

American Assets Trust, Inc.  
Form 8-K  
June 01, 2011

**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):

June 1, 2011

**American Assets Trust, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-35030**  
(Commission  
File No.)

**27-3338708**  
(I.R.S. Employer  
Identification No.)

11455 El Camino Real, Suite 200

92130

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**San Diego, California 92130**  
(Address of principal executive offices)

(Zip Code)

**(858) 350-2600**

**Registrant's telephone number, including area code:**

**Not Applicable**

**(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 1.01 Entry into a Material Definitive Agreement.**

On June 1, 2011, American Assets Trust, Inc. (the Company), through a direct or indirect subsidiary of its operating partnership, American Assets Trust, L.P., entered into a five-year non-recourse mortgage loan with PNC Bank, National Association with an original principal amount of \$84,500,000. The loan is secured by a first-priority deed of trust on the Company's First & Main property (an approximately 360,000 square foot, 16-story LEED Platinum certified office building located at 100 SW Main Street, Portland, Oregon) and an assignment of all leases, rents and security deposits relating to the property. Proceeds of the loan will be used for general corporate purposes, including working capital and future acquisitions.

The loan has a maturity date of July 1, 2016, bears interest at a fixed rate per annum of 3.965% and is interest only. American Assets Trust, L.P. has provided a non-recourse carve-out guaranty and environmental indemnity. Commencing on July 1, 2012, the loan may be voluntarily prepaid in whole or in part, subject to satisfaction of customary yield maintenance requirements in effect for a prepayment prior to March 1, 2016, at which time the loan may be voluntarily prepaid without penalty or premium. The loan documents contain customary events of default, including defaults in the payment of principal or interest, defaults in compliance with the covenants contained in the documents evidencing the loan and bankruptcy or other insolvency events.

The foregoing description of the loan does not purport to be complete and is qualified in its entirety by reference to the full text of the (i) Deed of Trust and Security Agreement and (ii) Promissory Note, which are attached as Exhibit 10.1 and Exhibit 10.2, respectively, to this Current Report on Form 8-K and incorporated herein by reference.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth in Item 1.01 regarding the loan is incorporated by reference into this Item 2.03.

**Item 7.01 Regulation FD Disclosure.**

On June 1, 2011, the Company issued a press release regarding the closing of the loan. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Exhibit 99.1 is being furnished pursuant to Item 7.01 and shall not be deemed filed for any purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. Such information shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

The following exhibits are furnished with this Current Report on Form 8-K:

<b>Exhibit Number</b>	<b>Exhibit Description</b>
10.1	Deed of Trust and Security Agreement by and between AAT Oregon Office I, LLC, as Borrower, and PNC Bank, National Association, as Lender, dated June 1, 2011.
10.2	Promissory Note by AAT Oregon Office I, LLC, as maker, to PNC Bank, National Association, dated as of June 1, 2011.
99.1	Press release issued by American Assets Trust, Inc. dated June 1, 2011.

**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 hereunto duly authorized.

American Assets Trust, Inc.

By: /s/ Adam Wyll

Adam Wyll

Senior Vice President, General Counsel & Secretary

June 1, 2011

**EXHIBIT INDEX**

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