

Cogdell Spencer Inc.  
Form 8-K  
January 07, 2008

**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 31, 2007**

**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  
Number)

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

N/A

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

On December 31, 2007, Cogdell Spencer Inc. (the Company), as guarantor, its operating partnership, Cogdell Spencer LP (the Operating Partnership), as borrower, and several subsidiaries of the Operating Partnership, as additional guarantors, entered into the second amendment to the Operating Partnership's unsecured revolving credit facility (the Second Amendment) with a syndicate of financial institutions (including Bank of America, N.A., Citicorp North America, Inc. and Branch Banking & Trust Company) (collectively, the Lenders), with Bank of America, N.A., as the administrative agent for the Lenders.

The original credit facility, dated November 1, 2005 (the Original Credit Facility) is available to fund working capital and other corporate purposes, finance acquisition and development activity, and refinance existing and future indebtedness.

The Second Amendment alters the covenant regarding maximum consolidated secured indebtedness to total asset value ratio to adjust the ratio of allowable secured debt to total assets. Prior to the Second Amendment, the Company and the Operating Partnership were required to maintain a ratio of not more than 0.40:1.0 from July 1, 2007 forward. Under the Second Amendment, the ratio was increased to 0.50:1.0 from October 1, 2007 through December 31, 2007, and was decreased to 0.40:1.0 from January 1, 2008 forward.

For more information regarding the Original Credit Facility, please see the Original Credit Facility, which was included as an exhibit to the Company's Current Report on Form 8-K filed on November 7, 2005. For more information regarding the first amendment to the Original Credit Facility, dated August 23, 2006 (the First Amendment), please see the Current Report on Form 8-K filed on August 29, 2006 and the First Amendment, which was included as an exhibit to the Company's Quarterly Report on Form 10-Q filed on November 14, 2006.

**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.

COGDELL SPENCER INC.

By: /s/ Charles M. Handy  
Name: Charles M. Handy  
Title: Chief Financial Officer and Secretary

Date: January 7, 2008