

CB RICHARD ELLIS GROUP INC
Form 10-Q
November 08, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2005

o 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 32205

CB RICHARD ELLIS GROUP, INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

94-3391143

(I.R.S. Employer Identification Number)

**100 N. Sepulveda Boulevard, Suite 1050
El Segundo, California**

(Address of principal executive offices)

90245

(Zip Code)

(310) 606-4700

(Registrant's telephone number, including area code)

(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 is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes No .

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No .

The number of shares of Class A common stock outstanding at October 31, 2005 was 73,219,447.

FORM 10-Q

September 30, 2005

TABLE OF CONTENTS

PART I - FINANCIAL INFORMATION

Item 1.	Financial Statements
	<u>Consolidated Balance Sheets at September 30, 2005 (Unaudited) and December 31, 2004</u>
	<u>Consolidated Statements of Operations for the three and nine months ended September 30, 2005 and 2004 (Unaudited)</u>
	<u>Consolidated Statements of Cash Flows for the nine months ended September 30, 2005 and 2004 (Unaudited)</u>
	<u>Notes to Consolidated Financial Statements (Unaudited)</u>
<u>Item 2.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>
<u>Item 4.</u>	<u>Controls and Procedures</u>

PART II - OTHER INFORMATION

<u>Item 1.</u>	<u>Legal Proceedings</u>
<u>Item 6.</u>	<u>Exhibits</u>
<u>Signatures</u>	

CB RICHARD ELLIS GROUP, INC.
CONSOLIDATED BALANCE SHEETS
(Dollars in thousands, except share data)

	September 30, 2005 (Unaudited)	December 31, 2004
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 284,571	\$ 256,896
Restricted cash	5,962	9,213
Receivables, less allowance for doubtful accounts of \$17,716 and \$14,811 at September 30, 2005 and December 31, 2004, respectively	355,882	394,062
Warehouse receivable	146,480	138,233
Prepaid expenses	32,904	26,586
Deferred tax assets, net	25,657	23,122
Property held for sale	37,188	
Other current assets	18,341	15,583
Total Current Assets	906,985	863,695
Property and equipment, net	133,439	137,703
Goodwill	841,449	821,508
Other intangible assets, net of accumulated amortization of \$99,946 and \$95,373 at September 30, 2005 and December 31, 2004, respectively	109,919	113,653
Deferred compensation assets	142,690	102,578
Investments in and advances to unconsolidated subsidiaries	98,255	83,501
Deferred tax assets, net	83,998	78,471
Other assets, net	63,966	70,527
Total Assets	\$ 2,380,701	\$ 2,271,636
LIABILITIES AND STOCKHOLDERS EQUITY		
Current Liabilities:		
Accounts payable and accrued expenses	\$ 193,009	\$ 185,877
Compensation and employee benefits payable	181,249	150,721
Accrued bonus and profit sharing	210,698	271,020
Income taxes payable	19,346	
Short-term borrowings:		
Warehouse line of credit	146,480	138,233
Debt related to property held for sale	29,216	
Other	16,983	21,736
Total short-term borrowings	192,679	159,969
Current maturities of long-term debt	11,911	11,954
Other current liabilities	17,807	29,547
Total Current Liabilities	826,699	809,088
Long-Term Debt:		
11¼% senior subordinated notes, net of unamortized discount of \$1,702 and \$2,337 at September 30, 2005 and December 31, 2004, respectively	162,967	205,032
Senior secured term loan	256,400	265,250
9¾% senior notes	130,000	130,000
Other long-term debt	2,673	602
Total Long-Term Debt	552,040	600,884
Deferred compensation liability	166,463	160,281
Pension liability	25,625	27,871
Other liabilities	100,400	107,639
Total Liabilities	1,671,227	1,705,763

Edgar Filing: CB RICHARD ELLIS GROUP INC - Form 10-Q

Commitments and contingencies			
Minority interest		6,568	5,925
Stockholders' Equity:			
Class A common stock; \$0.01 par value; 325,000,000 shares authorized; 73,144,131 and 71,031,429 shares issued and outstanding at September 30, 2005 and December 31, 2004, respectively		731	710
Additional paid-in capital		537,868	513,801
Notes receivable from sale of stock		(121)	(433)
Accumulated earnings		188,103	66,174
Accumulated other comprehensive loss		(23,675)	(20,304)
Total Stockholders' Equity		702,906	559,948
Total Liabilities and Stockholders' Equity	\$	2,380,701	\$ 2,271,636

The accompanying notes are an integral part of these consolidated financial statements.

CB RICHARD ELLIS GROUP, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(Dollars in thousands, except share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2005	2004	2005	2004
Revenue	\$ 744,198	\$ 574,999	\$ 1,954,627	\$ 1,566,907
Costs and expenses:				
Cost of services	380,943	300,711	987,680	797,544
Operating, administrative and other	255,706	213,226	720,657	643,016
Depreciation and amortization	11,665	12,340	32,853	40,001
Merger-related charges		4,040		25,574
Operating income	95,884	44,682	213,437	60,772
Equity income from unconsolidated subsidiaries	3,628	4,826	21,648	10,120
Interest income	413	1,262	5,916	4,099
Interest expense	13,840	15,509	40,812	53,934
Loss on extinguishment of debt	624	17,066	7,386	21,075
Income (loss) before provision for income taxes	85,461	18,195	192,803	(18)
Provision for income taxes	28,525	6,300	70,874	1,690
Net income (loss)	\$ 56,936	\$ 11,895	\$ 121,929	\$ (1,708)
Basic income (loss) per share	\$ 0.77	\$ 0.17	\$ 1.65	\$ (0.03)
Weighted average shares outstanding for basic income (loss) per share	74,177,337	71,446,359	73,834,169	66,006,231
Diluted income (loss) per share	\$ 0.74	\$ 0.16	\$ 1.59	\$ (0.03)
Weighted average shares outstanding for diluted income (loss) per share	76,777,271	75,184,418	76,444,808	66,006,231

The accompanying notes are an integral part of these consolidated financial statements.

CB RICHARD ELLIS GROUP, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(Dollars in thousands)

	Nine Months Ended September 30,	
	2005	2004
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	\$ 121,929	\$ (1,708)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	32,853	40,001
Amortization and write-off of deferred financing costs	4,703	10,094
Amortization and write-off of long-term debt discount	635	3,274
Deferred compensation deferrals	18,852	12,764
Write-off of impaired investments		2,990
Gain on sale of servicing rights and other assets	(3,534)	(5,789)
Equity income from unconsolidated subsidiaries	(21,648)	(10,120)
Distributions of earnings from unconsolidated subsidiaries	13,307	8,142
Provision for doubtful accounts	3,644	2,304
Deferred income taxes	3,289	(132)
Decrease in receivables	28,215	37,465
Increase in deferred compensation assets	(40,112)	(3,072)
(Increase) decrease in prepaid expenses and other assets	(11,192)	9,132
Increase (decrease) in accounts payable and accrued expenses	3,865	(22,185)
Decrease in compensation and employee benefits payable and accrued bonus and profit sharing	(25,125)	(41,843)
Increase (decrease) in income tax payable	26,925	(7,861)
(Decrease) increase in other liabilities	(24,725)	6,946
Tenant concessions received	2,428	10,632
Other operating activities, net	2,471	1,305
Net cash provided by operating activities	136,780	52,339
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(24,788)	(38,087)
Acquisition of businesses including net assets acquired, intangibles and goodwill, net of cash acquired	(29,137)	(16,784)
Investment in property held for sale	(65,774)	
Contributions to unconsolidated subsidiaries, net of capital distributions	(6,520)	(13,348)
Proceeds from the sale of servicing rights and other assets	3,023	5,607
Proceeds from sale of property held for sale	28,289	50,401
Decrease in restricted cash	3,152	5,040