

INLAND REAL ESTATE CORP
Form 10-Q/A
November 16, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q/A

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

For the quarterly period ended September 30, 2012

or

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

For the transition period from _____ to _____

Commission File Number 001-32185

(Exact name of registrant as specified in its charter)

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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)

Registrant's telephone number, including area code: **630-218-8000**

N/A

(Former name, former address and former fiscal
year, if changed since last report)

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 such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, 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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(do not check if a smaller reporting company)

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 November 15, 2012, there were 89,327,440 shares of common stock outstanding.

EXPLANATORY NOTE

We are filing this Amendment No. 1 (Amendment No. 1) to our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012, as filed with the Securities and Exchange Commission on November 8, 2012 (the Original Filing), for the purpose of adding the following to Exhibit 3.3 of the Original Filing: (i) a certificate of correction (the Certificate of Correction) to the Articles Supplementary designating the Company s 8.125% Series A Cumulative Redeemable Preferred Stock, \$0.01 par value per share (the Series A Preferred) filed with the State Department of Assessments and Taxation of Maryland (SDAT) on October 3, 2011 (the October 2011 Articles Supplementary) and (ii) additional Articles Supplementary filed with the SDAT on February 29, 2012 (the February 2012 Articles Supplementary) that designated additional shares of Series A Preferred stock. We are also including an updated specimen stock certificate as Exhibit 4.1. The October Articles Supplementary were filed with the Original Filing as Exhibit 3.3. The Certificate of Correction and the February 2012 Articles Supplementary were originally filed with the Commission with our Current Report on Form 8-K filed on March 2, 2012, as exhibits 3.1 and 3.2 thereto. An updated Item 6 disclosure and Exhibit Index are also included with this Amendment No. 1 to reflect the inclusion of the revised Exhibit 3.3 herewith. In connection with the filing of this Amendment No. 1, pursuant to Rules 12b-15 and 13a-14 under the Securities Exchange Act of 1934, as amended, we are including currently dated certifications with this Amendment No. 1.

Except as described above, no other changes have been made to the Original Filing. The Original Filing continues to speak as of the date it was filed, 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 II - Other Information

Item 6. Exhibits

The following exhibits are filed as part of this document or incorporated herein by reference:

Item No.	Description
3.1	Fourth Articles of Amendment and Restatement of the Registrant, as amended (*)
3.2	Amended and Restated Bylaws of the Registrant effective April 23, 2010 (2)
3.3	Articles Supplementary designating the Company s 8.125% Series A Cumulative Redeemable Preferred Stock, \$0.01 par value per share (**)
4.1	Specimen Stock Certificate (**)
4.2	Dividend Reinvestment Plan of the Registrant (3)
10.1	First Amendment to the Limited Partnership Agreement of INP Retail, L.P. made and entered into as of October 9, 2012 among the Company, Stichting Depository PGGM Private Real Estate Fund (Depository), a Dutch foundation acting in its capacity as depositary of and for the account and risk of PGGM Private Real Estate Fund, a Dutch fund for the joint account of the participants, and INP Retail Management Company, LLC. (4)
10.2	

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Second Amended and Restated Term Loan Agreement, dated as of August 21, 2012, among Inland Real Estate Corporation and KeyBank National Association, as Lender and Administrative Agent; Wells Fargo Bank, National Association and Bank of America, N.A., as Lenders and Co- Syndication Agents; KeyBanc Capital Markets, Wells Fargo Securities, LLC, and Merrill Lynch, Pierce, Fenner and Smith Incorporated, as Co-Lead Arrangers; RBS Citizens, National Association d/b/a Charter One, as a Lender and as Co-Documentation Agent; BMO Capital Markets, as Co- Documentation Agent; PNC Bank, National Association as a Lender and the other entities which may become parties as additional Lenders (5)

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- 10.3 Fifth Amended and Restated Credit Agreement, dated as of August 21, 2012, among Inland Real Estate Corporation and KeyBank National Association, as Lender and Administrative Agent; Wells Fargo Bank, National Association and Bank of America, N.A., as Lenders and Co- Syndication Agents; KeyBanc Capital Markets, Wells Fargo Securities, LLC, and Merrill Lynch, Pierce, Fenner and Smith Incorporated, as Co-Lead Arrangers; RBS Citizens, National Association d/b/a Charter One, as a Lender and as Co-Documentation Agent; BMO Capital Markets, as Co- Documentation Agent; PNC Bank, National Association as a Lender and the other entities which may become parties as additional Lenders (6)
- 10.4 Second Modification Agreement (the Agreement) effective as of November 15, 2011, by and between Wells Fargo Bank, National, Association, as Lender, and Inland Real Estate Corporation, as Borrower. (7)
- 31.1 Certification of Principal Executive Officer with the Original Filing pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (*)
- 31.2 Certification of Principal Financial Officer with the Original Filing pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (*)
- 31.3 Certification of Principal Executive Officer with this Amendment No. 1 pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (**)
- 31.4 Certification of Principal Financial Officer with this Amendment No. 1 pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (**)
- 32.1 Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (*)
- 32.2 Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (*)
- 101 The following financial information from our Quarterly Report on Form 10-Q for the three and nine months ended September 30, 2012, filed with the Securities and Exchange Commission on November 8, 2012, is formatted in Extensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations and Comprehensive Income, (iii) Consolidated Statements of Equity, (iv) Consolidated Statements of Cash Flows (v) Notes to Consolidated Financial Statements (tagged as blocks of text). (8)

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- (1) Incorporated by reference to Exhibit 3.1 to the Registrant s Annual Report on Form 10-K for the year ended December 31, 2011, as filed by the Registrant with the Securities and Exchange Commission on February 27, 2012 (file number 001-32185).
- (2) Incorporated by reference to Exhibit 3.2 to the Registrant s Current Report on Form 8-K dated April 23, 2010, as filed by the Registrant with the Securities and Exchange Commission on April 23, 2010 (file number 001-32185)
- (3) Incorporated by reference to the Registrant s Form S-3 Registration Statement, as filed by the Registrant with the Securities and Exchange Commission on July 15, 2009 (file number 333-160582).
- (4) Incorporated by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K, as filed by the Registrant with the Securities and Exchange Commission on October 15, 2012 (file number 001-32185).
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- (6) Incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K, as filed by the Registrant with the Securities and Exchange Commission on August 27, 2012 (file number 001-32185)
- (7) Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, as filed by the Registrant with the Securities and Exchange Commission on August 7, 2012 (file number 001-32185)
- (8) The XBRL related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall not be deemed filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, or otherwise subject to liability of that section and shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.
- (*) Filed as part of the Original Filing.
- (**) Filed as part of this Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012.

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, thereunto duly authorized.

INLAND REAL ESTATE CORPORATION

/s/ MARK E. ZALATORIS

By: Mark E. Zalatoris
President and Chief Executive Officer (principal
executive officer)

Date: November 16, 2012

/s/ BRETT A. BROWN

By: Brett A. Brown
Executive Vice President, Chief Financial Officer and
Treasurer (principal financial and
accounting officer)

Date: November 16, 2012

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