

INLAND REAL ESTATE CORP  
Form 10-K/A  
May 07, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**FORM 10-K/A**  
**AMENDMENT NO. 1**

X ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

**FOR THE FISCAL YEAR ENDED DECEMBER 31, 2008**

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

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FOR THE TRANSITION PERIOD FROM                      TO  
COMMISSION FILE NUMBER: 001-32185

**Inland Real Estate Corporation**

(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of incorporation or organization)

36-3953261  
(I.R.S. Employer Identification No.)

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

60523  
(Zip Code)

630-218-8000

(Registrant's telephone number, including area code)

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Securities registered pursuant to Section 12(b) of the Act:

Title of each class:  
Common Stock, \$0.01 par value

Name of Exchange on which registered:  
New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

Title of Class:

None

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to the filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. (See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act).

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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

Yes  No

As of June 30, 2008, the aggregate market value of the shares of common stock held by non-affiliates of the registrant was \$836,719,649.

As of February 27, 2009 there were 66,684,540 shares of common stock outstanding.

Documents Incorporated by Reference: Portions of the registrant's proxy statement for the annual stockholders meeting to be held in 2009 are incorporated by reference into Part III, Items 10, 11, 12, 13 and 14.

**EXPLANATORY NOTE**

We are filing this Amendment No. 1 to Form 10-K (this Amendment ) to amend Item 15, Exhibits, Financial Statement Schedules, of our Annual Report on Form 10-K for the fiscal year ended December 31, 2008, as filed with the Securities and Exchange Commission on March 2, 2009 (the Original Filing ). The Amendment is being filed solely for the purpose of including an agreement that we had previously filed but that was inadvertently omitted from the Original Filing. In addition, in connection with the filing of this Amendment and pursuant to Rules 12b-15 and 13a-14 under the Securities Exchange Act of 1934, as amended, we are including with this Amendment currently dated certifications.

Except as described above, no other changes have been made to the Original Filing. The Original Filing continues to speak as of the date of the Original Filing, and we have not updated the disclosures contained therein to reflect any events which occurred at a date subsequent to the filing of the Original Filing.

**Part IV**

**Item 15. Exhibits and Financial Statement Schedules**

(a)

List of documents filed:

(3)

Exhibits:

The list of exhibits filed as part of this Amendment No. 1 to Form 10-K is set forth in (b) below and on the Exhibit Index attached hereto.

(b) Exhibits:

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- 10.19 Limited Liability Company Agreement of IRC-IREX Venture, L.L.C. (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated September 5, 2006, as filed by the Registrant with the Securities and Exchange Commission on September 7, 2006 (file number 001-32185))
- 31.1 Certification by Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002\*
- 31.2 Certification by Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002\*
- 32.1 Certification by Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002\*
- 32.2 Certification by Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002\*

\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

**INLAND REAL ESTATE CORPORATION**

/s/ MARK E. ZALATORIS  
By: Mark E. Zalatoris  
Title: President and Chief Executive Officer  
  
(principal executive officer)  
Date: May 7, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signatures	Title	Date
/s/ THOMAS D ARCY Thomas D Arcy	Chairman of the Board	May 7, 2009
/s/ DANIEL L. GOODWIN Daniel L. Goodwin	Director	May 7, 2009
/s/ JOEL G. HERTER Joel G. Herter	Director	May 7, 2009
/s/ HEIDI N. LAWTON Heidi N. Lawton	Director	May 7, 2009
/s/ THOMAS H. MCAULEY Thomas H. McAuley	Director	May 7, 2009
/s/ THOMAS MCWILLIAMS	Director	May 7, 2009

Thomas McWilliams

/s/ JOEL D. SIMMONS

Joel D. Simmons

Director

May 7, 2009

President and Chief Executive Officer

/s/ MARK E. ZALATORIS

Mark E. Zalatoris

(principal executive officer)

May 7, 2009

Chief Financial Officer (principal financial  
and accounting officer)

/s/ BRETT A. BROWN

Brett A. Brown

May 7, 2009

**Exhibit Index**

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\*

Filed as part of this Amendment No. 1 to Form 10-K.