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ENTERTAINMENT PROPERTIES TRUST

Form FWP

August 01, 2012

Issuer Free Writing Prospectus filed pursuant to Rule 433

supplementing the Preliminary Prospectus Supplement dated

August 1, 2012 and the Prospectus dated March 16, 2010

Registration No. 333-165523

**ENTERTAINMENT PROPERTIES TRUST**

**\$350,000,000 5.750% Senior Notes due 2022**

|                                      |   |
|--------------------------------------|---|
| <b>Issuer:</b>                       | Entertainment Properties Trust  |
| <b>Guarantors:</b>                   | Each subsidiary of the Issuer that is a guarantor of its unsecured revolving credit facility, its unsecured term loan facility and its existing 7.750% Senior Notes due 2020. |
| <b>Aggregate Principal Amount:</b>   | \$350,000,000   |
| <b>Expected Ratings (Outlook):</b>   | Baa3 (Positive) / BB+ (Stable) / BBB- (Stable)  |
| <b>Final Maturity Date:</b>          | August 15, 2022   |
| <b>Public Offering Price:</b>        | 99.998%, plus accrued and unpaid interest, if any, from August 8, 2012  |
| <b>Coupon:</b>                       | 5.750%  |
| <b>Yield to Maturity:</b>            | 5.750%  |
| <b>Benchmark Treasury:</b>           | 1.750% due May 15, 2022   |
| <b>Benchmark Treasury Yield:</b>     | 1.504%  |
| <b>Spread to Benchmark Treasury:</b> | T+424.6 bps   |
| <b>Interest Payment Dates:</b>       | February 15 and August 15, commencing February 15, 2013   |

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### **Optional Redemption:**

The redemption price for notes that are redeemed will be equal to (i) 100% of their principal amount, plus accrued and unpaid interest, up to, but excluding, the date of redemption, plus (ii) a make-whole premium (T+50 bps). If redeemed on or after 90 days prior to the maturity date, the redemption price for notes that are redeemed will be 100% of their principal amount, plus accrued and unpaid interest, up to, but excluding, the date of redemption.

### **Joint Book-Running Managers:**

J.P. Morgan Securities LLC

Citigroup Global Markets Inc.

Barclays Capital Inc.

### **Senior Co-Managers:**

RBC Capital Markets, LLC

Goldman, Sachs & Co.

KeyBanc Capital Markets Inc.

### **Co-Managers:**

UMB Financial Services, Inc.

U.S. Bancorp Investments, Inc.

|                          |  |
|--------------------------|--|
| <b>CUSIP / ISIN:</b>     | 29380TAT2 / US29380TAT25   |
| <b>Denominations:</b>    | \$2,000 x \$1,000  |
| <b>Trade Date:</b>       | August 1, 2012   |
| <b>Settlement Date:</b>  | August 8, 2012 (T+5)   |
| <b>Form of Offering:</b> | SEC Registered (Registration No. 333-165523)   |
| <b>Net Proceeds:</b>     | Approximately \$346 million, after deducting the underwriting discount and estimated offering expenses.  |
| <b>Use of Proceeds:</b>  | The Issuer intends to use the net proceeds from this offering for the repayment of approximately \$166.3 million of outstanding fixed rate mortgage debt secured by a portion of our rental properties, the repayment of the outstanding principal balance of our unsecured revolving credit facility and the remaining amount of proceeds for general business purposes, which may include funding the acquisition, development or financing of properties or the repayment of debt. Pending application of any portion of the net proceeds from this offering, we may invest such proceeds in interest-bearing accounts or short-term interest-bearing securities which are consistent with our qualification as a real estate investment trust. |
| <b>Capitalization:</b>   |  |

The following replaces the section titled "Capitalization" in its entirety and supersedes the information in our Preliminary Prospectus Supplement dated August 1, 2012:

\* \* \* \*

**CAPITALIZATION**

The following table sets forth our cash and cash equivalents and capitalization as of June 30, 2012 on an actual basis and on an as adjusted basis, to give effect to the sale of the notes offered by this prospectus supplement and the application of the net proceeds thereof as described under Use of Proceeds. This information should be read in conjunction with, and is qualified in its entirety by, the consolidated financial statements and schedules and notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, incorporated by reference in this prospectus supplement.

| (Dollars in thousands)                              | As of<br>June 30, 2012 |                            |
|---|------------------------|----------------------------|
|   | Actual                 | As adjusted<br>(unaudited) |
| Cash, cash equivalents and restricted cash (1)      | \$ 31,904              | \$ 97,311                  |
| Debt:   |                        |                            |
| Unsecured revolving credit facility (1)(2)          | 112,000                |                            |
| Unsecured term loan credit facility                 | 240,000                | 240,000                    |
| 7.750% Senior Notes due 2020                        | 250,000                | 250,000                    |
| % Senior Notes due 2022 offered hereby              |                        | 350,000                    |
| Other long-term debt (1)(3)                         | 668,560                | 499,892                    |
| Total debt  | 1,270,560              | 1,339,892                  |
| Shareholders' equity:                               |                        |                            |
| Entertainment Properties Trust shareholders' equity | 1,472,204              | 1,472,204                  |
| Noncontrolling interests                            | 306                    | 306                        |
| Total shareholders' equity                          | 1,472,510              | 1,472,510                  |
| Total capitalization                                | \$ 2,743,070           | \$ 2,812,402               |

- (1) We intend to use the net proceeds of this offering for the repayment of approximately \$166.3 million of outstanding fixed rate mortgage debt secured by a portion of our rental properties, the repayment of the outstanding principal balance of our unsecured revolving credit facility and general business purposes, which may include funding the acquisition, development or financing of properties or the repayment of debt. The relevant agreements governing this fixed rate mortgage debt require us to provide notice in advance of repaying the debt prior to maturity. In order to comply with these requirements, we expect to delay the repayment of this mortgage debt until no later than October 2012. Accordingly, we will hold more cash and cash equivalents than has historically been the case until such time as these funds are used to repay this mortgage debt. Pending application of any portion of the net proceeds from this offering, we may also invest such proceeds in interest-bearing accounts or short-term interest-bearing securities which are consistent with our qualification as a REIT. The amount of the net proceeds to be applied to the repayment of fixed rate mortgage debt may be held as cash and cash equivalents until such repayment of the fixed rate mortgage debt and is not reflected in the table.
- (2) We intend to use a portion of the net proceeds of this offering for the repayment of the outstanding principal balance of our unsecured revolving credit facility. As of July 31, 2012, we had approximately \$162.0 million of indebtedness outstanding under our unsecured revolving credit facility.
- (3) This amount includes the fixed rate mortgage debt that we expect to repay with a portion of the net proceeds from this offering, which had an aggregate outstanding principal balance of approximately \$168.7 million as of June 30, 2012. As discussed above, we expect to delay the repayment of this mortgage debt until no later than October 2012, at which time the aggregate outstanding principal

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balance of this mortgage debt will be approximately \$166.3 million.

\* \* \* \*

Entertainment Properties Trust has filed a registration statement (including a prospectus), as amended, with the Securities and Exchange Commission ( SEC ) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents that Entertainment Properties Trust has filed with the SEC, including the prospectus supplement, for more complete information about Entertainment Properties Trust, the guarantors and this offering. You may get these documents for free by visiting the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, Entertainment Properties Trust, the guarantors, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and the accompanying prospectus supplement if you request it by contacting Citigroup Global Markets Inc. toll free at 1-800-831-9146; J.P. Morgan Securities LLC, at collect at 1-212-834-4533; or Barclays Capital Inc. at 1-888-603-5847.