocable to Operating Partnership common unitholders to FFO allocable to common shareholders, including and excluding the adjustments noted above, are as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | **2019** | **2018** | **2019** | **2018** |
| **FFO allocable to Operating Partnership common unitholders** | **$ 90,442** | $ 77,434 | **$ 203,017** | $ 252,481 |
| Percentage allocable to common shareholders (1) | **86.64%** | 86.58% | **86.63%** | 86.37% |
| **FFO allocable to common shareholders** | **$ 78,359** | $ 67,042 | **$ 175,874** | $ 218,068 |
| | | | | |
| **FFO allocable to Operating Partnership common unitholders, as adjusted** | **$ 67,754** | $ 79,218 | **$ 196,816** | $ 255,810 |
| Percentage allocable to common shareholders (1) | **86.64%** | 86.58% | **86.63%** | 86.37% |
| **FFO allocable to common shareholders, as adjusted** | **$ 58,702** | $ 68,587 | **$ 170,502** | $ 220,943 |

(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. See the reconciliation of shares and Operating Partnership units outstanding on page 14.

## CBL & Associates Properties, Inc.
## Supplemental Financial And Operating Information
## For the Three and Nine Months Ended September 30, 2019

**SUPPLEMENTAL FFO INFORMATION:**

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| Lease termination fees | $ 848 | $ 783 | $ 2,938 | $ 9,788 |
| Lease termination fees per share | $ — | $ — | $ 0.01 | $ 0.05 |
| | | | | |
| Straight-line rental income | $ 1,348 | $ 388 | $ 2,302 | $ (3,923) |
| Straight-line rental income per share | $ 0.01 | $ — | $ 0.01 | $ (0.02) |
| | | | | |
| Gains on outparcel sales, net of taxes | $ 1,961 | $ 4,548 | $ 2,894 | $ 11,033 |
| Gains on outparcel sales, net of taxes per share | $ 0.01 | $ 0.02 | $ 0.01 | $ 0.06 |
| | | | | |
| Net amortization of acquired above- and below-market leases | $ 533 | $ (1,210) | $ 2,032 | $ 982 |
| Net amortization of acquired above- and below-market leases per share | $ — | $ (0.01) | $ 0.01 | $ — |
| | | | | |
| Net amortization of debt premiums and discounts | $ 333 | $ 314 | $ 982 | $ 727 |
| Net amortization of debt premiums and discounts per share | $ — | $ — | $ — | $ — |
| | | | | |
| Income tax benefit (provision) | $ (1,670) | $ (1,034) | $ (2,622) | $ 1,846 |
| Income tax benefit (provision) per share | $ (0.01) | $ (0.01) | $ (0.01) | $ 0.01 |
| | | | | |
| Gain on extinguishment of debt | $ — | $ — | $ 71,722 | $ — |
| Gain on extinguishment of debt per share | $ — | $ — | $ 0.36 | $ — |
| | | | | |
| Gain on investments, net of taxes | $ — | $ — | $ — | $ 287 |
| Gain on investments, net of taxes per share | $ — | $ — | $ — | $ — |
| | | | | |
| Non-cash default interest expense | $ — | $ (1,784) | $ (542) | $ (3,616) |
| Non-cash default interest expense per share | $ — | $ (0.01) | $ — | $ (0.02) |
| | | | | |
| Abandoned projects expense | $ (7) | $ (38) | $ (41) | $ (377) |
| Abandoned projects expense per share | $ — | $ — | $ — | $ — |
| | | | | |
| Interest capitalized | $ 787 | $ 1,198 | $ 1,969 | $ 2,736 |
| Interest capitalized per share | $ — | $ 0.01 | $ 0.01 | $ 0.01 |
| | | | | |
| Litigation settlement, net of taxes | $ 22,688 | $ — | $ (64,979) | $ — |
| Litigation settlement, net of taxes per share | $ 0.11 | $ — | $ (0.32) | $ — |

| | As of September 30, | |
|---|---|---|
| | 2019 | 2018 |
| Straight-line rent receivable | $ 55,974 | $ 57,284 |

## CBL & Associates Properties, Inc.
## Supplemental Financial And Operating Information
## For the Three and Nine Months Ended September 30, 2019

**Same-center Net Operating Income**
(Dollars in thousands)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | **2019** | **2018** | **2019** | **2018** |
| **Net loss** | **$ (38,957)** | $ (2,971) | **$ (115,454)** | $ (33,608) |
| **Adjustments:** | | | | |
| Depreciation and amortization | **64,168** | 71,945 | **198,438** | 217,261 |
| Depreciation and amortization from unconsolidated affiliates | **14,471** | 10,438 | **36,599** | 31,177 |
| Noncontrolling interests' share of depreciation and amortization in other consolidated subsidiaries | **(2,031)** | (2,136) | **(6,836)** | (6,424) |
| Interest expense | **50,515** | 55,194 | **156,995** | 163,164 |
| Interest expense from unconsolidated affiliates | **6,686** | 6,551 | **19,842** | 18,849 |
| Noncontrolling interests' share of interest expense in other consolidated subsidiaries | **(1,561)** | (1,875) | **(5,044)** | (5,912) |
| Abandoned projects expense | **7** | 38 | **41** | 377 |
| Gain on sales of real estate assets | **(8,056)** | (7,880) | **(13,811)** | (15,998) |
| (Gain) loss on sales of real estate assets of unconsolidated affiliates | **—** | 28 | **(627)** | (564) |
| Gain on investments/deconsolidation | **(11,174)** | — | **(11,174)** | (387) |
| Gain on extinguishment of debt | **—** | — | **(71,722)** | — |
| Loss on impairment | **82,611** | 14,600 | **149,044** | 84,644 |
| Litigation settlement | **(22,688)** | — | **65,462** | — |
| Income tax (benefit) provision | **1,670** | 1,034 | **2,622** | (1,846) |
| Lease termination fees | **(848)** | (783) | **(2,938)** | (9,788) |
| Straight-line rent and above- and below-market lease amortization | **(1,881)** | 822 | **(4,334)** | 2,941 |
| Net (income) loss attributable to noncontrolling interests in other consolidated subsidiaries | **(763)** | (24) | **(631)** | 369 |
| General and administrative expenses | **12,467** | 16,051 | **48,901** | 47,845 |
| Management fees and non-property level revenues | **(2,293)** | (2,293) | **(9,077)** | (9,642) |
| **Operating Partnership's share of property NOI** | **142,343** | 158,739 | **436,296** | 482,458 |
| Non-comparable NOI | **(3,292)** | (10,967) | **(14,855)** | (36,409) |
| **Total same-center NOI [(1)]** | **$ 139,051** | $ 147,772 | **$ 421,441** | $ 446,049 |
| **Total same-center NOI percentage change** | **(5.9)%** | | **(5.5)%** | |

# CBL & Associates Properties, Inc.
# Supplemental Financial And Operating Information
# For the Three and Nine Months Ended September 30, 2019

**Same-center Net Operating Income**
(Continued)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | **2019** | **2018** | **2019** | **2018** |
| Malls | **$ 124,649** | $ 133,908 | **$ 378,364** | $ 404,369 |
| Associated centers | **8,317** | 8,133 | **24,610** | 24,094 |
| Community centers | **5,052** | 4,869 | **15,216** | 14,610 |
| Offices and other | **1,033** | 862 | **3,251** | 2,976 |
| **Total same-center NOI (1)** | **$ 139,051** | $ 147,772 | **$ 421,441** | $ 446,049 |
| | | | | |
| **Percentage Change:** | | | | |
| Malls | **(6.9)%** | | **(6.4)%** | |
| Associated centers | **2.3 %** | | **2.1 %** | |
| Community centers | **3.8 %** | | **4.1 %** | |
| Offices and other | **19.8 %** | | **9.2 %** | |
| **Total same-center NOI (1)** | **(5.9)%** | | **(5.5)%** | |

(1) CBL defines NOI as property operating revenues (rental revenues, tenant reimbursements and other income), less property operating expenses (property operating, real estate taxes and maintenance and repairs). Same-center NOI excludes lease termination income, straight-line rent adjustments, amortization of above and below market lease intangibles and write-offs of landlord inducement assets. We include a property in our same-center pool when we own all or a portion of the property as of September 30, 2019, and we owned it and it was in operation for both the entire preceding calendar year and the current year-to-date reporting period ending September 30, 2019. New properties are excluded from same-center NOI, until they meet this criteria. Properties excluded from the same-center pool that would otherwise meet this criteria are properties which are under major redevelopment or being considered for repositioning, where we intend to renegotiate the terms of the debt secured by the related property or return the property to the lender.

# CBL & Associates Properties, Inc.
# Supplemental Financial And Operating Information
# As of September 30, 2019 and 2018

**Company's Share of Consolidated and Unconsolidated Debt**
(Dollars in thousands)

| | As of September 30, 2019 | | | | |
|---|---|---|---|---|---|
| | Fixed Rate | Variable Rate | Total per Debt Schedule | Unamortized Deferred Financing Costs | Total |
| Consolidated debt | **$ 2,860,889** | **$ 855,758** | **$ 3,716,647** | **$ (17,640)** | **$ 3,699,007** |
| Noncontrolling interests' share of consolidated debt | **(74,486)** | **—** | **(74,486)** | **516** | **(73,970)** |
| Company's share of unconsolidated affiliates' debt | **565,242** | **82,995** | **648,237** | **(2,607)** | **645,630** |
| Company's share of consolidated and unconsolidated debt | **$ 3,351,645** | **$ 938,753** | **$ 4,290,398** | **$ (19,731)** | **$ 4,270,667** |
| Weighted-average interest rate | **5.10%** | **4.40%** | **4.95%** | | |

| | As of September 30, 2018 | | | | |
|---|---|---|---|---|---|
| | Fixed Rate | Variable Rate | Total per Debt Schedule | Unamortized Deferred Financing Costs | Total |
| Consolidated debt | $ 3,160,776 | $ 970,508 | $ 4,131,284 | $ (15,476) | $ 4,115,808 |
| Noncontrolling interests' share of consolidated debt | (94,787) | — | (94,787) | 611 | (94,176) |
| Company's share of unconsolidated affiliates' debt | 553,339 | 96,598 | 649,937 | (2,826) | 647,111 |
| Company's share of consolidated and unconsolidated debt | $ 3,619,328 | $ 1,067,106 | $ 4,686,434 | $ (17,691) | $ 4,668,743 |
| Weighted-average interest rate | 5.16% | 4.01% | 4.90% | | |

**Total Market Capitalization as of September 30, 2019**
(In thousands, except stock price)

| | Shares Outstanding | Stock Price (1) | Value |
|---|---|---|---|
| Common stock and Operating Partnership units | 200,228 | $ 1.29 | $ 258,294 |
| 7.375% Series D Cumulative Redeemable Preferred Stock | 1,815 | 250.00 | 453,750 |
| 6.625% Series E Cumulative Redeemable Preferred Stock | 690 | 250.00 | 172,500 |
| Total market equity | | | 884,544 |
| Company's share of total debt, excluding unamortized deferred financing costs | | | 4,290,398 |
| Total market capitalization | | | $ 5,174,942 |

(1) Stock price for common stock and Operating Partnership units equals the closing price of the common stock on September 30, 2019. The stock prices for the preferred stocks represent the liquidation preference of each respective series.

**Reconciliation of Shares and Operating Partnership Units Outstanding**
(In thousands)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | Basic | Diluted | Basic | Diluted |
| **2019:** | | | | |
| Weighted-average shares - EPS | **173,471** | **173,471** | **173,400** | **173,400** |
| Weighted-average Operating Partnership units | **26,759** | **26,759** | **26,758** | **26,758** |
| Weighted-average shares - FFO | **200,230** | **200,230** | **200,158** | **200,158** |
| | | | | |
| **2018:** | | | | |
| Weighted-average shares - EPS | 172,665 | 172,665 | 172,426 | 172,426 |
| Weighted-average Operating Partnership units | 26,767 | 26,767 | 27,204 | 27,204 |
| Weighted-average shares - FFO | 199,432 | 199,432 | 199,630 | 199,630 |

# CBL & Associates Properties, Inc.
# Supplemental Financial And Operating Information
# As of September 30, 2019

**Consolidated Balance Sheets**
(Unaudited; in thousands, except share data)

| | As of | |
|---|---|---|
| | **September 30, 2019** | **December 31, 2018** |
| **ASSETS** | | |
| Real estate assets: | | |
| Land | **$ 747,218** | $ 793,944 |
| Buildings and improvements | **5,916,546** | 6,414,886 |
| | **6,663,764** | 7,208,830 |
| Accumulated depreciation | **(2,454,859)** | (2,493,082) |
| | **4,208,905** | 4,715,748 |
| Held for sale | **—** | 30,971 |
| Developments in progress | **63,891** | 38,807 |
| Net investment in real estate assets | **4,272,796** | 4,785,526 |
| Cash and cash equivalents | **34,565** | 25,138 |
| Receivables: | | |
| Tenant, net of allowance for doubtful accounts of $2,337 in 2018 | **76,947** | 77,788 |
| Other, net of allowance for doubtful accounts of $838 in 2018 | **6,577** | 7,511 |
| Mortgage and other notes receivable | **5,818** | 7,672 |
| Investments in unconsolidated affiliates | **279,934** | 283,553 |
| Intangible lease assets and other assets | **146,358** | 153,665 |
| | **$ 4,822,995** | $ 5,340,853 |
| | | |
| **LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND EQUITY** | | |
| Mortgage and other indebtedness, net | **$ 3,699,007** | $ 4,043,180 |
| Accounts payable and accrued liabilities | **260,264** | 218,217 |
| Liabilities related to assets held for sale | **—** | 43,716 |
| Total liabilities | **3,959,271** | 4,305,113 |
| Commitments and contingencies | | |
| Redeemable noncontrolling interests | **2,278** | 3,575 |
| Shareholders' equity: | | |
| Preferred stock, $.01 par value, 15,000,000 shares authorized: | | |
| 7.375% Series D Cumulative Redeemable Preferred Stock, 1,815,000 shares outstanding | **18** | 18 |
| 6.625% Series E Cumulative Redeemable Preferred Stock, 690,000 shares outstanding | **7** | 7 |
| Common stock, $.01 par value, 350,000,000 shares authorized, 173,469,264 and 172,656,458 issued and outstanding in 2019 and 2018, respectively | **1,735** | 1,727 |
| Additional paid-in capital | **1,965,230** | 1,968,280 |
| Dividends in excess of cumulative earnings | **(1,148,639)** | (1,005,895) |
| Total shareholders' equity | **818,351** | 964,137 |
| Noncontrolling interests | **43,095** | 68,028 |
| Total equity | **861,446** | 1,032,165 |
| | **$ 4,822,995** | $ 5,340,853 |

# CBL & Associates Properties, Inc.
# Supplemental Financial And Operating Information
# As of September 30, 2019

**Condensed Combined Financial Statements - Unconsolidated Affiliates**
(Unaudited; in thousands)

| | As of | |
|---|---|---|
| | September 30, 2019 | December 31, 2018 |
| **ASSETS:** | | |
| Investment in real estate assets | **$ 2,135,627** | $ 2,097,088 |
| Accumulated depreciation | **(741,802)** | (674,275) |
| | **1,393,825** | 1,422,813 |
| Developments in progress | **27,309** | 12,569 |
| Net investment in real estate assets | **1,421,134** | 1,435,382 |
| Other assets | **150,597** | 188,521 |
| Total assets | **$ 1,571,731** | $ 1,623,903 |
| | | |
| **LIABILITIES:** | | |
| Mortgage and other indebtedness, net | **$ 1,252,003** | $ 1,319,949 |
| Other liabilities | **44,194** | 39,777 |
| Total liabilities | **1,296,197** | 1,359,726 |
| | | |
| **OWNERS' EQUITY:** | | |
| The Company | **173,340** | 191,050 |
| Other investors | **102,194** | 73,127 |
| Total owners' equity | **275,534** | 264,177 |
| Total liabilities and owners' equity | **$ 1,571,731** | $ 1,623,903 |

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| Total revenues | **$ 52,867** | $ 54,579 | **$ 162,964** | $ 166,843 |
| Depreciation and amortization | **(26,172)** | (19,606) | **(66,398)** | (58,918) |
| Operating expenses | **(16,394)** | (17,215) | **(49,433)** | (54,026) |
| **Income from operations** | **10,301** | 17,758 | **47,133** | 53,899 |
| Interest and other income | **456** | 355 | **1,155** | 1,059 |
| Interest expense | **(13,092)** | (13,368) | **(42,250)** | (38,845) |
| Loss on impairment | **—** | (89,826) | **—** | (89,826) |
| Gain on extinguishment of debt | **83,635** | — | **83,635** | — |
| Gain (loss) on sales of real estate assets | **—** | (55) | **630** | 1,128 |
| **Net income (loss)** | **$ 81,300** | $ (85,136) | **$ 90,303** | $ (72,585) |

| | Company's Share for the Three Months Ended September 30, | | Company's Share for the Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2019 | 2018 | 2019 | 2018 |
| Total revenues | **$ 27,486** | $ 28,057 | **$ 82,694** | $ 86,198 |
| Depreciation and amortization | **(14,471)** | (10,438) | **(36,599)** | (31,177) |
| Operating expenses | **(8,381)** | (8,503) | **(24,235)** | (26,575) |
| **Income from operations** | **4,634** | 9,116 | **21,860** | 28,446 |
| Interest and other income | **293** | 247 | **776** | 730 |
| Interest expense | **(6,686)** | (6,551) | **(19,842)** | (18,849) |
| Loss on impairment | **—** | (1,022) | **—** | (1,022) |
| Gain (loss) on sales of real estate assets | **—** | (28) | **627** | 564 |

| | | | | |
|---|---|---|---|---|
| **Net income (loss)** | **$ (1,759)** | $ 1,762 | **$ 3,421** | $ 9,869 |

# CBL & Associates Properties, Inc.
# Supplemental Financial And Operating Information
# For the Three and Nine Months Ended September 30, 2019

EBITDA for real estate ("EBITDA*re*") is a non-GAAP financial measure which NAREIT defines as net income (loss) (computed in accordance with GAAP), plus interest expense, income tax expense, depreciation and amortization, losses (gains) on the dispositions of depreciable property and impairment write-downs of depreciable property, and after adjustments to reflect the Company's share of EBITDA*re* from unconsolidated affiliates. The Company also calculates Adjusted EBITDA*re* to exclude the non-controlling interest in EBITDA*re* of consolidated entities, and the Company's share of abandoned projects expense, gain or loss on extinguishment of debt and litigation settlement, net of taxes.

The Company presents the ratio of Adjusted EBITDA*re* to interest expense because the Company believes that the Adjusted EBITDA*re* to interest coverage ratio, along with cash flows from operating activities, investing activities and financing activities, provides investors an additional indicator of the Company's ability to incur and service debt. Adjusted EBITDA*re* excludes items that are not a normal result of operations which assists the Company and investors in distinguishing changes related to the growth or decline of operations at our properties. EBITDA*re* and Adjusted EBITDA*re*, as presented, may not be comparable to similar measures calculated by other companies. This non-GAAP measure should not be considered as an alternative to net income, cash from operating activities or any other measure calculated in accordance with GAAP. Pro rata amounts listed below are calculated using the Company's ownership percentage in the respective joint venture and any other applicable terms.

**Ratio of Adjusted EBITDA*re* to Interest Expense**
(Dollars in thousands)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | **2019** | **2018** | **2019** | **2018** |
| **Net loss** | **$ (38,957)** | $ (2,971) | **$ (115,454)** | $ (33,608) |
| Depreciation and amortization | **64,168** | 71,945 | **198,438** | 217,261 |
| Depreciation and amortization from unconsolidated affiliates | **14,471** | 10,438 | **36,599** | 31,177 |
| Interest expense | **50,515** | 55,194 | **156,995** | 163,164 |
| Interest expense from unconsolidated affiliates | **6,686** | 6,551 | **19,842** | 18,849 |
| Income taxes | **1,806** | 1,193 | **3,249** | (1,262) |
| Loss on impairment | **82,611** | 14,600 | **149,044** | 84,644 |
| Loss on impairment of unconsolidated affiliates | **—** | 1,022 | **—** | 1,022 |
| Gain on depreciable property | **(5,371)** | (3,307) | **(10,709)** | (5,543) |
| Gain on investments/deconsolidation | **(11,174)** | — | **(11,174)** | (387) |
| **EBITDA*re* (1)** | **164,755** | 154,665 | **426,830** | 475,317 |
| Gain on extinguishment of debt | **—** | — | **(71,722)** | — |
| Litigation settlement | **(22,688)** | — | **65,462** | — |
| Abandoned projects | **7** | 38 | **41** | 377 |
| Net (income) loss attributable to noncontrolling interests in other consolidated subsidiaries | **(763)** | (24) | **(631)** | 369 |
| Noncontrolling interests' share of depreciation and amortization in other consolidated subsidiaries | **(2,031)** | (2,136) | **(6,836)** | (6,424) |
| Noncontrolling interests' share of interest expense in other consolidated subsidiaries | **(1,561)** | (1,875) | **(5,044)** | (5,912) |
| **Company's share of Adjusted EBITDA*re*** | **$ 137,719** | $ 150,668 | **$ 408,100** | $ 463,727 |

(1) Includes $2,478 and $4,597 for the three months ended September 30, 2019 and 2018, respectively, and $3,522 and $11,071 for the nine months ended September 30, 2019 and 2018, respectively, related to sales of non-depreciable real estate assets.

| | | | | |
|---|---|---|---|---|
| **Interest Expense:** | | | | |
| Interest expense | **$ 50,515** | $ 55,194 | **$ 156,995** | $ 163,164 |
| Interest expense from unconsolidated affiliates | **6,686** | 6,551 | **19,842** | 18,849 |
| Noncontrolling interests' share of interest expense in other consolidated subsidiaries | **(1,561)** | (1,875) | **(5,044)** | (5,912) |
| **Company's share of interest expense** | **$ 55,640** | $ 59,870 | **$ 171,793** | $ 176,101 |
| | | | | |
| **Ratio of Adjusted EBITDA*re* to Interest Expense** | **2.5x** | 2.5x | **2.4x** | 2.6x |

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | **2019** | **2018** | **2019** | **2018** |
| **Company's share of Adjusted EBITDA*re*** | **$ 137,719** | $ 150,668 | **$ 408,100** | $ 463,727 |
| Interest expense | **(50,515)** | (55,194) | **(156,995)** | (163,164) |
| Noncontrolling interests' share of interest expense in other consolidated subsidiaries | **1,561** | 1,875 | **5,044** | 5,912 |
| Income taxes | **(1,806)** | (1,193) | **(3,249)** | 1,262 |
| Net amortization of deferred financing costs, debt premiums and discounts | **2,022** | 1,858 | **6,328** | 5,451 |
| Net amortization of intangible lease assets and liabilities | **(141)** | 1,634 | **(1,212)** | 198 |
| Depreciation and interest expense from unconsolidated affiliates | **(21,157)** | (16,989) | **(56,441)** | (50,026) |
| Loss on impairment of unconsolidated affiliates | **—** | (1,022) | **—** | (1,022) |
| Litigation settlement | **22,688** | — | **(65,462)** | — |
| Noncontrolling interests' share of depreciation and amortization in other consolidated subsidiaries | **2,031** | 2,136 | **6,836** | 6,424 |
| Net income (loss) attributable to noncontrolling interests in other consolidated subsidiaries | **763** | 24 | **631** | (369) |
| Gain on outparcel sales | **(2,685)** | (4,573) | **(3,102)** | (10,455) |
| Gain on insurance proceeds | **—** | — | **(421)** | — |
| Equity in earnings (losses) of unconsolidated affiliates | **1,759** | (1,762) | **(3,421)** | (9,869) |
| Distributions of earnings from unconsolidated affiliates | **4,315** | 2,905 | **15,635** | 12,574 |
| Share-based compensation expense | **900** | 912 | **3,838** | 4,310 |
| Change in estimate of uncollectable rental revenues | **(188)** | 487 | **1,504** | 3,273 |
| Change in deferred tax assets | **936** | (713) | **1,026** | (2,706) |
| Changes in operating assets and liabilities | **1,774** | 23,479 | **67,369** | 18,894 |
| **Cash flows provided by operating activities** | **$ 99,976** | $ 104,532 | **$ 226,008** | $ 284,414 |

### Components of Consolidated Rental Revenues

The Company adopted Accounting Standards Codification ("ASC") 842, *Leases*, effective January 1, 2019, which resulted in the Company revising the presentation of rental revenues in its consolidated statements of operations. In the past, certain components of rental revenues were shown separately in the consolidated statement of operations. Upon the adoption of ASC 842, these amounts have been combined into a single line item. As a result of the adoption of ASC 842, the Company believes that the following presentation is useful to users of the Company's consolidated financial statements as it depicts how amounts reported in the Company's historical financial statements prior to the adoption of ASC 842 are reflected in the current presentation in accordance with ASC 842.

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | **2019** | **2018** | **2019** | **2018** |
| Minimum rents | **$ 129,781** | $ 142,247 | **$ 399,494** | $ 441,096 |
| Percentage rents | **2,473** | 2,429 | **7,797** | 6,610 |
| Other rents | **2,142** | 2,347 | **6,668** | 6,898 |
| Tenant reimbursements | **44,487** | 53,288 | **142,989** | 166,004 |
| Estimate of uncollectable amounts (1) | **188** | — | **(1,504)** | — |
| **Total rental revenues** | **$ 179,071** | $ 200,311 | **$ 555,444** | $ 620,608 |

(1) Prior to the adoption of ASC 842, uncollectable amounts were recorded as bad debt expense, which was included in property operating expense, and was $487 and $3,273 for the three and nine months ended September 30, 2018, respectively.

# CBL & Associates Properties, Inc.
# Supplemental Financial And Operating Information
# As of September 30, 2019

## Schedule of Mortgage and Other Indebtedness
(Dollars in thousands )

| Property | Location | Non-controlling Interest % | Original Maturity Date | Optional Extended Maturity Date | Interest Rate | Balance | Balance: Fixed | Balance: Variable |
|---|---|---|---|---|---|---|---|---|
| **Operating Properties:** | | | | | | | | |
| Greenbrier Mall | Chesapeake, VA | | Dec-19 | | 5.41% | $ 65,401 | $ 65,401 | $ — |
| Hickory Point Mall | Forsyth, IL | | Dec-19 | | 5.85% | 27,446 | 27,446 | — |
| The Outlet Shoppes at Atlanta - Phase II | Woodstock, GA | | Dec-19 | | 4.60% | 4,476 | — | 4,476 |
| The Terrace | Chattanooga, TN | | Jun-20 | | 7.25% | 12,035 | 12,035 | — |
| Burnsville Center | Burnsville, MN | | Jul-20 | | 6.00% | 65,493 | 65,493 | — |
| The Outlet Shoppes of the Bluegrass - Phase II | Simpsonville, KY | | Jul-20 | | 4.60% | 9,302 | — | 9,302 |
| Parkway Place | Huntsville, AL | | Jul-20 | | 6.50% | 33,596 | 33,596 | — |
| Valley View Mall | Roanoke, VA | | Jul-20 | | 6.50% | 51,990 | 51,990 | — |
| Parkdale Mall & Crossing | Beaumont, TX | | Mar-21 | | 5.85% | 76,520 | 76,520 | — |
| EastGate Mall | Cincinnati, OH | | Apr-21 | | 5.83% | 32,813 | 32,813 | — |
| Hamilton Crossing & Expansion | Chattanooga, TN | | Apr-21 | | 5.99% | 8,598 | 8,598 | — |
| Park Plaza Mall | Little Rock, AR | | Apr-21 | | 5.28% | 79,090 | 79,090 | — |
| Fayette Mall | Lexington, KY | | May-21 | | 5.42% | 148,236 | 148,236 | — |
| The Outlet Shoppes at Laredo | Laredo, TX | | May-21 | | 4.75% | 42,400 | — | 42,400 |
| Alamance Crossing - East | Burlington, NC | | Jul-21 | | 5.83% | 44,776 | 44,776 | — |
| Asheville Mall | Asheville, NC | | Sep-21 | | 5.80% | 64,485 | 64,485 | — |
| Cross Creek Mall | Fayetteville, NC | | Jan-22 | | 4.54% | 112,366 | 112,366 | — |
| Northwoods Mall | North Charleston, SC | | Apr-22 | | 5.08% | 64,136 | 64,136 | — |
| Arbor Place | Atlanta (Douglasville), GA | | May-22 | | 5.10% | 107,456 | 107,456 | — |
| CBL Center | Chattanooga, TN | | Jun-22 | | 5.00% | 17,200 | 17,200 | — |
| Jefferson Mall | Louisville, KY | | Jun-22 | | 4.75% | 62,311 | 62,311 | — |
| Southpark Mall | Colonial Heights, VA | | Jun-22 | | 4.85% | 58,773 | 58,773 | — |
| WestGate Mall | Spartanburg, SC | | Jul-22 | | 4.99% | 33,062 | 33,062 | — |
| The Outlet Shoppes at Atlanta | Woodstock, GA | | Nov-23 | | 4.90% | 72,085 | 72,085 | — |
| Volusia Mall | Daytona Beach, FL | | May-24 | | 4.56% | 49,220 | 49,220 | — |
| The Outlet Shoppes of the Bluegrass | Simpsonville, KY | | Dec-24 | | 4.05% | 70,552 | 70,552 | — |
| The Outlet Shoppes at Gettysburg | Gettysburg, PA | | Oct-25 | | 4.80% | 37,298 | 37,298 | — |
| Hamilton Place | Chattanooga, TN | | Jun-26 | | 4.36% | 100,958 | 100,958 | — |
| **Total Loans On Operating Properties** | | | | | | **1,552,074** | **1,495,896** | **56,178** |
| Weighted-average interest rate | | | | | | 5.19% | 5.21% | 4.71% |
| | | | | | | | | |
| **Construction Loan:** | | | | | | | | |
| Brookfield Square Anchor Redevelopment | Brookfield, WI | | Oct-21 | Oct-22 | 4.99% | **21,061** | **—** | **21,061** |
| | | | | | | | | |
| **Operating Partnership Debt:** | | | | | | | | |
| Secured credit facility: | | | | | | | | |
| $685,000 capacity | | | Jul-23 | | 4.35% | 304,769 | — | 304,769 |
| | | | | | | | | |
| Secured term loan | | | Jul-23 | | 4.35% | 473,750 | — | 473,750 |

| | | | | | | | Balance | |
|---|---|---|---|---|---|---|---|---|
| **Property** | **Location** | **Non-controlling Interest %** | **Original Maturity Date** | **Optional Extended Maturity Date** | **Interest Rate** | **Balance** | **Fixed** | **Variable** |
| | | | | | | | | |
| Senior unsecured notes: | | | | | | | | |
| Senior unsecured 5.25% notes | | | Dec-23 | | 5.25% | 450,000 | 450,000 | — |
| Senior unsecured 5.25% notes (discount) | | | Dec-23 | | 5.25% | (2,225) | (2,225) | — |
| Senior unsecured 4.60% notes | | | Oct-24 | | 4.60% | 300,000 | 300,000 | — |
| Senior unsecured 4.60% notes (discount) | | | Oct-24 | | 4.60% | (42) | (42) | — |
| Senior unsecured 5.95% notes | | | Dec-26 | | 5.95% | 625,000 | 625,000 | — |
| Senior unsecured 5.95% notes (discount) | | | Dec-26 | | 5.95% | (7,740) | (7,740) | — |
| | **SUBTOTAL** | | | | | **1,364,993** | **1,364,993** | **—** |
| | | | | | | | | |
| **Total Consolidated Debt** | | | | | | **$ 3,716,647** (1) | **$ 2,860,889** | **$ 855,758** |
| Weighted-average interest rate | | | | | | 5.10% | 5.31% | 4.39% |
| | | | | | | | | |
| **Plus CBL's Share Of Unconsolidated Affiliates' Debt:** | | | | | | | | |
| Ambassador Town Center Infrastructure Improvements | Lafayette, LA | | Aug-20 | | 3.74% | $ 10,050 (2) | $ 10,050 | $ — |
| The Shoppes at Eagle Point | Cookeville, TN | | Oct-20 | Oct-22 | 4.79% | 17,594 | — | 17,594 |
| Hammock Landing - Phase I | West Melbourne, FL | | Feb-21 | Feb-23 | 4.35% | 20,001 | — | 20,001 |
| Hammock Landing - Phase II | West Melbourne, FL | | Feb-21 | Feb-23 | 4.35% | 7,869 | $ — | 7,869 |
| The Pavilion at Port Orange | Port Orange, FL | | Feb-21 | Feb-23 | 4.35% | 27,175 | — | 27,175 |
| Springs at Port Orange | Port Orange, FL | | Dec-21 | | 4.45% | 3,719 | — | 3,719 |
| York Town Center | York, PA | | Feb-22 | | 4.90% | 15,520 | 15,520 | — |
| York Town Center - Pier 1 | York, PA | | Feb-22 | | 4.84% | 606 | — | 606 |
| Eastgate Mall Self Storage | Cincinnati, OH | | Dec-22 | | 4.84% | 3,073 | — | 3,073 |
| West County Center | St. Louis, MO | | Dec-22 | | 3.40% | 87,894 | 87,894 | — |
| Friendly Shopping Center | Greensboro, NC | | Apr-23 | | 3.48% | 46,567 | 46,567 | — |
| Mid Rivers Self Storage | St. Peters, MO | | Apr-23 | | 4.85% | 2,769 | — | 2,769 |
| The Shops at Friendly Center | Greensboro, NC | | Apr-23 | | 3.34% | 30,000 | 30,000 | — |
| Ambassador Town Center | Lafayette, LA | | Jun-23 | | 3.22% | 28,560 (3) | 28,560 | — |
| Parkdale Self Storage | Beaumont, TX | | Jul-24 | | 5.25% | 189 | — | 189 |
| Coastal Grand | Myrtle Beach, SC | | Aug-24 | | 4.09% | 54,330 | 54,330 | — |
| Coastal Grand Outparcel | Myrtle Beach, SC | | Aug-24 | | 4.09% | 2,622 | 2,622 | — |
| Oak Park Mall | Overland Park, KS | | Oct-25 | | 3.97% | 133,231 | 133,231 | — |
| Fremaux Town Center - Phase I | Slidell, LA | | Jun-26 | | 3.70% | 43,547 | 43,547 | — |
| CoolSprings Galleria | Nashville, TN | | May-28 | | 4.84% | 75,918 | 75,918 | — |
| The Outlet Shoppes at El Paso | El Paso, TX | | Oct-28 | | 5.10% | 37,003 | 37,003 | — |
| | **SUBTOTAL** | | | | | **648,237** (1) | **565,242** | **82,995** |

| Property | Location | Non-controlling Interest % | Original Maturity Date | Optional Extended Maturity Date | Interest Rate | Balance | | Balance Fixed | Balance Variable |
|---|---|---|---|---|---|---|---|---|---|
| **Less Noncontrolling Interests' Share Of Consolidated Debt:** | | | | | | | | | |
| The Terrace | Chattanooga, TN | 8% | Jun-20 | | 7.25% | (963) | | (963) | — |
| Hamilton Crossing & Expansion | Chattanooga, TN | 8% | Apr-21 | | 5.99% | (688) | | (688) | — |
| CBL Center | Chattanooga, TN | 8% | Jun-22 | | 5.00% | (1,376) | | (1,376) | — |
| The Outlet Shoppes at Atlanta | Woodstock, GA | 25% | Nov-23 | | 4.90% | (18,021) | | (18,021) | — |
| The Outlet Shoppes of the Bluegrass | Simpsonville, KY | 35% | Dec-24 | | 4.05% | (24,693) | | (24,693) | — |
| The Outlet Shoppes at Gettysburg | Gettysburg, PA | 50% | Oct-25 | | 4.80% | (18,649) | | (18,649) | — |
| Hamilton Place | Chattanooga, TN | 10% | Jun-26 | | 4.36% | (10,096) | | (10,096) | — |
| | | | | | | **(74,486)** | | **(74,486)** | **—** |
| **Company's Share Of Consolidated And Unconsolidated Debt** | | | | | | **$ 4,290,398** | (1) | **$ 3,351,645** | **$ 938,753** |
| Weighted-average interest rate | | | | | | 4.95% | | 5.10% | 4.40% |
| **Total Debt of Unconsolidated Affiliates:** | | | | | | | | | |
| Ambassador Town Center Infrastructure Improvements | Lafayette, LA | | Aug-20 | | 3.74% | $ 10,050 | (2) | $ 10,050 | $ — |
| The Shoppes at Eagle Point | Cookeville, TN | | Oct-20 | Oct-22 | 4.79% | 35,189 | | — | 35,189 |
| Hammock Landing - Phase I | West Melbourne, FL | | Feb-21 | Feb-23 | 4.35% | 40,002 | | — | 40,002 |
| Hammock Landing - Phase II | West Melbourne, FL | | Feb-21 | Feb-23 | 4.35% | 15,737 | | — | 15,737 |
| The Pavilion at Port Orange | Port Orange, FL | | Feb-21 | Feb-23 | 4.35% | 54,350 | | — | 54,350 |
| Springs at Port Orange | Port Orange, FL | | Dec-21 | | 4.45% | 8,549 | | — | 8,549 |
| York Town Center | York, PA | | Feb-22 | | 4.90% | 31,041 | | 31,041 | — |
| York Town Center - Pier 1 | York, PA | | Feb-22 | | 4.84% | 1,213 | | — | 1,213 |
| EastGate Mall Self Storage | Cincinnati, OH | | Dec-22 | | 4.84% | 6,145 | | — | 6,145 |
| West County Center | St. Louis, MO | | Dec-22 | | 3.40% | 175,787 | | 175,787 | — |
| Friendly Shopping Center | Greensboro, NC | | Apr-23 | | 3.48% | 93,134 | | 93,134 | — |
| Mid Rivers Mall Self Storage | St. Peters, MO | | Apr-23 | | 4.85% | 5,538 | | — | 5,538 |
| The Shops at Friendly Center | Greensboro, NC | | Apr-23 | | 3.34% | 60,000 | | 60,000 | — |
| Ambassador Town Center | Lafayette, LA | | Jun-23 | | 3.22% | 43,938 | (3) | 43,938 | — |
| Parkdale Self Storage | Beaumont, TX | | Jul-24 | | 5.25% | 189 | | — | 189 |
| Coastal Grand | Myrtle Beach, SC | | Aug-24 | | 4.09% | 108,660 | | 108,660 | — |
| Coastal Grand Outparcel | Myrtle Beach, SC | | Aug-24 | | 4.09% | 5,243 | | 5,243 | — |
| Oak Park Mall | Overland Park, KS | | Oct-25 | | 3.97% | 266,462 | | 266,462 | — |
| Fremaux Town Center - Phase I | Slidell, LA | | Jun-26 | | 3.70% | 66,995 | | 66,995 | — |
| CoolSprings Galleria | Nashville, TN | | May-28 | | 4.84% | 151,836 | | 151,836 | — |
| The Outlet Shoppes at El Paso | El Paso, TX | | Oct-28 | | 5.10% | 74,007 | | 74,007 | — |
| | | | | | | **$ 1,254,065** | | **$ 1,087,153** | **$ 166,912** |
| Weighted-average interest rate | | | | | | 4.06% | | 3.99% | 4.49% |

(1) See page 14 for unamortized deferred financing costs.

(2) The joint venture has an interest rate swap on a notional amount of $10,050, amortizing to $9,360 over the term of the swap, related to Ambassador Town Center Infrastructure Improvements to effectively fix the interest rate on that variable-rate loan. Therefore, this amount is currently reflected as having a fixed rate.

(3) The joint venture has an interest rate swap on a notional amount of $43,938, amortizing to $38,866 over the term of the swap, related to Ambassador Town Center to effectively fix the interest rate on that variable-rate loan. Therefore, this amount is currently reflected as having a fixed rate.

## CBL & Associates Properties, Inc.
## Supplemental Financial And Operating Information
## As of September 30, 2019

**Schedule of Maturities of Mortgage and Other Indebtedness**
(Dollars in thousands)

**Based on Maturity Dates As Though All Extension Options Available Have Been Exercised:**

| Year | Consolidated Debt | CBL's Share of Unconsolidated Affiliates' Debt | Noncontrolling Interests' Share of Consolidated Debt | CBL's Share of Consolidated and Unconsolidated Debt | % of Total | Weighted Average Interest Rate |
|---|---|---|---|---|---|---|
| 2019 | $ 97,323 | $ — | $ — | $ 97,323 | 2.27 % | 5.50% |
| 2020 | 172,416 | 10,050 | (963) | 181,503 | 4.23 % | 6.12% |
| 2021 | 496,918 | 3,719 | (688) | 499,949 | 11.65 % | 5.52% |
| 2022 | 476,365 | 124,687 | (1,376) | 599,676 | 13.98 % | 4.65% |
| 2023 | 1,300,604 | 162,941 | (18,021) | 1,445,524 | 33.69 % | 4.58% |
| 2024 | 419,772 | 57,141 | (24,693) | 452,220 | 10.54 % | 4.47% |
| 2025 | 37,298 | 133,231 | (18,649) | 151,880 | 3.54 % | 4.07% |
| 2026 | 725,958 | 43,547 | (10,096) | 759,409 | 17.70 % | 5.63% |
| 2028 | — | 112,921 | — | 112,921 | 2.63 % | 4.93% |
| Face Amount of Debt | 3,726,654 | 648,237 | (74,486) | 4,300,405 | 100.23 % | 4.95% |
| Discounts | (10,007) | — | — | (10,007) | (0.23)% | —% |
| Total | $ 3,716,647 | $ 648,237 | $ (74,486) | $ 4,290,398 | 100.00 % | 4.95% |

**Based on Original Maturity Dates:**

| Year | Consolidated Debt | CBL's Share of Unconsolidated Affiliates' Debt | Noncontrolling Interests' Share of Consolidated Debt | CBL's Share of Consolidated and Unconsolidated Debt | % of Total | Weighted Average Interest Rate |
|---|---|---|---|---|---|---|
| 2019 | $ 97,323 | $ — | $ — | $ 97,323 | 2.27 % | 5.50% |
| 2020 | 172,416 | 27,644 | (963) | 199,097 | 4.64 % | 6.00% |
| 2021 | 517,979 | 58,764 | (688) | 576,055 | 13.43 % | 5.39% |
| 2022 | 455,304 | 107,093 | (1,376) | 561,021 | 13.07 % | 4.64% |
| 2023 | 1,300,604 | 107,896 | (18,021) | 1,390,479 | 32.41 % | 4.59% |
| 2024 | 419,772 | 57,141 | (24,693) | 452,220 | 10.54 % | 4.47% |
| 2025 | 37,298 | 133,231 | (18,649) | 151,880 | 3.54 % | 4.07% |
| 2026 | 725,958 | 43,547 | (10,096) | 759,409 | 17.70 % | 5.63% |
| 2028 | — | 112,921 | — | 112,921 | 2.63 % | 4.93% |
| Face Amount of Debt | 3,726,654 | 648,237 | (74,486) | 4,300,405 | 100.23 % | 4.95% |
| Discounts | (10,007) | — | — | (10,007) | (0.23)% | —% |
| Total | $ 3,716,647 | $ 648,237 | $ (74,486) | $ 4,290,398 | 100.00 % | 4.95% |

# CBL & Associates Properties, Inc.
# Supplemental Financial And Operating Information
# As of September 30, 2019

| Debt Covenant Compliance Ratios (1) | Required | Actual |
|---|---|---|
| Total debt to total assets | < 60% | 52% |
| Secured debt to total assets | < 40% (2) | 33% |
| Total unencumbered assets to unsecured debt | > 150% | 177% |
| Consolidated income available for debt service to annual debt service charge | > 1.5x | 2.4x |

(1) The debt covenant compliance ratios for the secured line of credit, the secured term loan and the senior unsecured notes are defined and computed on the same basis.

(2) Secured debt to total assets must be less than 40% for the 2026 Notes. Secured debt to total assets must be less than 45% for the 2023 Notes and the 2024 Notes until January 1, 2020, after which the required ratio will be reduced to 40%.

# CBL & Associates Properties, Inc.
# Supplemental Financial And Operating Information
# As of September 30, 2019

## Unencumbered Consolidated Portfolio Statistics

| | Sales Per Square Foot for the Twelve Months Ended (1) (2) | | Occupancy (2) | | % of Consolidated Unencumbered NOI for the Nine Months Ended |
|---|---|---|---|---|---|
| | 9/30/19 | 9/30/18 | 9/30/19 | 9/30/18 | 9/30/19 (3) |
| **Unencumbered consolidated properties:** | | | | | |
| Tier 1 Malls | N/A | N/A | N/A | N/A | 6.0% (4) |
| Tier 2 Malls | $ 339 | $ 340 | 84.0% | 85.7% | 45.4% |
| Tier 3 Malls | 277 | 281 | 86.8% | 89.6% | 27.5% |
| **Total Malls** | **$ 313** | **$ 315** | **85.3%** | **87.5%** | **78.9%** |
| **Total Associated Centers** | **N/A** | **N/A** | **95.9%** | **97.0%** | **15.8%** |
| **Total Community Centers** | **N/A** | **N/A** | **97.3%** | **98.1%** | **5.0%** |
| **Total Office Buildings and Other** | **N/A** | **N/A** | **86.7%** | **93.6%** | **0.3%** |
| **Total Unencumbered Consolidated Portfolio** | **$ 313** | **$ 315** | **89.1%** | **90.9%** | **100.0%** |

(1) Represents same-center sales per square foot for mall tenants 10,000 square feet or less for stabilized malls.

(2) Operating metrics are included for unencumbered consolidated operating properties and do not include sales or occupancy of unencumbered parcels.

(3) Our consolidated unencumbered properties generated approximately 26.5% of total consolidated NOI of $383,212,891 (which excludes NOI related to dispositions) for the nine months ended September 30, 2019.

(4) NOI is derived from unencumbered portions of Tier One properties that are otherwise secured by a loan. The unencumbered portions include outparcels, anchors and former anchors that have been redeveloped.

# CBL & Associates Properties, Inc.
# Supplemental Financial And Operating Information
# As of September 30, 2019

## Mall Portfolio Statistics

### TIER 1
### Sales ≥ $375 per square foot

| Property | Location | Total Center SF (1) | Sales Per Square Foot for the Twelve Months Ended (2) | | Mall Occupancy | | % of Total Mall NOI for the Nine Months Ended |
|---|---|---|---|---|---|---|---|
| | | | 9/30/19 | 9/30/18 | 9/30/19 | 9/30/18 | 9/30/2019 (3) |
| Coastal Grand | Myrtle Beach, SC | 1,036,898 | | | | | |
| CoolSprings Galleria | Nashville, TN | 1,165,840 | | | | | |
| Cross Creek Mall | Fayetteville, NC | 983,591 | | | | | |
| Fayette Mall | Lexington, KY | 1,159,043 | | | | | |
| Friendly Center and The Shops at Friendly | Greensboro, NC | 1,367,457 | | | | | |
| Hamilton Place | Chattanooga, TN | 1,160,748 | | | | | |
| Hanes Mall | Winston-Salem, NC | 1,435,259 | | | | | |
| Jefferson Mall | Louisville, KY | 783,639 | | | | | |
| Mall del Norte | Laredo, TX | 1,217,932 | | | | | |
| Northwoods Mall | North Charleston, SC | 748,269 | | | | | |
| Oak Park Mall | Overland Park, KS | 1,518,229 | | | | | |
| The Outlet Shoppes at Atlanta | Woodstock, GA | 404,906 | | | | | |
| The Outlet Shoppes at El Paso | El Paso, TX | 433,046 | | | | | |
| The Outlet Shoppes of the Bluegrass | Simpsonville, KY | 428,072 | | | | | |
| Richland Mall | Waco, TX | 693,450 | | | | | |
| Southpark Mall | Colonial Heights, VA | 676,801 | | | | | |
| Sunrise Mall | Brownsville, TX | 799,397 | | | | | |
| West County Center | Des Peres, MO | 1,196,796 | | | | | |
| **Total Tier 1 Malls** | | **17,209,373** | **$ 466** | **$ 454** | **93.1%** | **94.3%** | **40.6%** |

### TIER 2
### Sales of ≥ $300 to < $375 per square foot

| Property | Location | Total Center SF (1) | Sales Per Square Foot for the Twelve Months Ended (2) | | Mall Occupancy | | % of Total Mall NOI for the Nine Months Ended |
|---|---|---|---|---|---|---|---|
| | | | 9/30/19 | 9/30/18 | 9/30/19 | 9/30/18 | 9/30/2019 (3) |
| Arbor Place | Atlanta (Douglasville), GA | 1,161,914 | | | | | |
| Asheville Mall | Asheville, NC | 973,367 | | | | | |
| Dakota Square Mall | Minot, ND | 764,671 | | | | | |
| East Towne Mall | Madison, WI | 801,248 | | | | | |
| EastGate Mall | Cincinnati, OH | 837,550 | | | | | |
| Frontier Mall | Cheyenne, WY | 520,276 | | | | | |
| Governor's Square | Clarksville, TN | 689,563 | | | | | |
| Harford Mall | Bel Air, MD | 505,517 | | | | | |
| Imperial Valley Mall | El Centro, CA | 761,928 | | | | | |
| Kirkwood Mall | Bismarck, ND | 815,442 | | | | | |
| Laurel Park Place | Livonia, MI | 496,877 | | | | | |
| Layton Hills Mall | Layton, UT | 482,156 | | | | | |
| Mayfaire Town Center | Wilmington, NC | 650,747 | | | | | |
| Northgate Mall | Chattanooga, TN | 660,786 | | | | | |
| Northpark Mall | Joplin, MO | 895,890 | | | | | |

| | | |
|---|---|---|
| Old Hickory Mall | Jackson, TN | 547,396 |
| The Outlet Shoppes at Laredo [4] | Laredo, TX | 358,122 |
| Park Plaza | Little Rock, AR | 543,033 |

# CBL & Associates Properties, Inc.
# Supplemental Financial And Operating Information
# As of September 30, 2019

## Mall Portfolio Statistics (continued)

### TIER 2
### Sales of ≥ $300 to < $375 per square foot

| Property | Location | Total Center SF (1) | Sales Per Square Foot for the Twelve Months Ended (2) | | Mall Occupancy | | % of Total Mall NOI for the Nine Months Ended 9/30/2019 (3) |
|---|---|---|---|---|---|---|---|
| | | | 9/30/19 | 9/30/18 | 9/30/19 | 9/30/18 | |
| Parkdale Mall | Beaumont, TX | 1,081,396 | | | | | |
| Parkway Place | Huntsville, AL | 647,802 | | | | | |
| Pearland Town Center | Pearland, TX | 663,773 | | | | | |
| Post Oak Mall | College Station, TX | 788,105 | | | | | |
| South County Center | St. Louis, MO | 1,028,473 | | | | | |
| Southaven Towne Center | Southaven, MS | 607,523 | | | | | |
| St. Clair Square | Fairview Heights, IL | 1,068,998 | | | | | |
| Turtle Creek Mall | Hattiesburg, MS | 845,571 | | | | | |
| Valley View Mall | Roanoke, VA | 863,443 | | | | | |
| Volusia Mall | Daytona Beach, FL | 1,055,061 | | | | | |
| West Towne Mall | Madison, WI | 829,715 | | | | | |
| WestGate Mall | Spartanburg, SC | 950,777 | | | | | |
| Westmoreland Mall | Greensburg, PA | 976,509 | | | | | |
| York Galleria | York, PA | 748,868 | | | | | |
| **Total Tier 2 Malls** | | **24,622,497** | **$ 346** | **$ 346** | **87.2%** | **89.5%** | **44.4%** |

### TIER 3
### Sales < $300 per square foot

| Property | Location | Total Center SF (1) | Sales Per Square Foot for the Twelve Months Ended (2) | | Mall Occupancy | | % of Total Mall NOI for the Nine Months Ended 9/30/2019 (3) |
|---|---|---|---|---|---|---|---|
| | | | 9/30/19 | 9/30/18 | 9/30/19 | 9/30/18 | |
| Alamance Crossing | Burlington, NC | 904,704 | | | | | |
| Brookfield Square | Brookfield, WI | 862,132 | | | | | |
| Burnsville Center | Burnsville, MN | 1,045,144 | | | | | |
| CherryVale Mall | Rockford, IL | 863,276 | | | | | |
| Eastland Mall | Bloomington, IL | 732,647 | | | | | |
| Kentucky Oaks Mall | Paducah, KY | 727,316 | | | | | |
| Meridian Mall | Lansing, MI | 944,172 | | | | | |
| Mid Rivers Mall | St. Peters, MO | 1,034,302 | | | | | |
| Monroeville Mall | Pittsburgh, PA | 983,997 | | | | | |
| The Outlet Shoppes at Gettysburg | Gettysburg, PA | 249,937 | | | | | |
| Stroud Mall | Stroudsburg, PA | 414,921 | | | | | |
| **Total Tier 3 Malls** | | **8,762,548** | **$ 273** | **$ 279** | **84.0%** | **86.2%** | **13.0%** |
| | | | | | | | |
| **Total Mall Portfolio** | | **50,594,418** | **$ 383** | **$ 379** | **88.7%** | **90.7%** | **98.0%** |

## Mall Portfolio Statistics (continued)

### Excluded Malls [5]

| Property | Category | Location | Total Center SF [1] | Sales Per Square Foot for the Twelve Months Ended [2] 9/30/19 | Sales Per Square Foot for the Twelve Months Ended [2] 9/30/18 | Mall Occupancy 9/30/19 | Mall Occupancy 9/30/18 | % of Total Mall NOI for the Nine Months Ended 9/30/2019 [3] |
|---|---|---|---|---|---|---|---|---|
| **Lender Malls:** | | | | | | | | |
| Greenbrier Mall | Lender | Chesapeake, VA | 897,036 | | | | | |
| Hickory Point Mall | Lender | Forsyth, IL | 727,848 | | | | | |
| **Total Excluded Malls** | | | **1,624,884** | **N/A** | **N/A** | **N/A** | **N/A** | **2.0%** |

(1) Total Center Square Footage includes square footage of shops, owned and leased adjacent junior anchors and anchor locations and leased freestanding locations immediately adjacent to the center.

(2) Represents same-center sales per square foot for mall tenants 10,000 square feet or less for stabilized malls.

(3) Based on total mall NOI of $386,935,487 for the malls listed in the table above for the nine months ended September 30, 2019.

(4) The Outlet Shoppes at Laredo is a non-stabilized mall and is excluded from Sales Per Square Foot.

(5) Excluded Malls represent Lender Malls, for which operational metrics are excluded, and are malls which we are working or intend to work with the lender on the terms of the loan secured by the related property, or after attempting a restructure, we have determined that the property no longer meets our criteria for long-term investment.

# CBL & Associates Properties, Inc.
# Supplemental Financial And Operating Information
# As of September 30, 2019

### New and Renewal Leasing Activity of Same Small Shop Space Less Than 10,000 Square Feet

| Property Type | Square Feet | Prior Gross Rent PSF | New Initial Gross Rent PSF | % Change Initial | New Average Gross Rent PSF (2) | % Change Average |
|---|---|---|---|---|---|---|
| **Quarter:** | | | | | | |
| **All Property Types (1)** | **423,779** | **$ 35.97** | **$ 33.44** | **(7.0)%** | **$ 33.98** | **(5.5)%** |
| Stabilized malls | 396,998 | 36.82 | 33.96 | (7.8)% | 34.49 | (6.3)% |
| New leases | 64,537 | 35.15 | 38.79 | 10.4 % | 41.79 | 18.9 % |
| Renewal leases | 332,461 | 37.15 | 33.03 | (11.1)% | 33.07 | (11.0)% |
| | | | | | | |
| **Year-to-Date:** | | | | | | |
| **All Property Types (1)** | **1,406,372** | **$ 37.28** | **$ 34.24** | **(8.2)%** | **$ 34.82** | **(6.6)%** |
| Stabilized malls | 1,278,943 | 38.20 | 35.01 | (8.4)% | 35.58 | (6.9)% |
| New leases | 158,382 | 44.00 | 45.40 | 3.2 % | 48.07 | 9.3 % |
| Renewal leases | 1,120,561 | 37.38 | 33.54 | (10.3)% | 33.81 | (9.6)% |

**Total Leasing Activity:**

| Quarter: | Square Feet |
|---|---|
| Operating portfolio: | |
| New leases | 239,645 |
| Renewal leases | 472,636 |
| Development portfolio: | |
| New leases | 1,175 |
| Total leased | 713,456 |
| | |
| **Year-to-Date:** | |
| Operating Portfolio: | |
| New leases | 768,106 |
| Renewal leases | 1,626,014 |
| Development Portfolio: | |
| New leases | 205,614 |
| Total leased | 2,599,734 |

**Average Annual Base Rents Per Square Foot (3) By Property Type For Small Shop Space Less Than 10,000 Square Feet:**

| | As of September 30, 2019 | 2018 |
|---|---|---|
| Same-center stabilized malls | **$ 31.94** | $ 32.79 |
| Stabilized malls | **32.05** | 32.77 |
| Non-stabilized malls (4) | **24.12** | 25.48 |
| Associated centers | **13.75** | 13.68 |
| Community centers | **16.99** | 16.44 |
| Office buildings | **18.87** | 18.01 |

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

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

(3) Average annual base rents per square foot are based on contractual rents in effect as of September 30, 2019, including the impact of any rent concessions. Average base rents for associated centers, community centers and office buildings include all leased space, regardless of size.

(4) Includes The Outlet Shoppes at Laredo as of September 30, 2019 and September 30, 2018.

# CBL & Associates Properties, Inc.
# Supplemental Financial And Operating Information
# As of September 30, 2019

**New and Renewal Leasing Activity of Same Small Shop Space Less Than 10,000 Square Feet**
**For the Nine Months Ended September 30, 2019 Based on Commencement Date**

| | Number of Leases | Square Feet | Term (in years) | Initial Rent PSF | Average Rent PSF | Expiring Rent PSF | Initial Rent Spread | | Average Rent Spread | |
|---|---|---|---|---|---|---|---|---|---|---|
| **Commencement 2019:** | | | | | | | | | | |
| New | 99 | 204,992 | 7.21 | $ 44.12 | $ 46.56 | $ 44.65 | $ (0.53) | (1.2)% | $ 1.91 | 4.3 % |
| Renewal | 485 | 1,537,015 | 2.72 | 30.65 | 30.88 | 35.11 | (4.46) | (12.7)% | (4.23) | (12.0)% |
| **Commencement 2019 Total** | **584** | **1,742,007** | **3.48** | **32.23** | **32.72** | **36.23** | **(4.00)** | **(11.0)%** | **(3.51)** | **(9.7)%** |
| **Commencement 2020:** | | | | | | | | | | |
| New | 11 | 29,737 | 8.46 | 44.93 | 48.74 | 32.24 | 12.69 | 39.4 % | 16.50 | 51.2 % |
| Renewal | 97 | 301,448 | 3.24 | 32.65 | 33.21 | 33.96 | (1.31) | (3.9)% | 0.75 | (2.2)% |
| **Commencement 2020 Total** | **108** | **331,185** | **3.77** | **33.75** | **34.60** | **33.80** | **(0.05)** | **0.1 %** | **0.80** | **2.4 %** |
| **Total 2019/2020** | **692** | **2,073,192** | **3.53** | **$ 32.48** | **$ 33.02** | **$ 35.84** | **$ (3.36)** | **(9.4)%** | **$ (2.82)** | **(7.9)%** |

# CBL & Associates Properties, Inc.
# Supplemental Financial And Operating Information
# As of September 30, 2019

## Top 25 Tenants Based On Percentage Of Total Annualized Revenues

| | Tenant | Number of Stores | Square Feet | Percentage of Total Annualized Revenues (1) |
|---|---|---|---|---|
| 1 | L Brands, Inc. (2) | 128 | 763,091 | 4.28% |
| 2 | Signet Jewelers Limited (3) | 156 | 227,731 | 2.84% |
| 3 | Foot Locker, Inc. | 108 | 503,717 | 2.79% |
| 4 | AE Outfitters Retail Company | 66 | 414,111 | 2.14% |
| 5 | Dick's Sporting Goods, Inc. (4) | 25 | 1,396,850 | 1.72% |
| 6 | Ascena Retail Group, Inc. (5) | 124 | 623,228 | 1.65% |
| 7 | Genesco, Inc. (6) | 103 | 198,305 | 1.46% |
| 8 | The Gap, Inc. | 57 | 658,408 | 1.46% |
| 9 | H & M | 44 | 936,589 | 1.46% |
| 10 | Luxottica Group S.P.A. (7) | 99 | 227,060 | 1.35% |
| 11 | Express Fashions | 39 | 321,142 | 1.25% |
| 12 | Finish Line, Inc. | 43 | 224,603 | 1.20% |
| 13 | The Buckle, Inc. | 43 | 223,308 | 1.12% |
| 14 | Forever 21 Retail, Inc. | 19 | 353,805 | 1.08% |
| 15 | JC Penney Company, Inc. (8) | 47 | 5,695,980 | 0.98% |
| 16 | Abercrombie & Fitch, Co. | 41 | 272,706 | 0.96% |
| 17 | Shoe Show, Inc. | 39 | 498,201 | 0.90% |
| 18 | Cinemark | 9 | 467,190 | 0.90% |
| 19 | Barnes & Noble, Inc. | 17 | 521,273 | 0.89% |
| 20 | Hot Topic, Inc. | 96 | 221,338 | 0.84% |
| 21 | The Children's Place Retail Stores, Inc. | 41 | 181,032 | 0.78% |
| 22 | Claire's Stores, Inc. | 79 | 99,647 | 0.71% |
| 23 | Ulta | 26 | 268,697 | 0.70% |
| 24 | PSEB Group (9) | 38 | 182,860 | 0.68% |
| 25 | Macy's, Inc. (10) | 32 | 4,551,623 | 0.65% |
| | | 1,519 | 20,032,495 | 34.79% |

(1) Includes the Company's proportionate share of revenues from unconsolidated affiliates based on the Company's ownership percentage in the respective joint venture and any other applicable terms.

(2) L Brands, Inc. operates Bath & Body Works, PINK, Victoria's Secret and White Barn Candle.

(3) Signet Jewelers Limited operates Belden Jewelers, Jared Jewelers, JB Robinson, Kay Jewelers, LeRoy's Jewelers, Marks & Morgan, Osterman's Jewelers, Peoples, Piercing Pagoda, Rogers Jewelers, Shaw's Jewelers, Ultra Diamonds and Zales.

(4) Dick's Sporting Goods, Inc. operates Dick's Sporting Goods, Field & Stream and Golf Galaxy.

(5) Ascena Retail Group, Inc. operates Ann Taylor, Catherines, Dressbarn, Justice, Lane Bryant, LOFT and Lou & Grey.

(6) Genesco Inc. operates Clubhouse, Hat Shack, Hat Zone, Johnston & Murphy, Journey's, Shi by Journey's and Underground by Journeys. Genesco sold all Lids, Lids Locker Room and Lids Sports Group stores in February 2019.

(7) Luxottica Group, S.P.A. operates Lenscrafters, Pearle Vision and Sunglass Hut.

(8) JC Penney Company, Inc. owns 29 of these stores.

(9) PSEB Group operates Eddie Bauer and PacSun.

(10) Macy's, Inc. owns 20 of these stores

# CBL & Associates Properties, Inc.
# Supplemental Financial And Operating Information
# For the Three and Nine Months Ended September 30, 2019

**Capital Expenditures**
(In thousands)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | **2019** | **2018** | **2019** | **2018** |
| Tenant allowances (1) | **$ 10,781** | $ 6,978 | **$ 21,831** | $ 35,199 |
| Renovations (2) | **—** | — | **—** | 563 |
| Deferred maintenance: (3) | | | | |
| Parking lot and parking lot lighting | **315** | 206 | **529** | 871 |
| Roof repairs and replacements | **2,083** | 270 | **4,757** | 3,694 |
| Other capital expenditures | **5,610** | 5,255 | **15,094** | 15,035 |
| Total deferred maintenance expenditures | **8,008** | 5,731 | **20,380** | 19,600 |
| Total capital expenditures | **$ 18,789** | $ 12,709 | **$ 42,211** | $ 55,362 |

(1) Tenant allowances, sometimes made to third-generation tenants, are recovered through minimum rents from the tenants over the term of the lease.

(2) Renovation capital expenditures for remodelings and upgrades to enhance our competitive position in the market area. A portion of these expenditures covering items such as new floor coverings, painting, lighting and new seating areas are also recovered through tenant billings. The costs of other items such as new entrances, new ceilings and skylights are not recovered from tenants. We estimate that 30% of our renovation expenditures are recoverable from our tenants over a ten to fifteen year period.

(3) The capital expenditures incurred for maintenance such as parking lot repairs, parking lot lighting and roofs are classified as deferred maintenance expenditures. These expenditures are billed to tenants as common area maintenance expense and the majority is recovered over a five to fifteen year period.

**Deferred Leasing Costs Capitalized**
(In thousands)

| | **2019** | **2018** |
|---|---|---|
| Quarter ended: | | |
| March 31, | **$ 565** | $ 1,810 |
| June 30, | **444** | 636 |
| September 30, | **790** | 689 |
| December 31, | | 983 |
| | **$ 1,799** | $ 4,118 |

# CBL & Associates Properties, Inc.
# Supplemental Financial And Operating Information
# As of September 30, 2019

### Properties Opened During the Nine Months Ended September 30, 2019
(Dollars in thousands)

| Property | Location | CBL Ownership Interest | Total Project Square Feet | CBL's Share of Total Cost (1) | CBL's Share of Cost to Date (2) | CBL's Share of 2019 Cost | Opening Date | Initial Unleveraged Yield |
|---|---|---|---|---|---|---|---|---|
| **Other - Outparcel Development:** | | | | | | | | |
| Mid Rivers Mall - CubeSmart Self-storage (3) (4) | St. Peters, MO | 50% | **93,540** | **$ 4,122** | **$ 3,646** | **$ 973** | Jan-19 | 9.0% |

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

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

(3) Outparcel development adjacent to the mall.

(4) Yield is based on the expected yield of the stabilized project.

### Redevelopments Completed During the Nine Months Ended September 30, 2019
(Dollars in thousands)

| Property | Location | CBL Ownership Interest | Total Project Square Feet | CBL's Share of Total Cost (1) | CBL's Share of Cost to Date (2) | CBL's Share of 2019 Cost | Opening Date | Initial Unleveraged Yield |
|---|---|---|---|---|---|---|---|---|
| **Mall Redevelopments:** | | | | | | | | |
| Dakota Square Mall - HomeGoods | Minot, ND | 100% | 28,406 | $ 2,478 | $ 2,293 | $ 1,315 | Apr-19 | 14.4% |
| East Towne Mall - Portillo's | Madison, WI | 100% | 9,000 | 2,956 | 2,487 | 71 | Feb-19 | 8.0% |
| Friendly Center - O2 Fitness | Greensboro, NC | 50% | 27,048 | 2,285 | 1,696 | 289 | Apr-19 | 10.3% |
| Hanes Mall - Dave & Buster's | Winston-Salem, NC | 100% | 44,922 | 5,932 | 4,559 | 2,413 | May-19 | 11.0% |
| Northgate Mall - Sears Auto Center Redevelopment (Aubrey's/Panda Express) | Chattanooga, TN | 100% | 10,000 | 1,797 | 530 | 17 | Feb-19 | 7.6% |
| Parkdale Mall - Macy's Redevelopment (Dick's Sporting Goods/Five Below/HomeGoods) (3) | Beaumont, TX | 100% | 86,136 | 20,899 | 17,641 | 11,161 | May-19 | 6.4% |
| Volusia Mall - Sears Auto Center Redevelopment (Bonefish Grill/Metro Diner) | Daytona Beach, FL | 100% | 23,341 | 9,795 | 5,558 | 144 | Apr-19 | 8.0% |
| **Total Redevelopments Completed** | | | **228,853** | **$ 46,142** | **$ 34,764** | **$ 15,410** | | |

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

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

(3) The return reflected represents a pro forma incremental return as Total Cost excludes the cost related to the acquisition of the Macy's building in 2017.

## Properties Under Development at September 30, 2019
(Dollars in thousands)

| Property | Location | CBL Ownership Interest | Total Project Square Feet | CBL's Share of Total Cost (1) | CBL's Share of Cost to Date (2) | CBL's Share of 2019 Cost | Expected Opening Date | Initial Unleveraged Yield |
|---|---|---|---|---|---|---|---|---|
| **Other - Outparcel Developments:** | | | | | | | | |
| Hamilton Place - Self Storage (3) | Chattanooga, TN | 60% | **68,875** | **$ 5,824** | **$ 299** | **$ 299** | Q2 '20 | 8.7% |
| Parkdale Mall - Self Storage (3) | Beaumont, TX | 50% | **69,341** | **4,435** | **1,373** | **1,373** | Q4 '19 | 10.2% |
| | | | **138,216** | **10,259** | **1,672** | **1,672** | | |
| **Mall Redevelopments:** | | | | | | | | |
| Brookfield Square - Sears Redevelopment (Whirlyball/Marcus Theatres) (4) | Brookfield, WI | 100% | 130,075 | 25,233 | 24,061 | 10,890 | Q3/Q4 '19 | 10.1% |
| CherryVale Mall - Sears Redevelopment (Tilt) | Rockford, IL | 100% | 114,118 | 3,508 | 1,564 | 1,564 | Q2 '20 | 8.3% |
| Dakota Square Mall - Herberger's Redevelopment (Ross/Retail Shops/T-Mobile) | Minot, ND | 100% | 30,096 | 6,410 | 3,348 | 3,205 | Q1 '20 | 7.2% |
| Hamilton Place - Sears Redevelopment (Cheesecake Factory/Dick's Sporting Goods/Dave & Buster's/Hotel/Office) (4) | Chattanooga, TN | 100% | 195,166 | 38,715 | 23,132 | 12,893 | Q2/Q3 '20 | 7.8% |
| Laurel Park Place - Carson's Redevelopment (Dunham's Sports) | Livonia, MI | 100% | 45,000 | 3,886 | 2,898 | 2,876 | Q4 '19 | 5.9% |
| Mall del Norte - Forever 21 Redevelopment (Main Event) | Laredo, TX | 100% | 81,242 | 10,514 | 3,959 | 3,914 | Q3 '19/Q2 '20 | 9.3% |
| | | | **595,697** | **88,266** | **58,962** | **35,342** | | |
| **Total Properties Under Development** | | | **733,913** | **$ 98,525** | **$ 60,634** | **$ 37,014** | | |

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

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

(3) Yield is based on expected yield once project stabilizes.

(4) The return reflected represents a pro forma incremental return as Total Cost excludes the cost related to the acquisition of the Sears (Brookfield Square and Hamilton Place) buildings in 2017.

# CBL & Associates Properties, Inc.
# Supplemental Financial And Operating Information
# As of September 30, 2019

### CBL Core Portfolio Exposure to Sears and Closed Bon-Ton Locations and Redevelopment Plans

**TIER 1**
**Sales ≥ $375 per square foot**

| Property | Location | Sears Status as of September 30, 2019 (1) | Sears Redevelopment Plans | Bon-Ton Redevelopment Plans |
|---|---|---|---|---|
| Coastal Grand | Myrtle Beach, SC | Open (O) | Owned by Sears. | |
| CoolSprings Galleria | Nashville, TN | | Redeveloped in 2015. | |
| Cross Creek Mall | Fayetteville, NC | Closed | Executed leases with entertainment user/restaurants. Construction expected to start in 2020. | |
| Fayette Mall | Lexington, KY | | Redeveloped in 2016. | |
| Friendly Center and The Shops at Friendly | Greensboro, NC | Open (O) | Owned by Sears. Whole Foods sub-leases 1/3 of the box. | |
| Hamilton Place | Chattanooga, TN | Under Construction | Cheesecake Factory Open. Under Construction with Aloft hotel, Dick's Sporting Goods and Dave & Busters. | |
| Hanes Mall | Winston-Salem, NC | Closed 1/19 (O) | Owned by 3rd Party. Novant Health, Inc. purchased Sears and Sears TBA for future medical office. | |
| Jefferson Mall | Louisville, KY | Closed | Purchased in Jan 2017 sale-leaseback for future redevelopment. Under negotiation/LOIs with restaurants/fitness/other users. | |
| Mall del Norte | Laredo, TX | Open (O) | Owned by Sears. | |
| Northwoods Mall | North Charleston, SC | | Owned by Seritage. Redeveloped with Burlington. | |
| Oak Park Mall | Overland Park, KS | | | |
| Richland Mall | Waco, TX | Closed (O) | Sears sold location to Dillard's in 2018. Dillard's expected to open fall 2020. | |
| The Outlet Shoppes at Atlanta | Woodstock, GA | | | |
| The Outlet Shoppes at El Paso | El Paso, TX | | | |
| The Outlet Shoppes of the Bluegrass | Simpsonville, KY | | | |
| Southpark Mall | Colonial Heights, VA | Closed | Under negotiation with several prospects. | |
| Sunrise Mall | Brownsville, TX | Open (O) | Sears sold to 3rd Party Developer. Future entertainment/restaurant. | |
| West County Center | Des Peres, MO | | | |

**TIER 2**
**Sales ≥ $300 to < $375 per square foot**

| Property | Location | Sears Status as of September 30, 2019 (1) | Sears Redevelopment Plans | Bon-Ton Redevelopment Plans |
|---|---|---|---|---|
| Arbor Place | Atlanta (Douglasville), GA | Open (O) | Owned by Sears. | |
| Asheville Mall | Asheville, NC | Closed (O) | Owned by Seritage. Under negotiation/LOI with entertainment users. | |
| Dakota Square Mall | Minot, ND | Closed | Under negotiation with several prospects. | Ross Dress For Less Opened. |
| East Towne Mall | Madison, WI | Open (O) | Owned by Sears. | Owned by Third Party. Under negotiation with non-retail use. |
| EastGate Mall | Cincinnati, OH | Closing | Purchased in January 2017 sale-leaseback for future redevelopment. Under negotiation/LOIs with tenants. | |
| Frontier Mall | Cheyenne, WY | Closed (O) | Location purchased by Jax Outdoor Gear. November 2019 opening. | |

# CBL & Associates Properties, Inc.
# Supplemental Financial And Operating Information
# As of September 30, 2019

### CBL Core Portfolio Exposure to Sears and Closed Bon-Ton Locations and Redevelopment Plans (continued)

**TIER 2**
**Sales ≥ $300 to < $375 per square foot**

| Property | Location | Sears Status as of September 30, 2019 [1] | Sears Redevelopment Plans | Bon-Ton Redevelopment Plans |
|---|---|---|---|---|
| Governor's Square | Clarksville, TN | Closed | 50/50 Joint Venture property. Under negotiation/LOIs with tenants. | |
| Harford Mall | Bel Air, MD | Open | Interest from sporting goods/ entertainment/restaurants. | |
| Imperial Valley Mall | El Centro, CA | Closed (O) | Owned by Seritage. Hobby Lobby opening January 2020. | |
| Kirkwood Mall | Bismarck, ND | | | Leases out for signature with restaurants, jr. box. |
| Laurel Park Place | Livonia, MI | | | Dunham's Sports under construction. Opening November 2019. |
| Layton Hills Mall | Layton, UT | | | |
| Mayfaire Town Center | Wilmington, NC | | | |
| Northgate Mall | Chattanooga, TN | Closed (O) | Owned by Sears. | |
| Northpark Mall | Joplin, MO | Open (O) | Building owned by Sears. | |
| Old Hickory Mall | Jackson, TN | Closed | Potential box user. | |
| The Outlet Shoppes at Laredo | Laredo, TX | | | |
| Park Plaza | Little Rock, AR | | | |
| Parkdale Mall | Beaumont, TX | Open (O) | Owned by Sears. | |
| Parkway Place | Huntsville, AL | | | |
| Pearland Town Center | Pearland, TX | | | |
| Post Oak Mall | College Station, TX | Closed (O) | Owned by Sears. Under contract for sale to 3rd Party Developer. | |
| South County Center | St. Louis, MO | Closed | Executed lease with entertainment user. Construction TBD. Sears still paying rent under ground lease. | |
| Southaven Towne Center | Southaven, MS | | | |
| St. Clair Square | Fairview Heights, IL | Closed (O) | Building Owned by Sears. Under Negotiation with Entertainment User. | |
| Turtle Creek Mall | Hattiesburg, MS | Closed (O) | Owned by Sears. | |
| Valley View Mall | Roanoke, VA | Closed 10/19 (O) | Owned by Sears. Sporting goods/entertainment interest. | |
| Volusia Mall | Daytona Beach, FL | Closed (O) | Owned by Sears. Under contract for sale to 3rd Party Developer. | |
| WestGate Mall | Spartanburg, SC | Closed (O) | Owned by Sears. Under negotiation for non-retail use. | |
| Westmoreland Mall | Greensburg, PA | Closed (O) | Building owned by Sears. Potential for non-retail. | Executed lease with Stadium Live! Casino. Est. 2020 open. |
| York Galleria | York, PA | Closed | Lease executed with Penn National for casino. Est. 2020 opening. | Owned by Third Party. LOI for non-retail use. |
| West Towne Mall | Madison, WI | | Owned by Seritage. Redeveloped with Dave & Busters and Total Wine. | Von Maur opening 2021. |

**TIER 3**
**Sales < $300 per square foot**

| Property | Location | Sears Status as of September 30, 2019 (1) | Sears Redevelopment Plans | Bon-Ton Redevelopment Plans |
|---|---|---|---|---|
| Alamance Crossing | Burlington, NC | | | |
| Brookfield Square | Brookfield, WI | Under Construction | Grand Opening held 10/19: Movie Tavern, Whirlyball, Outback Steakhouse, Uncle Julio's. Convention center/hotel est. opening in 2020. | Owned by Third Party. LOI with new use. |
| Burnsville Center | Burnsville, MN | Closed (O) | Owned by Seritage. | |
| CherryVale Mall | Rockford, IL | Closed | Executed lease with Tilt. Est. opening Q1 '20. | Choice Home Center - Opened Q4 '18. |
| Eastland Mall | Bloomington, IL | Closed | Under negotiation with tenants. | Under negotiation with tenants. |
| Kentucky Oaks Mall | Paducah, KY | Under Construction (O) | Owned by Seritage. Burlington and Ross Dress for Less are under construction. | 50/50 JV asset. HomeGoods under contruction - opening Fall 2019. LOI with discount retailer. |
| Meridian Mall | Lansing, MI | | | High Caliber Karts opened Fall 2019 in Men's store. Furniture Store under negotiation for Women's store. |
| Mid Rivers Mall | St. Peters, MO | Closed 10/19 (O) | Owned by Sears. | |
| Monroeville Mall | Pittsburgh, PA | | | |
| The Outlet Shoppes at Gettysburg | Gettysburg, PA | | | |
| Stroud Mall | Stroudsburg, PA | Closed | Executed lease with furniture user. Estimated to open by December 2019. | Shoprite under construction. Opening November 2019. |

(1) Sears boxes owned by the department store or a third party are noted with the following symbol next to the status (O).



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# Section 3: EX-99.2 (EXHIBIT 99.2)

**Exhibit 99.2**

Katie:

Thank you and good morning. Joining me today are Stephen Lebovitz, CEO and Farzana Khaleel, Executive Vice President and CFO.

This conference call contains "forward-looking statements" within the meaning of the federal securities laws. Such statements are inherently subject to risks and uncertainties. Future events and actual results, financial and otherwise, may differ materially. We direct you to the Company’s various filings with the SEC for a detailed discussion of these risks.

A reconciliation of supplemental non-GAAP financial measures to the comparable GAAP financial measures was included in yesterday’s earnings release and supplemental that will be furnished on Form 8-K and is available in the invest section of the website at cblproperties.com.

This call is being limited to one hour. In order to provide time for everyone to ask questions, we ask that each speaker limit their questions to two and then return to the queue to ask additional questions. If you have questions that were not answered during today’s call, please reach out to me following the conclusion of the call.

I will now turn it over to Stephen.

Stephen:

Thank you, Katie and good morning everyone.

This quarter featured several notable accomplishments for CBL. As I have said previously, our primary strategic goals are transforming our properties for long-term success and strengthening our balance sheet. We are now seeing tangible results from our redevelopment program as we are celebrating the openings of the first wave of the anchor replacement projects. We are proud that we have successfully sourced replacements for 27 anchor spaces, which are either open, under construction or committed. Not only do these projects add new and diverse uses to our centers, they also stabilize and grow revenues.

It was a highlight for me to celebrate two weeks ago the grand opening of the new Movie Tavern by Marcus Theatre at Brookfield Square in Milwaukee and to experience the brand new Whirlyball entertainment and dining complex. Brookfield Square is a prime example of how we are transforming unproductive anchors across our portfolio. In this case Sears was redeveloped into a bustling, entertainment-driven mixed-use project. We are bringing together successful retail with fitness, entertainment, restaurants and other mixed uses. We are creating value from underutilized parking lots with new restaurants, medical office and the city-owned hotel-convention center, which will drive additional traffic. Based on the initial results, the project has been well received in the market and will be a great success.

Another highlight for me is watching the day-to-day progress on the redevelopment of the Sears at Hamilton Place here in Chattanooga. Dave & Buster’s and Dick’s Sporting Goods are well under construction and on-track to open next spring. The Aloft hotel and self-storage project, both of which are joint ventures, recently started construction as well. And we have plans for additional restaurants and office space as part of the project - another great example of our vision for the future of our assets.

We added several new commitments to the list of anchor replacements this quarter, including Von Maur taking the former Boston store at West Towne in Madison, WI, which will be a key addition to that center. We are also using joint venture and third-party partnerships to further our redevelopment program. Three of our Sears-owned locations are under contract to be acquired by a third-party developer with plans to complete future redevelopments. This is a great outcome from our point of view, delivering transformational projects while at the same time allowing us to retain capital to allocate to other projects. Our self-storage and hotel joint ventures are another example of how we are successfully realizing value from our assets and maximizing our return on capital.

We are diversifying the uses at our centers, which will provide a more stable base of revenues. Overall, 74% of new mall leasing and 60% of total mall leasing, including renewals, this year has been non-apparel. Adding non-retail and mixed uses is another focus and we are currently under construction, have agreements executed or are in active negotiation on two multi-family projects, 15 entertainment operations, including two casinos, 9 hotels, 31 restaurants, eight fitness centers, eight medical uses, two self-storage facilities and several other non-retail uses. The market dominant locations of our properties are driving this strong interest. These uses complement our existing tenant base, drive new traffic to our properties and strengthen the overall project.

As outlined in our earnings release, adjusted FFO per share for the quarter was $0.34 with portfolio same-center NOI down 5.9% for the quarter and 5.5% for the year. We are not satisfied with the decrease in FFO and NOI, but we are pleased to be on track to hit the mid-to-high end of our affirmed guidance range despite the challenges we have faced from retailer bankruptcies, store closings and restructurings.

We are seeing important improvements in certain operating metrics. Sales for the third quarter built on the previous positive trend with a 3.2% increase to $383 per square foot. Portfolio occupancy increased 30 basis points sequentially. However, the impact of bankruptcy-related store closures caused the 150-basis point year-over-year decline to 90.5%. We are adding innovative and local users through our specialty leasing and pop-up shop programs while our leasing team works to bring on longer-term users. New leasing spreads were strong, increasing 18% as we make progress on these replacements.

We are also focused on various strategies to bolster our balance sheet. We are utilizing free cash flow, which is estimated at $200 million this year, to fund the redevelopment projects and supplementing this with joint venture equity and construction loans on select projects. Another source of liquidity for both redevelopments and debt reduction is disposition proceeds which has totaled $161 million year-to-date.

Before I hand it over to Katie, I wanted to touch on two additional items. This morning we announced an agreement with Exeter Capital, led by Michael Ashner, a highly respected veteran in the real estate industry. As part of the agreement, Michael as well as Carolyn Tiffany are joining our Board of Directors. As we’ve stated many times over the years, we are and always have been open and engaged with our shareholders and our announcement this morning is the latest example of this. Michael has a nearly 6% ownership interest in the Company, which next to management, represents one of CBL’s largest common shareholders. With this strong alignment of interests, we are all focused on unlocking the value we see in CBL. We’ve had the opportunity to spend a significant amount of time with Michael, as well as Carolyn, and believe that their substantial experience with public companies and financial background will bring a fresh perspective and add value to our Board discussions. Carolyn will join our audit and compensation committees. Her more than 25 years of experience in commercial real estate investment, operations and management will be an asset to these committees.

We are also establishing a new capital allocation committee that Michael will chair. Richard Lieb and I will also be members of the committee. Many of you may already be familiar with Richard, given his more than 30-year career in real estate investment banking and finance. This committee will serve as an advisory committee to the Board, reviewing our financial plans, strategies and capital commitments. I have no doubt that Michael’s perspective and ideas will help further our plans to strengthen CBL and maximize value. We are pleased to welcome both Michael and Carolyn and look forward to their contributions.

Finally, as stated in the earnings release, we will be reviewing our taxable income projections prior to year-end to determine and announce our dividend policy for 2020. As we’ve stated, our priority is preserving cash flow for use in executing our broader corporate strategy, which will ultimately allow us to create more value for shareholders. With this in mind, we expect to pay the minimum required common dividend, if any, to distribute taxable income. At this time, we are still reviewing projections and will provide more information once our analysis is complete.

I will now turn the call over to Katie to discuss our operating results and investment activity.

Katie:

Thank you, Stephen.

As our results indicate, we had a productive quarter in many respects. Our leasing team completed 713,000-square-feet of total leasing activity, including 240,000-square-feet of new leasing and 473,000-square-feet of renewals. On a comparable same-space basis for the third quarter, we signed approximately 400,000-square-feet of new and renewal leases at an average gross rent decline of 5.5%. Spreads on new leases for stabilized malls increased 18% and renewal leases were signed at an average of 11% lower than the expiring rent.

Same-center mall occupancy continues to be impacted by bankruptcy related closures, declining 200 bps to 88.7% compared with 90.7% in the prior year period. Portfolio occupancy declined 150 basis points to 90.5%. Bankruptcy-related store closures reduced third quarter mall occupancy by approximately 400 basis points or 720,000-square feet, including closures from Payless, Gymboree, Charming Charlie and Charlotte Russe. As has been widely publicized, Forever 21 filed for bankruptcy in October. We have 19 stores representing approximately $9.5 million in gross annual rent. We anticipate that most if not all stores will remain open. We've incorporated the impact of any rent reductions in our guidance for this year. Destination Maternity also filed Chapter 11 in October. We have 27 stores, representing approximately $2.0 million in gross annual rent. Currently we anticipate two store closures, but the bankruptcy plan is still pending.

We are encouraged that same-center sales for the quarter increased 3.2%, bringing the trailing 12-month sales to $383 per square foot compared with $378 for the prior year. Across the portfolio we had strong traffic for back to school and tax-free weekends. Categories that performed well included fast casual dining, electronics, children's and family shoes and sporting goods. With sales year-to-date up almost 2%, we are well positioned for a healthy holiday sales season. We have a lot of exciting events planned across our portfolio as well as a number of new anchor and store openings that will drive additional traffic.

Our anchor replacement program has made great progress with the 27 locations committed including a dozen already open and another four set to open within the next few months. And we are making progress on the remaining spaces with active negotiations or LOIs for several others. You can find a complete schedule of projects underway in the supplemental, but I'll touch on a few recent updates.

As Stephen mentioned, we just celebrated the grand opening of the redeveloped Sears at Brookfield Square in Milwaukee, WI. The project includes the new Movie Tavern by Marcus Theatres, Whirlyball entertainment center, Outback Steakhouse and Uncle Julio's. Construction is progressing on the new city-owned hotel and convention center, which will open next year. We have opened an Orange Theory Fitness studio and will be adding medical office as part of the redevelopment.

At Mall del Norte in Laredo, TX, we downsized Forever 21 and are opening entertainment user, Main Event, in early 2020.

Construction is progressing on the Sears redevelopment at Hamilton Place here in Chattanooga. The project includes Dave & Busters, Aloft Hotel, Dick's Sporting Goods, additional restaurants and office space - all joining Cheesecake Factory, which opened last December. The hotel is being developed in a 50/50 joint venture with a well-regarded local operator. We contributed land as our portion of the equity, which allows us to realize value from our assets and to share in future upside.

We also recently started construction on a joint venture self-storage facility on a parcel outside the ring road at Hamilton Place. This project is a similar structure to our previous storage projects in that we contributed the land as our equity. The opening is expected in early 2020.

We have two casinos that will replace vacant anchor locations at malls in Pennsylvania. At Westmoreland Mall, Stadium Live! Casino will be taking the Bon-Ton location. Construction has commenced with an opening expected in 2020. At York Galleria in York, PA, Penn National Gaming will open a Hollywood Casino in the former Sears location. Regulatory approvals are underway, and construction has commenced with an opening anticipated in 2020.

At our 50/50 joint venture property, Kentucky Oaks in Paducah, KY, Burlington and Ross opened in the Seritage-owned Sears. HomeGoods also opened in mid-October to replace a portion of the Elder-Beerman store. Additional value retailers are under negotiation.

Entertainment operator, Tilt, is under construction in the Sears location at CherryVale Mall in Rockford, IL. We lost both BonTon and Sears at this property. The BonTon was replaced with Choice Home Center, which opened in late 2018 and Tilt is expected to open in early 2020. These replacements required minimal investment.

At Laurel Park Place in Livonia, MI, Dunham's Sports is under construction in the Carson's box. The opening is expected later this month.

We announced that fashion department store Von Maur will open in the Boston Store location at West Towne in Madison, WI. The Boston Store will be razed later this year to make way for the construction of the new store. As one of the most requested names by West Towne customers, this will be a terrific addition to the property.

At Frontier Mall in Cheyenne, WY, the Sears location will be replaced by Jax Outdoor Gear, which is expected to open by year -end. This location is owned by a third party.

In addition to the anchor redevelopments and replacements I've just walked through, we have a lot of activity in the LOI or negotiation stages and will make announcements as deals progress.

I will now turn the call over to Farzana to discuss our financial results.

Farzana:

Thank you, Katie.

We are executing on our key financial goals of maximizing free cash flow, supplementing our liquidity with other sources such as dispositions, extending our maturity schedule and reducing leverage. We are pleased that we have addressed our major loan maturities for 2019. We have a $4.5 million loan secured by the second phase of our Atlanta outlet center that we anticipate refinancing, extending or retiring prior to year-end.

We also have two secured loans that mature in December, Greenbrier Mall and Hickory Point. These loans were previously restructured, and we are in discussions with the lenders to determine next steps.

Our primary focus is on secured non-recourse loans that mature in 2020 and beyond. Generally, these properties have high debt yields and strong positions in their markets. While the secured financing market is selective, we have several available avenues that we are continuing to explore to address these maturities.

Our total pro rata share of debt at the end of September 2019 was $4.3 billion. We have reduced our debt levels by $125 million sequentially and nearly $400 million from September 2018. At the end of the third quarter, we had $380 million available to draw on our line of credit.

Third quarter adjusted FFO per share was $0.34, representing a decline of $0.06 per share compared with $0.40 per share for the third quarter 2018. Factors that contributed to the variance included lower property level NOI of $0.04 per share and $0.02 per share of dilution from asset sales.

Third quarter same-center NOI decreased 5.9% and same center NOI for the nine months declined 5.5%.

During the quarter we recognized an $82.6 million impairment on Mid Rivers Mall in St. Charles, MO. The mall has been impacted by a number of factors including several tenant bankruptcies, a Sears closure and significant rent reductions on lease maturity for certain major tenants. We've also sold several income producing parcels around the property over the years, generating significant proceeds, but reducing NOI.

You will note, we also recorded a $22.7 million reduction to the litigation settlement expense accrued during the first quarter. The reduction is largely related to past tenants that did not submit claims pursuant to the terms of the settlement agreement. Future reduction of this expense will be evaluated as we are relieved of the liability as provided in the agreement.

Based on results to-date and our expectations for the rest of the year, we are reaffirming FFO guidance for full-year 2019 in the range of $1.30 - $1.35 per share, which continues to assume a same-center NOI decline in the range of (6.25)% - (7.75)%. At this time, and assuming no additional major bankruptcy activity, we anticipate reaching the mid-to-high end of the guidance range. We currently expect to utilize approximately $8-$10 million of the $5-$15 million reserve.

I'll now turn the call over to Stephen for concluding remarks.

Stephen:

Thank you, Farzana.

As I mentioned earlier, we are excited by the progress and impact of our anchor redevelopment program. We are making improvements to our properties, which is critical to stabilizing income and creating long-term value. We are focused on ending 2019 on a strong note and executing on our key strategies as we approach 2020. We have a great team of experienced professionals both here in Chattanooga and at our properties, and I appreciate all their hard work and dedication to CBL's success.

Thank you for your time today. We will now open the call to questions.

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