

Cole Credit Property Trust II Inc  
Form 8-K/A  
March 23, 2006

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

**AMENDMENT NO. 1**

**CURRENT REPORT**

PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

**Date of Report (Date of earliest event reported): February 24, 2006**

**Cole Credit Property Trust II, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**

(State or other jurisdiction of incorporation or organization)

**333-121094 (1933 Act)**

(Commission File Number)

**20-1676382**

(I.R.S. Employer

Identification No.)

**2555 East Camelback Road, Suite 400, Phoenix, Arizona 85016**

(Address of principal executive offices)

(Zip Code)

**(602) 778-8700**

(Registrant's telephone number, including area code)

**None**

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

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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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, Cole Credit Property Trust II, Inc. (which may be referred to as the Registrant, the Company, we, our, and us ) hereby amends the Current Report on Form 8-K, filed on March 1, 2006 to provide the required financial information relating to our acquisition of a single-tenant distribution center located in Hickory, North Carolina as described in such Current Report.

After reasonable inquiry, we are not aware of any material factors relating to the property discussed above that would cause the reported financial information relating to it not to be necessarily indicative of future operating results.

### **Item 9.01. Financial Statements and Exhibits.**

- (a) Financial Statements of Business Acquired.

Summary Financial Data.

- (b) Pro Forma Financial Information.

Pro Forma Consolidated Balance Sheet as of December 31, 2005 (Unaudited).

Pro Forma Consolidated Statement of Operations for the Year Ended December 31, 2005 (Unaudited).

Notes to Pro Forma Consolidated Financial Statements (Unaudited).

- (c) Shell Company Transactions.

None.

- (d) Exhibits.

None.



**Furniture Brands International, Inc****Summary Financial Data**

We acquired an approximately 261,057 square foot single-tenant distribution center located in Hickory, North Carolina (the DH Hickory Property) on February 24, 2006. The DH Hickory Property was constructed in 1963 on an approximately 30.26 acre site located in Hickory, North Carolina. The DH Hickory Property is 100% leased to Drexel Heritage Furniture Industries, Inc. (Heritage), a wholly-owned subsidiary of Furniture Brands International, Inc. (Furniture Brands), which guarantees the lease. Pursuant to the lease, the tenant is required to pay substantially all operating expenses and capital expenditures in addition to base rent.

The purchase price of the DH Hickory Property was approximately \$4.3 million, exclusive of closing costs. The acquisition was funded by net proceeds from our ongoing public offering and an approximately \$3.4 million loan secured by the DH Hickory Property.

Heritage operates a chain of furniture stores throughout the United States and internationally. Heritage is a wholly-owned subsidiary of Furniture Brands. Furniture Brands has a Standard and Poor's credit rating of BBB and is publicly traded on the New York Stock Exchange under the symbol FBN.

Because the DH Hickory property is leased to a single tenant on a long-term basis under a net lease that transfers substantially all of the operating costs to the tenant, we believe that the financial condition and results of operations of the lease guarantor, Furniture Brands, are more relevant to investors than the financial statements of the property acquired. As a result, pursuant to guidance provided by the Securities and Exchange Commission (SEC), we have not provided audited financial statements of the property acquired.

Furniture Brands currently files its financial statements in reports filed with the SEC, and the following summary financial data regarding Furniture Brands has been taken from its previously filed public reports:

	<b>For the Nine Months Ended</b> <b><u>9/30/2005</u></b>	<b>For the Fiscal Year Ended</b>		
		<b><u>12/31/2004</u></b>	<b><u>12/31/2003</u></b>	<b><u>12/31/2002</u></b>
		<b>(in thousands)</b>		
<b>Consolidated Statements of Operations</b>				
Revenues	\$ 1,793,245	\$ 2,447,430	\$ 2,434,130	\$ 2,458,836
Operating Income	71,956	155,656	165,126	202,400
Net Income	44,294	91,567	94,573	118,831
	<b>As of</b>	<b>As of the Fiscal Year Ended</b>		
	<b><u>9/30/2005</u></b>	<b><u>12/31/2004</u></b>	<b><u>12/31/2003</u></b>	<b><u>12/31/2002</u></b>
		<b>(in thousands)</b>		
<b>Consolidated Balance Sheets</b>				
Total Assets	\$ 1,599,717	\$ 1,587,759	\$ 1,578,259	\$ 1,567,402
Long-term Debt	301,600	302,400	303,200	374,800
Stockholders' Equity	936,840	957,483	966,902	869,515

For more detailed financial information regarding Furniture Brands, please refer to its financial statements, which are publicly available with the SEC at <http://www.sec.gov>.



**Cole Credit Property Trust II, Inc.****Pro Forma Consolidated Balance Sheet****As of December 31, 2005****(Unaudited)**

The following unaudited Pro Forma Consolidated Balance Sheet is presented as if the Company had acquired the DH Hickory Property and the prior acquisitions on December 31, 2005. Pursuant to a Registration Statement on Form S-11 under the Securities Act of 1933, as amended, the Company is offering for sale to the public on a best efforts basis a minimum of 250,000 and a maximum of 45,000,000 shares of its common stock at a price of \$10 per share, subject to volume and other discounts (the Offering). On September 23, 2005, the Company issued the initial shares under the Offering and commenced its principal operations. Prior to such date, the Company was considered a development stage company and did not have any operations.

This Pro Forma Consolidated Balance Sheet should be read in conjunction with the historical financial statements and notes thereto as filed in the Company's Annual Report on Form 10-K for the year ended December 31, 2005. The Pro Forma Consolidated Balance Sheet is unaudited and is not necessarily indicative of what the actual financial position would have been had the Company completed the above transaction on December 31, 2005, nor does it purport to represent its future financial position.

	<b>December 31, 2005</b>	<b>Total</b>	<b>Current</b>	
	<b>As Reported</b>	<b>Prior Acquisitions</b>	<b>Acquisition</b>	
	<b>(a)</b>	<b>Pro Forma Adjustments</b>	<b>Pro Forma Adjustments</b>	<b>Pro Forma December 31, 2005</b>
	<b>(a)</b>	<b>(b)</b>	<b>(c)</b>	
<b>ASSETS</b>				
Real estate assets, at cost:				
Land	\$ 23,854,308	\$ 2,495,022	\$ 384,355	\$ 26,733,685
Buildings and improvements, less accumulated depreciation of \$151,472 at December 31, 2005	57,338,359	7,899,261	3,634,603	68,872,223
Intangible lease assets, less accumulated amortization of \$71,881 at December 31, 2005	10,425,618	997,615	329,340	11,752,573
Total real estate assets	91,618,285	11,391,898	4,348,298	107,358,481
Cash	4,575,144	(2,887,498)	(1,001,138)	686,508
Restricted Cash	1,813,804			1,813,804
Rents and tenant receivables	36,001			36,001
Prepaid expenses and other assets	11,928			11,928
Deferred financing costs, less accumulated amortization of \$17,964 at December 31, 2005	754,676	144,600	52,840	952,116
Total assets	\$ 98,809,838	\$ 8,649,000	\$ 3,400,000	\$ 110,858,838
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>				
Mortgage notes payable	\$ 66,804,041	\$ 8,649,000	\$ 3,400,000	\$ 78,853,041
Notes payable to affiliates	4,453,000			4,453,000
Accounts payable and accrued expenses	282,797			282,797
Due to affiliates	41,384			41,384
Acquired below market leases, less accumulated amortization of \$52	14,637			14,637

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Distributions payable	195,209			195,209
Escrowed investor proceeds liability	1,813,804			1,813,804
Total liabilities	73,604,872	8,649,000	3,400,000	85,653,872
Stockholders' equity:				
Preferred stock, \$.01 par value, 10,000,000 shares authorized, none issued and outstanding at December 31, 2005				
Common stock, \$.01 par value, 90,000,000 share authorized, 2,832,387 issued and outstanding at December 31, 2005	28,324			28,324
Capital in excess of par value	25,291,233			25,291,233
Accumulated deficit	(114,591)			(114,591)
Total stockholders' equity	25,204,966			25,204,966
Total liabilities and stockholders' equity	\$ 98,809,838	\$ 8,649,000	\$ 3,400,000	\$ 110,858,838

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**Cole Credit Property Trust II, Inc.**

**Pro Forma Consolidated Statement of Operations**

**For the Year Ended December 31, 2005**

**(Unaudited)**

The following unaudited Pro Forma Consolidated Statement of Operations is presented as if the Company had acquired the DH Hickory Property and the prior acquisitions on January 1, 2005. The Company was considered a development stage company and did not have any operations prior to September 23, 2005, and as a result, a Pro Forma Consolidated Statement of Operations for the year ended December 31, 2004 has not been presented.

This Pro Forma Consolidated Statement of Operations should be read in conjunction with the historical financial statements and notes thereto as filed in the Company's Annual Report on Form 10-K for the year ended December 31, 2005. The Pro Forma Consolidated Statement of Operations is unaudited and is not necessarily indicative of what the actual results of operation would have been had the Company completed the above transaction on January 1, 2005, nor does it purport to represent its future operations.

	<b>For the Year Ended</b>	<b>Total</b>	<b>Current</b>		
	<b>December 31, 2005</b>	<b>Prior Acquisitions</b>	<b>Acquisition</b>		
	<b>As Reported</b>	<b>Pro Forma</b>	<b>Pro Forma</b>		<b>Pro Forma, For</b>
	<b>(a)</b>	<b>Adjustments</b>	<b>Adjustments</b>		<b>the Year Ended</b>
		<b>(d)</b>	<b>(e)</b>		<b>December 31,</b>
				<b>(f)</b>	<b>2005</b>
<b>Revenues:</b>					
Rental income	\$ 741,669	\$ 6,921,079	\$ 366,110		\$ 8,028,858
<b>Expenses:</b>					
General and administrative	156,252	6,000	2,000	<b>(g)</b>	164,252
Property and asset management fees	38,768	386,868	17,947	<b>(h)</b>	443,583
Depreciation	151,472	1,660,306	195,068	<b>(i)</b>	2,006,846
Amortization	69,939	741,260	34,533	<b>(i)</b>	845,732
Total operating expenses	416,431	2,794,434	249,548		3,460,413
Real estate operating income	325,238	4,126,645	116,562		4,568,445
<b>Other Income (Expense):</b>					
Interest income	27,557				27,557
Interest expense	(467,386)	(3,675,047)	(181,285)	<b>(j)</b>	(4,323,718)
<b>Total other income (expense)</b>	<b>(439,829)</b>	<b>(3,675,047)</b>	<b>(181,285)</b>		<b>(4,296,161)</b>
<b>Net Income (Loss)</b>	<b>\$ (114,591)</b>	<b>\$ 451,598</b>	<b>\$ (64,723)</b>		<b>\$ 272,284</b>
<b>Weighted average number of Common shares outstanding</b>					
Basic and Diluted	411,909	2,420,478	<b>(k)</b>		2,832,387

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**Net income (loss) per common share**

Basic and Diluted

\$ (0.28)

\$ 0.10

**Cole Credit Property Trust II, Inc.**

**Notes to Pro Forma Consolidated Financial Statements**

**December 31, 2005**

**(Unaudited)**

- a. Reflects the Company's historical balance sheet as of December 31, 2005, and the historical results of operations of the Company for the year ended December 31, 2005. On September 23, 2005, the Company issued the initial shares under the Offering and commenced its principal operations. Prior to such date, the Company was considered a development stage company and did not have any operations.
- b. Reflects preliminary purchase price allocations related to the following acquisitions: a single-tenant retail building 100% leased to Academy Corp, located in Macon, Georgia (the AS Macon Property), which was previously reported in a Current Report, as amended, on Form 8-K/A filed on March 22, 2006; a single-tenant retail building 100% leased to David's Bridal, located in Lenexa, Kansas (the DB Lenexa Property), which was previously reported in a Current Report, as amended, on Form 8-K/A filed on March 23, 2006; a single-tenant retail building 100% leased to Revco Discount Drug Centers, Inc, located in Portsmouth, Ohio (the CV Scioto Trail Property), which was previously reported in a Current Report, as amended, on Form 8-K/A filed on March 23, 2006.
- c. Reflects the preliminary purchase price allocations related to the acquisition of the DH Hickory Property as if it had been acquired on December 31, 2005.
- d. Reflects the proforma results of operations for the following acquisitions: a single-tenant retail building 100% leased to Tractor Supply Company, located in Parkersburg, West Virginia (the TS Parkersburg Property), which was previously reported in a Current Report, as amended, on Form 8-K/A filed on December 9, 2005; a single-tenant retail building 100% leased to Walgreens, located in Brainerd, Minnesota (the WG Brainerd Property), which was previously reported in a Current Report, as amended, on Form 8-K/A filed on December 16, 2005; a single-tenant research and development building 100% leased to LDM Technologies, Inc., located in Auburn Hills, Michigan (the PT Auburn Hills Property), which was previously reported in a Current Report filed on December 20, 2005; a single-tenant retail building 100% leased to Rite Aid, located in Alliance, Ohio (the RA Alliance Property), three single-tenant retail buildings 100% leased to Walgreens, located in St. Louis, Missouri, collectively (the WG SL Properties), a single-tenant retail building 100% leased to Walgreens, located in Olivette, MO (the WG Olivette Property), a single-tenant retail building 100% leased to Walgreens located in Columbia, Missouri (the WG Columbia Property), a single-tenant retail building 100% leased to CVS Corporation located in Alpharetta, Georgia (the CV Alpharetta Property), a single-tenant retail building 100% leased to CVS Corporation located in Richland Hills, Texas (the CV RH Property), a single-tenant retail building 100% leased to Lowes Enterprises located in Enterprise, Missouri (the LO Enterprise Property), a single-tenant retail distribution facility 100% leased to FedEx Ground Packaging System, Inc. located in Rockford, Illinois (the FE Rockford Property), a single-tenant retail building 100% leased to La-Z-Boy located in Glendale, Arizona (the LZ Glendale Property), which were previously reported in a Current Report, as amended, on Form 8-K/A filed on December 23, 2005; the AS Macon Property; the DB Lenexa Property; and the CV Scioto Trail Property.
- e. Reflects the Pro Forma results of operations of the DH Hickory Property for the year ended December 31, 2005.
- f. Represents the straight line rental revenues for the DH Hickory Property in accordance with its lease agreement.
- g.

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Reflects the annualized asset management fee of 0.25% (a monthly rate of 0.02083%) of the DH Hickory Property asset value payable to our Advisor.

- h. Reflects the property management fee equal to 2% of gross revenues of the DH Hickory Property payable to an affiliate of our Advisor.
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- i. Represents depreciation and amortization expense for the DH Hickory Property. Depreciation and amortization expense are based on the Company's preliminary purchase price allocation. All assets are depreciated on a straight line basis. The estimated useful lives of our assets by class are generally as follows:

Building	40 years
Tenant improvements	Lesser of useful life or lease term
Intangible lease assets	Lesser of useful life or lease term

- j. Represents interest expense associated with the debt incurred to finance the acquisition of the DH Hickory Property. The loan terms are as follows:

<u>Loan Description</u>	<u>Loan Amount</u>	<u>Interest Rate</u>	<u>Maturity</u>
<i>Fixed Rate Tranche</i>	\$2,763,000	5.80%	March 11, 2011
<i>Variable Rate Tranche</i>	\$637,000	One Month LIBOR plus 2%	May 24, 2006

The variable rate tranche has a 90 day repayment term. As such, the interest expense for the year ended December 31, 2005 includes only 90 days of interest expense relating to the variable rate tranche as it is scheduled to be paid down 90 days after the acquisition of the DH Hickory Property.

- k. Represents a pro forma adjustment to the weighted average common shares outstanding to reflect all shares outstanding on December 31, 2005 as though they were issued on January 1, 2005. As the Company had insufficient capital at January 1, 2005 to acquire the respective properties which are included in the pro forma results of operations, it is necessary to assume all of the shares outstanding as of December 31, 2005 were outstanding on January 1, 2005. Each of the respective properties was acquired prior to December 31, 2005 and is included in the Company's consolidated balance sheet as of December 31, 2005.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: March 23, 2006

**COLE CREDIT PROPERTY TRUST II, INC**

By: /s/ Blair D. Koblenz  
Name: Blair D. Koblenz  
Title: Executive Vice President and Chief Financial Officer