

CURRENT REPORT

September 28, 2011

Date of Report (Date of earliest event reported)

BRIXMOR LLC

(Exact Name of Company as Specified in Charter)

Maryland

(State or other jurisdiction of
incorporation)

64-0955724

(IRS Employer Identification
Number)

420 Lexington Avenue, New York, New York 10170

(Address of principal executive offices, including zip code)

(212) 869-3000

(Registrant's telephone number, including area code)

CENTRO NP LLC

(Former Name or Former Address, if Changed Since Last Report)

Item 8.01 Other Events

Effective September 20, 2011, in connection with its previously announced acquisition by an affiliate of Blackstone Real Estate Partners VI L.P., Centro NP LLC (the “Company”) amended its Articles of Organization to change its name to Brixmor LLC and, effective the same day, amended its Second Amended and Restated Limited Liability Company Agreement.

The Articles of Amendment to the Articles of Organization are attached hereto as Exhibit 3.1, and the First Amendment to the Second Amended and Restated Limited Liability Company Agreement is attached hereto as Exhibit 3.2 and are incorporated herein by reference.

On September 28, 2011, a press release was issued announcing the Company’s name change to Brixmor LLC. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

3.1	Articles of Amendment to the Articles of Organization, dated as of September 19, 2011
3.2	First Amendment to the Second Amended and Restated Limited Liability Company Agreement, dated as of September 20, 2011
99.1	Press release, dated September 28, 2011

SIGNATURES

Pursuant to the requirements of certain of the Company's indentures, the Company has duly caused this current report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 28, 2011

BRIXMOR LLC

By: /s/ Steven Siegel
Name: Steven Siegel
Title: Executive Vice President, General
Counsel and Secretary

EXHIBIT INDEX

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EXHIBIT 3.1

Articles of Amendment to Articles of Organization of Centro NP LLC

[see attached]

CENTRO NP LLC
ARTICLES OF AMENDMENT

The undersigned, being authorized to execute and file these Articles, hereby certifies that the Articles of Organization of Centro NP LLC, a Maryland limited liability company, are hereby amended by deleting Article First of the Articles of Organization in its entirety and substituting the following in lieu thereof:

FIRST: The name of the limited liability company is Brixmor LLC. *J. L. S.*

IN WITNESS WHEREOF, the undersigned authorized person has executed these Articles of Amendment and acknowledges them to be their act on this 19th day of September, 2011.

[Signature]

Steven Siegel
Executive Vice President and Secretary

STATE OF MARYLAND	
I hereby certify that this is a true and complete copy of the <u>2</u> page document on file in this office. DATED: <u>9-20-11</u>	
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION	
BY: <u><i>[Signature]</i></u>	Custodian
This stamp replaces our previous certification system. Effective: 6/95	

EXHIBIT 3.2

**First Amendment to the
Second Amended and Restated Limited Company Agreement of Centro NP LLC**

[see attached]

FIRST AMENDMENT TO THE
SECOND AMENDED AND RESTATED LIMITED LIABILITY AGREEMENT
OF
CENTRO NP LLC

This First Amendment (the “Amendment”) to the Second Amended and Restated Limited Liability Company Agreement of Centro NP LLC, a Maryland limited liability company (the “Company”) is made as of September ~~20~~, 2011 by Super LLC, a Maryland limited liability company, as the sole member. Capitalized terms used, but not defined herein, shall have the meaning ascribed to such terms in that certain Second Amended and Restated Limited Liability Company Agreement of Centro NP LLC dated as of the 4th day of June, 2007.

WHEREAS, the Certificate of Formation of Centro NP LLC has been amended as of the date hereof to change the name of the Company to Brixmor LLC (the “Name Change”); and

WHEREAS, the Member seeks to amend the LLC Agreement to evidence the Name Change.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Member does hereby provide as follows:

1. Amendment to LLC Agreement. (i) The first sentence of Section 1.2 is amended in its entirety to read as follows:

“The name of the Company is “Brixmor LLC”.

- (ii) “Schedule I Regulations Regarding Appointment of Officers” referenced in Section 2.1(d) is deleted in its entirety and replaced by the attached Schedule I.

2. Full Force and Effect. Except as expressly amended herein, all other terms and provisions of the LLC Agreement remain in full force and effect and are hereby ratified and confirmed in all respects.

3. Counterparts. This Amendment may be executed in one or more counterparts each of which together shall constitute one and the same Amendment.

(remainder of page intentionally left blank)

IN WITNESS WHEREOF, the undersigned, intending to be legally bound thereby, has
duly executed this Amendment to be effective as of the date first above written.

Member: SUPER LLC

By: _____

Steven Siegel

Executive Vice President & Secretary

SCHEDULE I

REGULATIONS REGARDING APPOINTMENT OF OFFICERS

RECITAL:

WHEREAS, the Managing Member desires to appoint officers of the Company to exercise the power and authority with respect to the business and affairs of the Company as described below:

OFFICERS

RESOLVED, that the Company may have, at the discretion of the Managing Member, a Chief Executive Officer, a President, one or more Executive Vice Presidents, one or more Vice Presidents, one or more Assistant Treasurers and/or such other officers as may be appointed by the Managing Member. One person may hold two or more offices. The officers of the Company shall serve at the discretion of the Managing Member. Any officer may resign at any time by giving written notice to the Managing Member. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

DUTIES

RESOLVED, that the officers of the Company shall have the powers and authority described below:

CHIEF EXECUTIVE OFFICER and PRESIDENT. Each of the Chief Executive Officer and President will be co-chief executive officers of the Company and, subject to the supervision of the Managing Member, each, acting without the other, will have general management and control of the business and property of the Company in the ordinary course of its business with all powers with respect to general management and control reasonably incident to such responsibilities, including, but not limited to, the power to employ, discharge or suspend employees and agents, to fix the compensation of employees and agents and to suspend, with or without cause, any officer pending final action by the Managing Member with respect to continued suspension, removal or reinstatement of such officer.

CHIEF FINANCIAL OFFICER. The Chief Financial Officer shall have general supervision, direction and control of the financial affairs of the Company and shall perform such other duties and exercise such other powers which are or from time to time may be delegated to him or her by the Managing Member, all in accordance with basic policies as established by and subject to the supervision of the Managing Member. In the absence of a named Treasurer, the Chief Financial Officer shall also have the powers and duties of the Treasurer as hereinafter set forth and shall be authorized and empowered to sign as Treasurer in any case where such officer's signature is required.

CHIEF ACCOUNTING OFFICER. The Chief Accounting Officer shall establish and maintain the accounting records of the Company in accordance with generally accepted accounting principles applied on a consistent basis, maintain proper internal control of the assets of the Company and shall have those powers and duties assigned to him by the Managing Member, or delegated by the Chief Executive Officer, President or any Executive Vice President.

EXECUTIVE VICE PRESIDENTS. Each Executive Vice President, if any, will have the power and duties assigned to him by the Managing Member, or delegated by the Chief Executive Officer or President. The Executive Vice President, in the order designated by the Managing Member or, in the absence of such a designation, as determined by the length of time each has held the office of Executive Vice President, will exercise the powers of the Chief Executive Officer and President during the absence or inability to act of the Chief Executive Officer and President.

VICE PRESIDENTS. Each Vice President, if any, will have those powers and duties assigned to him by the Managing Member, or delegated by the Chief Executive Officer, President or Executive Vice President.

SECRETARY. Except as otherwise provided in these regulations, the Secretary must keep the minutes of all meetings of the Members and of any committee thereof, or consents in lieu of such meetings in the Company's minute books and must cause notice of the meetings to be given when requested by any person authorized to call a meeting. The secretary may sign with the Chief Executive Officer or President, in the name of the Company, all contracts of the Company and affix the Company seal (if any) thereto. The Secretary may sign with the Chief Executive Officer or President all Company Stock certificates, and he is in charge of the certificate books, share transfer records, stock ledgers and any other stock books and papers as the Managing Member may direct, all of which must, at all reasonable times, be open to inspection by any Member at the Company's office during business hours. The Secretary will, in general, perform such other duties incident to the office of the Secretary, or as assigned by the Managing Member or delegated by the Chief Executive Officer or the President.

ASSISTANT SECRETARIES. Each Assistant Secretary, if any, of the Company will have those powers and duties assigned to him by the Managing Member or delegated by the Chief Executive Officer or the President. The Assistant Secretaries, in the order as designated by the Managing Member or, in the absence of such a designation, as determined by the length of time they have held in the office of Assistant Secretary, will exercise the powers of the Secretary during the Secretary's absence or inability to act.

TREASURER. The Treasurer will have the care and custody of all of the Company's funds and must deposit them in such banks or other depositories as the Managing Member or any officer(s), or any officer and agent jointly, duly authorized by the Managing Member, direct or approve. He must keep a full and accurate account of all monies received and paid on account of the Company and must render a statement of his accounts whenever the Managing Member so requires. Except as otherwise provided by the Managing Member, he must perform all other necessary acts and duties in connection with the administration of the Company's financial

affairs and generally perform all the duties usually pertaining to the office of the Treasurer. Whenever required by the Managing Member, he must give bonds for the faithful discharge of his duties in such sums and with such securities as the Managing Member may approve. In the absence of the Treasurer, the person designated by the Chief Executive Officer or the President will perform his duties.

ASSISTANT TREASURERS. Each Assistant Treasurer, if any, of the Company will have those powers and duties assigned to him by the Managing Member, or delegated by the Chief Executive Officer or the President. The Assistant Treasurers, in the order as designated by the Managing Member or, in the absence of such a designation, as designated by the length of time they have held the office of Assistant Treasurer, will exercise the powers of the Treasurer during the Treasurer's absence or inability to act.

OTHER OFFICERS. Such other officers as the Managing Member may choose shall perform such duties and have such powers as from time to time may be assigned to them by the Managing Member. The Managing Member may delegate to any other officer of the Company the power to choose such other officers and to prescribe their respective duties and powers.

COMPENSATION. The compensation of the officers of the Company, if any, shall be fixed from time to time by the Managing Member of the Company.

APPOINTMENT OF OFFICERS

RESOLVED, that the individuals listed below be, and they hereby are, elected to the offices set forth opposite their respective names, to serve in such capacities until removal or replacement by the Managing Member or resignation:

Michael Carroll	Chief Executive Officer and President
Steven Siegel	Executive Vice President and Secretary
Dean Bernstein	Executive Vice President
Tiffanie Fisher	Executive Vice President and Chief Financial Officer
Michael Moss	Executive Vice President
Steven Splain	Executive Vice President and Chief Accounting Officer
Carolyn Singh	Executive Vice President
Lee Reeves	Senior Vice President and Assistant Secretary
Michael Axelrad	Senior Vice President
David Vender	Senior Vice President
Charlie Carver	Senior Vice President
Brian Finnegan	Senior Vice President
Bruce Heitzinger	Senior Vice President
Warren Strietzel	Senior Vice President
Barry Rodenstein	Senior Vice President
Mark Worley	Senior Vice President
Greg Levine	Senior Vice President
Charles Burkert	Senior Vice President
Steven Kaufman	Senior Vice President
Robert Lieberman	Senior Vice President
Michael Mortimer	Senior Vice President
Bob Steiner	Senior Vice President
Stacy Slater	Senior Vice President
Robert Jambois	Vice President
Christopher Bishop	Assistant Secretary

A.J. Agarwal	Senior Managing Director and Vice President
Frank Cohen	Senior Managing Director and Vice President
Jonathan Gray	Senior Managing Director and Vice President
Dennis J. McDonagh	Senior Managing Director, Vice President, Treasurer and Secretary
Michael Nash	Senior Managing Director and Vice President
William J. Stein	Senior Managing Director and Vice President
Gary M. Sumers	Senior Managing Director and Vice President
Kenneth C. Whitney	Senior Managing Director and Vice President
David Roth	Managing Director and Vice President
Nadeem Meghji	Vice President
Byron Blount	Vice President
Anthony W. Beovich	Managing Director and Vice President, Assistant Treasurer and Assistant Secretary

EXHIBIT 99.1

Press Release, dated September 28, 2011

[see attached]



420 Lexington Avenue | New York, NY 10170 | (212) 869-3000 | FAX (212) 869-3989

FOR IMMEDIATE RELEASE

CONTACT:

Stacy Slater

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CENTRO PROPERTIES GROUP US CHANGES NAME TO BRIXMOR PROPERTY GROUP

NEW YORK, September 28, 2011 – Centro Properties Group US continues its evolution by officially changing its name to Brixmor Property Group, Inc. (“Brixmor,” “Brixmor Property Group” or the “Company”), effective immediately. The name change follows the acquisition of the Company in June by an affiliate of Blackstone Real Estate Partners VI L.P. Brixmor is the second largest owner of community and neighborhood shopping centers in the United States with 585 properties aggregating approximately 92.0 million square feet and has been a leader in value-creating redevelopment over the last decade.

“Today, we are a well-capitalized organization committed to supporting the growth strategies of our retailers by offering the best locations in well-anchored, highly-productive shopping centers,” said Michael Carroll, Chief Executive Officer. “While our new name embodies the physical foundation of our business in ‘bricks’ and ‘mortar,’ it also symbolizes the convergence of our value-creation capabilities with the real estate objectives of our current and future retailers. Although retailers today utilize multiple distribution channels, the bricks and mortar arena remains the largest and we are well positioned to partner with our retailers and provide access to their target markets.” He continued, “In addition, by fully re-engaging our redevelopment program, we are able to provide the flexibility required by our grocery, national and regional anchor tenants as they continue to progress their store prototypes.”

Brixmor also unveiled a new logo and a re-branded website of brixmor.com. Additional branding initiatives, including property signage and new leasing and marketing materials, will be implemented over the next several months. The Company’s subsidiaries Centro NP LLC and Centro NP Residual Holding LLC will be changing their names to Brixmor LLC and Brixmor Residual Holding LLC, respectively.

About Brixmor Property Group:

Brixmor Property Group is one of the premier real estate companies in the United States focusing on the ownership and management of community and neighborhood shopping centers. As a comprehensive real estate company, it manages a national portfolio of 585 properties aggregating approximately 92.0 million square feet of gross leasable area. The portfolio is strategically located across 39 states and is primarily grocery or name-brand discount chain anchored. The Company is the second largest owner of community and neighborhood shopping centers in the United States and has been a leader in redevelopment over the last decade. It is the largest landlord (by gross leasable area) to The TJX Companies, The Kroger Company, Ahold USA, Dollar Tree, Inc. and Staples, Inc. Brixmor Property Group is headquartered in New York, New York with multiple regional and local offices across the United States. Further information is available at www.brixmor.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act, which reflect our current views with respect to, among other things, our beliefs, plans, objectives, goals, targets, expectations, anticipations, assumptions, estimates, intentions and future performance. In some cases, you can identify these forward-looking statements by the use of words such as “outlook,” “believes,” “expects,” “potential,” “continues,” “may,” “will,” “should,” “could,” “would,” “seeks,” “approximately,” “predicts,” “intends,” “projects,” “plans,” “targets,” “estimates,” “anticipates” or the negative version of these words or other comparable words or expressions of the future or otherwise regarding the outlook for our future business and financial performance. All statements other than statements of historical fact included in this press release are forward-looking statements and are based on various underlying assumptions and expectations and are subject to known and unknown risks, uncertainties and assumptions, and may include projections of our future financial performance based on our growth strategies and anticipated trends in our business. Such forward-looking statements are subject to various risks and uncertainties and speak only as of the date of this press release. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. In addition, new risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Accordingly, you should not rely upon forward-looking statements as a prediction of actual results and we do not assume any responsibility for the accuracy or completeness of any of these forward-looking statements. Except as may be required by law, we undertake no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

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