

COMMERCIAL NET LEASE REALTY INC

Form 8-K

February 15, 2006

**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): February 9, 2006**  
**COMMERCIAL NET LEASE REALTY, INC.**  
*(exact name of registrant as specified in its charter)*

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

001-11290  
*(Commission File Number)*

56-1431377  
*(I.R.S. Employment  
Identification No.)*

450 South Orange Avenue, Suite 900, Orlando, Florida 32801  
*(Address of principal executive offices, including zip code)*  
(407) 265-7348

*(Registrant's telephone number, including area code)*

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))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On February 9, 2006, Commercial Net Lease Realty, Inc. (the Company ) and its wholly owned subsidiary, CNLR DC Acquisitions I, LLC, entered into an agreement with Brookfield Financial Properties, L.P., an affiliate of Brookfield Properties Corporation, to sell the Company s office property located in the Pentagon City submarket of the Washington, D.C., metropolitan area for \$235,430,000, which includes the assumption of a \$95,000,000 loan secured by the property.

The property is leased to the United States of America and serves as the headquarters of the Transportation Security Administration under a lease that expires in 2014.

The Company expects to complete the transaction by April 2006, subject to the consent of the secured lender and customary closing conditions.

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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.

**Commercial Net Lease Realty, Inc.**

Date: February 15, 2006

By: /s/ Kevin B. Habicht  
Kevin B. Habicht  
Executive Vice President and  
Chief Financial Officer