

DIVIDEND CAPITAL TRUST INC

Form 8-K/A

April 11, 2005

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

**AMENDMENT TO CURRENT REPORT**

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

Date of Report (Date of earliest event reported): **February 2, 2005**

**DIVIDEND CAPITAL TRUST INC.**

(Exact name of small business issuer as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**000-50724**  
(Commission File No.)

**82-0538520**  
(I.R.S. Employer Identification  
No.)

**518 17<sup>th</sup> Street, Suite 1700**  
**Denver, CO 80202**

(Address of principal executive offices)

**(303) 228-2200**

(Registrant's telephone number)

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 (see General Instruction A.2. below):

- 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 2.01 Acquisition or Disposition of Assets**

*Purchase of Technicolor II, Shelby 4, Shelby 5, Shelby 19, Eastpark I and Eastpark II Distribution Facilities*

On December 29, 2004, we filed a Form 8-K with regard to our entry into a purchase agreement dated December 23, 2004 (the Agreement) to acquire seven bulk distribution and warehouse facilities comprising approximately 3.6 million square feet located in Memphis, Tennessee.

On February 4, 2005, we filed a Form 8-K with regard to an acquisition pursuant to the Agreement of the Technicolor II distribution facility (Technicolor). We have since filed three amendments to the aforementioned Form 8-K with regard to additional acquisitions made pursuant to the Agreement including the Shelby 4, Shelby 5 and Shelby 19 distribution facilities, which are collectively referred to herein as Shelby (see our Form 8-K/A's that we filed on February 23, March 10, and March 22, 2005, for more details regarding these acquisitions).

Pursuant to the Agreement, on April 6, 2005, we acquired a fee interest in the Eastpark I and Eastpark II distribution facilities (collectively, Eastpark), located in Memphis, Tennessee. Eastpark I comprises 888,262 square feet and is currently 100% leased to two tenants. Eastpark II comprises 338,000 square feet and is 100% leased to a single tenant. The total estimated cost of Eastpark is approximately \$43.0 million (which includes an acquisition fee of \$432,200 that is payable to Dividend Capital Advisors LLC, our advisor), which was paid from net proceeds from our public offering.

Eastpark I was acquired from the following unaffiliated third parties: 5405 Hickory Hill, LLC, Van Valkenburgh-5405 Hickory Hill, LLC, Rieger-5405 Hickory Hill, LLC and Mitchell-5405 Hickory Hill, LLC. Eastpark II was acquired from the following unaffiliated third parties: 5300 Hickory Hill, LLC, Van Valkenburgh-5300 Hickory Hill, LLC, Rieger-5300 Hickory Hill, LLC and Panattoni Holdings Inc. The purchase price was determined through negotiations between the sellers and our advisor. The total cost of Eastpark may increase by additional costs which have not yet been finally determined. We expect any additional costs to be immaterial.

In our Form 8-K that we filed on February 4, 2005, with regard to the acquisition of Technicolor, we indicated that we would provide the requisite financial information relating to this acquisition, and subsequent related acquisitions, by an amendment to our Form 8-K within 75 days of the date of acquisition. Subsequent to that date, we determined that in relation to our audited consolidated balance sheet for the year ended December 31, 2004 (see our Annual Report Form 10-K filed on March 16, 2005), the combined net book value of Technicolor and Shelby, together with the net book value of Wickes Distribution Center (see our Form 8-K that we filed on January 7, 2005, and the amendments thereto for more details regarding this acquisition), did not constitute a significant amount of assets as such term is defined pursuant to Form 8-K. For that reason, in the aforementioned Form 8-K/A that we filed on March 22, 2005, we specified that the requisite financial information was not required until such time as the acquisition of additional facilities constituted a significant amount of assets.

As a result of the acquisition of Eastpark, we have determined that the acquisition pursuant to the Agreement of Technicolor Shelby and Eastpark now constitutes a significant amount of assets as defined. Therefore, we hereby undertake to file the requisite financial information within 75 days from the date of acquisition of Eastpark.

**Item 9.01 Financial Statements and Exhibits**

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In our Form 8-K that we filed on February 4, 2005, with regard to the acquisition pursuant to the Agreement of Technicolor, we indicated that we would provide the requisite financial information relating to this acquisition, and subsequent related acquisitions, by an amendment to our Form 8-K within 75 days of the date of acquisition. Subsequent to that date, we determined that in relation to our audited consolidated balance sheet for the

year ended December 31, 2004 (see our Annual Report Form 10-K filed on March 16, 2005), the combined net book value of Technicolor and Shelby, together with the net book value of Wickes Distribution Center (see our Form 8-K that we filed on January 7, 2005, and the amendments thereto for more details regarding this acquisition), did not constitute a significant amount of assets as such term is defined pursuant to Form 8-K. For that reason, in the aforementioned Form 8-K/A that we filed on March 22, 2005, we specified that the requisite financial information was not required until such time as the acquisition of additional facilities constituted a significant amount of assets.

As a result of the acquisition of Eastpark, we have determined that the acquisition pursuant to the Agreement of Technicolor Shelby and Eastpark now constitutes a significant amount of assets as defined. Therefore, we hereby undertake to file the requisite financial information within 75 days from the date of acquisition of Eastpark.

*SIGNATURES*



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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.

DIVIDEND CAPITAL TRUST INC.

April 11, 2005

By: */s/ Evan H. Zucker*  
Evan H. Zucker  
Chief Executive Officer