

Cogdell Spencer Inc.  
Form 8-K  
December 27, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 20, 2010**

**COGDELL SPENCER INC.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or other Jurisdiction of  
Incorporation)

**001-32649**

(Commission File Number)

**20-3126457**

(IRS Employer Identification No.)

**4401 Barclay Downs Drive, Suite 300**

**Charlotte, North Carolina**

(Address of Principal Executive Offices)

**28209**

(Zip Code)

Registrant's telephone number, including area code: **(704) 940-2900**

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

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))

**Item 1.02. Termination of a Material Definitive Agreement**

On December 20, 2010, using a portion of the net proceeds raised in the public offering of preferred stock (the Offering ) of Cogdell Spencer Inc. (the Company ), MEA Holdings, Inc., a subsidiary of the Company, repaid in full and terminated its existing senior secured term loan agreement (the Term Loan ) with KeyBank National Association ( KeyBank ), as administrative agent, and the other lending institutions which are parties thereto, which was scheduled to mature in March 2011. The Term Loan had an principal balance of \$50.0 million on December 20, 2010 at the time of repayment.

The interest rate under the Term Loan was LIBOR plus 4.5%, which at the time of repayment was, inclusive of an in-place variable to fixed interest rate swap agreement, 7.32%.

In addition, on December 20, 2010, in connection with the repayment and termination of the Term Loan, MEA Holdings, Inc., terminated the variable to fixed interest rate swap agreement with KeyBank referred to above, which was scheduled to mature in March 2011. The interest rate swap agreement was terminated for a fee of \$640,000.

**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 hereunto duly authorized.

**COGDELL SPENCER INC.**

December 27, 2010

/s/ Charles M. Handy

Charles M. Handy  
Chief Financial Officer