

Huntsman CORP
Form 8-A12B
February 09, 2005

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Huntsman Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State of incorporation or organization)

42-1648585

(IRS Employer Identification Number)

**500 Huntsman Way
Salt Lake City, UT 84108**

(Address of principal executive offices, including zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of Exchange on which each class is to be registered
Common Stock, \$0.01 par value per share	New York Stock Exchange
Mandatory Convertible Preferred Stock, \$0.01 par value per share	New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-120749

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered.

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A description of the common stock, par value \$.01 per share ("Common Stock"), of Huntsman Corporation, a Delaware corporation (the "Registrant"), is set forth under the caption "Description of Capital Stock" in the prospectus to be filed by the Registrant pursuant to Rule 424(b) under the Securities Act of 1933, as amended, relating to the Common Stock (the "Common Stock Prospectus"), which prospectus will constitute a part of the Registrant's Registration Statement on Form S-1 (Registration No. 333-120749), initially filed with the Securities and Exchange Commission on November 24, 2004 (as amended, the "Registration Statement").

A description of the mandatory convertible preferred stock, par value \$.01 per share ("Preferred Stock"), of the Registrant is set forth under the caption "Description of Mandatory Convertible Preferred Stock" in the prospectus to be filed by the Registrant pursuant to Rule 424(b) under the Securities Act of 1933, as amended, relating to the Preferred Stock (the "Preferred Stock Prospectus"), which prospectus will constitute a part of the Registration Statement.

Both the Common Stock Prospectus and the Preferred Stock Prospectus, in the form in which they are so filed, shall be deemed to be incorporated herein by reference.

Item 2. Exhibits

- 3.1 Amended and Restated Certificate of Incorporation of Huntsman Corporation (incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S-1 of Huntsman Corporation (File No. 333-120749))
- 3.2 Form of Certificate of Designations, Preferences and Rights of Mandatory Convertible Preferred Stock (incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-1 of Huntsman Corporation (File No. 333-120749))
- 3.3 Amended and Restated Bylaws of Huntsman Corporation (incorporated by reference to Exhibit 3.3 to the Registration Statement on Form S-1 of Huntsman Corporation (File No. 333-120749))
- 4.1 Form of common stock certificate (incorporated by reference to Exhibit 4.68 to the Registration Statement on Form S-1 of Huntsman Corporation (File No. 333-120749))
- 4.2 Form of mandatory convertible preferred stock certificate (incorporated by reference to Exhibit 4.69 to the Registration Statement on Form S-1 of Huntsman Corporation (File No. 333-120749))
- 10.1 Form of Pledge, Assignment, and Collateral Agency Agreement between Huntsman Corporation and Citibank, N.A. relating to the mandatory convertible preferred stock (incorporated by reference to Exhibit 10.18 to the Registration Statement on Form S-1 of Huntsman Corporation (File No. 333-120749))

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

HUNTSMAN CORPORATION

By: /s/ SAMUEL D. SCRUGGS

Name: Samuel D. Scruggs
Title: Executive Vice President, General
Counsel and Secretary

Dated: February 8, 2005

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[Item 2. Exhibits](#)

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f admission January 2006 Total number of securities in issue at the end of the 941,611,172 period Name of contact: Phil Higgins Address of contact: 15 Adam Street, London, WC2N 6LA Telephone number of contact: 0207 960 2228 SIGNED BY Paul Chambers, Company Secretary for and on behalf of Smith & Nephew plc If you knowingly or recklessly give false or misleading information you may be liable to prosecution. nbsp;

Tampa, FL 33602

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Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percent of Shares
Gary M. Ralston(19) 793,409(14) 1.6% 450 South Orange Avenue, Suite 900 Orlando, FL 32801		
James M. Seneff, Jr.(1) 2,382,913(15) 4.8% 450 South Orange Avenue, Suite 900 Orlando, FL 32801		
Dennis E. Tracy(4) 155,833(16) *(6) 450 South Orange Avenue, Suite 900 Orlando, FL 32801		
Julian E. Whitehurst(2) 40,049(17) *(6) 450 South Orange Avenue, Suite 900 Orlando, FL 32801		
All directors and executive officers as a group (12 persons) 4,590,818(2) (3)(5)(8)(9) (10)(11)(12) (13)(14)(15) (16)(17) 9.2%		

- (1) A director of the Company.
- (2) An executive officer of the Company.
- (3) Includes 3,976 shares held by Mr. Bourne as custodian for his minor children, 2,500 shares subject to currently exercisable options and 500 restricted shares for which Mr. Bourne holds sole voting power.
- (4) An executive officer of Services.
- (5) Includes 28,926 restricted shares for which Mr. Cobb holds sole voting power.
- (6) Less than 1 percent.
- (7) An executive officer and director of the Company.

- (8) Includes 148,000 shares subject to currently exercisable options and 49,602 restricted shares for which Mr. Habicht holds sole voting power.
- (9) Includes 19,997 shares subject to currently exercisable options, 3,650 shares held by Mr. Hinkle's spouse, 50,000 shares held by Flagler Holdings, Inc., in which Mr. Hinkle has a 27 percent interest and holds sole voting and investment power over Company shares, and 500 restricted shares for which Mr. Hinkle holds sole voting power.
- (10) Includes 5,000 shares subject to currently exercisable options and 500 restricted shares for which Mr. Jennings holds sole voting power.
- (11) Includes 10,000 shares held by Mr. Lanier's spouse, 19,997 shares subject to currently exercisable options, 5,000 shares held in a trust in which Mr. Lanier is the sole Trustee and for which Mr. Lanier disclaims any beneficial ownership and 500 restricted shares for which Mr. Lanier holds shared voting power.
- (12) Includes 832 shares subject to currently exercisable options, 2,500 shares held in trust in which Mr. Legler is the sole Trustee and for which Mr. Legler disclaims any beneficial ownership and 500 restricted shares for which Mr. Legler holds sole voting power.
- (13) Includes 832 shares subject to currently exercisable options, 3,625 shares held in trust in which Mr. Martinez is the sole Trustee and for which Mr. Martinez disclaims any beneficial ownership and 500 restricted shares for which Mr. Martinez holds sole voting power.
- (14) Includes 238,000 shares subject to currently exercisable options.
- (15) Includes 1,616,600 shares owned by CNL Financial Group, Inc. and CFG Investments, which are wholly-owned subsidiaries of CNL Holdings, Inc., in which Mr. Seneff and his spouse own 100% of the outstanding stock, 46,000 shares subject to currently exercisable options and 33,988 restricted shares for

which Mr. Seneff holds sole voting power. In addition, 6,100 of these shares are held by a trust, of which Mr. Seneff serves as trustee and for which Mr. Seneff disclaims beneficial ownership.

- (16) Includes 35,500 shares subject to currently exercisable options and 28,794 restricted shares for which Mr. Tracy holds sole voting power.
- (17) Includes 33,426 restricted shares for which Mr. Whitehurst has sole voting power.
- (18) Includes 80,000 restricted shares for which Mr. Macnab has sole voting power.
- (19) Resigned as an executive officer and director of the Company on May 1, 2004.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's officers and directors, and persons who own more than ten percent of a registered class of the Company's equity securities, to file reports of ownership and changes in ownership on Forms 3, 4 and 5 with the SEC and the New York Stock Exchange. Officers, directors and greater than ten percent stockholders are required by SEC regulation to furnish the Company with copies of all Forms 3, 4 and 5 they file.

Based solely on the Company's review of the copies of such forms it has received, written representations from certain reporting persons that they were not required to file Forms 5 for the last fiscal year and other information known to the Company, the Company believes that all its officers, directors and greater than ten percent beneficial owners complied with all filing requirements applicable to them with respect to transactions filed during fiscal year 2003, except for Dennis E. Tracy, who was late filing one Form 4 resulting in three transactions in which Mr. Tracy disposed of a total of 7,200 shares of common stock not being reported on a timely basis.

CERTAIN TRANSACTIONS

In May 2002, the Company purchased a combined 25% partnership interest for \$750,000 in CNL Plaza, Ltd. and CNL Plaza Venture, Ltd. (collectively, Plaza). Affiliates of James M. Seneff, Jr., an officer and director of the Company, and Robert A. Bourne, a member of the Company's Board of Directors, own the remaining partnership interests. The Company has severally guaranteed 41.67% of a \$15,500,000 unsecured promissory note on behalf of Plaza. The maximum obligation to the Company is \$6,458,300 plus interest. Interest accrues at a rate of LIBOR plus 200 basis points per annum on the unpaid principal amount. This guarantee will continue through the loan maturity in November 2004. For the year ended December 31, 2003, the Company received \$372,000 in distributions and recognized a loss of \$224,000 from Plaza.

The Company leases its office space from Plaza, an affiliate of Messrs. Seneff and Bourne. The Company's lease expires in October 2014. During the year ended December 31, 2003, the Company and Services incurred rental expenses in connection with the lease of \$1,083,000. The Company subleases a portion of its office space to CCF, CNL APF Partners, LP, CNL Restaurant Capital, LP, entities in which Mr. Seneff is a director, executive officer and minority shareholder. During the year ended December 31, 2003, the Company earned \$338,000 in rental income and accrued rental income related to these subleases.

During the year ended December 31, 2003, CNL Shared Services, Inc. and CNL Financial Group, Inc., affiliates of Mr. Seneff, provided certain administrative, tax and technology services to the Company and Services. In connection therewith, the Company and Services paid \$1,363,000 in fees relating to these services. Mr. Seneff is the Chairman of the Board, Chief Executive Officer, a director, and principal stockholder of CNL Financial Group, Inc., which wholly owns CNL Shared Services, Inc.

The Company's existing Amended and Restated Secured Revolving Line of Credit and Security Agreement (the Security Agreement) with Services was modified by the Company to decrease the borrowing capacity from \$85,000,000 to \$35,000,000. The credit facility is secured by a first mortgage on Services' properties and bears interest at prime rate plus 0.25% per annum. The outstanding principal balance of the mortgage at December 31, 2003 was \$12,588,000, and bore interest at a rate of 4.25% per annum. The largest amount of aggregate indebtedness outstanding under the credit facility during 2003 was \$23,500,000.

Messrs. Seneff, Ralston and Habicht collectively own 100% of the voting common stock of Services, which represents a 1.3% equity interest. In January 2003, the Company terminated an \$11,000,000 secured revolving line of credit and security agreement with RE-Stores, Inc.

The Company has three secured revolving lines of credit and security agreements with wholly-owned subsidiaries of Services (the "Subsidiary Agreements"). The Company has a line of credit and security agreement with CNLRS Exchange I, Inc. and CNLRS Funding, Inc. in the amount of \$25,000,000 and \$45,000,000, respectively. In May 2003, the Company modified an existing secured revolving line of credit and security agreement with CNLRS Equity Ventures, Inc., one of the wholly-owned subsidiaries of Services, to increase the borrowing capacity from \$15,000,000 to \$45,000,000. The Subsidiary Agreements provide for an aggregate borrowing capacity of \$115,000,000 and bear interest at prime rate plus 0.25% per annum. The aggregate outstanding principal balance of the Subsidiary Agreements at December 31, 2003 was \$42,646,000, and bore interest at a rate of 4.25% per annum. The largest amount of aggregate indebtedness outstanding under the Subsidiary Agreements during 2003 was \$83,900,000. The Security Agreement and the Subsidiary Agreements provide an aggregate borrowing capacity of \$150,000,000 to Services and its wholly-owned subsidiaries and each agreement has an expiration date of May 9, 2006.

In connection with the mortgages and other receivables from Services and its wholly-owned subsidiaries, the Company received \$2,958,000 in interest and fees during the year ended December 31, 2003. In addition, Services paid the Company \$1,583,000 for accounting, executive, technology and office space costs incurred on behalf of the Company during the year ended December 31, 2003.

In September 2000, a wholly-owned subsidiary of Services entered into a \$6,000,000 promissory note with an affiliate in which James M. Seneff, Jr., Gary M. Ralston and Kevin B. Habicht, each of which are officers and directors of the Company, own a majority equity interest. The note was secured by the affiliate's common stock in CNL Commercial Finance, Inc. ("CCF"), a wholly-owned subsidiary of the affiliate. In July 2003, the promissory note was paid in full. In addition, the wholly-owned subsidiary of Services has an option with the affiliate to purchase up to 80 percent of all the common shares of CCF equal to the purchase price paid by the affiliate for such common stock. The option expires on December 31, 2010.

In September 2000, CNLRS Funding, Inc., a wholly-owned subsidiary of Services, entered into a \$15,000,000 line of credit agreement with CCF. Interest, which is at a rate of 500 basis points above LIBOR, is payable monthly and the principal balance is due in full upon termination of the line of credit on March 31, 2004. In December 2003, the line of credit was amended to increase the borrowing capacity to \$35,000,000. As of December 31, 2003, \$16,600,000 was outstanding and \$18,400,000 was available for future borrowings on the line of credit. The largest amount of aggregate indebtedness outstanding under the line of credit during 2003 was \$29,100,000. The line of credit is collateralized by substantially all of the assets of CCF.

In 2002, the Company extended the maturity dates to dates between June and December 2007 on four mortgages with an original aggregate principal balance totaling \$8,514,000 that are held with Colonial Investors, Ltd., Hillcrest Plaza Investors, Ltd. and Indian Woods Associates, Ltd., entities in which James M. Seneff, Jr., an officer and director of the Company, and Robert A. Bourne, a member of the Company's Board of Directors, are the general partners and hold 2.5%, 9.0% and 0.5%, respectively, of the outstanding interests. The mortgages bear interest at a weighted average of 8.95%, with interest payable monthly or quarterly. As of December 31, 2003, the aggregate principal balance of the four mortgages was \$2,935,000. The largest amount of aggregate indebtedness outstanding under the mortgages during 2003 was \$3,358,000. In connection therewith, the Company recorded \$281,000 as interest from unconsolidated affiliates and other mortgage receivables during the years ended December 31, 2003.

The Company has entered into five limited liability company (LLC) agreements with CCF: CNL Commercial Mortgage Holdings I, LLC (CCMH I) in June 2001; CNL Commercial Mortgage Holdings II, LLC (CCMH II) in December 2001; CNL Commercial Mortgage Holdings III, LLC (CCMH III) in June 2002; CNL Commercial Mortgage Holdings IV, LLC (CCMH IV) in December 2002; and CNL Commercial Mortgage Holdings V, LLC (CCMH V) in July 2003. Each of the LLCs holds an interest in mortgage loans and is 100 percent equity financed with no third party debt. The Company holds a non-voting and non-controlling interest in CCMH I, CCMH II, CCMH III, CCMH IV

and CCMH V of 42.7, 44.0, 36.7, 38.3, and 38.4 percent, respectively, in these investments and accounts for its interests under the equity method of accounting. During the year ended December 31, 2003, the Company received \$4,211,000 in distributions. In 2003, in connection with a loan to CCF from an affiliate of James M. Seneff, Jr., an officer and director of the Company, the Company pledged a portion of its interest in two of the LLCs as partial collateral for the loan.

The Company had guaranteed bank loans to James M. Seneff, Jr., Gary M. Ralston and Dennis Tracy, each of which are officers and directors of the Company or its affiliates, totaling \$3,746,000. Each of the loans is full recourse to the respective officer and is collateralized by the common shares of the Company that were purchased with the proceeds from the loan. In July 2003, the Company was released as a guarantor on each of the bank loans.

INDEPENDENT AUDITORS

Upon recommendation of and approval by the Audit Committee, KPMG LLP has been selected to act as independent certified public accountants for the Company during the current fiscal year.

A representative of KPMG LLP will be present at the annual meeting and will be provided with the opportunity to make a statement if desired. Such representative will also be available to respond to appropriate questions.

OTHER MATTERS

The Board of Directors does not know of any matters to be presented at the annual meeting other than those stated above. If any other business should come before the annual meeting, the person(s) named in the enclosed Proxy will vote thereon as he or they determine to be in the best interests of the Company.

PROPOSALS FOR NEXT ANNUAL MEETING

Any stockholder proposal to be considered for inclusion in the Company's proxy statement and form of proxy for the annual meeting of stockholders to be held in 2005 must be received at the Company's office at 450 South Orange Avenue, Suite 900, Orlando, Florida 32801, no later than February 10, 2005.

Stockholders desiring to make nominations for directors and/or to bring a proper subject before a meeting should do so by notice delivered to the Secretary of the Company. The proxy for the 2005 annual meeting will grant discretionary authority to vote with regard to nominations and proposals unless (a) notice is received by April 26, 2005 and (b) the conditions set forth in Rule 14a-4(c)(2)(i)-(iii) under the Securities Exchange Act of 1934, as amended, are met. The Company requests that such stockholder notice set forth (a) as to each nominee for director, all information relating to such nominee that is required to be disclosed in solicitations of proxies for election of directors under the proxy rules of the SEC; (b) as to any other business, a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest in such business of such stockholder; and (c) as to the stockholder, (i) the name and address of such stockholder, (ii) the class or series and number of shares of stock of the Company which are owned beneficially and of record by such stockholder, and (iii) the date(s) upon which the stockholder acquired ownership of such shares.

ANNUAL REPORT

A copy of the 2003 Annual Report of the Company on Form 10-K, which contains all of the financial information (including the Company's audited financial statements and financial statement schedules) and certain general information regarding the Company, may be obtained without charge by writing to Julian E. Whitehurst, Secretary, Commercial Net Lease Realty, Inc., 450 South Orange Avenue, Suite 900, Orlando, Florida 32801.

By Order of the Board of Directors,

/s/ JULIAN E. WHITEHURST

Julian E. Whitehurst
*Executive Vice President,
General Counsel and Secretary*

June 9, 2004
Orlando, Florida

COMMERCIAL NET LEASE REALTY, INC.

AUDIT COMMITTEE CHARTER

Purpose:

The primary purpose of the Audit Committee (the *Committee*) is to assist the Board of Directors (the *Board*) of Commercial Net Lease Realty, Inc. (the *Company*) in fulfilling its oversight responsibilities relating to: (a) the integrity of the financial reports and other financial information provided by the Company to the public; (b) the Company's compliance with legal and regulatory requirements, (c) the systems of internal controls; (d) the performance of the Company's internal audit function and the internal auditors; (e) the independence, qualifications and performance of the Company's independent auditor; (f) the Company's accounting and financial reporting processes generally; and (g) such other responsibilities as may be delegated to the Committee by the Board from time to time. The Committee is responsible for appointment, compensation and oversight of the Company's independent auditors who shall report directly to the Committee and are ultimately accountable to the Board and the Committee.

Composition:

The Committee shall be comprised of three (3) or more members who are independent, as such term is defined or construed from time to time in the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder (the *Exchange Act*), the New York Stock Exchange's Listed Company Manual (the *NYSE Manual*) and other laws and regulations applicable to the Company and the Committee. In addition, all members of the Committee must possess the requisite financial knowledge and accounting or related financial management experience to fulfill their duties, and the Committee shall endeavor to include in its membership at least one (1) member that qualifies as an audit committee financial expert as that term is defined or construed from time to time in the Exchange Act, the NYSE Manual and other laws and regulations applicable to the Company and the Committee. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or an outside consultant.

Prior to approving a director's appointment to the Committee, the Board shall have determined, upon the advice of the Governance and Nominating Committee of the Company (*Governance Committee*): (a) that such director satisfies the foregoing independence requirements as well as any additional independence requirements established from time to time by the Governance Committee in the Company's Corporate Governance Guidelines (the *Guidelines*); (b) in the exercise of its business judgment, that such director has the requisite financial and accounting knowledge to serve on the Committee; and (c) whether such director qualifies as an audit committee financial expert.

No member of the Committee shall simultaneously serve on the audit committee of more than two (2) public companies (excluding service on the Audit Committee of the Company) unless the Board has made a determination that such simultaneous service would not impair the ability of such member to effectively serve on the Committee.

The Governance Committee shall recommend to the full Board for its approval: (a) which directors should serve on the Committee; (b) who shall serve as chairman of the Committee; (c) whether additional directors should be appointed to the Committee; and (d) whether any directors should be removed from the Committee. If a chairman is not elected by the Board, the members of the Committee may designate a chairman by majority vote of the full Committee.

Compensation:

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The Committee members shall be entitled to compensation for being members of the Committee as such fees are established from time to time by the Board in accordance with the Guidelines. Each member of the Committee shall be entitled to be reimbursed for reasonable out-of-pocket expenses incurred by such member

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in attending meetings of the Committee and in performing duties as a member of the Committee. No member of the Committee shall receive from the Company any compensation other than fees for serving as a director and a member of the Committee or any other committee of the Board.

Meetings:

The Committee shall meet at least quarterly, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee should meet at least annually with management and the independent accountants in separate sessions to discuss any matters that the Committee or either of these groups believe should be discussed privately.

Meetings of the Committee shall be called by the Chairman of the Committee, the Chief Executive Officer of the Company or majority of the members of the Committee. Except for any regular meeting of the Committee, notice of any meeting of the Committee shall be given in the manner provided for in the By-laws of the Company for meetings of the Board and its committees.

The provisions set forth in the Company's By-laws for meetings of the Board and its committees shall govern the quorum and voting requirements for all meetings of the Committee.

The Committee shall be required to keep a record of its actions and proceedings and shall report to the Board at the next meeting of the Board following the Committee meeting with such report to include recommendations for Board actions when appropriate.

As necessary or desirable, the Chairman of the Committee may request that members of management, independent consultants, and representatives of the independent auditors be present at meetings of the Committee. In addition, all Board members are encouraged to attend meetings of the Committee.

Duties, Powers and Responsibilities:

The Committee's specific duties, powers and responsibilities in carrying out its oversight role are delineated in the Audit Committee Powers and Responsibilities Checklist. The checklist will be updated periodically, and at least annually, to reflect changes in regulatory requirements, authoritative guidance, and evolving oversight practices. As the compendium of Committee powers and responsibilities, the most recently updated checklist will be considered to be an addendum to this charter.

Disclosure of Charter:

This charter, including the most recently updated Audit Committee Powers and Responsibilities Checklist, will be made available on the Company's website at www.cnlreit.com.

Initially adopted: November 10, 2003

Last revised: November 10, 2003

COMMERCIAL NET LEASE REALTY, INC.

AUDIT COMMITTEE POWERS AND RESPONSIBILITIES CHECKLIST

	WHEN PERFORMED				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	A/N*
A. Independent Auditors					
1. In the sole discretion of the Committee, retain or terminate the Company's independent auditor and pre-approve all fees and terms of the audit engagement				X	
2. Approve in advance all tax and non-audit services which may legally be provided to the Company by its independent auditor, including the fees and terms for such services in accordance with Section 10A(i) of the Securities Exchange Act of 1934 (the Exchange Act) and the rules and regulations promulgated by the Securities and Exchange Commission (the SEC) thereunder The chairman of the Committee shall have the right to pre-approve all such tax and non-audit services on behalf of the Committee and shall promptly advise the remaining members of the Committee of such approval at the next regularly scheduled meeting	X	X	X	X	X
3. Meet with the independent auditor to review the scope of the annual audit and the audit procedures to be utilized				X	
4.					

At the conclusion of the audit, review such audit, including any comments or recommendations of the independent auditor. The review will cover any audit problems or difficulties encountered by the independent auditors and management's response to those items. Items to be reviewed would include: any restrictions on the scope of the independent auditor's activities or on access to requested information; any significant disagreements between the independent auditor and management; any accounting adjustments that were noted or proposed by the independent auditor, but were passed (as immaterial or otherwise); any management or internal control letter issued, or proposed to be issued, by the independent auditor to the Company, and management's responses to such letters; and relevant current accounting rules and developments. X

		WHEN PERFORMED Meetings				
		First Quarter	Second Quarter	Third Quarter	Fourth Quarter	A/N*
5.	Review with the independent auditor and the Company's financial management the adequacy and effectiveness of the Company's internal control over financial reporting, and management's report, if any, on any significant deficiencies and material weaknesses in internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial data and report on any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting	X	X	X	X	X
6.	Review the independent auditor's ability to attest to and report on management's assertion on its assessment of the effectiveness of the Company's internal control over financial reporting in its Annual Report on Form 10-K [Under proposed rules of the SEC, the requirement that the Company include a report on internal control over financial reporting in its Annual Report on Form 10-K will not be effective until the Annual Report on Form 10-K for the Company's fiscal year 2004.]	X				
7.	Obtain and review, at least annually, a report by the independent auditor describing the auditor's internal quality-control procedures, and any material issues raised by the most recent internal quality-control review or peer review of the auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditor and any steps taken to deal with any such issues				X	
8.	Review with the Company's financial management and the independent auditor at least annually the Company's critical accounting policies and practices and significant accounting judgments and estimates to be used				X	X
9.	Confirm quarterly that the Company's independent auditor has no conflict of interest with the Company under Section 10A(1) of the Exchange Act and the rules and regulations of the SEC promulgated thereunder	X	X	X	X	
10.	Review the annual written statement from the independent auditor delineating all relationships between the independent auditor and the Company, and discussing any relationships which may impact the continued objectivity and independence of the independent auditors				X	

		WHEN PERFORMED Meetings				
		First Quarter	Second Quarter	Third Quarter	Fourth Quarter	A/N*
11.	Evaluating the independent auditor and the lead audit partner on an annual basis, taking into account the opinions of the Company's management and internal auditors or others performing similar functions	X				
12.	Consider whether, in order to assure continuing auditor independence, there should be regular rotation of the lead audit partner or the independent auditor	X				
13.	Report the Committee's conclusions to the full Board with respect to the independent auditor's qualifications, performance and independence	X			X	X

B. Annual and Quarterly Financial Results and Statements and Public Announcements of Financial Information

1.
 Review the annual and quarterly financial results and statements, including the disclosure in Management's Discussion and Analysis of Financial Condition and Results of Operations with management and the independent auditors prior to any filing with the SEC. The review will include the following items:
 any material accounting issues identified by management or the independent auditor and their impact on the financial statements any audit problems or difficulties encountered by the independent auditor and management's response to those items the independent auditor's evaluation of the quality of the disclosure and the content of the financial statements any changes in accounting principles and significant

judgments and
estimates the
effect of any regulatory and
accounting
initiatives any
related party
transactions any
pending litigation and other
contingent
liabilities all
off-balance sheet arrangements
that either have, or are
reasonably likely to have a
current or future effect on
financial condition, results of
operations, liquidity, capital
expenditures, capital resources
or significant components of
revenue or
expenses

		WHEN PERFORMED				
		Meetings				
		First	Second	Third	Fourth	A/N*
		Quarter	Quarter	Quarter	Quarter	
	<p>the report of the independent auditor required by Section 10A(k) of the Exchange Act and the rules and regulations of the SEC promulgated thereunder, including the critical accounting policies and practices used, all alternative methods of financial accounting within GAAP that have been discussed with management, the treatment preferred by the independent auditor, and other material written communications with management</p> <p>other matters required to be communicated by the independent auditor to the Committee under generally accepted auditing standards</p>	X	X	X	X	
2.	<p>Review, prior to announcement or distribution to analysts or rating agencies, Company earnings releases and earnings guidance for the purpose of ensuring that such press releases and guidance properly disclose financial information presented in accordance with GAAP and, to the extent pro forma information or non-GAAP financial measures are included, adequately disclose how such pro forma information or non-GAAP financial measure differs from the comparable GAAP information and that such pro forma information or non-GAAP financial measure is not given undue prominence, and to ensure that such press releases and guidance do not otherwise provide misleading presentations of the Company's results of operations or financial condition</p>	X	X	X	X	

C. Other Reports and Certifications

1. Report to the entire Board, annually, or more often as deemed necessary, on the activities and findings of the Committee, including its recommendation on inclusion of the Company's audited financial statements into the Company's Annual Report on Form 10-K X X

2. Prepare the annual report of the Committee's oversight responsibilities for inclusion in

the Company's annual proxy
statement

3.

Review the Company's proxy
statement disclosure concerning
the independence of the
members and the charter of the
Committee

4.

Review and approve the
Company's certification to the
New York Stock Exchange (the
NYSE) concerning the meetings,
membership requirements and
charter of the
Committee

A-6

		WHEN PERFORMED				
		Meetings				
		First	Second	Third	Fourth	A/N*
		Quarter	Quarter	Quarter	Quarter	
5.	Review the annual certification of the Company's chief executive officer (the CEO) to the NYSE that he is not aware of any violation of the NYSE's listing standards, which certification is to be included in the Company's Annual Report delivered to shareholders					X
6.	Include a copy of the Committee charter and most recent checklist as an appendix to the proxy statement at least once every three years					X

D. Internal Audit Function

1.	Oversee the internal audit function	X				
2.	Review annually the internal audit plan	X				
3.	Review the results of the work performed, the adequacy and effectiveness of the controls tested, and any recommendations or problems encountered and management's response to those items	X				
4.	Report the Committee's conclusions to the full Board with respect to the performance of the internal audit function	X				

E. Other Powers and Responsibilities

1.	Review with management, the independent auditor and the internal auditors significant risks or exposures, discussing guidelines and policies to govern this process and assessing steps management					
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has taken to minimize such risks to
the Company X X

2.

Review the Company's REIT tax
compliance X X X X

3.

Review and/or reassess the
Committee charter and checklist
periodically, at least annually, and
amend the charter and checklist as
conditions dictate X X

4.

Obtain advice and assistance
from outside legal, accounting or
other advisors, as appropriate. The
Committee has full power and
authority to retain, at the
Company's expense, such outside
legal, accounting and other
advisors as the Committee deems
necessary or
appropriate X

5.

Meet separately, periodically,
with each of management, with
those responsible for internal audit
function and with the independent
auditors, to identify issues
warranting Committee
attention X

		WHEN PERFORMED				
		Meetings				
		First Quarter	Second Quarter	Third Quarter	Fourth Quarter	A/N*
6.	Establish, and review on a periodic basis, procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting and auditing matters and investigate any matter relating thereto, with full access to all of the Company's books, records, facilities and personnel					X
7.	Meet quarterly with the Company's chief financial officer (the CFO) to ascertain the ability of the CFO and the CEO to sign the certifications required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002, including the reports of the effectiveness of disclosure controls and procedures and any changes in internal control over financial reporting	X	X	X	X	
8.	Review and approve, in advance, the hiring of any employee or former employee of the independent auditor					X
9.	Conduct an evaluation of the Committee's performance on an annual basis	X				