

Cole Credit Property Trust II Inc
Form 424B3
October 09, 2008
COLE CREDIT PROPERTY TRUST II, INC.

SUPPLEMENT NO. 7 DATED OCTOBER 8, 2008

TO THE PROSPECTUS DATED APRIL 30, 2008

This document supplements, and should be read in conjunction with, the prospectus of Cole Credit Property Trust II, Inc. dated April 30, 2008, Supplement No. 3 dated July 29, 2008, Supplement No. 4 dated August 18, 2008, Supplement No. 5 dated September 4, 2008 and Supplement No. 6 dated October 1, 2008. Supplement No. 3 superseded and replaced all previous supplements to the prospectus. Unless otherwise defined in this supplement, capitalized terms used in this supplement shall have the same meanings as set forth in the prospectus.

The purpose of this supplement is to describe the following:

- (1) the status of the offering of shares in Cole Credit Property Trust II, Inc.;
- (2) clarification and addition of risk factors;
- (3) recent real property investments; and
- (4) potential real property investments.

Status of Our Public Offerings

As of October 3, 2008, we had approximately 26.4 million shares available for sale (excluding shares offered pursuant to our distribution reinvestment plan) in our follow-on offering, or approximately \$263.6 million. Based on the shares currently available, we anticipate the offering will close to new investments on or about November 30, 2008.

If all of the shares we are offering pursuant to the follow-on offering have not been sold by May 11, 2009, we may extend the offering as permitted under applicable law. In addition, at the discretion of our board of directors, we may elect to extend the termination date of our offering of shares reserved for issuance pursuant to our distribution reinvestment plan until we have sold all shares allocated to such plan through the reinvestment of distributions, in which case participants in the plan will be notified. The follow-on offering must be registered in every state in which we offer or sell shares. Generally, such registrations are for a period of one year. Thus, we may have to stop selling shares in any state in which our registration is not renewed or otherwise extended annually. We reserve the right to terminate this offering at any time prior to the stated termination date.

We commenced our initial public offering on June 27, 2005. We terminated our initial public offering on May 22, 2007. We issued a total of 54,838,315 shares in our initial public offering, including 53,909,877 shares sold in the primary offering and 928,438 shares sold pursuant to our distribution reinvestment plan, resulting in gross offering proceeds to us of approximately \$547.4 million.

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We commenced our follow-on offering of shares of our common stock on May 23, 2007. Pursuant to the follow-on offering, we are offering up to 143,050,000 shares in a primary offering and up to 6,000,000 shares pursuant to our distribution reinvestment plan. As of October 3, 2008, we had accepted investors' subscriptions for, and issued, approximately 122,042,482 shares of our common stock in the follow-on offering, including approximately 116,688,449 shares sold in the primary offering and approximately 5,354,033 shares sold pursuant to our distribution reinvestment plan, resulting in gross proceeds to us of approximately \$1.2 billion. Combined with our initial public offering, we had received a total of approximately \$1.8 billion in gross offering proceeds as of October 3, 2008.

On September 18, 2008, we registered 30,000,000 additional shares to be offered pursuant to our distribution reinvestment plan in a Registration Statement on Form S-3. We will stop offering shares under the distribution reinvestment plan portion of our follow-on offering before we begin offering shares under the Registration Statement on Form S-3.

Risk Factors

The following information supersedes and replaces in its entirety the first paragraph of the risk factor under the caption “Adverse economic conditions will negatively affect our returns and profitability” on page 36 of the prospectus:

Adverse economic and geopolitical conditions will negatively affect our returns and profitability.

Our operating results may be affected by market and economic challenges, including the current global economic credit environment, which may result from a continued or exacerbated general economic slow down experienced by the nation as a whole or by the local economics where our properties may be located, or by the real estate industry, including the following:

- poor economic conditions may result in tenant defaults under leases;
- re-leasing may require concessions or reduced rental rates under the new leases;
- poor economic conditions may result in lower revenue to us from retailers who pay us a percentage of their revenues under percentage rent leases;
- constricted access to credit may result in tenant defaults or non-renewals under leases; and
- increased insurance premiums may reduce funds available for distribution or, to the extent such increases are passed through to tenants, may lead to tenant defaults. Increased insurance premiums may make it difficult to increase rents to tenants on turnover, which may adversely affect our ability to increase our returns.

The length and severity of any economic slow down or downturn cannot be predicted. Our operations could be negatively affected to the extent that an economic slow down or downturn is prolonged or becomes more severe.

The following information supplements the risk factors section of the prospectus:

Dislocations in the credit markets and real estate markets could have a material adverse effect on our results of operations, financial condition and ability to pay distributions to you.

Domestic and international financial markets currently are experiencing significant dislocations which have been brought about in large part by failures in the U.S. banking system. These dislocations have severely impacted the availability of credit and have contributed to rising costs associated with obtaining credit. If debt financing is not available on terms and conditions we find acceptable, we may not be able to obtain financing for investments. If this dislocation in the credit markets persists, our ability to borrow monies to finance the purchase of, or other activities related to, real estate assets will be negatively impacted. If we are unable to borrow monies on terms and conditions that we find acceptable, we likely will have to reduce the number of properties we can purchase, and the return on the properties we do purchase may be lower. In addition, we may find it difficult, costly or impossible to refinance indebtedness which is maturing. If interest rates are higher when the

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properties are refinanced, we may not be able to finance the properties and our income could be reduced. In addition, if we pay fees to lock-in a favorable interest rate, falling interest rates or other factors could require us to forfeit these fees. All of these events would have a material adverse effect on our results of operations, financial condition and ability to pay distributions.

In addition to volatility in the credit markets, the real estate market is subject to fluctuation and can be impacted by factors such as general economic conditions, supply and demand, availability of financing and interest rates. To the extent we purchase real estate in an unstable market, we are subject to the risk that if the real estate market ceases to attract the same level of capital investment in the future that it attracts at the time of our purchases, or the number of companies seeking to acquire properties decreases, the value of our investments may not appreciate or may decrease significantly below the amount we pay for these investments.

The failure of any bank in which we deposit our funds could reduce the amount of cash we have available to pay distributions and make additional investments.

We intend to diversify our cash and cash equivalents among several banking institutions in an attempt to minimize exposure to any one of these entities. However, the Federal Deposit Insurance Corporation, or "FDIC," only insures amounts up to \$250,000 per depositor per insured bank. We expect that we will have cash and cash equivalents and restricted cash deposited in certain financial institutions in excess of federally insured levels. If any of the banking institutions in which we have deposited funds ultimately fails, we may lose our deposits over \$250,000. The loss of our deposits could reduce the amount of cash we have available to distribute or invest and could result in a decline in the value of your investment.

The following information supersedes and replaces in its entirety the second paragraph of the risk factor under the caption "Increases in interest rates could increase the amount of our debt payments and adversely affect our ability to pay distributions to our stockholders" on page 41 of the prospectus:

As of June 30, 2008, we had approximately \$1.0 billion of indebtedness, approximately \$77.3 million of which was variable rate debt. We incurred variable rate indebtedness in the past and expect that we will incur variable rate indebtedness in the future. To the extent that we incur variable rate debt, increases in interest rates would increase our interest costs, which could reduce our cash flows and our ability to pay distributions to you. In addition, if we need to repay existing debt during periods of rising interest rates, we could be required to liquidate one or more of our investments in properties at times that may not permit realization of the maximum return on such investments.

Real Property Investments

The following information supplements, and should be read in conjunction with, the table in the section captioned "Prospectus Summary — Description of Real Estate Investments" beginning on page 7 of the prospectus:

Description of Real Estate Investments

As of October 8, 2008, we owned 471 properties, comprising approximately 18.1 million gross rentable square feet of commercial space located in 45 states and the U.S. Virgin Islands. Properties acquired between August 15, 2008 and October 8, 2008 are listed below.

Property Description	Type	Tenant	Rentable Square Feet	Purchase Price
Ferguson Portfolio – Various (1)	Specialty Retail	Ferguson Enterprises, Inc.	1,111,843	\$86,793,249
Home Depot – Lakewood, CO	Home Improvement	Home Depot U.S.A, Inc.	102,000	(6) 11,300,000
Walgreens – Mobile, AL	Drugstore	Walgreen Co.	13,650	5,415,000
Aaron Rents Portfolio – Various (2)	Specialty Retail	Aaron Rents, Inc.	259,185	32,675,202
Lowe’s – Chester, NY	Home Improvement	Lowe’s Home Centers, Inc.	131,798	(6) 7,037,037
HH Gregg – Grove City, OH	Specialty Retail	Gregg Appliances, Inc.	30,167	5,902,000
BJ’s Wholesale Club – Ft. Lauderdale, FL	Warehouse Club	BJ’s Wholesale Club, Inc.	119,598	28,272,857
HH Gregg – Mt. Juliet, TN	Specialty Retail	Gregg Appliances, Inc.	30,000	6,346,000
Winter Garden Village – Winter Garden, FL	Shopping Center	Various	758,988	(5) 180,351,286
Payless ShoeSource – Columbia, SC (3)	Specialty Retail	Payless ShoeSource Inc.	5,534	1,400,000
Walgreens – Jacksonville, FL (3)	Drugstore	Walgreen Co.	15,120	5,050,000
CVS – Hamilton, OH (3)	Drugstore	CVS Corporation	11,180	3,600,000
Walgreens – Akron, OH (3)	Drugstore	Walgreen Co.	13,500	2,820,000
Walgreens – Seattle, WA (3)	Drugstore	Walgreen Co.	14,410	6,770,000
Walgreens – LaMarque, TX (3)	Drugstore	Walgreen Co.	15,120	4,510,000
CVS – Mechanicville, NY (3)	Drugstore	CVS Albany, L.L.C.	10,125	2,600,000
Office Depot – Laurel, MS (3)	Office Supply	Office Depot, Inc.	20,515	2,650,000
Home Depot – Colma, CA (3)(4)	Home Improvement	Home Depot U.S.A., Inc.	99,970	39,310,000
Walgreens – Saginaw, MI (3)	Drugstore	Walgreen Co.	15,120	4,200,000
Walgreens – Tulsa, OK (3)	Drugstore	Walgreen Co.	13,000	2,190,000
Walgreens – Broken Arrow, OK (3)	Drugstore	Walgreen Co.	13,000	2,100,000
Office Depot – London, KY (3)	Office Supply	Office Depot, Inc.	20,468	3,500,000
Best Buy – Las Cruces, NM (4)	Electronics Retail	Best Buy Stores, L.P.	30,000	6,100,000
Staples – Angola, IN (4)	Office Supply	Staples, Inc.	24,049	3,200,000
TJ Maxx – Staunton, VA (4)	Specialty Retail	The TJX Companies, Inc.	78,823	4,300,000
AT&T Wireless – Santa Clara, CA (4)	Communications	AT&T Wireless Services, Inc.	33,257	10,200,000
Walgreens – Tulsa, OK (4)	Drugstore	Walgreen Co.	13,500	2,950,000
Walgreens – Crossville, TN (4)	Drugstore	Walgreen Co.	15,070	4,450,000
CVS – Columbia, TN (Nashville) (4)	Drugstore	Revco Discount Drug Centers, Inc.	10,715	2,400,000
CVS – Columbia, TN (James Campbell) (4)	Drugstore	Revco Discount Drug Centers, Inc.	10,759	2,600,000
Walgreens – Newton, IA (4)	Drugstore	Walgreen Co.	15,047	4,330,000
FedEx – Huntsville, AL	Distribution	FedEx Freight East, Inc.	56,360	10,947,787

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FedEx – Baton Rouge, LA	Distribution	FedEx Freight East, Inc.	29,400	8,998,880
CVS – Atlanta, GA	Drugstore	Big B Drugs, Inc.	12,013	3,841,000
			3,153,284	\$509,110,298

- (1) The Ferguson Portfolio consists of seven single-tenant retail properties and one single-tenant commercial property located in various states, which were purchased under a sale-lease back agreement and the properties are subject to eight identical lease agreements.
- (2) The Aaron Rents Portfolio consists of 25 single-tenant retail properties located in various states, which were purchased under a sale-lease back agreement and the properties are subject to a master lease agreement.
- (3) Property was acquired from Cole Credit Property Fund LP, an affiliate of our advisor. The Company's board of directors, including all of the independent directors, not otherwise interested in the transaction, approved the transaction as being fair and reasonable to the Company, at a price in excess of the cost to Cole Credit Property Fund LP, but substantial justification exists for such excess, such excess is reasonable and the costs of the interest did not exceed its current fair market value as determined by an independent appraiser approved by the Company's independent directors.

- (4) Property was acquired from Cole Credit Property Fund II LP, an affiliate of our advisor. The Company's board of directors, including all of the independent directors, not otherwise interested in the transaction, approved the transaction as being fair and reasonable to the Company, at a price in excess of the cost to Cole Credit Property Fund II LP, but substantial justification exists for such excess, such excess is reasonable and the costs of the interest did not exceed its current fair market value as determined by an independent appraiser approved by the Company's independent directors.
- (5) Rentable square feet includes approximately 59,000 square feet accounted for under 11 ground leases.
- (6) Square feet accounted for under a ground lease.

The following information supplements the section of our prospectus captioned "Investment Objectives and Policies — Real Property Investments" beginning on page 87 of the prospectus:

Real Property Investments

We engage in the acquisition and ownership of commercial properties throughout the United States. We invest primarily in income-generating retail, office and distribution properties, net leased to investment grade and other creditworthy tenants.

As of October 8, 2008, we, through separate wholly-owned limited liability companies, have acquired a 100% fee simple interest in 471 properties consisting of approximately 18.1 million gross rentable square feet of commercial space located in 45 states and the U.S. Virgin Islands. The properties were generally acquired through the use of mortgage notes payable and proceeds from our ongoing public offering of our common stock.

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The following table summarizes properties acquired between August 15, 2008 and October 8, 2008 in order of acquisition date:

Property	Date Acquired	Year Built	Purchase Price	Fees Paid to Sponsor (1)	Initial Yield (2)	Physical Occupancy
Ferguson Portfolio – Various	August 21, 2008	Various	\$86,793,249	\$1,735,865	7.43%	100%
Home Depot – Lakewood, CO	August 27, 2008	2006	11,300,000	226,000	6.86%	100%
Walgreens – Mobile, AL	August 28, 2008	2007	5,415,000	108,300	6.60%	100%
Aaron’s Rents Portfolio – Various	September 15, 2008	Various	32,675,202	653,504	7.50%	100%
Lowe’s – Chester, NY	September 19, 2008	2008	7,037,037	140,741	6.75%	100%
HH Gregg – Grove City, OH	September 17, 2008	2008	5,902,000	118,040	7.82%	100%
BJ’s Wholesale Club – Ft. Lauderdale, FL	September 23, 2008	2007	28,272,857	565,457	7.00%	100%
HH Gregg – Mt. Juliet, TN	September 23, 2008	2008	6,346,000	126,920	7.80%	100%
Winter Garden Village – Winter Garden, FL	September 26, 2008	2007	180,351,286	4,664,026	7.39%	99.1%
Payless Shoe Source – Columbia, SC	September 30, 2008	1998	1,400,000	28,000	9.88%	100%
Walgreens – Jacksonville, FL	September 30, 2008	2000	5,050,000	101,000	7.05%	100%
CVS – Hamilton, OH	September 30, 2008	1999	3,600,000	72,000	7.28%	100%
Walgreens – Akron, OH	September 30, 2008	1994	2,820,000	56,400	7.99%	100%
Walgreens – Seattle, WA	September 30, 2008	2002	6,770,000	135,400	6.75%	100%
Walgreens – LaMarque, TX	September 30, 2008	2000	4,510,000	90,200	7.07%	100%
CVS – Mechanicville, NY	September 30, 2008	1998	2,600,000	52,000	7.27%	100%
Office Depot – Laurel, MS	September 30, 2008	2002	2,650,000	53,000	7.55%	100%
Home Depot – Colma, CA	September 30, 2008	1995	39,310,000	786,200	6.39%	100%
Walgreens – Saginaw, MI	September 30, 2008	2001	4,200,000	84,000	7.57%	100%
Walgreens – Tulsa, OK	September 30, 2008	1993	2,190,000	43,800	8.01%	100%
Walgreens – Broken Arrow, OK	September 30, 2008	1993	2,100,000	42,000	7.74%	100%
Office Depot – London, KY	September 30, 2008	2001	3,500,000	70,000	7.57%	100%
Best Buy – Las Cruces, NM	September 30, 2008	2002	6,100,000	160,090	7.94%	100%
Staples – Angola, IN	September 30, 2008	1999	3,200,000	83,990	7.74%	100%
TJ Maxx – Staunton, VA	September 30, 2008	1988	4,300,000	117,160	9.62%	100%
AT&T Wireless – Santa Clara, CA	September 30, 2008	2002	10,200,000	264,320	6.56%	100%
Walgreens – Tulsa, OK	September 30, 2008	1994	2,950,000	78,260	7.73%	100%
Walgreens – Crossville, TN	September 30, 2008	2001	4,450,000	116,530	7.28%	100%
CVS – Columbia, TN (Nashville)	September 30, 2008	1998	2,400,000	65,150	8.15%	100%
CVS – Columbia, TN (James Campbell)	September 30, 2008	1998	2,600,000	69,350	7.01%	100%
Walgreens – Newton, IA	September 30, 2008	2000	4,330,000	86,600	7.51%	100%
FedEx – Huntsville, AL	September 30, 2008	2008	10,947,787	218,955	7.50%	100%
FedEx – Baton Rouge, LA	October 3, 2008	2008	8,998,880	179,978	7.52%	100%
CVS – Atlanta, GA	October 7, 2008	2006	3,841,000	76,820	7.25%	100%
			\$ 509,110,298	\$ 11,470,056		

- (1) Fees paid to sponsor include payments made to an affiliate of our advisor for acquisition fees in connection with the property acquisition and payments to our advisor for finance coordination fees for services in connection with the origination or assumption of debt financing obtained to acquire the respective property, where applicable. For more detailed information on fees paid to affiliates of our sponsor, see the section captioned “Management Compensation” beginning on page 62 of the prospectus.
- (2) Initial yield is calculated as the annual rental income for the in-place leases at the respective property divided by the property purchase price, exclusive of closing costs and fees paid to sponsor.

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The following table sets forth the principal provisions of the lease term for the major tenants at the properties listed above:

Property	Number of Tenants	Major Tenants*	Total Square Feet Leased	% of Total Square Feet Leased	Renewal Term
Ferguson Portfolio – Various	1	Ferguson Enterprises, Inc.	1,111,843	100%	4/5 yrs
Home Depot – Lakewood, CO	1	Home Depot U.S.A, Inc.	102,000	100%	11/5 yrs
Walgreens – Mobile, AL	1	Walgreens	13,650	100%	10/5 yrs
Aaron’s Rents Portfolio – Various	1	Aaron’s Rents, Inc.	259,382	100%	3/5 yrs
Lowe’s – Chester, NY	1	Lowe’s Home Centers, Inc.	131,798	100%	8/5 yrs
HH Gregg – Grove City, OH	1	Gregg Appliances, Inc.	30,167	100%	4/5 yrs
BJ’s Wholesale Club- Ft. Lauderdale, FL	1	BJ’s Wholesale Club, Inc.	119,598	100%	4/5 yrs
HH Gregg – Mt. Juliet, TN	1	Gregg Appliances, Inc.	30,000	100%	4/5 yrs
Winter Garden Village – Winter Garden , FL	82	Beall’s Department Stores, Inc.	80,000	10.5%	5/5 yrs
Payless Shoe Source – Columbia, SC	1	Payless ShoeSource Inc.	5,534	100%	3/5 yrs
Walgreens – Jacksonville, FL	1	Walgreen Co.	15,120	100%	4/10 yrs
CVS – Hamilton, OH	1	CVS Corporation	11,180	100%	6/5 yrs
Walgreens – Akron, OH	1	Walgreen Co.	13,500	100%	3/10 yrs
Walgreens – Seattle, WA	1	Walgreen Co.	14,410	100%	4/10 yrs
Walgreens – LaMarque, TX	1	Walgreen Co.	15,120	100%	4/10 yrs
CVS – Mechanicville, NY	1	CVS Albany, L.L.C.	10,125	100%	4/5 yrs
Office Depot – Laurel, MS	1	Office Depot, Inc.	20,515	100%	4/5 yrs
Home Depot – Colma, CA	1	Home Depot U.S.A., Inc.	99,970	100%	4/5 yrs
Walgreens – Saginaw, MI	1	Walgreen Co.	15,120	100%	4/10 yrs
Walgreens – Tulsa, OK	1	Walgreen Co.	13,000	100%	3/10 yrs
Walgreens – Broken Arrow, OK	1	Walgreen Co.	13,000	100%	3/10 yrs
Office Depot – London, KY	1	Office Depot, Inc.	20,468	100%	4/5 yrs
Best Buy – Las Cruces, NM	1	Best Buy Stores, L.P.	30,000	100%	3/5 yrs
Staples – Angola, IN	1	Staples, Inc.	24,049	100%	4/5 yrs
TJ Maxx – Staunton, VA	1	The TJX Companies, Inc.	78,823	100%	4/5 yrs
AT&T Wireless – Santa Clara, CA	1	AT&T Wireless Services, Inc.	33,257	100%	3/5 yrs

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Property	Number of Tenants	Major Tenants*	Total Square Feet Leased	% of Total Square Feet Leased	Renewal Options
Walgreens – Tulsa, OK	1	Walgreen Co.	13,500	100%	3/10 yr.
Walgreens – Crossville, TN	1	Walgreen Co.	15,070	100%	4/10 yr.
CVS – Columbia, TN	1	Revco Discount Drug Centers, Inc.	10,715	100%	4/5 yr.
CVS – Columbia, TN	1	Revco Discount Drug Centers, Inc.	10,759	100%	4/5 yr.
Walgreens – Newton, IA	1	Walgreen Co.	15,047	100%	4/10 yr.