

Edgar Filing: INLAND WESTERN RETAIL REAL ESTATE TRUST INC - Form FWP

INLAND WESTERN RETAIL REAL ESTATE TRUST INC
Form FWP
March 06, 2012

ISSUER FREE WRITING PROSPECTUS

Dated March 6, 2012

Filed Pursuant to Rule 433

Registration No. 333-172237

Anticipated NYSE Listing and Concurrent
Anticipated NYSE Listing and Concurrent
Equity Offering Presentation
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March 6, 2012

Basis of Presentation

Unless otherwise indicated, all financial information in this presentation is as of December 31, 2011 and all property information in this prospectus is for our consolidated retail operating properties as of December 31, 2011 excluding seasonal leases and non-operating properties, which are properties that have not achieved 90% or greater occupancy since their development and have been operational for less than one year.

Unless otherwise indicated, annualized base rent

or ABR

as of a specified date means monthly base rent as of the specified date, before abatements, under leases which have commenced as of the specified date multiplied by 12. Annualized base rent (i) does not include reimbursements or expenses borne by the tenants in triple net or modified gross leases, such as the expenses for real estate taxes and

insurance and common area and other operating expenses, (ii) does not reflect amounts due per percentage rent lease terms, where applicable,

and (iii) is calculated on a cash basis and differs from how we calculate rent in accordance with generally accepted accounting principles in the United States of America, or GAAP, for purposes of our financial statements.

This presentation contains forward-looking statements within the meaning of the federal securities laws. For important information regarding such forward-looking statements, including how to identify such statements and factors that could cause actual results and future performance to differ materially from those set forth or contemplated in the forward-looking statements, see the attached Appendix. Additionally, in this presentation, we refer to certain non-GAAP financial measures, such as funds from operations. For non-GAAP measures, you can find a definition and a tabular reconciliation to the most directly comparable GAAP number in the attached Appendix.

We have filed a registration statement (including a prospectus) with the Securities and Exchange Commission for the offering of securities that this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents that are filed with the Securities and Exchange Commission for more complete information about us and this offering. You may get the prospectus free by visiting EDGAR on the Securities and Exchange Commission's website at www.sec.gov. Alternatively, the Company, any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities at (800) 920-4504, Citigroup Global Markets Inc. at (800) 831-9146, Deutsche Bank Securities Inc. at (800) 503-4611 or KeyBanc Capital Markets at (800) 859-1783.

To review the preliminary prospectus click the following hyperlink: <http://www.inland-western.com/pdf/S-11.pdf>

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Anticipated NYSE Listing &
Anticipated NYSE Listing &
Concurrent Equity Offering
Concurrent Equity Offering
www.inland-western.com

Anticipated NYSE Listing and
Concurrent Equity Offering

The Company expects to pursue a listing on the NYSE in the coming months

At the same time we expect to pursue a concurrent equity offering, to further improve the Company's balance sheet and position the Company for growth

Why now?

To take advantage of market conditions

To provide the Company with access to the equity markets which should enable management to continue to grow the Company and should ultimately create additional value for all shareholders

To provide full liquidity to existing shareholders over an 18 month period, at their discretion

4

Preparation for Listing

In preparation for a potential listing, the Company will effectuate a reverse stock split and a stock dividend to existing shareholders

Rationale:

The rationale for the reverse stock split is to reduce the amount of shares outstanding and reset the price per share. On a stand-alone basis, the reverse stock split will have no

impact

on the aggregate value of the Company or any individual shareholder's percentage ownership of the Company's common stock

The rationale for the stock dividend is to provide for the Company's phased-in liquidity program, which has been designed to assist in the creation of an orderly and liquid trading market for our shares post-listing

All of our shares of common stock will be converted into listed shares within 18 months of the initial listing

5

What Will the Reverse Stock Split
Mean for Shareholders?

Reverse stock split

A reverse stock split is a combination of all of our outstanding
shares of

common stock into a fewer number of shares

This will affect all shareholders in the same manner -
on a stand-alone basis,

the

reverse

stock

split

will

have

no

effect

on

the

aggregate
value
of
the

Company, your proportional ownership interest in the Company, your voting rights, your right to receive dividends (if and when declared), the total amount of your dividends (if and when declared), or your rights upon liquidation

Example:

6

100,000 shares Common Stock

482MM shares outstanding

= **.0207%** ownership

10 to one reverse stock split

10,000 Shares Common Stock

48.2 MM shares outstanding

= **.0207%** ownership

= 100,000/10

What Will the Phased-In Liquidity Program
Mean for Shareholders?

Phased-In Liquidity Program (Class B-1, Class B-2, Class B-3)

Each split adjusted share of common stock will be redesignated as Class A
common stock

Existing shareholders will receive a stock dividend consisting of three new
Class B shares for every split-adjusted share

Shareholders will then have four
total shares for every split adjusted
share

Example:

7

Class A redesignation
and stock dividend

10,000 Shares
Common Stock
10,000 Shares
Class A
Common Stock
10,000 Shares
Class B-1
Common Stock
10,000 Shares
Class B-2
Common Stock
10,000 Shares
Class B-3
Common Stock

What Will Be the Total Impact of the Reverse Split and Phased-in Liquidity Program?

The cumulative impact of the reverse stock split and phased-in liquidity program would be the equivalent of a 2.5 to one reverse stock split

Example:

If you own 100,000 shares today you will own 40,000 shares after the implementation of these programs ($100,000/2.5= 40,000$)

8

Today

100,000 Shares

Total Ownership

= .0207%

Reverse Split

10,000 Shares

Total Ownership

= .0207%

Phased-In Liquidity

10,000

Shares

Class A

10,000

Shares

Class B-1

10,000

Shares

Class B-2

10,000

Shares

Class B-3

Total Ownership

= **.0207%**

Phased-In Liquidity Timing & Process

9

Class A shares are expected to be listed on the NYSE

Class B-1 shares will convert into Class A shares 6 months after the listing of Class A shares

Class B-2 shares will convert into Class A shares 12 months after the listing of Class A shares

Class B-3 shares will convert into Class A shares 18 months after the listing of Class A shares

The net effect of the phased-in liquidity program is that over the 18 month period after initial listing of the Class A shares, your Class B shares will

gradually convert to Class A shares that are expected to be listed on the NYSE and publicly tradable

IWEST as a Publicly Listed Company

10

IWEST expects to remain a company with:

A large, diversified, high quality retail portfolio

A diversified base of value-oriented retail tenants

A demonstrated leasing and property management platform

A capital structure positioned for growth

An experienced management team with a proven track record

IWEST expects to become a company with:

Liquidity for its shareholders

Greater potential for access to multiple sources of capital

An expanded ability to prudently grow the Company and potentially create additional shareholder value over time

Business and Growth Strategies of

IWEST

Maximize net operating income through internal growth

Preserve and strengthen our portfolio through active property management

Recycle capital through dispositions of non-core and non-strategic assets

Acquire high quality, multi-tenant retail properties

Pursue strategic joint ventures to leverage management platform

11

IWEST has Provided Significant Dividends to
Existing Shareholders Over Time

12

IWEST has paid a dividend since inception in 2003, for a total of **\$3.9579** per
share

On a stand-alone basis, the reverse stock split and phased-in liquidity
program will have no effect on your right to receive dividends (if and when
declared), or the total amount of your dividends (if and when declared)

For the Three Months Ended

(in thousands)

12/31/11

9/30/11

6/30/11

3/31/11

Funds from Operations¹

\$ 48,504

\$46,147

\$ 48,988

\$ 51,466

Cash Flow From
Operations

\$ 46,220

\$43,376

\$ 53,156

\$ 31,855

Distributions Declared

31,445

30,738

30,031

28,433

Excess

\$ 14,775

\$12,638

\$ 23,125

\$ 3,422

1

Funds from operations is a non-GAAP measure; See Appendix for calculation

Benefits for Existing Shareholders

13

Overall the anticipated NYSE listing and concurrent equity offering are expected to:

Provide greater liquidity to shareholders

Provide flexibility to manage exit timing

Permit ongoing investment if desired

Provide for orderly entry into the market as a result of the phased-in liquidity program

Result in no impact on shareholder's right to receive dividends or the total amount of dividends, if and when declared

Provide opportunity to purchase additional shares in the open market

Broaden the investor base, which is expected to assist in the creation of an orderly and liquid trading market for our shares post-listing

IWEST Company Overview
IWEST Company Overview

Large, Diversified Retail Portfolio

High geographic diversity

67% of multi-tenant ABR located in top 50 metropolitan statistical areas (MSAs)

Strong multi-tenant demographics in top 50 MSAs, with average 3-mile population of 92,274 and average household income of \$83,545

1

Over 89% of multi-tenant assets located in markets

outside of the top 50 MSAs, based on ABR, are anchored
by Best Buy, Target, Home Depot, Kohl's, Wal-Mart,
Lowe's, or a national or regional grocer
Significant presence in top MSAs
Diversified Retail Portfolio (based on GLA)

15

Consolidated Retail Property Summary¹

Properties

259

Total Square Footage (000's)

34,649

Occupancy

2

90.4%

ABR of Leases as of 12/31/11

3

\$440,353

ABR per Square Foot

\$14.06

1

Consolidated retail portfolio as of December 31, 2011

2

Includes

leases

signed

but

not

commenced

as

of

December

31,

2011

for

approximately

843,000

square

feet

of

GLA representing \$9.9 million of annualized base rent as of lease commencement.

3

Annualized Base Rent (ABR) excludes \$1.4 million from consolidated development properties. Rental abatements for leases commenced as of 12/31/11, which are excluded, were \$0.1 million for our retail operating portfolio for the 12 months ending 12/31/12. ABR does not reflect scheduled lease expirations for the 12 months ending December 31, 2012. The portion of the ABR for our consolidated operating portfolio attributable to leases scheduled to expire during the 12 months ending December 31, 2012, including month-to-month leases, is approximately \$33.6 million

1

Based

on

information
derived
and
interpreted
by
the
Company
as
a
result
of
its
ownanalysis
from
data
provided
by
the
Nielsen
Company

Diversified Base of Value-Oriented Retail

Tenants

Top 20 retail tenants represent 36.9% of retail ABR

(1) Represents retail GLA; GLA numbers in 000s square feet

(2) Represents the percentage of our retail annualized base rentas of December 31, 2011

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Rank

Tenant

of Stores

GLA

(1)

ABR

% of Retail ABR

(2)

1

Best Buy Co., Inc.

27

1,047

\$14,147

3.3%

2

TJX Companies, Inc.

37

1,120

10,498

2.4%

3

Rite Aid Corporation

34

421

10,320

2.4%

4

Stop & Shop

10

479

10,007

2.3%

5

Ross Stores, Inc.

31

925

9,197

2.1%

6

The Home Depot, Inc.

9

1,097

9,137

2.1%

7

Bed Bath & Beyond, Inc.

26

714

9,110

2.1%

8

PetSmart, Inc.

30

643

8,675

2.0%

9

Kohl's Corporation

14

1,143

8,095

1.9%

10

The Sports Authority

16

682

7,793

1.8%

11

SUPERVALU INC.

9

505

7,188

1.7%

12

Pier 1 Imports Inc.

38

388

7,188

1.7%

13

Publix Super Markets, Inc.

16

635

6,724

1.6%

14

Edwards Theatres

2

219

6,558

1.5%

15

Dick's Sporting Goods, Inc.

12

558

6,381

1.5%

16

Michaels

24

551

6,093

1.4%

17

Office Depot, Inc.

22

458
6,050
1.4%
18
Wal-Mart Stores, Inc.
5
861
5,876
1.4%
19
Gap, Inc.
25
374
5,048
1.2%
20
Rave Cinemas
2
162
4,626
1.1%
Total
389
12,982
\$158,711
36.9%

Demonstrated Leasing and
Property Management Platform
Strong leasing volume

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3.2 Million SF of GLA was returned via big box
retailer bankruptcies during 2008/2009

Including active negotiations, we've addressed
82.5% of vacated space, totaling 2.7 million SF
2.3 million SF leased, primarily to existing
tenants such as Kohl's, TJX Companies, Best
Buy, hhGregg and Big Lots

0.3 million SF sold or in negotiations

Strong momentum expected to continue into 2012

Annualized base rent impact from leases signed
but not commenced totals \$9.9 million

Proactive management of tenant relationships has
resulted in tenant retention rates of approximately
78%, based on expiring GLA, since the beginning of
2009

Capital Structure Positioned for Growth

18

At the end of 2008, management took aggressive action to preserve cash as a result of the ongoing global financial crisis, including reducing the dividend and suspending the Company's stock repurchase program

The combination of these two

efforts
has
resulted
in
significant
additional
retained
cash
flow,
which

the Company has utilized to fund capital expenditures and to reduce leverage

Further progress on the deleveraging front is expected to come from the continued lease-up of the portfolio, the execution of the non-core disposition program, and proceeds from the anticipated concurrent equity offering

Manageable Near Term Debt Maturities

Note: Debt balances as of December 31, 2011; Percentages based on portion of total debt outstanding; Credit facility extended as of February 24, 2012 ; All dollar values rounded to thousands

Experienced Management Team with a Proven
Track Record

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Our senior management team has an average of over 22 years of real estate industry experience, through several real estate, credit and retail cycles

Executive Officers

Name

Title

Steven P. Grimes

President and Chief Executive Officer

Shane C. Garrison

Executive Vice President, Chief Operating Officer and Chief Investment Officer

Angela M. Aman

Executive Vice President, Chief Financial Officer and Treasurer

Niall J. Byrne

Executive Vice President, President of Property Management

Dennis K. Holland

Executive Vice President, General Counsel and Secretary

James W. Kleifges

Executive Vice President and Chief Accounting Officer

Appendix
Appendix

Forward Looking Statements

21

This

presentation

contains

forward-looking

statements

within

the

meaning

of

the

safe

harbor

from

civil

liability
provided
for
such
statements
by
the
Private
Securities
Litigation
Reform
Act
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Section
27A
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1933,
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York
Stock
Exchange,
expected
equity
offering,
expected
impact
of
the
reverse
stock
split
and
phased-in
liquidity
program,
capital
resources,
portfolio
size,
quality
and
performance,
ability
to
create
additional
shareholder
value,
dividend
policy
and
results
of
operations
contain
forward-looking
statements.
Forward-
looking
statements

involve
numerous
risks
and
uncertainties
and
you
should
not
rely
on
them
as
predictions
of
future
events.
Forward-looking
statements
depend
on
assumptions,
data
or
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which
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be
incorrect
or
imprecise
and
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able
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realize
them.
We
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guarantee
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and
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results
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general
economic,
business
and
financial
conditions,
and

changes
in
our
industry
and changes in the real estate markets in particular;
adverse economic and other developments in the Dallas-Fort Worth-Arlington area,
where we have a high concentration of properties;
general volatility of the capital and credit markets and the demand for and market
price of our common stock;
ability to broaden our investor base;
changes in our business strategy;
defaults on, early terminations of or non-renewal of leases by tenants;
bankruptcy or insolvency of a major tenant or a significant number of smaller
tenants;
increased interest rates and operating costs;
declining real estate valuations and impairment charges;
availability, terms and deployment of capital;
our failure to obtain necessary outside financing;
our expected leverage;
decreased rental rates or increased vacancy rates;
our failure to generate sufficient cash flows to service our outstanding
indebtedness;
difficulties
in
identifying
properties
to
acquire
and
completing
acquisitions;
risks of real estate acquisitions, dispositions and redevelopment, including the cost
of construction delays and cost overruns;
our failure to successfully operate acquired properties and operations;
our failure to successfully dispose of our non-core and non-strategic assets;
our projected operating results;
our ability to manage our growth effectively;
our failure to successfully redevelop properties;
estimates relating to our ability to make distributions to our shareholders in the
future;
impact
of
changes
in
governmental
regulations,
tax
law
and
rates

and
similar
matters;
our failure to qualify as a REIT;
future terrorist attacks in the U.S.;
environmental uncertainties and risks related to natural disasters;
lack or insufficient amounts of insurance;
financial market fluctuations;
availability of and our ability to attract and retain qualified personnel;
retention of our senior management team;
our understanding of our competition;
changes in real estate and zoning laws and increases in real property tax rates; and
our ability to comply with the laws, rules and regulations applicable to companies
and, in particular, public companies.

You should not place undue reliance on any forward-looking statements, which are based only on information currently available to us (and the parties making the forward-looking statements). We undertake no obligation to publicly release any revisions to such forward-looking statements that reflect events or circumstances after the date of this presentation, except as required by applicable law.

Non-GAAP Reconciliations

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Funds From Operations

For the Three Months Ended

(in thousands)

12/31/11

9/30/11

6/30/11

3/31/11

Net loss attributable to Company shareholders

\$(13,837)

\$ (5,023)

\$(13,724)

\$(40,025)

Add: Depreciation and amortization

61,797

63,549

64,389

65,447

Add: Provision for impairment of investment properties

8,288

1,379

1,523

32,747

Less: Gain on sales of investment properties

(7,566)

(13,626)

(3,104)

(6,119)

Less: Noncontrolling interests' share of depreciation related to consolidated joint ventures

(178)

(132)

(96)

(584)

Funds from operations

\$ 48,504

\$46,147

\$ 48,988

\$ 51,466

Due to certain unique operating characteristics of real estate companies, the National Association of Real Estate Investment Trusts has established a standard known as funds from operations, or FFO. FFO means net (loss) income computed in accordance with GAAP, excluding depreciation and amortization and impairment charges on investment properties, including adjustments for unconsolidated joint ventures. The following table shows the reconciliation of FFO to net loss attributable to Company shareholders for the periods presented: