



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

Mailstop 3233

September 2, 2016

Via E-Mail

Farzana Mitchell

Executive Vice President, Chief Financial Officer and Treasurer  
CBL & Associates Properties, Inc. and CBL & Associates Limited Partnership  
2030 Hamilton Place Blvd., Suite 500  
Chattanooga, TN 37421

**Re: CBL & Associates Properties, Inc.  
Form 10-K for the fiscal year ended December 31, 2015  
Filed February 29, 2016  
File No. 001-12494**

**CBL & Associates Limited Partnership  
Form 10-K for the fiscal year ended December 31, 2015  
Filed February 29, 2016  
File No. 333-182515-01**

Dear Ms. Mitchell:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Kristi Marrone

Kristi Marrone  
Staff Accountant  
Office of Real Estate and  
Commodities