

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549  
**FORM 10-K**

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2011  
or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-12298 (Regency Centers Corporation)  
Commission File Number 0-24763 (Regency Centers, L.P.)

**REGENCY CENTERS CORPORATION**  
**REGENCY CENTERS, L.P.**

(Exact name of registrant as specified in its charter)

**FLORIDA (REGENCY CENTERS CORPORATION)**

**59-3191743**

**DELAWARE (REGENCY CENTERS, L.P)**

**59-3429602**

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

**One Independent Drive, Suite 114**  
**Jacksonville, Florida 32202**

**(904) 598-7000**

(Address of principal executive offices) (zip code)

(Registrant's telephone number, including area code)

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

**Regency Centers Corporation**

| Title of each class                                                    | Name of each exchange on which registered |
|------------------------------------------------------------------------|-------------------------------------------|
| Common Stock, \$.01 par value                                          | New York Stock Exchange                   |
| 7.45% Series 3 Cumulative Redeemable Preferred Stock, \$.01 par value  | New York Stock Exchange                   |
| 7.25% Series 4 Cumulative Redeemable Preferred Stock, \$.01 par value  | New York Stock Exchange                   |
| 6.70% Series 5 Cumulative Redeemable Preferred Stock, \$.01 par value  | New York Stock Exchange                   |
| 6.625% Series 6 Cumulative Redeemable Preferred Stock, \$.01 par value | New York Stock Exchange                   |
| Regency Centers, L.P.                                                  |                                           |

| Title of each class | Name of each exchange on which registered |
|---------------------|-------------------------------------------|
| None                | N/A                                       |

**Securities registered pursuant to Section 12(g) of the Act:**

**Regency Centers Corporation: None**

**Regency Centers, L.P.: Class B Units of Partnership Interest**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

**Regency Centers Corporation**

**YES** ☒ **NO** ☐

**Regency Centers, L.P.**

**YES** ☐ **NO** ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act

**Regency Centers Corporation**

**YES** ☐ **NO** ☒

**Regency Centers, L.P.**

**YES** ☐ **NO** ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been

subject to such filing requirements for the past 90 days.

**Regency Centers Corporation**

**YES** ☒ **NO** ☐

**Regency Centers, L.P.**

**YES** ☒ **NO** ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

**Regency Centers Corporation**

**YES** ☒ **NO** ☐

**Regency Centers, L.P.**

**YES** ☒ **NO** ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

**Regency Centers Corporation**

☒

**Regency Centers, L.P.**

☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

**Regency Centers Corporation:**

|                         |                                     |                           |                          |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/>            | Smaller reporting company | <input type="checkbox"/> |

**Regency Centers, L.P.:**

|                         |                          |                           |                                     |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer         | <input checked="" type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/>            |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

**Regency Centers Corporation**

**YES** ☐ **NO** ☒

**Regency Centers, L.P.**

**YES** ☐ **NO** ☒

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrants' most recently completed second fiscal quarter.

**Regency Centers Corporation**

\$ 3,867,408,831

**Regency Centers, L.P.**

N/A

The number of shares outstanding of the Regency Centers Corporation's voting common stock was 89,923,545 as of February 28, 2012.

**Documents Incorporated by Reference**

Portions of Regency Centers Corporation's proxy statement in connection with its 2012 Annual Meeting of Stockholders are incorporated by reference in Part III.

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## **EXPLANATORY NOTE**

This report combines the annual reports on Form 10-K for the year ended December 31, 2011 of Regency Centers Corporation and Regency Centers, L.P. Unless stated otherwise or the context otherwise requires, references to "Regency Centers Corporation" or the "Parent Company" mean Regency Centers Corporation and its controlled subsidiaries; and references to "Regency Centers, L.P." or the "Operating Partnership" mean Regency Centers, L.P. and its controlled subsidiaries. The term "the Company" or "Regency" means the Parent Company and the Operating Partnership, collectively.

The Parent Company is a real estate investment trust ("REIT") and the general partner of the Operating Partnership. The Operating Partnership's capital includes general and limited common Partnership Units ("Units"). As of December 31, 2011, the Parent Company owned approximately 99.8% of the Units in the Operating Partnership and the remaining limited Units are owned by investors. The Parent Company owns all of the Series 3, 4, 5, and 6 Preferred Units of the Operating Partnership. As the sole general partner of the Operating Partnership, the Parent Company has exclusive control of the Operating Partnership's day-to-day management.

The Company believes combining the annual reports on Form 10-K of the Parent Company and the Operating Partnership into this single report provides the following benefits:

- enhances investors' understanding of the Parent Company and the Operating Partnership by enabling investors to view the business as a whole in the same manner as management views and operates the business;
- eliminates duplicative disclosure and provides a more streamlined and readable presentation; and
- creates time and cost efficiencies through the preparation of one combined report instead of two separate reports.

Management operates the Parent Company and the Operating Partnership as one business. The management of the Parent Company consists of the same individuals as the management of the Operating Partnership. These individuals are officers of the Parent Company and employees of the Operating Partnership.

The Company believes it is important to understand the few differences between the Parent Company and the Operating Partnership in the context of how the Parent Company and the Operating Partnership operate as a consolidated company. The Parent Company is a REIT, whose only material asset is its ownership of partnership interests of the Operating Partnership. As a result, the Parent Company does not conduct business itself, other than acting as the sole general partner of the Operating Partnership, issuing public equity from time to time and guaranteeing certain debt of the Operating Partnership. The Parent Company does not hold any indebtedness, but guarantees all of the unsecured public debt and approximately 13% of the secured debt of the Operating Partnership. The Operating Partnership holds all the assets of the Company and retains the ownership interests in the Company's joint ventures. Except for net proceeds from public equity issuances by the Parent Company, which are contributed to the Operating Partnership in exchange for partnership units, the Operating Partnership generates all remaining capital required by the Company's business. These sources include the Operating Partnership's operations, its direct or indirect incurrence of indebtedness, and the issuance of partnership units.

Stockholders' equity, partners' capital, and noncontrolling interests are the main areas of difference between the consolidated financial statements of the Parent Company and those of the Operating Partnership. The Operating Partnership's capital includes general and limited common Partnership Units, Series 3, 4, 5, and 6 Preferred Units owned by the Parent Company, and Series D Preferred Units owned by institutional investors. The Series D preferred units and limited partners' units in the Operating Partnership owned by third parties are accounted for in partners' capital in the Operating Partnership's financial statements and outside of stockholders' equity in noncontrolling interests in the Parent Company's financial statements. The Series 3, 4, 5, and 6 Preferred Units owned by the Parent Company are eliminated in consolidation in the accompanying consolidated financial statements of the Parent Company and are classified as preferred units of general partner in the accompanying consolidated financial statements of the Operating Partnership.

In order to highlight the differences between the Parent Company and the Operating Partnership, there are sections in this report that separately discuss the Parent Company and the Operating Partnership, including separate financial statements, controls and procedures sections, and separate Exhibit 31 and 32 certifications. In the sections that combine disclosure for the Parent Company and the Operating Partnership, this report refers to actions or holdings as being actions or holdings of the Company.

As general partner with control of the Operating Partnership, the Parent Company consolidates the Operating Partnership for financial reporting purposes, and the Parent Company does not have assets other than its investment in the Operating Partnership. Therefore, while stockholders' equity and partners' capital differ as discussed above, the assets and liabilities of the Parent Company and the Operating Partnership are the same on their respective financial statements.

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## **Forward-Looking Statements**

In addition to historical information, the following information contains forward-looking statements as defined under federal securities laws. These forward-looking statements include statements about anticipated changes in our revenues, the size of our development program, earnings per share and unit, returns and portfolio value, and expectations about our liquidity. These statements are based on current expectations, estimates and projections about the industry and markets in which Regency Centers Corporation (the "Parent Company") and Regency Centers, L.P. (the "Operating Partnership"), collectively "Regency" or "the Company", operate, and management's beliefs and assumptions. Forward-looking statements are not guarantees of future performance and involve certain known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. Such risks and uncertainties include, but are not limited to, changes in national and local economic conditions; financial difficulties of tenants; competitive market conditions, including timing and pricing of acquisitions and sales of properties and out-parcels; changes in leasing activity and market rents; timing of development starts; meeting development schedules; our inability to exercise voting control over the co-investment partnerships through which we own or develop many of our properties; consequences of any armed conflict or terrorist attack against the United States; and the ability to obtain governmental approvals. For additional information, see "Risk Factors" elsewhere herein. The following discussion should be read in conjunction with the accompanying Consolidated Financial Statements and Notes thereto of Regency Centers Corporation and Regency Centers, L.P. appearing elsewhere herein.

## **PART I**

### **Item 1. Business**

Regency Centers Corporation began its operations as a Real Estate Investment Trust ("REIT") in 1993 and is the managing general partner in Regency Centers, L.P. We are focused on achieving total shareholder returns in excess of REIT shopping center averages and sustaining growth in our net asset value and our earnings over an extended period of time. We work to achieve these goals through owning, operating, and investing in a high-quality portfolio of primarily grocery-anchored shopping centers that are leased by market-dominant grocers, category-leading anchors, specialty retailers, and restaurants located in areas with above average household incomes and population densities. All of our operating, investing, and financing activities are performed through the Operating Partnership, its wholly-owned subsidiaries, and through its investments in real estate partnerships with third parties (also referred to as co-investment partnerships or joint ventures). The Parent Company currently owns approximately 99.8% of the outstanding common partnership units of the Operating Partnership.

At December 31, 2011, we directly owned 217 shopping centers (the "Consolidated Properties") located in 24 states representing 23.8 million square feet of gross leasable area ("GLA"). Through co-investment partnerships, we own partial ownership interests in 147 shopping centers (the "Unconsolidated Properties") located in 24 states and the District of Columbia representing 18.4 million square feet of GLA.

We earn revenues and generate cash flow by leasing space in our shopping centers to grocery stores, major retail anchors, side-shop retailers, and restaurants, including ground leasing or selling building pads (out-parcels) to these same types of tenants. Historically, we have experienced growth in revenues by increasing occupancy and rental rates in our existing shopping centers and by acquiring and developing new shopping centers. Increasing occupancy in our shopping centers to pre-recession levels and achieving positive rental rate growth are key objectives of our strategic plan.

We grow our shopping center portfolio through acquisitions of operating centers and shopping center development. We will continue to use our unique combination of development capabilities, market presence, and anchor relationships to invest in value-added opportunities sourced from land owners and joint venture partners, the redevelopment of existing centers, developing land that we already own, and other opportunities. Development is customer driven and serves the growth needs of our anchors and specialty retailers, resulting in new modern shopping centers with long-term anchor leases that produce attractive returns on our invested capital.

Maintaining a high quality portfolio also involves identifying and selling assets that are at risk of not achieving our long-term investment goals. Proceeds from these sales are targeted for reinvestment into higher quality new development, redevelopment of existing centers, or acquisitions that will generate sustainable revenue growth and higher returns.

Co-investment partnerships provide us with an additional capital source for shopping center acquisitions, as well as the opportunity to earn fees for asset management, property management, and other investing and financing services. As asset manager, we are engaged by our partners to apply similar operating, investment and capital strategies to the portfolios owned by the co-investment partnerships as those applied to the portfolio that we wholly-own. Co-investment partnerships also grow their shopping center investments through acquisitions from third parties or direct purchases from us.

We recognize the importance of continually improving the environmental sustainability performance of our real estate assets. To date we have received LEED (Leadership in Energy and Environmental Design) certifications by the U.S. Green Building Council at three shopping centers and have five additional in-process developments targeting certification. We also continue to implement best practices in our operating portfolio to reduce our power and water consumption, in addition to other sustainability initiatives. It is our intent to be one of the leaders in the design, construction and operation of environmentally efficient shopping centers that will contribute to our key strategic goals.

## **Competition**

We are among the largest owners of shopping centers in the nation based on revenues, number of properties, gross leasable area, and market capitalization. There are numerous companies and private individuals engaged in the ownership, development, acquisition, and operation of shopping centers which compete with us in our targeted markets, including grocery store chains that also anchor some of our shopping centers. This results in competition for attracting anchor tenants, as well as the acquisition of existing shopping centers and new development sites. We believe that the principle competitive factors in attracting tenants in our market areas are competitive in-fill locations, above average trade area demographics, rental costs, tenant mix, property age, and property maintenance. We believe that our competitive advantages are driven by our locations within our market areas, the design and high quality of our shopping centers, the strong demographics surrounding our shopping centers, our relationships with our anchor tenants and our side-shop and out-parcel retailers, our Premier Customer Initiative program that allows us to efficiently provide retailers with multiple locations, our practice of maintaining and renovating our shopping centers, and our ability to source and develop new shopping centers.

## **Changes in Policies**

Our Board of Directors establishes the policies that govern our investment and operating strategies including, among others, development and acquisition of shopping centers, tenant and market focus, debt and equity financing policies, quarterly distributions to stock and unit holders, and REIT tax status. The Board of Directors may amend these policies at any time without a vote of our stockholders.

## **Employees**

Our headquarters are located at One Independent Drive, Suite 114, Jacksonville, Florida. We presently maintain 17 market offices nationwide where we conduct management, leasing, construction, and investment activities. At December 31, 2011, we had 369 employees and we believe that we have strong relations with our employees.

## **Compliance with Governmental Regulations**

Under various federal, state and local laws, ordinances and regulations, we may be liable for the cost to remove or remediate certain hazardous or toxic substances at our shopping centers. These laws often impose liability without regard to whether the owner knew of, or was responsible for, the presence of the hazardous or toxic substances. The cost of required remediation and the owner's liability for remediation could exceed the value of the property and/or the aggregate assets of the owner. The presence of such substances, or the failure to properly remediate such substances, may adversely affect our ability to sell or lease the property or borrow using the property as collateral. While we have a number of properties that could require or are currently undergoing varying levels of environmental remediation, environmental remediation is not currently expected to have a material financial impact on us due to reserves for remediation, insurance programs designed to mitigate the cost of remediation, and various state-regulated programs that shift the responsibility and cost to the state.

## Executive Officers

The executive officers of the Company are appointed each year by the Board of Directors. Each of the executive officers has been employed by the Company in the position indicated in the list or positions indicated in the pertinent notes below. Each of the executive officers has been employed by the Company for more than five years.

| Name                 | Age | Title                                                | Executive Officer in Position Shown Since |
|----------------------|-----|------------------------------------------------------|-------------------------------------------|
| Martin E. Stein, Jr. | 59  | Chairman and Chief Executive Officer                 | 1993                                      |
| Brian M. Smith       | 57  | President and Chief Operating Officer                | 2009 <sup>(1)</sup>                       |
| Bruce M. Johnson     | 64  | Executive Vice President and Chief Financial Officer | 1993 <sup>(2)</sup>                       |
| Dan M. Chandler, III | 44  | Managing Director - West                             | 2009 <sup>(3)</sup>                       |
| John S. Delatour     | 52  | Managing Director - Central                          | 1999                                      |
| James D. Thompson    | 57  | Managing Director - East                             | 1993                                      |

<sup>(1)</sup> In February 2009, Brian M. Smith, Managing Director and Chief Investment Officer of the Company since 2005, was appointed to the position of President. Prior to serving as our Managing Director and Chief Investment Officer, from March 1999 to September 2005, Mr. Smith served as Managing Director of Investments for our Pacific, Mid-Atlantic, and Northeast divisions.

<sup>(2)</sup> In January 2012, Bruce M. Johnson, Executive Vice President and Chief Financial Officer of the Company since 1993, announced that he will retire from the Company at the end of 2012. Lisa Palmer, the Company's Senior Vice President of Capital Markets, will succeed Mr. Johnson upon his retirement.

<sup>(3)</sup> Dan M. Chandler, III, has served as our Managing Director - West since August 2009. From August 2007 to April 2009, Mr. Chandler was a principal with Chandler Partners, a private commercial and residential real estate developer in Southern California. During 2009, Mr. Chandler was also affiliated with Urban|One, a real estate development and management firm in Los Angeles. Mr. Chandler was a Managing Director for us from 2006 to July 2007, Senior Vice President of Investments from 2002 to 2006, and Vice President of Investments from 1997 to 2002.

## Company Website Access and SEC Filings

The Company's website may be accessed at [www.regencycenters.com](http://www.regencycenters.com). All of our filings with the Securities and Exchange Commission ("SEC") can be accessed free of charge through our website promptly after filing; however, in the event that the website is inaccessible, we will provide paper copies of our most recent annual report on Form 10-K, the most recent quarterly report on Form 10-Q, current reports filed or furnished on Form 8-K, and all related amendments, excluding exhibits, free of charge upon request. These filings are also accessible on the SEC's website at [www.sec.gov](http://www.sec.gov).

## General Information

The Company's registrar and stock transfer agent is Wells Fargo Bank, N.A. ("Wells Fargo Shareowner Services"), South St. Paul, MN. The Company offers a dividend reinvestment plan ("DRIP") that enables its stockholders to reinvest dividends automatically, as well as to make voluntary cash payments toward the purchase of additional shares. For more information, contact Wells Fargo toll free at (800) 468-9716 or the Company's Shareholder Relations Department at (904) 598-7000.

The Company's Independent Registered Public Accounting Firm is KPMG LLP, Jacksonville, Florida. The Company's legal counsel is Foley & Lardner LLP, Jacksonville, Florida.

## Annual Meeting

The Company's annual meeting will be held at The River Club, One Independent Drive, 35<sup>th</sup> Floor, Jacksonville, Florida, at 11:00 a.m. on Tuesday, May 1, 2012.

## Item 1A. Risk Factors

## **Risk Factors Related to Our Industry and Real Estate Investments**

### **Downturns in the retail industry likely will have a direct adverse impact on our revenues and cash flow.**

Our properties consist primarily of grocery-anchored shopping centers. Our performance therefore is generally linked to economic conditions in the market for retail space. The market for retail space has been or could be adversely affected by any of the following:

- weakness in the national, regional and local economies, which could adversely impact consumer spending and retail sales and in turn tenant demand for space and lead to increased store closings;
- consequences of any armed conflict involving, or terrorist attack against, the United States;
- adverse financial conditions for large retail companies;
- the ongoing consolidation in the retail sector;
- the excess amount of retail space in a number of markets;
- reduction in the demand by tenants to occupy our shopping centers as a result of reduced consumer demand for certain retail formats such as video rental stores;
- a shift in retail shopping from brick and mortar stores to Internet retailers and catalogs;
- the growth of super-centers, such as those operated by Wal-Mart, and their adverse effect on major grocery chains; and
- the impact of increased energy costs on consumers and its consequential effect on the number of shopping visits to our centers.

To the extent that any of these conditions occur, they are likely to impact market rents for retail space, occupancy in the operating portfolios, our ability to recycle capital, and our cash available for distributions to stock and unit holders.

### **Our revenues and cash flow could be adversely affected by poor economic or market conditions where our properties are geographically concentrated, which may impede our ability to generate sufficient income to pay expenses and maintain our properties.**

The economic conditions in markets in which our properties are concentrated greatly influence our financial performance. During the year ended December 31, 2011, our properties in California, Florida, and Texas accounted for 31.6%, 14.5%, and 13.1%, respectively, of our consolidated net operating income. Our revenues and cash available to pay expenses, maintain our properties, and for distribution to stock and unit holders could be adversely affected by this geographic concentration if market conditions, such as supply of retail space or demand for shopping centers, deteriorate in California, Florida, or Texas relative to other geographic areas.

### **Loss of revenues from major tenants could reduce distributions to stock and unit holders.**

We derive significant revenues from anchor tenants such as Kroger, Publix and Safeway which are our three largest anchor tenants and accounted for 4.2%, 4.4%, and 3.7%, respectively, of our annualized base rent from Consolidated Properties plus our pro-rata share of annualized base rent from Unconsolidated Properties ("pro-rata basis") for the year ended December 31, 2011. Distributions to stock and unit holders could be adversely affected by the loss of revenues in the event a major tenant:

- becomes bankrupt or insolvent;
- experiences a downturn in its business;
- materially defaults on its leases;
- does not renew its leases as they expire; or
- renews at lower rental rates.

Vacated anchor space, including space owned by the anchor, can reduce rental revenues generated by the shopping center because of the loss of the departed anchor tenant's customer drawing power. Most anchors have the right to vacate and prevent re-tenanting by paying rent for the balance of the lease term. If major tenants vacate a property, then other tenants may be entitled to terminate their leases at the property.



**Our net income depends on the success and continued presence of our tenants.**

Our net income could be adversely affected if we fail to lease significant portions of our new developments or in the event of bankruptcy or insolvency of any anchors or of a significant number of our non-anchor tenants within a shopping center. The adverse impact on our net income may be greater than the loss of rent from the resulting unoccupied space because co-tenancy clauses may allow other tenants to modify or terminate their rent or lease obligations. Co-tenancy clauses have several variants: they may allow a tenant to postpone a store opening if certain other tenants fail to open their stores; they may allow a tenant to close its store prior to lease expiration if another tenant closes its store prior to lease expiration; or more commonly, they may allow a tenant to pay reduced levels of rent until a certain number of tenants open their stores within the same shopping center.

**We may be unable to collect balances due from tenants in bankruptcy.**

Although base rent is supported by long-term lease contracts, tenants who file bankruptcy have the legal right to reject any or all of their leases and close related stores. In the event that a tenant with a significant number of leases in our shopping centers files bankruptcy and cancels its leases, we could experience a significant reduction in our revenues and may not be able to collect all pre-petition amounts owed by that party.

**Our real estate assets may be subject to impairment charges.**

Our long-lived assets, primarily real estate held for investment, are carried at cost unless circumstances indicate that the carrying value of the assets may not be recoverable. We evaluate whether there are any indicators, including property operating performance and general market conditions, that the value of the real estate properties (including any related amortizable intangible assets or liabilities) may not be recoverable. Through the evaluation, we compare the current carrying value of the asset to the estimated undiscounted cash flows that are directly associated with the use and ultimate disposition of the asset. Our estimated cash flows are based on several key assumptions, including rental rates, costs of tenant improvements, leasing commissions, anticipated hold period, and assumptions regarding the residual value upon disposition, including the exit capitalization rate. These key assumptions are subjective in nature and could differ materially from actual results. Changes in our disposition strategy or changes in the marketplace may alter the hold period of an asset or asset group which may result in an impairment loss and such loss could be material to the Company's financial condition or operating performance. To the extent that the carrying value of the asset exceeds the estimated undiscounted cash flows, an impairment loss is recognized equal to the excess of carrying value over fair value. If such indicators are not identified, management will not assess the recoverability of a property's carrying value.

The fair value of real estate assets is highly subjective and is determined through comparable sales information and other market data if available, or through use of an income approach such as the direct capitalization method or the traditional discounted cash flow approach. Such cash flow projections consider factors such as expected future operating income, trends and prospects, as well as the effects of demand, competition and other factors, and therefore is subject to a significant degree of management judgment and changes in those factors could impact the determination of fair value. In estimating the fair value of undeveloped land, we generally use market data and comparable sales information.

These subjective assessments have a direct impact on our net income because recording an impairment charge results in an immediate negative adjustment to net income. There can be no assurance that we will not take additional charges in the future related to the impairment of our assets. Any future impairment could have a material adverse effect on our results of operations in the period in which the charge is taken.

**Adverse global market and economic conditions may adversely affect us and could cause us to recognize additional impairment charges or otherwise harm our performance.**

We are unable to predict the timing, severity, and length of adverse market and economic conditions. The return of adverse market and economic conditions may impede our ability to generate sufficient operating cash flow to pay expenses, maintain properties, pay distributions to our stock and unit holders, and refinance debt. During these adverse periods, there may be significant uncertainty in the valuation of our properties and investments that could result in a substantial decrease in their value. No assurance can be given that we would be able to recover the current carrying amount of all of our properties and investments in the future. Our failure to do so would require us to recognize additional impairment charges for the period in which we reached that conclusion, which could materially and adversely affect us and the market price of our common stock.

**Our acquisition activities may not produce the returns that we expect.**

Our investment strategy includes investing in high-quality grocery-anchored shopping centers that are leased by market-dominant grocers, category-leading anchors, specialty retailers, and restaurants located in areas with above average household incomes and population densities. The acquisition of properties entails risks that include the following, any of which could adversely affect our results of operations and our ability to meet our obligations:

- our estimate of the costs to improve, reposition or redevelop a property may prove to be too low, or the time we estimate to complete the improvement, repositioning or redevelopment may be too short. As a result, the property may fail to achieve the returns we have projected, either temporarily or for a longer time;
- we may not be able to identify suitable properties to acquire or may be unable to complete the acquisition of the properties we identify;
- we may not be able to integrate an acquisition into our existing operations successfully;
- properties we acquire may fail to achieve the occupancy or rental rates we project, within the time frames we project, at the time we make the decision to invest, which may result in the properties' failure to achieve the returns we projected;
- our pre-acquisition evaluation of the physical condition of each new investment may not detect certain defects or identify necessary repairs until after the property is acquired, which could significantly increase our total acquisition costs or decrease cash flow from the property; and
- our investigation of a property or building prior to our acquisition, and any representations we may receive from the seller of such building or property, may fail to reveal various liabilities, which could reduce the cash flow from the property or increase our acquisition cost.

**Unsuccessful development activities or a slowdown in development activities will have a direct impact on our revenues and our revenue growth.**

We actively pursue development activities as opportunities arise. Development activities require various government and other approvals for entitlements which can significantly delay the development process. We may not recover our investment in development projects for which approvals are not received. We incur other risks associated with development activities, including:

- the ability to lease up developments to full occupancy on a timely basis;
- the risk that occupancy rates and rents of a completed project will not be sufficient to make the project profitable and available for contribution to our co-investment partnerships or sale to third parties;
- the risk that the current size of our development pipeline will strain the organization's capacity to complete the developments within the targeted timelines and at the expected returns on invested capital;
- the risk that we may abandon development opportunities and lose our investment in these developments;
- the risk that development costs of a project may exceed original estimates, possibly making the project unprofitable;
- delays in the development and construction process; and
- the lack of cash flow during the construction period;

If our developments are unsuccessful or we experience a slowdown in development activities, our revenue growth and/or operating expenses may be adversely impacted.

**We may experience difficulty or delay in renewing leases or re-leasing space.**

We derive most of our revenue directly or indirectly from rent received from our tenants. We are subject to the risks that, upon expiration or termination of leases, leases for space in our properties may not be renewed, space may not be re-leased, or the terms of renewal or re-lease, including the cost of required renovations or concessions to tenants, may be less favorable than current lease terms. As a result, our results of operations and our net income could be reduced.

**We may be unable to sell properties when appropriate because real estate investments are illiquid.**

Real estate investments generally cannot be sold quickly. We may not be able to alter our portfolio promptly in response to changes in economic or other conditions including being unable to sell a property at a return we believe is appropriate. Our inability to respond quickly to adverse changes in the performance of our investments could have an adverse effect on our ability to meet our obligations and make distributions to our stock and unit holders.

**Changes in accounting standards may adversely impact our financial condition and results of operations.**

The SEC may decide in the near future that issuers in the United States should be required to prepare financial statements in accordance with International Financial Reporting Standards ("IFRS") instead of U.S. Generally Accepted Accounting Principles ("GAAP"). IFRS is a comprehensive set of accounting standards promulgated by the International Accounting Standards Board ("IASB"), which are rapidly gaining worldwide acceptance. Changes in U.S. GAAP and changes in current interpretations are beyond our control, can be hard to predict and could materially impact how we report our financial results and condition. In certain cases, we could be required to apply a new or revised rule retroactively or apply existing rules differently which may adversely impact our results of operations or result in our recasting prior period financial statements for material amounts. Additionally, significant changes to U.S. GAAP may require costly technology changes, additional training and personnel, and other expenses that will negatively impact our results of operations.

**The adoption of new accounting rules may adversely impact our financial condition and results of operations.**

The Financial Accounting Standards Board ("FASB") has proposed new accounting rules which could result in significant changes in the way leases and / or real estate investments are reported in our financial statements under GAAP. The proposal, if adopted, could have a significant effect on our balance sheet. FASB may issue final rules on this topic in the near future. At this time, we are unable to determine what effect, if any, the adoption of this proposal will have on our financial condition, our results of operations and our financial ratios required by our debt covenants.

**Geographic concentration of our properties makes our business vulnerable to natural disasters and severe weather conditions, which could have an adverse effect on our cash flow and operating results.**

A significant portion of our property gross leasable area is located in areas that are susceptible to the harmful effects of earthquakes, tropical storms, hurricanes, tornadoes, wildfires, and similar natural disasters. As of December 31, 2011, approximately 23.3%, 19.2%, and 12.4% of our property gross leasable area, on a consolidated basis, was located in California, Florida, and Texas, respectively. Intense weather conditions during the last decade has caused our cost of property insurance to increase significantly. While much of the cost of this insurance is passed on to our tenants as reimbursable property costs, some tenants do not pay a pro rata share of these costs under their leases. These weather conditions also disrupt our business and the business of our tenants, which could affect the ability of some tenants to pay rent and may reduce the willingness of residents to remain in or move to the affected area. Therefore, as a result of the geographic concentration of our properties, we face demonstrable risks, including higher costs, such as uninsured property losses and higher insurance premiums, and disruptions to our business and the businesses of our tenants.

**An uninsured loss or a loss that exceeds the insurance policies on our properties could subject us to loss of capital or revenue on those properties.**

We carry comprehensive liability, fire, flood, extended coverage, rental loss, and environmental insurance for our properties with policy specifications and insured limits customarily carried for similar properties. We believe that the insurance carried on our properties is adequate and in accordance with industry standards. There are, however, some types of losses, such as from hurricanes, terrorism, wars or earthquakes, which may be uninsurable, or the cost of insuring against such losses may not be economically justifiable. In addition, tenants generally are required to indemnify and hold us harmless from liabilities resulting from injury to persons or damage to personal or real property, on or off the premises, due to activities conducted by tenants or their agents on the properties (including without limitation any environmental contamination), and at the tenant's expense, to obtain and keep in full force during the term of the lease, liability and property damage insurance policies. However, our tenants may not properly maintain their insurance policies or have the ability to pay the deductibles associated with such policies. Should a loss occur that is uninsured or in an amount exceeding the combined aggregate limits for the policies noted above, or in the event of a loss that is subject to a substantial deductible under an insurance policy, we could lose all or part of our capital invested in, and anticipated revenue from, one or more of the properties, which could have a material adverse effect on our operating results and financial condition, as well as our ability to make distributions to stock and unit holders.

**Loss of our key personnel could adversely affect the value of our performance and our Parent Company's stock price.**

We depend on the efforts of our key executive personnel. Although we believe qualified replacements could be found for our key executives, the loss of their services could adversely affect performance and our Parent Company's stock price.

**We face competition from numerous sources, including other real estate investment trusts and small real estate owners.**

The ownership of shopping centers is highly fragmented. We face competition from other real estate investment trusts as well as from numerous small owners in the acquisition, ownership, and leasing of shopping centers. We compete to develop shopping centers with other real estate investment trusts engaged in development activities as well as with local, regional, and national real estate developers. If we cannot successfully compete in our targeted markets, our cash flow, and therefore distributions to stock and unit holders, may be adversely affected.

**Costs of environmental remediation could reduce our cash flow available for distribution to stock and unit holders.**

Under various federal, state and local laws, an owner or manager of real property may be liable for the costs of removal or remediation of hazardous or toxic substances on the property. These laws often impose liability without regard to whether the owner knew of, or was responsible for, the presence of hazardous or toxic substances. The cost of any required remediation could exceed the value of the property and/or the aggregate assets of the owner or the responsible party. The presence of, or the failure to properly remediate, hazardous or toxic substances may adversely affect our ability to sell or lease a contaminated property or to borrow using the property as collateral. Any of these developments could reduce cash flow and distributions to stock and unit holders.

**Compliance with the Americans with Disabilities Act and fire, safety and other regulations may require us to make unintended expenditures that adversely affect our cash flows.**

All of our properties are required to comply with the Americans with Disabilities Act ("ADA"). The ADA has separate compliance requirements for "public accommodations" and "commercial facilities," but generally requires that buildings be made accessible to people with disabilities. Compliance with the ADA requirements could require removal of access barriers, and noncompliance could result in imposition of fines by the U.S. government or an award of damages to private litigants, or both. While the tenants to whom we lease properties are obligated by law to comply with the ADA provisions, and typically under tenant leases are obligated to cover costs associated with compliance, if required changes involve greater expenditures than anticipated, or if the changes must be made on a more accelerated basis than anticipated, the ability of these tenants to cover costs could be adversely affected. In addition, we are required to operate the properties in compliance with fire and safety regulations, building codes and other land use regulations, as they may be adopted by governmental entities and become applicable to the properties. We may be required to make substantial capital expenditures to comply with these requirements, and these expenditures could have a material adverse effect on our ability to meet our financial obligations and make distributions to our stock and unit holders.

**If we do not maintain the security of tenant-related information, we could incur substantial additional costs and become subject to litigation.**

We are implementing an online payment system where we will receive certain information about our tenants that will depend upon the secure transmission of confidential information over public networks, including information permitting cashless payments. A compromise of our security systems that results in information being obtained by unauthorized persons could adversely affect our operations, results of operations, financial condition and liquidity, and could result in litigation against us or the imposition of penalties. In addition, a security breach could require that we expend significant additional resources related to our information security systems and could result in a disruption of our operations.

**We rely extensively on computer systems to process transactions and manage our business. Disruptions in both our primary and secondary (back-up) systems could harm our ability to run our business.**

Although we have independent, redundant and physically separate primary and secondary computer systems, it is critical that we maintain uninterrupted operation of our business-critical computer systems. Our computer systems, including our back-up systems, are subject to damage or interruption from power outages, computer and telecommunications failures, computer viruses, security breaches, catastrophic events such as fires, tornadoes and hurricanes, and usage errors by our employees. If our computer systems and our back-up systems are damaged or cease to function properly, we may have to make a significant investment to repair or replace them, and we may suffer interruptions in our operations in the interim. Any material interruption in both of our computer systems and back-up systems may have a material adverse effect on our business or results of operations.

### **Risk Factors Related to Our Co-investment Partnerships and Acquisition Structure**

**We do not have voting control over our joint venture investments, so we are unable to ensure that our objectives will be pursued.**

We have invested as a co-venturer in the acquisition or development of properties. These investments involve risks not present in a wholly-owned project. We do not have voting control over the ventures. The other co-venturer might (i) have interests or goals that are inconsistent with our interests or goals or (ii) otherwise impede our objectives. The other co-venturer also might become insolvent or bankrupt. These factors could limit the return that we receive from such investments or cause our cash flows to be lower than our estimates.

**Our co-investment partnerships are an important part of our growth strategy. The termination of our co-investment partnerships could adversely affect our cash flow, operating results, and distributions to stock and unit holders.**

Our management fee income has increased significantly as our participation in co-investment partnerships has increased. If co-investment partnerships owning a significant number of properties were dissolved for any reason, we would lose the asset and property management fees from these co-investment partnerships, which could adversely affect our operating results and our cash available for distribution to stock and unit holders.

In addition, termination of the co-investment partnerships without replacing them with new co-investment partnerships could adversely affect our growth strategy. Property sales to the co-investment partnerships provide us with an important source of funding for additional developments and acquisitions. Without this source of capital, our ability to recycle capital, fund developments and acquisitions, and increase distributions to stock and unit holders could be adversely affected.

Our co-investment partnerships have \$1.9 billion of debt as of December 31, 2011, of which 13.6% will mature through 2012, which is subject to significant refinancing risks. If real estate values continue to decline, the refinancing of maturing loans, including those maturing in our joint ventures, will require us and our joint venture partners to contribute our respective pro-rata shares of capital in order to reduce refinancing requirements to acceptable loan to value levels required for new financings.

### **Risk Factors Related to Our Capital Recycling and Capital Structure**

**Higher market capitalization rates for our properties could adversely impact our ability to recycle capital and fund developments and acquisitions, and could dilute earnings.**

As part of our capital recycling program, we sell operating properties that no longer meet our investment standards. We also develop certain retail centers because of their attractive margins with the intent of selling them to co-investment partnerships or other third parties for a profit. These sales proceeds are used to fund the construction of new developments. An increase in market capitalization rates could cause a reduction in the value of centers identified for sale, which would have an adverse impact on our capital recycling program by reducing the amount of cash generated and profits realized. In order to meet the cash requirements of our development program, we may be required to sell more properties than initially planned, which would have a negative impact on our earnings.

**We face risks associated with the use of debt to fund our business.**

We depend on external financing, principally debt financing, to fund the growth of our business and to ensure that we can meet ongoing maturities of our outstanding debt. Our access to financing depends on our credit rating, the willingness of creditors to lend to us and conditions in the capital markets. In addition to finding creditors willing to lend to us, we are dependent upon our joint venture partners to contribute their share of any amount needed to repay or refinance existing debt when lenders reduce the amount of debt our joint ventures are eligible to refinance.

Without access to external financing, we would be required to pay outstanding debt with our operating cash flows and proceeds from property sales. Our operating cash flows may not be sufficient to pay our outstanding debt as it comes due and real estate investments generally cannot be sold quickly at a return we believe is appropriate. If we are required to deleverage our business with operating cash flows and proceeds from property sales, we may be forced to reduce the amount of, or eliminate altogether, our distributions to stock and unit holders or refrain from making investments in our business.

**Our debt financing may reduce distributions to stock and unit holders.**

Our organizational documents do not limit the amount of debt that we may incur. In addition, we do not expect to generate sufficient funds from operations to make balloon principal payments on our debt when due. If we are unable to refinance our debt on acceptable terms, we might be forced (i) to dispose of properties, which might result in losses, or (ii) to obtain financing at unfavorable terms. Either could reduce the cash flow available for distributions to stock and unit holders. If we cannot make required mortgage payments, the mortgagee could foreclose on the property securing the mortgage, causing the loss of cash flow from that property.

**Covenants in our debt agreements may restrict our operating activities and adversely affect our financial condition.**

Our unsecured notes, unsecured term loan, unsecured line of credit, and revolving credit facility contain customary covenants, including compliance with financial ratios, such as ratio of total debt to gross asset value and fixed charge coverage ratio. Fixed charge coverage ratio is defined as earnings before interest, taxes, depreciation and amortization ("EBITDA") divided by the sum of interest expense and scheduled mortgage principal paid to our lenders plus dividends paid to our preferred stockholders. Our debt arrangements also restrict our ability to enter into a transaction that would result in a change of control. These covenants may limit our operational flexibility and our acquisition activities. Moreover, if we breach any of the covenants in our debt agreements, and did not cure the breach within the applicable cure period, our lenders could require us to repay the debt immediately, even in the absence of a payment default. Many of our debt arrangements, including our unsecured notes, unsecured term loan, unsecured line of credit, and our revolving credit facility, are cross-defaulted, which means that the lenders under those debt arrangements can put us in default and require immediate repayment of their debt if we breach and fail to cure a default under certain of our other material debt obligations. As a result, any default under our debt covenants could have an adverse effect on our financial condition, our results of operations, our ability to meet our obligations, and the market value of our stock.

**We depend on external sources of capital, which may not be available in the future on favorable terms or at all.**

To qualify as a REIT, the Parent Company must, among other things, distribute to its stockholders each year at least 90% of its REIT taxable income (excluding any net capital gains). Because of these distribution requirements, we likely will not be able to fund all future capital needs, including capital for acquisitions or developments, with income from operations. We therefore will have to rely on third-party sources of capital, which may or may not be available on favorable terms or at all. Our access to third-party sources of capital depends on a number of things, including the market's perception of our growth potential and our current and potential future earnings. In addition, our existing debt arrangements also impose covenants that limit our flexibility in obtaining other financing, such as a prohibition on negative pledge agreements. Additional equity offerings may result in substantial dilution of stockholders' interests and additional debt financing may substantially increase our degree of leverage.

## **Risk Factors Related to Interest Rates and the Market for Our Stock**

### **Changes in economic and market conditions could adversely affect the Parent Company's stock price.**

The market price of our common stock may fluctuate significantly in response to many factors, many of which are out of our control, including:

- actual or anticipated variations in our operating results or dividends;
- changes in our funds from operations or earnings estimates;
- publication of research reports about us or the real estate industry in general and recommendations by financial analysts or actions taken by rating agencies with respect to our securities or those of other REIT's;
- the ability of our tenants to pay rent and meet their other obligations to us under current lease terms and our ability to re-lease space as leases expire;
- increases in market interest rates that drive purchasers of our stock to demand a higher dividend yield;
- changes in market valuations of similar companies;
- adverse market reaction to any additional debt we incur in the future;
- any future issuances of equity securities;
- additions or departures of key management personnel;
- strategic actions by us or our competitors, such as acquisitions or restructurings;
- actions by institutional stockholders;
- speculation in the press or investment community; and
- general market and economic conditions.

These factors may cause the market price of our common stock to decline, regardless of our financial condition, results of operations, business or prospects. It is impossible to ensure that the market price of our common stock will not fall in the future. A decrease in the market price of our common stock could reduce our ability to raise additional equity in the public markets. Selling common stock at a decreased market price would have a dilutive impact on existing stockholders.

## **Risk Factors Related to Federal Income Tax Laws**

### **If the Parent Company fails to qualify as a REIT for federal income tax purposes, it would be subject to federal income tax at regular corporate rates.**

We believe that we qualify for taxation as a REIT for federal income tax purposes, and we plan to operate so that we can continue to meet the requirements for taxation as a REIT. If we qualify as a REIT, we generally will not be subject to federal income tax on our income that we distribute currently to our stockholders. Many of the REIT requirements, however, are highly technical and complex. The determination that we are a REIT requires an analysis of various factual matters and circumstances, some of which may not be totally within our control and some of which involve questions of interpretation. For example, to qualify as a REIT, at least 95% of our gross income must come from specific passive sources, like rent, that are itemized in the REIT tax laws. There can be no assurance that the Internal Revenue Service ("IRS") or a court would agree with the positions we have taken in interpreting the REIT requirements. We are also required to distribute to our stockholders at least 90% of our REIT taxable income, excluding capital gains. The fact that we hold many of our assets through co-investment partnerships and their subsidiaries further complicates the application of the REIT requirements. Even a technical or inadvertent mistake could jeopardize our REIT status. Furthermore, Congress and the IRS might make changes to the tax laws and regulations, and the courts might issue new rulings, that make it more difficult, or impossible, for us to remain qualified as a REIT.

Also, unless the IRS granted us relief under certain statutory provisions, we would remain disqualified as a REIT for four years following the year we first failed to qualify. If we failed to qualify as a REIT (currently and/or with respect to any tax years for which the statute of limitations has not expired), we would have to pay significant income taxes, reducing cash available to pay dividends, which would likely have a significant adverse affect on the value of our securities. In addition, we would no longer be required to pay any dividends to stockholders. Although we believe that we qualify as a REIT, we cannot assure you that we will continue to qualify or remain qualified as a REIT for tax purposes.

Even if we qualify as a REIT for federal income tax purposes, we are required to pay certain federal, state and local taxes on our income and property. For example, if we have net income from "prohibited transactions," that income will be subject to a 100% tax. In general, prohibited transactions include sales or other dispositions of property held primarily for sale to customers in the ordinary course of business. The determination as to whether a particular sale is a prohibited transaction depends on the facts and circumstances related to that sale. While we have undertaken a significant number of asset sales in

recent years, we do not believe that those sales should be considered prohibited transactions, but there can be no assurance that the IRS would not contend otherwise.

**Risk Factors Related to Our Ownership Limitations and the Florida Business Corporation Act**

**Restrictions on the ownership of the Parent Company's capital stock to preserve our REIT status could delay or prevent a change in control.**

Ownership of more than 7% by value of our outstanding capital stock is prohibited, with certain exceptions, by our articles of incorporation, for the purpose of maintaining our qualification as a REIT. This 7% limitation may discourage a change in control and may also (i) deter tender offers for our capital stock, which offers may be attractive to our stockholders, or (ii) limit the opportunity for our stockholders to receive a premium for their capital stock that might otherwise exist if an investor attempted to assemble a block in excess of 7% of our outstanding capital stock or to affect a change in control.

**The issuance of the Parent Company's capital stock could delay or prevent a change in control.**

Our articles of incorporation authorize our Board of Directors to issue up to 30,000,000 shares of preferred stock and 10,000,000 shares of special common stock and to establish the preferences and rights of any shares issued. The issuance of preferred stock or special common stock could have the effect of delaying or preventing a change in control. The provisions of the Florida Business Corporation Act regarding control share acquisitions and affiliated transactions could also deter potential acquisitions by preventing the acquiring party from voting the common stock it acquires or consummating a merger or other extraordinary corporate transaction without the approval of our disinterested stockholders.

**Item 1B. Unresolved Staff Comments**

None.



## Item 2. Properties

The following table is a list of the shopping centers summarized by state and in order of largest holdings presented for Consolidated Properties (excludes properties owned by unconsolidated co-investment partnerships):

| Location       | December 31, 2011 |            |                |          | December 31, 2010 |            |                |          |
|----------------|-------------------|------------|----------------|----------|-------------------|------------|----------------|----------|
|                | # Properties      | GLA        | % of Total GLA | % Leased | # Properties      | GLA        | % of Total GLA | % Leased |
| California     | 44                | 5,521,165  | 23.3%          | 91.1%    | 42                | 5,211,886  | 22.4%          | 93.7%    |
| Florida        | 45                | 4,550,377  | 19.2%          | 92.6%    | 44                | 4,467,696  | 19.2%          | 92.5%    |
| Texas          | 22                | 2,932,389  | 12.4%          | 93.5%    | 23                | 2,875,917  | 12.4%          | 89.9%    |
| Ohio           | 12                | 1,591,430  | 6.7%           | 96.3%    | 13                | 1,698,262  | 7.3%           | 93.2%    |
| Georgia        | 14                | 1,269,372  | 5.3%           | 89.1%    | 16                | 1,428,281  | 6.1%           | 88.2%    |
| Colorado       | 14                | 1,161,853  | 4.9%           | 91.6%    | 14                | 1,117,074  | 4.8%           | 86.8%    |
| Virginia       | 7                 | 951,410    | 4.0%           | 92.9%    | 7                 | 910,740    | 3.9%           | 93.9%    |
| Illinois       | 5                 | 862,968    | 3.6%           | 95.0%    | 5                 | 885,581    | 3.8%           | 94.4%    |
| North Carolina | 9                 | 836,922    | 3.5%           | 92.6%    | 9                 | 874,238    | 3.8%           | 87.8%    |
| Oregon         | 8                 | 740,605    | 3.1%           | 90.8%    | 7                 | 659,060    | 2.8%           | 96.8%    |
| Tennessee      | 6                 | 478,923    | 2.0%           | 94.1%    | 6                 | 479,321    | 2.1%           | 92.3%    |
| Missouri       | 4                 | 408,347    | 1.7%           | 98.7%    | —                 | —          | —%             | —%       |
| Arizona        | 3                 | 388,441    | 1.6%           | 84.0%    | 3                 | 388,440    | 1.7%           | 90.6%    |
| Massachusetts  | 2                 | 360,297    | 1.5%           | 94.6%    | 2                 | 371,758    | 1.6%           | 93.7%    |
| Washington     | 5                 | 357,201    | 1.5%           | 94.1%    | 6                 | 461,073    | 2.0%           | 94.0%    |
| Nevada         | 1                 | 330,907    | 1.4%           | 88.7%    | 2                 | 439,422    | 1.9%           | 79.5%    |
| Pennsylvania   | 4                 | 321,901    | 1.4%           | 98.4%    | 4                 | 305,444    | 1.3%           | 94.0%    |
| Delaware       | 2                 | 242,939    | 1.0%           | 89.6%    | 2                 | 242,680    | 1.0%           | 89.8%    |
| Michigan       | 2                 | 118,273    | 0.5%           | 39.2%    | 2                 | 118,273    | 0.5%           | 84.6%    |
| Maryland       | 1                 | 87,556     | 0.4%           | 97.2%    | 1                 | 95,010     | 0.4%           | 90.1%    |
| Alabama        | 1                 | 84,740     | 0.4%           | 86.2%    | 1                 | 84,740     | 0.4%           | 77.8%    |
| South Carolina | 2                 | 74,421     | 0.3%           | 98.1%    | 2                 | 74,421     | 0.3%           | 96.2%    |
| Indiana        | 3                 | 54,484     | 0.2%           | 82.3%    | 3                 | 54,484     | 0.2%           | 62.9%    |
| Kentucky       | 1                 | 23,186     | 0.1%           | 93.9%    | 1                 | 23,186     | 0.1%           | 81.9%    |
| Total          | 217               | 23,750,107 | 100.0%         | 92.2%    | 215               | 23,266,987 | 100.0%         | 91.6%    |

Certain Consolidated Properties are encumbered by mortgage loans of \$448.4 million as of December 31, 2011.

The following table is a list of the shopping centers summarized by state and in order of largest holdings presented for Unconsolidated Properties (only properties owned by unconsolidated co-investment partnerships):

| Location          | December 31, 2011 |            |                |          | December 31, 2010 |            |                |          |
|-------------------|-------------------|------------|----------------|----------|-------------------|------------|----------------|----------|
|                   | # Properties      | GLA        | % of Total GLA | % Leased | # Properties      | GLA        | % of Total GLA | % Leased |
| California        | 27                | 3,550,511  | 19.3%          | 95.5%    | 27                | 3,555,084  | 16.3%          | 94.4%    |
| Virginia          | 21                | 2,780,216  | 15.1%          | 94.8%    | 22                | 2,788,919  | 12.8%          | 94.8%    |
| Maryland          | 15                | 1,726,984  | 9.4%           | 92.9%    | 15                | 1,765,700  | 8.1%           | 89.8%    |
| Illinois          | 10                | 1,328,210  | 7.2%           | 97.5%    | 19                | 2,258,221  | 10.4%          | 92.1%    |
| Texas             | 9                 | 1,226,986  | 6.7%           | 96.0%    | 10                | 1,277,109  | 5.9%           | 91.4%    |
| North Carolina    | 7                 | 1,191,869  | 6.5%           | 95.8%    | 7                 | 1,315,343  | 6.0%           | 96.3%    |
| Pennsylvania      | 7                 | 981,711    | 5.3%           | 95.9%    | 7                 | 981,635    | 4.5%           | 93.3%    |
| Colorado          | 6                 | 941,094    | 5.1%           | 95.5%    | 6                 | 947,326    | 4.3%           | 94.8%    |
| Florida           | 11                | 841,160    | 4.6%           | 93.2%    | 11                | 841,159    | 3.9%           | 92.0%    |
| Minnesota         | 5                 | 675,021    | 3.7%           | 98.4%    | 3                 | 483,520    | 2.2%           | 97.4%    |
| Washington        | 5                 | 577,441    | 3.1%           | 90.9%    | 5                 | 577,441    | 2.6%           | 91.7%    |
| Ohio              | 2                 | 532,020    | 2.9%           | 93.3%    | 2                 | 537,073    | 2.5%           | 92.0%    |
| South Carolina    | 4                 | 286,222    | 1.6%           | 96.3%    | 4                 | 286,297    | 1.3%           | 96.4%    |
| Wisconsin         | 2                 | 269,128    | 1.5%           | 93.5%    | 2                 | 269,128    | 1.2%           | 94.2%    |
| Georgia           | 3                 | 243,351    | 1.3%           | 92.0%    | 3                 | 243,351    | 1.1%           | 92.8%    |
| Delaware          | 2                 | 227,481    | 1.2%           | 89.3%    | 2                 | 231,587    | 1.1%           | 86.2%    |
| Massachusetts     | 1                 | 185,279    | 1.0%           | 98.1%    | 1                 | 185,279    | 0.8%           | 100.0%   |
| Connecticut       | 1                 | 179,864    | 1.0%           | 99.8%    | 1                 | 179,863    | 0.8%           | 99.8%    |
| New Jersey        | 2                 | 156,531    | 0.9%           | 96.6%    | 2                 | 156,482    | 0.7%           | 93.8%    |
| Indiana           | 2                 | 138,884    | 0.7%           | 93.1%    | 3                 | 218,769    | 1.0%           | 91.1%    |
| Alabama           | 1                 | 118,466    | 0.6%           | 64.6%    | 1                 | 118,466    | 0.6%           | 64.6%    |
| Arizona           | 1                 | 107,633    | 0.6%           | 92.1%    | 1                 | 107,633    | 0.5%           | 93.2%    |
| Oregon            | 1                 | 93,101     | 0.5%           | 92.5%    | 1                 | 93,101     | 0.4%           | 95.9%    |
| Dist. of Columbia | 2                 | 39,647     | 0.2%           | 100.0%   | 2                 | 39,647     | 0.2%           | 90.6%    |
| Missouri          | —                 | —          | —%             | —%       | 23                | 2,265,467  | 10.4%          | 96.8%    |
| Tennessee         | —                 | —          | —%             | —%       | 1                 | 86,065     | 0.4%           | 94.8%    |
| Total             | 147               | 18,398,810 | 100.0%         | 94.8%    | 181               | 21,809,665 | 100.0%         | 93.6%    |

Certain Unconsolidated Properties are encumbered by mortgage loans of \$1.9 billion as of December 31, 2011.

The following table summarizes the largest tenants occupying our shopping centers for Consolidated Properties plus Regency's pro-rata share of Unconsolidated Properties as of December 31, 2011, based upon a percentage of total annualized base rent exceeding or equal to 0.5% (dollars in thousands):

| Tenant              | GLA       | Percent to<br>Company Owned<br>GLA | Rent      | Percentage of<br>Annualized Base<br>Rent | Number of<br>Leased<br>Stores | Anchor<br>Owned<br>Stores (1) |
|---------------------|-----------|------------------------------------|-----------|------------------------------------------|-------------------------------|-------------------------------|
| Publix              | 2,031,785 | 6.8%                               | \$ 19,992 | 4.4%                                     | 55                            | 1                             |
| Kroger              | 2,090,100 | 7.0%                               | 19,202    | 4.2%                                     | 43                            | 8                             |
| Safeway             | 1,707,700 | 5.7%                               | 16,879    | 3.7%                                     | 51                            | 6                             |
| Supervalu           | 839,301   | 2.8%                               | 10,022    | 2.2%                                     | 26                            | 2                             |
| CVS                 | 483,136   | 1.6%                               | 7,192     | 1.6%                                     | 46                            | —                             |
| Whole Foods         | 252,450   | 0.8%                               | 6,664     | 1.5%                                     | 8                             | —                             |
| TJX Companies       | 543,334   | 1.8%                               | 6,332     | 1.4%                                     | 25                            | —                             |
| Ahold               | 341,251   | 1.1%                               | 4,751     | 1.0%                                     | 13                            | —                             |
| Ross Dress For Less | 279,805   | 0.9%                               | 4,353     | 1.0%                                     | 17                            | —                             |
| H.E.B.              | 294,765   | 1.0%                               | 4,326     | 1.0%                                     | 5                             | —                             |
| PETCO               | 219,706   | 0.7%                               | 4,104     | 0.9%                                     | 25                            | —                             |
| Walgreens           | 193,909   | 0.7%                               | 3,729     | 0.8%                                     | 16                            | —                             |
| Starbucks           | 100,076   | 0.3%                               | 3,507     | 0.8%                                     | 83                            | —                             |
| Sports Authority    | 181,523   | 0.6%                               | 3,461     | 0.8%                                     | 5                             | —                             |
| Wells Fargo Bank    | 69,089    | 0.2%                               | 3,311     | 0.7%                                     | 36                            | —                             |
| Bank of America     | 76,767    | 0.3%                               | 3,270     | 0.7%                                     | 26                            | —                             |
| Sears Holdings      | 428,090   | 1.4%                               | 3,213     | 0.7%                                     | 8                             | 1                             |
| Rite Aid            | 207,459   | 0.7%                               | 3,184     | 0.7%                                     | 24                            | —                             |
| PetSmart            | 178,850   | 0.6%                               | 2,959     | 0.7%                                     | 10                            | —                             |
| Harris Teeter       | 247,811   | 0.8%                               | 2,929     | 0.6%                                     | 8                             | —                             |
| Subway              | 98,248    | 0.3%                               | 2,915     | 0.6%                                     | 112                           | —                             |
| Target              | 349,683   | 1.2%                               | 2,884     | 0.6%                                     | 4                             | 18                            |
| JPMorgan Chase Bank | 54,573    | 0.2%                               | 2,707     | 0.6%                                     | 23                            | —                             |
| The UPS Store       | 95,642    | 0.3%                               | 2,499     | 0.6%                                     | 93                            | —                             |
| Wal-Mart            | 435,400   | 1.5%                               | 2,466     | 0.5%                                     | 4                             | 4                             |
| Trader Joe's        | 89,994    | 0.3%                               | 2,296     | 0.5%                                     | 11                            | —                             |

(1) Stores owned by anchor tenant that are attached to our centers.

Regency's leases for tenant space under 5,000 square feet generally have terms ranging from three to five years. Leases greater than 10,000 square feet generally have lease terms in excess of five years, mostly comprised of anchor tenants. Many of the anchor leases contain provisions allowing the tenant the option of extending the term of the lease at expiration. The leases provide for the monthly payment in advance of fixed minimum rent, additional rents calculated as a percentage of the tenant's sales, the tenant's pro-rata share of real estate taxes, insurance, and common area maintenance ("CAM") expenses, and reimbursement for utility costs if not directly metered.

The following table sets forth a schedule of lease expirations for the next ten years and thereafter, assuming no tenants renew their leases (dollars in thousands):

| Lease Expiration Year | Expiring GLA (2) | Percent of Total Company GLA (2) | Minimum Rent Expiring Leases (3) | Percent of Minimum Rent (3) |
|-----------------------|------------------|----------------------------------|----------------------------------|-----------------------------|
| (1)                   | 432,809          | 1.6%                             | \$ 7,846                         | 1.7%                        |
| 2012                  | 2,366,496        | 8.9%                             | 46,159                           | 10.2%                       |
| 2013                  | 2,594,516        | 9.8%                             | 50,532                           | 11.1%                       |
| 2014                  | 2,609,414        | 9.8%                             | 51,487                           | 11.3%                       |
| 2015                  | 2,185,396        | 8.2%                             | 43,891                           | 9.7%                        |
| 2016                  | 2,923,044        | 11.0%                            | 50,019                           | 11.0%                       |
| 2017                  | 2,096,959        | 7.9%                             | 35,866                           | 7.9%                        |
| 2018                  | 1,431,217        | 5.4%                             | 22,702                           | 5.0%                        |
| 2019                  | 1,200,274        | 4.5%                             | 18,977                           | 4.2%                        |
| 2020                  | 1,597,409        | 6.0%                             | 23,440                           | 5.2%                        |
| 2021                  | 1,306,866        | 4.9%                             | 19,698                           | 4.3%                        |
| Thereafter            | 5,808,151        | 22.0%                            | 83,033                           | 18.4%                       |
| Total                 | 26,552,551       | 100.0%                           | \$ 453,650                       | 100.0%                      |

(1) Leased currently under month to month rent or in process of renewal.

(2) Represents GLA for Consolidated Properties plus Regency's pro-rata share of Unconsolidated Properties.

(3) Minimum rent includes current minimum rent and future contractual rent steps for the Consolidated Properties plus Regency's pro-rata share from Unconsolidated Properties, but excludes additional rent such as percentage rent, common area maintenance, real estate taxes and insurance reimbursements.

See the following property table and also see Item 7, Management's Discussion and Analysis for further information about Regency's properties.

| Property Name (1)                     | Year<br>Acquired | Year<br>Con-<br>structed (2) | Gross<br>Leasable<br>Area<br>(GLA) | Percent<br>Leased<br>(3) | Grocer & Major<br>Tenant(s) >40,000sf<br>(6) | Drug Store & Other Anchors > 10,000 Sq Ft                                                   |
|---------------------------------------|------------------|------------------------------|------------------------------------|--------------------------|----------------------------------------------|---------------------------------------------------------------------------------------------|
| <b>CALIFORNIA</b>                     |                  |                              |                                    |                          |                                              |                                                                                             |
| <b>Los Angeles/ Southern CA</b>       |                  |                              |                                    |                          |                                              |                                                                                             |
| 4S Commons Town Center                | 2004             | 2004                         | 240,060                            | 94.3%                    | Ralphs,<br>Jimbo's...Naturally!              | Bed Bath & Beyond, Cost Plus World Market, CVS, Griffin Ace Hardware                        |
| Amerige Heights Town Center           | 2000             | 2000                         | 89,181                             | 95.5%                    | Albertsons, (Target)                         | —                                                                                           |
| Brea Marketplace (5)                  | 2005             | 1987                         | 352,022                            | 98.4%                    | Sprout's Markets,<br>Target                  | 24 Hour Fitness, Big 5 Sporting Goods, Beverages & More!, Childtime Childcare,<br>Golfsmith |
| Costa Verde Center                    | 1999             | 1988                         | 178,623                            | 96.9%                    | Bristol Farms                                | Bookstar, The Boxing Club                                                                   |
| El Camino Shopping Center             | 1999             | 1995                         | 135,728                            | 91.9%                    | Von's Food & Drug                            | Sav-On Drugs                                                                                |
| El Norte Pkwy Plaza                   | 1999             | 1984                         | 90,549                             | 91.9%                    | Von's Food & Drug                            | CVS                                                                                         |
| Falcon Ridge Town Center Phase I (5)  | 2003             | 2004                         | 232,754                            | 98.3%                    | Stater Bros., (Target)                       | Sports Authority, Ross Dress for Less, Access Home, Michaels, Party City, Pier 1<br>Imports |
| Falcon Ridge Town Center Phase II (5) | 2005             | 2005                         | 66,864                             | 100.0%                   | 24 Hour Fitness                              | CVS                                                                                         |
| Five Points Shopping Center (5)       | 2005             | 1960                         | 144,553                            | 98.9%                    | Albertsons                                   | Longs Drug, Ross Dress for Less, Big 5 Sporting Goods, PETCO                                |
| French Valley Village Center          | 2004             | 2004                         | 98,752                             | 95.3%                    | Stater Bros.                                 | CVS                                                                                         |
| Friars Mission Center                 | 1999             | 1989                         | 146,897                            | 91.1%                    | Ralphs                                       | Longs Drug                                                                                  |
| Gelson's Westlake Market Plaza        | 2002             | 2002                         | 84,975                             | 94.7%                    | Gelson's Markets                             | —                                                                                           |
| Golden Hills Promenade                | 2006             | 2006                         | 241,846                            | 91.6%                    | Lowe's                                       | Bed Bath & Beyond, TJ Maxx                                                                  |
| Granada Village (5)                   | 2005             | 1965                         | 226,708                            | 91.0%                    | Sprout's Markets                             | Rite Aid, TJ Maxx, Stein Mart, PETCO, Homegoods                                             |
| Hasley Canyon Village (5)             | 2003             | 2003                         | 65,801                             | 100.0%                   | Ralphs                                       | —                                                                                           |
| Heritage Plaza                        | 1999             | 1981                         | 231,380                            | 98.2%                    | Ralphs                                       | CVS, Jax Bicycle Center, Mitsuwa Marketplace, Total Woman                                   |
| Indio Towne Center                    | 2006             | 2006                         | 132,678                            | 74.7%                    | (Home Depot),<br>(WinCo), Toys R Us          | CVS, 24 Hour Fitness, PETCO, Party City                                                     |
| Indio Towne Center Phase II           | 2010             | 2010                         | 46,827                             | 100.0%                   | Toys "R" Us/Babies "R"<br>Us                 | —                                                                                           |
| Jefferson Square                      | 2007             | 2007                         | 38,013                             | 74.7%                    | Fresh & Easy                                 | CVS                                                                                         |
| Laguna Niguel Plaza (5)               | 2005             | 1985                         | 41,943                             | 87.4%                    | (Albertsons)                                 | CVS                                                                                         |
| Marina Shores (5)                     | 2008             | 2001                         | 67,727                             | 97.8%                    | Whole Foods                                  | PETCO                                                                                       |
| Morningside Plaza                     | 1999             | 1996                         | 91,212                             | 95.1%                    | Stater Bros.                                 | —                                                                                           |
| Navajo Shopping Center (5)            | 2005             | 1964                         | 102,139                            | 94.6%                    | Albertsons                                   | Rite Aid, O'Reilly Auto Parts                                                               |
| Newland Center                        | 1999             | 1985                         | 149,140                            | 97.7%                    | Albertsons                                   | —                                                                                           |
| Oakbrook Plaza                        | 1999             | 1982                         | 83,286                             | 93.8%                    | Albertsons                                   | (Longs Drug)                                                                                |
| Park Plaza Shopping Center (5)        | 2001             | 1991                         | 194,763                            | 94.2%                    | Sprout's Markets                             | CVS, PETCO, Ross Dress For Less, Office Depot, Tuesday Morning                              |
| Plaza Hermosa                         | 1999             | 1984                         | 94,777                             | 92.9%                    | Von's Food & Drug                            | Sav-On Drugs                                                                                |
| Point Loma Plaza (5)                  | 2005             | 1987                         | 212,415                            | 92.1%                    | Von's Food & Drug                            | Sport Chalet 5, 24 Hour Fitness, Jo-Ann Fabrics                                             |
| Rancho San Diego Village (5)          | 2005             | 1981                         | 153,256                            | 90.1%                    | Von's Food & Drug                            | (Longs Drug), 24 Hour Fitness                                                               |
| Rio Vista Town Center                 | 2005             | 2005                         | 67,622                             | 83.5%                    | Stater Bros.                                 | (CVS)                                                                                       |
| Rona Plaza                            | 1999             | 1989                         | 51,760                             | 100.0%                   | Superior Super<br>Warehouse                  | —                                                                                           |
| Seal Beach (5)                        | 2002             | 1966                         | 96,858                             | 95.5%                    | Von's Food & Drug                            | CVS                                                                                         |
| Paseo Del Sol                         | 2004             | 2004                         | 29,885                             | 100.0%                   | Whole Foods                                  | —                                                                                           |

| Property Name (1)                 | Year<br>Acquired | Year<br>Con-<br>structed (2) | Gross<br>Leasable<br>Area<br>(GLA) | Percent<br>Leased<br>(3) | Grocer & Major<br>Tenant(s) >40,000sf<br>(6)                     | Drug Store & Other Anchors > 10,000 Sq Ft                                                      |
|-----------------------------------|------------------|------------------------------|------------------------------------|--------------------------|------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| <b>CALIFORNIA (continued)</b>     |                  |                              |                                    |                          |                                                                  |                                                                                                |
| Twin Oaks Shopping Center (5)     | 2005             | 1978                         | 98,399                             | 98.9%                    | Ralphs                                                           | Rite Aid                                                                                       |
| Twin Peaks                        | 1999             | 1988                         | 198,139                            | 98.1%                    | Albertsons, Target                                               | —                                                                                              |
| Valencia Crossroads               | 2002             | 2003                         | 172,856                            | 98.8%                    | Whole Foods, Kohl's                                              | —                                                                                              |
| Ventura Village                   | 1999             | 1984                         | 76,070                             | 90.7%                    | Von's Food & Drug                                                | —                                                                                              |
| Vine at Castaic                   | 2005             | 2005                         | 27,314                             | 72.9%                    | —                                                                | —                                                                                              |
| Vista Village Phase I (5)         | 2002             | 2003                         | 129,009                            | 96.7%                    | Krikorian Theaters,<br>(Lowe's)                                  | —                                                                                              |
| Vista Village Phase II (5)        | 2002             | 2003                         | 55,000                             | 45.5%                    | Frazier Farms                                                    | —                                                                                              |
| Vista Village IV                  | 2006             | 2006                         | 11,000                             | 100.0%                   | —                                                                | —                                                                                              |
| Westlake Village Plaza and Center | 1999             | 1975                         | 190,529                            | 87.9%                    | Von's Food & Drug<br>and Sprouts                                 | (CVS), Longs Drug, Total Woman                                                                 |
| Westridge Village                 | 2001             | 2003                         | 92,287                             | 100.0%                   | Albertsons                                                       | Beverages & More!                                                                              |
| Woodman Van Nuys                  | 1999             | 1992                         | 107,614                            | 98.7%                    | El Super                                                         | —                                                                                              |
| <b>San Francisco/ Northern CA</b> |                  |                              |                                    |                          |                                                                  |                                                                                                |
| Applegate Ranch Shopping Center   | 2006             | 2006                         | 144,444                            | 82.4%                    | (Super Target), (Home<br>Depot)                                  | Marshalls, PETCO, Big 5 Sporting Goods                                                         |
| Auburn Village (5)                | 2005             | 1990                         | 133,944                            | 84.5%                    | Bel Air Market                                                   | Dollar Tree, Goodwill Industries, (Longs Drug)                                                 |
| Bayhill Shopping Center (5)       | 2005             | 1990                         | 121,846                            | 99.2%                    | Mollie Stone's Market                                            | Longs Drug                                                                                     |
| Blossom Valley (5)                | 1999             | 1990                         | 93,316                             | 100.0%                   | Safeway                                                          | Longs Drug                                                                                     |
| Clayton Valley Shopping Center    | 2003             | 2004                         | 260,205                            | 95.7%                    | Fresh & Easy, Orchard<br>Supply Hardware                         | Longs Drugs, Dollar Tree, Ross Dress For Less                                                  |
| Cloviss Commons                   | 2004             | 2004                         | 174,990                            | 99.3%                    | (Super Target)                                                   | Petsmart, TJ Maxx, Office Depot, Best Buy                                                      |
| Corral Hollow (5)                 | 2000             | 2000                         | 167,184                            | 98.5%                    | Safeway, Orchard<br>Supply & Hardware                            | Longs Drug                                                                                     |
| Diablo Plaza                      | 1999             | 1982                         | 63,265                             | 98.5%                    | (Safeway)                                                        | (CVS), Beverages & More                                                                        |
| East Washington Place (4)         | 2011             | 2011                         | 208,224                            | —%                       | (Target)                                                         | —                                                                                              |
| El Cerrito Plaza                  | 2000             | 2000                         | 256,035                            | 99.2%                    | (Lucky's)                                                        | (Longs Drug), Bed Bath & Beyond, Barnes & Noble, Jo-Ann Fabrics, PETCO, Ross<br>Dress For Less |
| Encina Grande                     | 1999             | 1965                         | 102,413                            | 98.3%                    | Safeway                                                          | Walgreens                                                                                      |
| Folsom Prairie City Crossing      | 1999             | 1999                         | 90,237                             | 94.2%                    | Safeway                                                          | —                                                                                              |
| Gateway 101                       | 2008             | 2008                         | 92,110                             | 100.0%                   | (Home Depot), (Best<br>Buy), Sports Authority,<br>Nordstrom Rack | —                                                                                              |
| Loehmanns Plaza California        | 1999             | 1983                         | 113,310                            | 98.2%                    | (Safeway)                                                        | Longs Drug, Loehmann's                                                                         |
| Mariposa Shopping Center (5)      | 2005             | 1957                         | 126,658                            | 100.0%                   | Safeway                                                          | Longs Drug, Ross Dress for Less                                                                |
| Oak Shade Town Center             | 2011             | 1998                         | 103,762                            | 93.1%                    | Safeway                                                          | Office Max, Rite Aid                                                                           |
| Pleasant Hill Shopping Center (5) | 2005             | 1970                         | 227,681                            | 99.1%                    | Target, Toys "R" Us                                              | Barnes & Noble, Ross Dress for Less                                                            |
| Powell Street Plaza               | 2001             | 1987                         | 165,928                            | 98.8%                    | Trader Joe's                                                     | PETCO, Beverages & More!, Ross Dress For Less, DB Shoe Company, Marshalls                      |
| Raley's Supermarket (5)           | 2007             | 1964                         | 62,827                             | 100.0%                   | Raley's                                                          | —                                                                                              |
| San Leandro Plaza                 | 1999             | 1982                         | 50,432                             | 100.0%                   | (Safeway)                                                        | (Longs Drug)                                                                                   |

| Property Name (1)                   | Year<br>Acquired | Year<br>Con-<br>structed (2) | Gross<br>Leasable<br>Area<br>(GLA) | Percent<br>Leased<br>(3) | Grocer & Major<br>Tenant(s) >40,000sf<br>(6)    | Drug Store & Other Anchors > 10,000 Sq Ft    |
|-------------------------------------|------------------|------------------------------|------------------------------------|--------------------------|-------------------------------------------------|----------------------------------------------|
| <b>CALIFORNIA (continued)</b>       |                  |                              |                                    |                          |                                                 |                                              |
| Sequoia Station                     | 1999             | 1996                         | 103,148                            | 100.0%                   | (Safeway)                                       | Longs Drug, Barnes & Noble, Old Navy, Pier 1 |
| Silverado Plaza (5)                 | 2005             | 1974                         | 84,916                             | 100.0%                   | Nob Hill                                        | Longs Drug                                   |
| Snell & Branham Plaza (5)           | 2005             | 1988                         | 92,352                             | 96.4%                    | Safeway                                         | —                                            |
| Stanford Ranch Village (5)          | 2005             | 1991                         | 89,875                             | 95.9%                    | Bel Air Market                                  | —                                            |
| Strawflower Village                 | 1999             | 1985                         | 78,827                             | 98.3%                    | Safeway                                         | (Longs Drug)                                 |
| Tassajara Crossing                  | 1999             | 1990                         | 146,140                            | 96.3%                    | Safeway                                         | Longs Drug, Tassajara Valley Hardware        |
| West Park Plaza                     | 1999             | 1996                         | 88,104                             | 91.6%                    | Safeway                                         | Rite Aid                                     |
| Woodside Central                    | 1999             | 1993                         | 80,591                             | 95.9%                    | (Target)                                        | Chuck E. Cheese, Marshalls                   |
| Ygnacio Plaza (5)                   | 2005             | 1968                         | 109,701                            | 98.7%                    | Fresh & Easy                                    | Sports Basement                              |
| Subtotal/Weighted Average (CA)      |                  |                              | 9,071,676                          | 92.8%                    |                                                 |                                              |
| <b>FLORIDA</b>                      |                  |                              |                                    |                          |                                                 |                                              |
| <b>Ft. Myers / Cape Coral</b>       |                  |                              |                                    |                          |                                                 |                                              |
| Corkscrew Village                   | 2007             | 1997                         | 82,011                             | 100.0%                   | Publix                                          | —                                            |
| First Street Village                | 2006             | 2006                         | 54,926                             | 94.7%                    | Publix                                          | —                                            |
| Grande Oak                          | 2000             | 2000                         | 78,784                             | 94.7%                    | Publix                                          | —                                            |
| <b>Jacksonville / North Florida</b> |                  |                              |                                    |                          |                                                 |                                              |
| Anastasia Plaza                     | 1993             | 1988                         | 102,342                            | 96.4%                    | Publix                                          | —                                            |
| Canopy Oak Center (5)               | 2006             | 2006                         | 90,042                             | 82.5%                    | Publix                                          | —                                            |
| Carriage Gate                       | 1994             | 1978                         | 76,784                             | 86.8%                    | —                                               | Leon County Tax Collector, TJ Maxx           |
| Courtyard Shopping Center           | 1993             | 1987                         | 137,256                            | 100.0%                   | (Publix), Target                                | —                                            |
| Fleming Island                      | 1998             | 2000                         | 136,663                            | 74.8%                    | Publix, (Target)                                | PETCO                                        |
| Hibernia Pavilion                   | 2006             | 2006                         | 51,298                             | 97.4%                    | Publix                                          | —                                            |
| Hibernia Plaza                      | 2006             | 2006                         | 8,400                              | 16.7%                    | —                                               | (Walgreens)                                  |
| Horton's Corner                     | 2007             | 2007                         | 14,820                             | 100.0%                   | —                                               | Walgreens                                    |
| John's Creek Center (5)             | 2003             | 2004                         | 75,101                             | 87.0%                    | Publix                                          | —                                            |
| Julington Village (5)               | 1999             | 1999                         | 81,820                             | 100.0%                   | Publix                                          | (CVS)                                        |
| Millhopper Shopping Center          | 1993             | 1974                         | 80,421                             | 100.0%                   | Publix                                          | CVS                                          |
| Newberry Square                     | 1994             | 1986                         | 180,524                            | 94.7%                    | Publix, K-Mart                                  | Jo-Ann Fabrics                               |
| Nocatee Town Center (4)             | 2007             | 2007                         | 69,679                             | 90.8%                    | Publix                                          | —                                            |
| Oakleaf Commons                     | 2006             | 2006                         | 73,717                             | 86.7%                    | Publix                                          | (Walgreens)                                  |
| Ocala Corners                       | 2000             | 2000                         | 86,772                             | 95.9%                    | Publix                                          | —                                            |
| Old St Augustine Plaza              | 1996             | 1990                         | 232,459                            | 98.3%                    | Publix, Burlington Coat<br>Factory, Hobby Lobby | CVS                                          |
| Pine Tree Plaza                     | 1997             | 1999                         | 63,387                             | 96.8%                    | Publix                                          | —                                            |
| Plantation Plaza (5)                | 2004             | 2004                         | 77,747                             | 88.1%                    | Publix                                          | —                                            |

| Property Name (1)                      | Year<br>Acquired | Year<br>Con-<br>structed (2) | Gross<br>Leasable<br>Area<br>(GLA) | Percent<br>Leased<br>(3) | Grocer & Major<br>Tenant(s) >40,000sf<br>(6) | Drug Store & Other Anchors > 10,000 Sq Ft                            |
|----------------------------------------|------------------|------------------------------|------------------------------------|--------------------------|----------------------------------------------|----------------------------------------------------------------------|
| <b>FLORIDA (continued)</b>             |                  |                              |                                    |                          |                                              |                                                                      |
| Seminole Shoppes                       | 2009             | 2009                         | 73,241                             | 96.4%                    | Publix                                       | —                                                                    |
| Shoppes at Bartram Park (5)            | 2005             | 2004                         | 105,319                            | 93.5%                    | Publix, (Kohl's)                             | —                                                                    |
| Shoppes at Bartram Park Phase II (5)   | 2008             | 2008                         | 14,639                             | 70.0%                    | —                                            | (Tutor Time)                                                         |
| Shops at John's Creek                  | 2003             | 2004                         | 15,490                             | 73.5%                    | —                                            | —                                                                    |
| Starke                                 | 2000             | 2000                         | 12,739                             | 100.0%                   | —                                            | CVS                                                                  |
| Vineyard Shopping Center (5)           | 2001             | 2002                         | 62,821                             | 84.7%                    | Publix                                       | —                                                                    |
| <b>Miami / Fort Lauderdale</b>         |                  |                              |                                    |                          |                                              |                                                                      |
| Aventura Shopping Center               | 1994             | 1974                         | 102,876                            | 92.2%                    | Publix                                       | CVS, Shuva Israel                                                    |
| Berkshire Commons                      | 1994             | 1992                         | 110,062                            | 100.0%                   | Publix                                       | Walgreens                                                            |
| Caligo Crossing                        | 2007             | 2007                         | 10,763                             | 100.0%                   | (Kohl's)                                     | —                                                                    |
| Five Corners Plaza (5)                 | 2005             | 2001                         | 44,647                             | 99.4%                    | Publix                                       | —                                                                    |
| Garden Square                          | 1997             | 1991                         | 90,258                             | 100.0%                   | Publix                                       | CVS                                                                  |
| Naples Walk Shopping Center            | 2007             | 1999                         | 125,390                            | 79.7%                    | Publix                                       | —                                                                    |
| Pebblebrook Plaza (5)                  | 2000             | 2000                         | 76,767                             | 100.0%                   | Publix                                       | (Walgreens)                                                          |
| Shoppes @ 104                          | 1998             | 1990                         | 108,192                            | 100.0%                   | Winn-Dixie                                   | Navarro Discount Pharmacies                                          |
| Welleby Plaza                          | 1996             | 1982                         | 109,949                            | 86.7%                    | Publix                                       | Bealls                                                               |
| <b>Tampa / Orlando</b>                 |                  |                              |                                    |                          |                                              |                                                                      |
| Beneva Village Shops                   | 1998             | 1987                         | 141,532                            | 91.1%                    | Publix                                       | Walgreens, Harbor Freight Tools, You Fit Health Club                 |
| Bloomington Square                     | 1998             | 1987                         | 267,736                            | 96.3%                    | Publix, Wal-Mart, Bealls                     | Ace Hardware                                                         |
| East Towne Center                      | 2002             | 2003                         | 69,841                             | 86.0%                    | Publix                                       | —                                                                    |
| Kings Crossing Sun City                | 1999             | 1999                         | 75,020                             | 95.5%                    | Publix                                       | —                                                                    |
| Lynnhaven (5)                          | 2001             | 2001                         | 63,871                             | 100.0%                   | Publix                                       | —                                                                    |
| Marketplace Shopping Center            | 1995             | 1983                         | 90,296                             | 74.7%                    | LA Fitness                                   | —                                                                    |
| Regency Square                         | 1993             | 1986                         | 349,848                            | 92.0%                    | AMC Theater, Michaels, (Best Buy), (Macdill) | Dollar Tree, Marshalls, Shoe Carnival, Staples, TJ Maxx, PETCO, Ulta |
| Suncoast Crossing Phase I              | 2007             | 2007                         | 108,434                            | 94.8%                    | Kohl's                                       | —                                                                    |
| Suncoast Crossing Phase II (4)         | 2008             | 2008                         | 9,451                              | 70.4%                    | (Target)                                     | —                                                                    |
| Town Square                            | 1997             | 1999                         | 44,380                             | 90.1%                    | —                                            | PETCO, Pier 1 Imports                                                |
| Village Center                         | 1995             | 1993                         | 181,110                            | 93.8%                    | Publix                                       | Walgreens, Stein Mart                                                |
| Northgate Square                       | 2007             | 1995                         | 75,495                             | 92.3%                    | Publix                                       | —                                                                    |
| Westchase                              | 2007             | 1998                         | 78,998                             | 100.0%                   | Publix                                       | —                                                                    |
| Willa Springs (5)                      | 2000             | 2000                         | 89,930                             | 100.0%                   | Publix                                       | —                                                                    |
| <b>West Palm Beach / Treasure Cove</b> |                  |                              |                                    |                          |                                              |                                                                      |
| Boynton Lakes Plaza                    | 1997             | 1993                         | 117,124                            | 78.4%                    | Publix                                       | Citi Trends                                                          |
| Chasewood Plaza                        | 1993             | 1986                         | 155,603                            | 95.0%                    | Publix                                       | Bealls, Books-A-Million                                              |



| Property Name (1)              | Year<br>Acquired | Year<br>Con-<br>structed (2) | Gross<br>Leasable<br>Area<br>(GLA) | Percent<br>Leased<br>(3) | Grocer & Major<br>Tenant(s) >40,000sf<br>(6) | Drug Store & Other Anchors > 10,000 Sq Ft                 |
|--------------------------------|------------------|------------------------------|------------------------------------|--------------------------|----------------------------------------------|-----------------------------------------------------------|
| <b>FLORIDA (continued)</b>     |                  |                              |                                    |                          |                                              |                                                           |
| East Port Plaza                | 1997             | 1991                         | 162,831                            | 91.1%                    | Publix                                       | Walgreens, Medvance Institute, Goodwill                   |
| Island Crossing (5)            | 2007             | 1996                         | 58,456                             | 97.6%                    | Publix                                       | —                                                         |
| Martin Downs Village Center    | 1993             | 1985                         | 112,667                            | 89.1%                    | —                                            | Bealls, Coastal Care                                      |
| Martin Downs Village Shoppes   | 1993             | 1998                         | 48,937                             | 87.9%                    | —                                            | Walgreens                                                 |
| Town Center at Martin Downs    | 1996             | 1996                         | 64,546                             | 100.0%                   | Publix                                       | —                                                         |
| Wellington Town Square         | 1996             | 1982                         | 107,325                            | 99.2%                    | Publix                                       | CVS                                                       |
| Subtotal/Weighted Average (FL) |                  |                              | 5,391,537                          | 92.7%                    |                                              |                                                           |
| <b>TEXAS</b>                   |                  |                              |                                    |                          |                                              |                                                           |
| <b>Austin</b>                  |                  |                              |                                    |                          |                                              |                                                           |
| Hancock                        | 1999             | 1998                         | 410,438                            | 97.9%                    | H.E.B., Sears                                | Twin Liquors, PETCO, 24 Hour Fitness                      |
| Market at Round Rock           | 1999             | 1987                         | 122,646                            | 77.4%                    | Sprout's Markets                             | Office Depot                                              |
| North Hills                    | 1999             | 1995                         | 144,020                            | 94.9%                    | H.E.B.                                       | —                                                         |
| Tech Ridge Center              | 2011             | 2001                         | 187,350                            | 93.8%                    | H.E.B.                                       | Office Depot, Petco                                       |
| <b>Dallas / Ft. Worth</b>      |                  |                              |                                    |                          |                                              |                                                           |
| Bethany Park Place (5)         | 1998             | 1998                         | 98,906                             | 98.0%                    | Kroger                                       | —                                                         |
| Cooper Street                  | 1999             | 1992                         | 127,696                            | 91.9%                    | (Home Depot)                                 | Office Max, K&G Men's Company, Home Depot Expansion Tract |
| Hickory Creek Plaza            | 2006             | 2006                         | 28,134                             | 77.6%                    | (Kroger)                                     | —                                                         |
| Shops at Highland Village      | 2005             | 2005                         | 352,086                            | 87.7%                    | AMC Theater                                  | Barnes & Noble, Dental Insurance Company                  |
| Hillcrest Village              | 1999             | 1991                         | 14,530                             | 100.0%                   | —                                            | —                                                         |
| Keller Town Center             | 1999             | 1999                         | 114,937                            | 91.8%                    | Tom Thumb                                    | —                                                         |
| Lebanon/Legacy Center          | 2000             | 2002                         | 56,674                             | 83.4%                    | (Albertsons), Wal-Mart                       | —                                                         |
| Market at Preston Forest       | 1999             | 1990                         | 96,353                             | 100.0%                   | Tom Thumb                                    | —                                                         |
| Mockingbird Common             | 1999             | 1987                         | 120,321                            | 100.0%                   | Tom Thumb                                    | Ogle School of Hair Design                                |
| Preston Park                   | 1999             | 1985                         | 239,333                            | 91.3%                    | Tom Thumb                                    | Gap                                                       |
| Prestonbrook                   | 1998             | 1998                         | 91,537                             | 97.2%                    | Kroger                                       | —                                                         |
| Rockwall Town Center           | 2002             | 2004                         | 46,095                             | 100.0%                   | (Kroger)                                     | (Walgreens)                                               |
| Shiloh Springs (5)             | 1998             | 1998                         | 110,040                            | 83.1%                    | Kroger                                       | —                                                         |
| Signature Plaza                | 2003             | 2004                         | 32,415                             | 80.0%                    | (Kroger)                                     | —                                                         |
| Trophy Club                    | 1999             | 1999                         | 106,507                            | 89.3%                    | Tom Thumb                                    | (Walgreens)                                               |
| <b>Houston</b>                 |                  |                              |                                    |                          |                                              |                                                           |
| Alden Bridge (5)               | 2002             | 1998                         | 138,953                            | 96.8%                    | Kroger                                       | Walgreens                                                 |
| Cochran's Crossing             | 2002             | 1994                         | 138,192                            | 93.4%                    | Kroger                                       | CVS                                                       |
| Indian Springs Center (5)      | 2002             | 2003                         | 136,625                            | 100.0%                   | H.E.B.                                       | —                                                         |
| Kleinwood Center (5)           | 2002             | 2003                         | 148,964                            | 89.3%                    | H.E.B.                                       | (Walgreens)                                               |

| Property Name (1)                   | Year<br>Acquired | Year<br>Con-<br>structed (2) | Gross<br>Leasable<br>Area<br>(GLA) | Percent<br>Leased<br>(3) | Grocer & Major<br>Tenant(s) >40,000sf<br>(6) | Drug Store & Other Anchors > 10,000 Sq Ft                                                                                    |
|-------------------------------------|------------------|------------------------------|------------------------------------|--------------------------|----------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|
| <b>TEXAS (continued)</b>            |                  |                              |                                    |                          |                                              |                                                                                                                              |
| Panther Creek                       | 2002             | 1994                         | 166,077                            | 100.0%                   | Randall's Food                               | CVS, Sears Paint & Hardware (Sublease Morelands), The Woodlands Childrens Museum                                             |
| Sterling Ridge                      | 2002             | 2000                         | 128,643                            | 100.0%                   | Kroger                                       | CVS                                                                                                                          |
| Sweetwater Plaza (5)                | 2001             | 2000                         | 134,045                            | 98.9%                    | Kroger                                       | Walgreens                                                                                                                    |
| Waterside Marketplace               | 2007             | 2007                         | 24,858                             | 92.5%                    | (Kroger)                                     | —                                                                                                                            |
| Weslayan Plaza East (5)             | 2005             | 1969                         | 169,693                            | 100.0%                   | —                                            | Berings, Ross Dress for Less, Michaels, Berings Warehouse, Chuck E. Cheese, The Next Level Fitness, Spec's Liquor, Bike Barn |
| Weslayan Plaza West (5)             | 2005             | 1969                         | 185,964                            | 100.0%                   | Randall's Food                               | Walgreens, PETCO, Jo Ann's, Office Max, Tuesday Morning                                                                      |
| Westwood Village                    | 2006             | 2006                         | 183,547                            | 98.2%                    | (Target)                                     | Gold's Gym, PetSmart, Office Max, Ross Dress For Less, TJ Maxx                                                               |
| Woodway Collection (5)              | 2005             | 1974                         | 103,796                            | 93.5%                    | Randall's Food                               | —                                                                                                                            |
| Subtotal/Weighted Average (TX)      |                  |                              | 4,159,375                          | 94.3%                    |                                              |                                                                                                                              |
| <b>VIRGINIA</b>                     |                  |                              |                                    |                          |                                              |                                                                                                                              |
| <b>Richmond</b>                     |                  |                              |                                    |                          |                                              |                                                                                                                              |
| Gayton Crossing (5)                 | 2005             | 1983                         | 156,917                            | 89.3%                    | Martin's, (Kroger)                           | —                                                                                                                            |
| Hanover Village Shopping Center (5) | 2005             | 1971                         | 88,006                             | 82.1%                    | —                                            | Tractor Supply Company, Floor Trader                                                                                         |
| Village Shopping Center (5)         | 2005             | 1948                         | 111,177                            | 93.8%                    | Martin's                                     | CVS                                                                                                                          |
| <b>Other Virginia</b>               |                  |                              |                                    |                          |                                              |                                                                                                                              |
| Ashburn Farm Market Center          | 2000             | 2000                         | 91,905                             | 100.0%                   | Giant Food                                   | —                                                                                                                            |
| Ashburn Farm Village Center (5)     | 2005             | 1996                         | 88,897                             | 96.9%                    | Shoppers Food Warehouse                      | —                                                                                                                            |
| Braemar Shopping Center (5)         | 2004             | 2004                         | 96,439                             | 94.8%                    | Safeway                                      | —                                                                                                                            |
| Centre Ridge Marketplace (5)        | 2005             | 1996                         | 104,100                            | 100.0%                   | Shoppers Food Warehouse                      | Sears                                                                                                                        |
| Cheshire Station                    | 2000             | 2000                         | 97,156                             | 97.8%                    | Safeway                                      | PETCO                                                                                                                        |
| Culpeper Colonnade                  | 2006             | 2006                         | 131,707                            | 97.1%                    | Martin's, (Target)                           | PetSmart, Staples                                                                                                            |
| Fairfax Shopping Center             | 2007             | 1955                         | 76,311                             | 80.0%                    | —                                            | Direct Furniture                                                                                                             |
| Festival at Manchester Lakes (5)    | 2005             | 1990                         | 165,130                            | 98.5%                    | Shoppers Food Warehouse                      | —                                                                                                                            |
| Fortuna Center Plaza (5)            | 2004             | 2004                         | 104,694                            | 100.0%                   | Shoppers Food Warehouse, (Target)            | Rite Aid                                                                                                                     |
| Fox Mill Shopping Center (5)        | 2005             | 1977                         | 103,269                            | 97.1%                    | Giant Food                                   | —                                                                                                                            |
| Greenbriar Town Center (5)          | 2005             | 1972                         | 340,006                            | 97.6%                    | Giant Food                                   | CVS, HMY Roomstore, Total Beverage, Ross Dress for Less, Marshalls, PETCO                                                    |
| Hollymead Town Center (5)           | 2003             | 2004                         | 153,739                            | 98.1%                    | Harris Teeter, (Target)                      | Petsmart                                                                                                                     |
| Kamp Washington Shopping Center (5) | 2005             | 1960                         | 71,825                             | 58.2%                    | —                                            | —                                                                                                                            |
| Kings Park Shopping Center (5)      | 2005             | 1966                         | 74,702                             | 97.2%                    | Giant Food                                   | CVS                                                                                                                          |
| Lorton Station Marketplace (5)      | 2006             | 2005                         | 132,445                            | 97.7%                    | Shoppers Food Warehouse                      | Advanced Design Group                                                                                                        |
| Lorton Town Center (5)              | 2006             | 2005                         | 51,807                             | 91.5%                    | —                                            | ReMax                                                                                                                        |
| Market at Opitz Crossing            | 2003             | 2003                         | 149,791                            | 79.1%                    | Safeway                                      | Hibachi Grill & Supreme Buffet                                                                                               |

| Property Name (1)                           | Year<br>Acquired | Year<br>Con-<br>structed (2) | Gross<br>Leasable<br>Area<br>(GLA) | Percent<br>Leased<br>(3) | Grocer & Major<br>Tenant(s) >40,000sf<br>(6) | Drug Store & Other Anchors > 10,000 Sq Ft                                    |
|---------------------------------------------|------------------|------------------------------|------------------------------------|--------------------------|----------------------------------------------|------------------------------------------------------------------------------|
| <b>VIRGINIA (continued)</b>                 |                  |                              |                                    |                          |                                              |                                                                              |
| Saratoga Shopping Center (5)                | 2005             | 1977                         | 113,013                            | 94.7%                    | Giant Food                                   | —                                                                            |
| Shops at County Center                      | 2005             | 2005                         | 96,695                             | 93.6%                    | Harris Teeter                                | —                                                                            |
| Signal Hill (5)                             | 2003             | 2004                         | 95,172                             | 100.0%                   | Shoppers Food Warehouse                      | —                                                                            |
| Shops at Stonewall                          | 2007             | 2007                         | 267,175                            | 96.6%                    | Wegmans, Dick's Sporting Goods               | Staples, Ross Dress For Less, Bed Bath & Beyond, Michaels                    |
| Shops at Stonewall Phase II                 | 2011             | 2011                         | 40,670                             | 100.0%                   | Dick's Sporting Goods                        | —                                                                            |
| Town Center at Sterling Shopping Center (5) | 2005             | 1980                         | 190,069                            | 89.5%                    | Giant Food                                   | Direct Furniture, Party Depot                                                |
| Village Center at Dulles (5)                | 2002             | 1991                         | 297,571                            | 99.2%                    | Shoppers Food Warehouse, Gold's Gym          | CVS, Advance Auto Parts, Chuck E. Cheese, Staples, Goodwill, Tuesday Morning |
| Willston Centre I (5)                       | 2005             | 1952                         | 105,376                            | 94.5%                    | —                                            | CVS, Baileys Health Care                                                     |
| Willston Centre II (5)                      | 2005             | 1986                         | 135,862                            | 94.3%                    | Safeway, (Target)                            | —                                                                            |
| Subtotal/Weighted Average (VA)              |                  |                              | 3,731,626                          | 94.3%                    |                                              |                                                                              |
| <b>ILLINOIS</b>                             |                  |                              |                                    |                          |                                              |                                                                              |
| <b>Chicago</b>                              |                  |                              |                                    |                          |                                              |                                                                              |
| Baker Hill Center (5)                       | 2004             | 1998                         | 135,355                            | 99.1%                    | Dominick's                                   | —                                                                            |
| Brentwood Commons (5)                       | 2005             | 1962                         | 125,550                            | 99.1%                    | Dominick's                                   | Dollar Tree, Fabrics Etc 2                                                   |
| Civic Center Plaza (5)                      | 2005             | 1989                         | 264,973                            | 99.5%                    | Super H Mart, Home Depot                     | O'Reilly Automotive, King Spa                                                |
| Frankfort Crossing Shpg Ctr                 | 2003             | 1992                         | 114,534                            | 86.8%                    | Jewel / OSCO                                 | Ace Hardware                                                                 |
| Geneva Crossing (5)                         | 2004             | 1997                         | 123,182                            | 98.8%                    | Dominick's                                   | Goodwill                                                                     |
| Glen Oak Plaza                              | 2010             | 1967                         | 62,616                             | 96.0%                    | Trader Joe's                                 | Walgreens, ENH Medical Offices                                               |
| Hinsdale                                    | 1998             | 1986                         | 178,960                            | 93.8%                    | Dominick's                                   | Goodwill, Cardinal Fitness                                                   |
| McHenry Commons Shopping Center (5)         | 2005             | 1988                         | 99,448                             | 89.8%                    | Hobby Lobby                                  | Goodwill                                                                     |
| Riverside Sq & River's Edge (5)             | 2005             | 1986                         | 169,435                            | 100.0%                   | Dominick's                                   | Ace Hardware, Party City                                                     |
| Roscoe Square (5)                           | 2005             | 1981                         | 140,461                            | 89.5%                    | Mariano's                                    | Walgreens, Toys "R" Us                                                       |
| Shorewood Crossing (5)                      | 2004             | 2001                         | 87,705                             | 98.4%                    | Dominick's                                   | —                                                                            |
| Shorewood Crossing II (5)                   | 2007             | 2005                         | 86,276                             | 98.1%                    | —                                            | Babies R Us, Staples, PETCO, Factory Card Outlet                             |
| Stonebrook Plaza Shopping Center (5)        | 2005             | 1984                         | 95,825                             | 100.0%                   | Dominick's                                   | —                                                                            |
| Westbrook Commons                           | 2001             | 1984                         | 123,855                            | 92.4%                    | Dominick's                                   | Goodwill                                                                     |
| Willow Festival                             | 2010             | 2007                         | 383,003                            | 98.6%                    | Whole Foods, Lowe's                          | CVS, DSW Warehouse, HomeGoods, Recreational Equipment, Best Buy              |
| Subtotal/Weighted Average (IL)              |                  |                              | 2,191,178                          | 96.5%                    |                                              |                                                                              |
| <b>MISSOURI</b>                             |                  |                              |                                    |                          |                                              |                                                                              |
| <b>St. Louis</b>                            |                  |                              |                                    |                          |                                              |                                                                              |
| Brentwood Plaza                             | 2007             | 2002                         | 60,452                             | 96.5%                    | Schnucks                                     | —                                                                            |

| Property Name (1)                      | Year<br>Acquired | Year<br>Con-<br>structed (2) | Gross<br>Leasable<br>Area<br>(GLA) | Percent<br>Leased<br>(3) | Grocer & Major<br>Tenant(s) >40,000sf<br>(6)                              | Drug Store & Other Anchors > 10,000 Sq Ft                   |
|----------------------------------------|------------------|------------------------------|------------------------------------|--------------------------|---------------------------------------------------------------------------|-------------------------------------------------------------|
| <b>MISSOURI (continued)</b>            |                  |                              |                                    |                          |                                                                           |                                                             |
| Bridgeton                              | 2007             | 2005                         | 70,762                             | 97.3%                    | Schnucks, (Home Depot)                                                    | —                                                           |
| Dardenne Crossing                      | 2007             | 1996                         | 67,430                             | 97.9%                    | Schnucks                                                                  | —                                                           |
| Kirkwood Commons                       | 2007             | 2000                         | 209,703                            | 100.0%                   | Wal-Mart, (Target), (Lowe's)                                              | TJ Maxx, HomeGoods, Famous Footwear                         |
| Subtotal/Weighted Average (MO)         |                  |                              | 408,347                            | 98.7%                    |                                                                           |                                                             |
| <b>OHIO</b>                            |                  |                              |                                    |                          |                                                                           |                                                             |
| <b>Cincinnati</b>                      |                  |                              |                                    |                          |                                                                           |                                                             |
| Beckett Commons                        | 1998             | 1995                         | 121,498                            | 87.0%                    | Kroger                                                                    | —                                                           |
| Cherry Grove                           | 1998             | 1997                         | 195,513                            | 97.0%                    | Kroger                                                                    | Hancock Fabrics, Shoe Carnival, TJ Maxx                     |
| Hyde Park                              | 1997             | 1995                         | 396,861                            | 98.9%                    | Kroger, Biggs                                                             | Walgreens, Jo-Ann Fabrics, Ace Hardware, Michaels, Staples  |
| Indian Springs Market Center (5)       | 2005             | 2005                         | 141,063                            | 100.0%                   | Kohl's, (Wal-Mart Supercenter)                                            | Office Depot, HH Gregg Appliances                           |
| Red Bank Village                       | 2006             | 2006                         | 164,317                            | 97.4%                    | Wal-Mart                                                                  | —                                                           |
| Regency Commons                        | 2004             | 2004                         | 30,770                             | 86.2%                    | —                                                                         | —                                                           |
| Shoppes at Mason                       | 1998             | 1997                         | 80,800                             | 92.6%                    | Kroger                                                                    | —                                                           |
| Sycamore Crossing & Sycamore Plaza (5) | 2008             | 1966                         | 390,957                            | 90.9%                    | Fresh Market, Macy's Furniture Gallery, Toys 'R Us, Dick's Sporting Goods | Barnes & Noble, Old Navy, Staples, Identity Salon & Day Spa |
| Westchester Plaza                      | 1998             | 1988                         | 88,181                             | 97.0%                    | Kroger                                                                    | —                                                           |
| <b>Columbus</b>                        |                  |                              |                                    |                          |                                                                           |                                                             |
| East Pointe                            | 1998             | 1993                         | 86,503                             | 98.4%                    | Kroger                                                                    | —                                                           |
| Kroger New Albany Center               | 1999             | 1999                         | 93,286                             | 91.8%                    | Kroger                                                                    | —                                                           |
| Maxtown Road (Northgate)               | 1998             | 1996                         | 85,100                             | 98.4%                    | Kroger, (Home Depot)                                                      | —                                                           |
| Windmill Plaza Phase I                 | 1998             | 1997                         | 140,437                            | 98.5%                    | Kroger                                                                    | Sears Hardware                                              |
| Wadsworth Crossing                     | 2005             | 2005                         | 108,164                            | 96.5%                    | (Kohl's), (Lowe's), (Target)                                              | Office Max, Bed, Bath & Beyond, MC Sports, PETCO            |
| Subtotal/Weighted Average (OH)         |                  |                              | 2,123,450                          | 95.5%                    |                                                                           |                                                             |
| <b>NORTH CAROLINA</b>                  |                  |                              |                                    |                          |                                                                           |                                                             |
| <b>Charlotte</b>                       |                  |                              |                                    |                          |                                                                           |                                                             |
| Carmel Commons                         | 1997             | 1979                         | 132,651                            | 88.7%                    | Fresh Market                                                              | Chuck E. Cheese, Party City, Rite Aid, Planet Fitness       |
| Cochran Commons (5)                    | 2007             | 2003                         | 66,020                             | 100.0%                   | Harris Teeter                                                             | (Walgreens)                                                 |
| Providence Commons (5)                 | 2010             | 1994                         | 77,314                             | 91.6%                    | Harris Teeter                                                             | Rite Aid                                                    |

| Property Name (1)                       | Year<br>Acquired | Year<br>Con-<br>structed (2) | Gross<br>Leasable<br>Area<br>(GLA) | Percent<br>Leased<br>(3) | Grocer & Major<br>Tenant(s) >40,000sf<br>(6) | Drug Store & Other Anchors > 10,000 Sq Ft                                                                                                                                                                              |
|-----------------------------------------|------------------|------------------------------|------------------------------------|--------------------------|----------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>NORTH CAROLINA (continued)</b>       |                  |                              |                                    |                          |                                              |                                                                                                                                                                                                                        |
| <b>Greensboro</b>                       |                  |                              |                                    |                          |                                              |                                                                                                                                                                                                                        |
| Harris Crossing (4)                     | 2007             | 2007                         | 65,150                             | 91.1%                    | Harris Teeter                                | —                                                                                                                                                                                                                      |
| <b>Raleigh / Durham</b>                 |                  |                              |                                    |                          |                                              |                                                                                                                                                                                                                        |
| Cameron Village (5)                     | 2004             | 1949                         | 554,853                            | 98.2%                    | Harris Teeter, Fresh Market                  | Eckerd, Talbots, Wake County Public Library, Great Outdoor Provision Co., York Properties, The Bargain Box, K&W Cafeteria, Johnson-Lambe Sporting Goods, Pier 1 Imports, Priscilla of Boston, The Cheshire Cat Gallery |
| Colonnade Center (4)                    | 2009             | 2009                         | 57,625                             | 85.4%                    | Whole Foods                                  | —                                                                                                                                                                                                                      |
| Fuquay Crossing (5)                     | 2004             | 2002                         | 124,774                            | 96.3%                    | Kroger                                       | O2 Fitness, Dollar Tree                                                                                                                                                                                                |
| Garner Towne Square                     | 1998             | 1998                         | 184,347                            | 95.1%                    | Kroger, (Home Depot), (Target)               | Office Max, Petsmart, Shoe Carnival, (Target)                                                                                                                                                                          |
| Glenwood Village                        | 1997             | 1983                         | 42,864                             | 91.2%                    | Harris Teeter                                | —                                                                                                                                                                                                                      |
| Lake Pine Plaza                         | 1998             | 1997                         | 87,690                             | 94.5%                    | Kroger                                       | —                                                                                                                                                                                                                      |
| Maynard Crossing (5)                    | 1998             | 1997                         | 122,782                            | 84.4%                    | Kroger                                       | —                                                                                                                                                                                                                      |
| Middle Creek Commons                    | 2006             | 2006                         | 73,634                             | 100.0%                   | Lowes Foods                                  | —                                                                                                                                                                                                                      |
| Shoppes of Kildaire (5)                 | 2005             | 1986                         | 145,101                            | 95.5%                    | Trader Joe's                                 | Home Comfort Furniture, Gold's Gym, Staples                                                                                                                                                                            |
| Southpoint Crossing                     | 1998             | 1998                         | 103,128                            | 89.7%                    | Kroger                                       | —                                                                                                                                                                                                                      |
| Sutton Square (5)                       | 2006             | 1985                         | 101,025                            | 96.9%                    | Fresh Market                                 | Rite Aid                                                                                                                                                                                                               |
| Woodcroft Shopping Center               | 1996             | 1984                         | 89,833                             | 95.4%                    | Food Lion                                    | Triangle True Value Hardware                                                                                                                                                                                           |
| Subtotal/Weighted Average (NC)          |                  |                              | 2,028,791                          | 94.5%                    |                                              |                                                                                                                                                                                                                        |
| <b>COLORADO</b>                         |                  |                              |                                    |                          |                                              |                                                                                                                                                                                                                        |
| <b>Colorado Springs</b>                 |                  |                              |                                    |                          |                                              |                                                                                                                                                                                                                        |
| Falcon Marketplace                      | 2005             | 2005                         | 22,491                             | 72.5%                    | (Wal-Mart Supercenter)                       | —                                                                                                                                                                                                                      |
| Marketplace at Briargate                | 2006             | 2006                         | 29,075                             | 100.0%                   | (King Soopers)                               | —                                                                                                                                                                                                                      |
| Monument Jackson Creek                  | 1998             | 1999                         | 85,263                             | 100.0%                   | King Soopers                                 | —                                                                                                                                                                                                                      |
| Woodmen Plaza                           | 1998             | 1998                         | 116,233                            | 93.6%                    | King Soopers                                 | —                                                                                                                                                                                                                      |
| <b>Denver</b>                           |                  |                              |                                    |                          |                                              |                                                                                                                                                                                                                        |
| Applewood Shopping Center (5)           | 2005             | 1956                         | 370,221                            | 95.7%                    | King Soopers, Wal-Mart                       | Applejack Liquors, PetSmart, Wells Fargo Bank                                                                                                                                                                          |
| Arapahoe Village (5)                    | 2005             | 1957                         | 159,237                            | 93.0%                    | Safeway                                      | Jo-Ann Fabrics, PETCO, Pier 1 Imports, Bottles Wine & Spirit                                                                                                                                                           |
| Belleview Square                        | 2004             | 1978                         | 117,331                            | 100.0%                   | King Soopers                                 | —                                                                                                                                                                                                                      |
| Boulevard Center                        | 1999             | 1986                         | 80,320                             | 92.0%                    | (Safeway)                                    | One Hour Optical                                                                                                                                                                                                       |
| Buckley Square                          | 1999             | 1978                         | 116,147                            | 98.8%                    | King Soopers                                 | Ace Hardware                                                                                                                                                                                                           |
| Centerplace of Greeley III Phase I      | 2007             | 2007                         | 94,090                             | 84.4%                    | Sports Authority                             | Best Buy                                                                                                                                                                                                               |
| Centerplace of Greeley III Phase II (4) | 2011             | 2011                         | 25,000                             | 100.0%                   | —                                            | TJ Maxx                                                                                                                                                                                                                |
| Cherrywood Square (5)                   | 2005             | 1978                         | 86,162                             | 93.3%                    | King Soopers                                 | —                                                                                                                                                                                                                      |

| Property Name (1)                  | Year<br>Acquired | Year<br>Con-<br>structed (2) | Gross<br>Leasable<br>Area<br>(GLA) | Percent<br>Leased<br>(3) | Grocer & Major<br>Tenant(s) >40,000sf<br>(6) | Drug Store & Other Anchors > 10,000 Sq Ft                  |
|------------------------------------|------------------|------------------------------|------------------------------------|--------------------------|----------------------------------------------|------------------------------------------------------------|
| <b>COLORADO (continued)</b>        |                  |                              |                                    |                          |                                              |                                                            |
| Crossroads Commons (5)             | 2001             | 1986                         | 142,694                            | 98.7%                    | Whole Foods                                  | Barnes & Noble, Bicycle Village                            |
| Hilltop Village (5)                | 2002             | 2003                         | 100,030                            | 93.8%                    | King Soopers                                 | —                                                          |
| Kent Place (4)                     | 2011             | 2011                         | 47,418                             | 68.1%                    | King Soopers                                 | —                                                          |
| South Lowry Square                 | 1999             | 1993                         | 119,916                            | 93.5%                    | Safeway                                      | —                                                          |
| Littleton Square                   | 1999             | 1997                         | 94,222                             | 73.4%                    | King Soopers                                 | —                                                          |
| Lloyd King Center                  | 1998             | 1998                         | 83,326                             | 96.9%                    | King Soopers                                 | —                                                          |
| Ralston Square Shopping Center (5) | 2005             | 1977                         | 82,750                             | 98.0%                    | King Soopers                                 | —                                                          |
| Shops at Quail Creek               | 2008             | 2008                         | 37,585                             | 79.7%                    | (King Soopers)                               | —                                                          |
| Stroh Ranch                        | 1998             | 1998                         | 93,436                             | 97.0%                    | King Soopers                                 | —                                                          |
| Subtotal/Weighted Average (CO)     |                  |                              | 2,102,947                          | 93.4%                    |                                              |                                                            |
| <b>MARYLAND</b>                    |                  |                              |                                    |                          |                                              |                                                            |
| <b>Baltimore</b>                   |                  |                              |                                    |                          |                                              |                                                            |
| Elkridge Corners (5)               | 2005             | 1990                         | 73,529                             | 98.4%                    | Green Valley Markets                         | Rite Aid                                                   |
| Festival at Woodholme (5)          | 2005             | 1986                         | 81,016                             | 96.0%                    | Trader Joe's                                 | —                                                          |
| Village at Lee Airpark (4)         | 2005             | 2005                         | 87,556                             | 97.2%                    | Giant Food, (Sunrise)                        | —                                                          |
| Parkville Shopping Center (5)      | 2005             | 1961                         | 162,435                            | 94.6%                    | Mrs. Greens                                  | Parkville Lanes, Castlewood Realty (Sub: Herit)            |
| Southside Marketplace (5)          | 2005             | 1990                         | 125,146                            | 95.1%                    | Shoppers Food Warehouse                      | Rite Aid                                                   |
| Valley Centre (5)                  | 2005             | 1987                         | 215,780                            | 93.9%                    | —                                            | TJ Maxx, Ross Dress for Less, HomeGoods, Staples, PetSmart |
| <b>Other Maryland</b>              |                  |                              |                                    |                          |                                              |                                                            |
| Bowie Plaza (5)                    | 2005             | 1966                         | 102,904                            | 89.7%                    | —                                            | CVS                                                        |
| Clinton Park (5)                   | 2003             | 2003                         | 206,050                            | 92.9%                    | Giant Food, Sears, (Toys "R" Us)             | Fitness For Less                                           |
| Cloppers Mill Village (5)          | 2005             | 1995                         | 137,035                            | 89.8%                    | Shoppers Food Warehouse                      | CVS                                                        |
| Firstfield Shopping Center (5)     | 2005             | 1978                         | 22,328                             | 100.0%                   | —                                            | —                                                          |
| Goshen Plaza (5)                   | 2005             | 1987                         | 42,906                             | 84.1%                    | —                                            | CVS                                                        |
| King Farm Village Center (5)       | 2004             | 2001                         | 118,326                            | 96.3%                    | Safeway                                      | —                                                          |
| Mitchellville Plaza (5)            | 2005             | 1991                         | 152,214                            | 84.0%                    | Food Lion                                    | —                                                          |
| Takoma Park (5)                    | 2005             | 1960                         | 106,469                            | 93.4%                    | Shoppers Food Warehouse                      | —                                                          |
| Watkins Park Plaza (5)             | 2005             | 1985                         | 113,443                            | 97.0%                    | Safeway                                      | CVS                                                        |
| Woodmoor Shopping Center (5)       | 2005             | 1954                         | 67,403                             | 93.7%                    | —                                            | CVS                                                        |
| Subtotal/Weighted Average (MD)     |                  |                              | 1,814,540                          | 93.2%                    |                                              |                                                            |

| Property Name (1)                    | Year<br>Acquired | Year<br>Con-<br>structed (2) | Gross<br>Leasable<br>Area<br>(GLA) | Percent<br>Leased<br>(3) | Grocer & Major<br>Tenant(s) >40,000sf<br>(6) | Drug Store & Other Anchors > 10,000 Sq Ft                                   |
|--------------------------------------|------------------|------------------------------|------------------------------------|--------------------------|----------------------------------------------|-----------------------------------------------------------------------------|
| <b>GEORGIA</b>                       |                  |                              |                                    |                          |                                              |                                                                             |
| <b>Atlanta</b>                       |                  |                              |                                    |                          |                                              |                                                                             |
| Ashford Place                        | 1997             | 1993                         | 53,449                             | 98.1%                    | —                                            | Harbor Freight Tools                                                        |
| Briarcliff La Vista                  | 1997             | 1962                         | 39,204                             | 100.0%                   | —                                            | Michaels                                                                    |
| Briarcliff Village                   | 1997             | 1990                         | 189,551                            | 93.2%                    | Publix                                       | Office Depot, Party City, Shoe Carnival, TJ Maxx                            |
| Buckhead Court                       | 1997             | 1984                         | 48,318                             | 97.5%                    | —                                            | —                                                                           |
| Cambridge Square                     | 1996             | 1979                         | 71,429                             | 100.0%                   | Kroger                                       | —                                                                           |
| Cornerstone Square                   | 1997             | 1990                         | 80,406                             | 74.4%                    | —                                            | CVS, Hancock Fabrics                                                        |
| Delk Spectrum                        | 1998             | 1991                         | 100,539                            | 77.4%                    | Publix                                       | Eckerd                                                                      |
| Dunwoody Hall (5)                    | 1997             | 1986                         | 89,351                             | 96.5%                    | Publix                                       | Eckerd                                                                      |
| Dunwoody Village                     | 1997             | 1975                         | 120,169                            | 88.5%                    | Fresh Market                                 | Walgreens, Dunwoody Prep                                                    |
| Howell Mill Village                  | 2004             | 1984                         | 92,118                             | 83.0%                    | Publix                                       | Eckerd                                                                      |
| King Plaza (5)                       | 2007             | 1998                         | 81,432                             | 92.1%                    | Publix                                       | —                                                                           |
| Loehmanns Plaza Georgia              | 1997             | 1986                         | 137,139                            | 94.0%                    | —                                            | Loehmann's, Dance 101, Office Max                                           |
| Lost Mountain Crossing (5)           | 2007             | 1994                         | 72,568                             | 86.4%                    | Publix                                       | —                                                                           |
| Paces Ferry Plaza                    | 1997             | 1987                         | 61,698                             | 95.9%                    | —                                            | Harry Norman Realtors                                                       |
| Powers Ferry Square                  | 1997             | 1987                         | 97,897                             | 85.1%                    | —                                            | CVS                                                                         |
| Powers Ferry Village                 | 1997             | 1994                         | 78,896                             | 82.9%                    | Publix                                       | Mardi Gras                                                                  |
| Russell Ridge                        | 1994             | 1995                         | 98,559                             | 88.5%                    | Kroger                                       | —                                                                           |
| Subtotal/Weighted Average (GA)       |                  |                              | 1,512,723                          | 89.6%                    |                                              |                                                                             |
| <b>PENNSYLVANIA</b>                  |                  |                              |                                    |                          |                                              |                                                                             |
| <b>Allentown / Bethlehem</b>         |                  |                              |                                    |                          |                                              |                                                                             |
| Allen Street Shopping Center (5)     | 2005             | 1958                         | 46,228                             | 100.0%                   | Ahart Market                                 | —                                                                           |
| Lower Nazareth Commons               | 2007             | 2007                         | 86,868                             | 98.2%                    | (Target), Sports Authority                   | PETCO                                                                       |
| Stefko Boulevard Shopping Center (5) | 2005             | 1976                         | 133,899                            | 93.8%                    | Valley Farm Market                           | —                                                                           |
| <b>Harrisburg</b>                    |                  |                              |                                    |                          |                                              |                                                                             |
| Silver Spring Square (5)             | 2005             | 2005                         | 314,450                            | 96.9%                    | Wegmans, (Target)                            | Ross Dress For Less, Bed Bath and Beyond, Best Buy, Office Max, Ulta, PETCO |
| <b>Philadelphia</b>                  |                  |                              |                                    |                          |                                              |                                                                             |
| City Avenue Shopping Center (5)      | 2005             | 1960                         | 159,095                            | 93.8%                    | —                                            | Ross Dress for Less, TJ Maxx, Sears                                         |
| Gateway Shopping Center              | 2004             | 1960                         | 214,213                            | 98.4%                    | Trader Joe's                                 | Staples, TJ Maxx, Famous Footwear, Jo-Ann Fabrics                           |
| Kulpsville Village Center            | 2006             | 2006                         | 14,820                             | 100.0%                   | —                                            | Walgreens                                                                   |
| Mercer Square Shopping Center (5)    | 2005             | 1988                         | 91,400                             | 98.0%                    | Genuardi's                                   | —                                                                           |
| Newtown Square Shopping Center (5)   | 2005             | 1970                         | 146,959                            | 94.3%                    | Acme Markets                                 | Rite Aid                                                                    |
| Warwick Square Shopping Center (5)   | 2005             | 1999                         | 89,680                             | 98.0%                    | Genuardi's                                   | —                                                                           |

| Property Name (1)               | Year<br>Acquired | Year<br>Con-<br>structed (2) | Gross<br>Leasable<br>Area<br>(GLA) | Percent<br>Leased<br>(3) | Grocer & Major<br>Tenant(s) >40,000sf<br>(6) | Drug Store & Other Anchors > 10,000 Sq Ft                  |
|---------------------------------|------------------|------------------------------|------------------------------------|--------------------------|----------------------------------------------|------------------------------------------------------------|
| <b>PENNSYLVANIA (continued)</b> |                  |                              |                                    |                          |                                              |                                                            |
| <b>Other Pennsylvania</b>       |                  |                              |                                    |                          |                                              |                                                            |
| Hershey                         | 2000             | 2000                         | 6,000                              | 100.0%                   | —                                            | —                                                          |
| Subtotal/Weighted Average (PA)  |                  |                              | 1,303,612                          | 96.6%                    |                                              |                                                            |
| <b>WASHINGTON</b>               |                  |                              |                                    |                          |                                              |                                                            |
| <b>Portland</b>                 |                  |                              |                                    |                          |                                              |                                                            |
| Orchards Market Center I (5)    | 2002             | 2004                         | 100,663                            | 100.0%                   | Wholesale Sports                             | Jo-Ann Fabrics, PETCO, (Rite Aid)                          |
| Orchards Market Center II       | 2005             | 2005                         | 77,478                             | 89.9%                    | LA Fitness                                   | Office Depot                                               |
| <b>Seattle</b>                  |                  |                              |                                    |                          |                                              |                                                            |
| Aurora Marketplace (5)          | 2005             | 1991                         | 106,921                            | 95.9%                    | Safeway                                      | TJ Maxx                                                    |
| Cascade Plaza (5)               | 1999             | 1999                         | 211,072                            | 79.2%                    | Safeway                                      | Fashion Bug, Jo-Ann Fabrics, Ross Dress For Less, Big Lots |
| Eastgate Plaza (5)              | 2005             | 1956                         | 78,230                             | 100.0%                   | Albertsons                                   | Rite Aid                                                   |
| Inglewood Plaza                 | 1999             | 1985                         | 17,253                             | 100.0%                   | —                                            | —                                                          |
| Overlake Fashion Plaza (5)      | 2005             | 1987                         | 80,555                             | 94.5%                    | (Sears)                                      | Marshalls                                                  |
| Pine Lake Village               | 1999             | 1989                         | 102,899                            | 100.0%                   | Quality Foods                                | Rite Aid                                                   |
| Sammamish-Highlands             | 1999             | 1992                         | 101,289                            | 94.5%                    | (Safeway)                                    | Bartell Drugs, Ace Hardware                                |
| Southcenter                     | 1999             | 1990                         | 58,282                             | 86.6%                    | (Target)                                     | —                                                          |
| Subtotal/Weighted Average (WA)  |                  |                              | 934,642                            | 92.1%                    |                                              |                                                            |
| <b>OREGON</b>                   |                  |                              |                                    |                          |                                              |                                                            |
| <b>Portland</b>                 |                  |                              |                                    |                          |                                              |                                                            |
| Greenway Town Center (5)        | 2005             | 1979                         | 93,101                             | 92.5%                    | Lamb's Thriftway                             | Rite Aid, Dollar Tree                                      |
| Murrayhill Marketplace          | 1999             | 1988                         | 148,967                            | 81.2%                    | Safeway                                      | —                                                          |
| Sherwood Crossroads             | 1999             | 1999                         | 87,966                             | 92.1%                    | Safeway                                      | —                                                          |
| Sherwood Market Center          | 1999             | 1995                         | 124,259                            | 97.8%                    | Albertsons                                   | —                                                          |
| Sunnyside 205                   | 1999             | 1988                         | 53,547                             | 88.2%                    | —                                            | —                                                          |
| Tanasbourne Market              | 2006             | 2006                         | 71,000                             | 100.0%                   | Whole Foods                                  | —                                                          |
| Walker Center                   | 1999             | 1987                         | 89,610                             | 97.4%                    | Sports Authority                             | —                                                          |
| <b>Other Oregon</b>             |                  |                              |                                    |                          |                                              |                                                            |
| Corvallis Market Center         | 2006             | 2006                         | 84,548                             | 100.0%                   | Trader Joe's                                 | TJ Maxx, Michael's                                         |
| Northgate Marketplace (4)       | 2011             | 2011                         | 80,708                             | 73.1%                    | Trader Joe's                                 | REI, PETCO, Ulta Salon                                     |
| Subtotal/Weighted Average (OR)  |                  |                              | 833,706                            | 91.0%                    |                                              |                                                            |



| Property Name (1)              | Year<br>Acquired | Year<br>Con-<br>structed (2) | Gross<br>Leasable<br>Area<br>(GLA) | Percent<br>Leased<br>(3) | Grocer & Major<br>Tenant(s) >40,000sf<br>(6)             | Drug Store & Other Anchors > 10,000 Sq Ft                                                      |
|--------------------------------|------------------|------------------------------|------------------------------------|--------------------------|----------------------------------------------------------|------------------------------------------------------------------------------------------------|
| <b>TENNESSEE</b>               |                  |                              |                                    |                          |                                                          |                                                                                                |
| <b>Nashville</b>               |                  |                              |                                    |                          |                                                          |                                                                                                |
| Lebanon Center                 | 2006             | 2006                         | 63,800                             | 89.0%                    | Publix                                                   | —                                                                                              |
| Harpeth Village Fieldstone     | 1997             | 1998                         | 70,091                             | 97.7%                    | Publix                                                   | —                                                                                              |
| Nashboro Village               | 1998             | 1998                         | 86,811                             | 96.8%                    | Kroger                                                   | (Walgreens)                                                                                    |
| Northlake Village              | 2000             | 1988                         | 137,807                            | 87.6%                    | Kroger                                                   | PETCO                                                                                          |
| Peartree Village               | 1997             | 1997                         | 109,506                            | 100.0%                   | Harris Teeter                                            | PETCO, Office Max                                                                              |
| <b>Other Tennessee</b>         |                  |                              |                                    |                          |                                                          |                                                                                                |
| Dickson Tn                     | 1998             | 1998                         | 10,908                             | 100.0%                   | —                                                        | Eckerd                                                                                         |
| Subtotal/Weighted Average (TN) |                  |                              | 478,923                            | 94.1%                    |                                                          |                                                                                                |
| <b>MASSACHUSETTS</b>           |                  |                              |                                    |                          |                                                          |                                                                                                |
| <b>Boston</b>                  |                  |                              |                                    |                          |                                                          |                                                                                                |
| Shops at Saugus                | 2006             | 2006                         | 90,055                             | 94.6%                    | Trader Joe's                                             | La-Z-Boy, PetSmart                                                                             |
| Speedway Plaza (5)             | 2006             | 1988                         | 185,279                            | 98.1%                    | Stop & Shop, BJ's Warehouse                              | —                                                                                              |
| Twin City Plaza                | 2006             | 2004                         | 270,242                            | 94.6%                    | Shaw's, Marshall's                                       | Rite Aid, K&G Fashion, Dollar Tree, Gold's Gym, Extra Space Storage                            |
| Subtotal/Weighted Average (MA) |                  |                              | 545,576                            | 95.8%                    |                                                          |                                                                                                |
| <b>ARIZONA</b>                 |                  |                              |                                    |                          |                                                          |                                                                                                |
| <b>Phoenix</b>                 |                  |                              |                                    |                          |                                                          |                                                                                                |
| Anthem Marketplace             | 2003             | 2000                         | 113,293                            | 88.1%                    | Safeway                                                  | —                                                                                              |
| Palm Valley Marketplace (5)    | 2001             | 1999                         | 107,633                            | 92.1%                    | Safeway                                                  | —                                                                                              |
| Pima Crossing                  | 1999             | 1996                         | 239,438                            | 88.9%                    | Golf & Tennis Pro Shop, Inc.                             | Life Time Fitness, E & J Designer Shoe Outlet, Paddock Pools Store, Pier 1 Imports, Stein Mart |
| Shops at Arizona               | 2003             | 2000                         | 35,710                             | 38.3%                    | —                                                        | —                                                                                              |
| Subtotal/Weighted Average (AZ) |                  |                              | 496,074                            | 85.8%                    |                                                          |                                                                                                |
| <b>MINNESOTA</b>               |                  |                              |                                    |                          |                                                          |                                                                                                |
| Apple Valley Square (5)        | 2006             | 1998                         | 184,841                            | 100.0%                   | Rainbow Foods, Jo-Ann Fabrics, (Burlington Coat Factory) | Savers, PETCO                                                                                  |
| Calhoun Commons (5)            | 2011             | 1999                         | 66,150                             | 100.0%                   | Whole Foods                                              | —                                                                                              |
| Colonial Square (5)            | 2005             | 1959                         | 93,338                             | 100.0%                   | Lund's                                                   | —                                                                                              |
| Rockford Road Plaza (5)        | 2005             | 1991                         | 205,479                            | 97.2%                    | Rainbow Foods                                            | PetSmart, HomeGoods, TJ Maxx                                                                   |

| Property Name (1)                 | Year<br>Acquired | Year<br>Con-<br>structed (2) | Gross<br>Leasable<br>Area<br>(GLA) | Percent<br>Leased<br>(3) | Grocer & Major<br>Tenant(s) >40,000sf<br>(6) | Drug Store & Other Anchors > 10,000 Sq Ft        |
|-----------------------------------|------------------|------------------------------|------------------------------------|--------------------------|----------------------------------------------|--------------------------------------------------|
| <b>MINNESOTA (continued)</b>      |                  |                              |                                    |                          |                                              |                                                  |
| Rockridge Center (5)              | 2011             | 2006                         | 125,213                            | 95.8%                    | Cub Foods                                    | —                                                |
| Subtotal/Weighted Average (MN)    |                  |                              | 675,021                            | 98.4%                    |                                              |                                                  |
| <b>DELAWARE</b>                   |                  |                              |                                    |                          |                                              |                                                  |
| <b>Dover</b>                      |                  |                              |                                    |                          |                                              |                                                  |
| White Oak - Dover, DE             | 2000             | 2000                         | 10,908                             | 100.0%                   | —                                            | Eckerd                                           |
| <b>Wilmington</b>                 |                  |                              |                                    |                          |                                              |                                                  |
| First State Plaza (5)             | 2005             | 1988                         | 160,673                            | 86.4%                    | Shop Rite                                    | Cinemark, Dollar Tree, US Post Office            |
| Pike Creek                        | 1998             | 1981                         | 232,031                            | 89.1%                    | Acme Markets, K-Mart                         | Rite Aid                                         |
| Shoppes of Graylyn (5)            | 2005             | 1971                         | 66,808                             | 96.1%                    | —                                            | Rite Aid                                         |
| Subtotal/Weighted Average (DE)    |                  |                              | 470,420                            | 89.4%                    |                                              |                                                  |
| <b>NEVADA</b>                     |                  |                              |                                    |                          |                                              |                                                  |
| Deer Springs Town Center          | 2007             | 2007                         | 330,907                            | 88.7%                    | (Target), Home Depot, Toys "R" Us            | Michaels, PetSmart, Ross Dress For Less, Staples |
| Subtotal/Weighted Average (NV)    |                  |                              | 330,907                            | 88.7%                    |                                              |                                                  |
| <b>SOUTH CAROLINA</b>             |                  |                              |                                    |                          |                                              |                                                  |
| <b>Charleston</b>                 |                  |                              |                                    |                          |                                              |                                                  |
| Merchants Village (5)             | 1997             | 1997                         | 79,649                             | 97.0%                    | Publix                                       | —                                                |
| Orangeburg                        | 2006             | 2006                         | 14,820                             | 100.0%                   | —                                            | Walgreens                                        |
| Queensborough Shopping Center (5) | 1998             | 1993                         | 82,333                             | 93.9%                    | Publix                                       | —                                                |
| <b>Columbia</b>                   |                  |                              |                                    |                          |                                              |                                                  |
| Murray Landing (5)                | 2002             | 2003                         | 64,359                             | 100.0%                   | Publix                                       | —                                                |
| <b>Other South Carolina</b>       |                  |                              |                                    |                          |                                              |                                                  |
| Buckwalter Village                | 2006             | 2006                         | 59,601                             | 97.6%                    | Publix                                       | —                                                |
| Surfside Beach Commons (5)        | 2007             | 1999                         | 59,881                             | 94.7%                    | Bi-Lo                                        | —                                                |
| Subtotal/Weighted Average (SC)    |                  |                              | 360,643                            | 96.7%                    |                                              |                                                  |

| Property Name (1)                    | Year<br>Acquired | Year<br>Con-<br>structed (2) | Gross<br>Leasable<br>Area<br>(GLA) | Percent<br>Leased<br>(3) | Grocer & Major<br>Tenant(s) >40,000sf<br>(6)    | Drug Store & Other Anchors > 10,000 Sq Ft                     |
|--------------------------------------|------------------|------------------------------|------------------------------------|--------------------------|-------------------------------------------------|---------------------------------------------------------------|
| <b>INDIANA</b>                       |                  |                              |                                    |                          |                                                 |                                                               |
| <b>Chicago</b>                       |                  |                              |                                    |                          |                                                 |                                                               |
| Airport Crossing                     | 2006             | 2006                         | 11,924                             | 77.8%                    | (Kohl's)                                        | —                                                             |
| Augusta Center                       | 2006             | 2006                         | 14,532                             | 100.0%                   | (Menards)                                       | —                                                             |
| <b>Indianapolis</b>                  |                  |                              |                                    |                          |                                                 |                                                               |
| Greenwood Springs                    | 2004             | 2004                         | 28,028                             | 75.0%                    | (Gander Mountain),<br>(Wal-Mart<br>Supercenter) | —                                                             |
| Willow Lake Shopping Center (5)      | 2005             | 1987                         | 85,923                             | 88.8%                    | (Kroger)                                        | Factory Card Outlet                                           |
| Willow Lake West Shopping Center (5) | 2005             | 2001                         | 52,961                             | 100.0%                   | Trader Joe's                                    | —                                                             |
| Subtotal/Weighted Average (IN)       |                  |                              | 193,368                            | 90.0%                    |                                                 |                                                               |
| <b>WISCONSIN</b>                     |                  |                              |                                    |                          |                                                 |                                                               |
| Racine Centre Shopping Center (5)    | 2005             | 1988                         | 135,827                            | 95.4%                    | Piggly Wiggly                                   | Golds Gym, Factory Card Outlet, Dollar Tree                   |
| Whitnall Square Shopping Center (5)  | 2005             | 1989                         | 133,301                            | 91.6%                    | Pick 'N' Save                                   | Harbor Freight Tools, Dollar Tree                             |
| Subtotal/Weighted Average (WI)       |                  |                              | 269,128                            | 93.5%                    |                                                 |                                                               |
| <b>ALABAMA</b>                       |                  |                              |                                    |                          |                                                 |                                                               |
| Shoppes at Fairhope Village          | 2008             | 2008                         | 84,740                             | 86.2%                    | Publix                                          | —                                                             |
| Valleydale Village Shop Center (5)   | 2002             | 2003                         | 118,466                            | 64.6%                    | Publix                                          | —                                                             |
| Subtotal/Weighted Average (AL)       |                  |                              | 203,206                            | 73.6%                    |                                                 |                                                               |
| <b>CONNECTICUT</b>                   |                  |                              |                                    |                          |                                                 |                                                               |
| Corbin's Corner (5)                  | 2005             | 1962                         | 179,864                            | 99.8%                    | Trader Joe's                                    | Toys "R" Us, Best Buy, Old Navy, Office Depot, Pier 1 Imports |
| Subtotal/Weighted Average (CT)       |                  |                              | 179,864                            | 99.8%                    |                                                 |                                                               |
| <b>NEW JERSEY</b>                    |                  |                              |                                    |                          |                                                 |                                                               |
| Haddon Commons (5)                   | 2005             | 1985                         | 52,640                             | 93.4%                    | Acme Markets                                    | CVS                                                           |
| Plaza Square (5)                     | 2005             | 1990                         | 103,891                            | 98.3%                    | Shop Rite                                       | —                                                             |
| Subtotal/Weighted Average (NJ)       |                  |                              | 156,531                            | 96.6%                    |                                                 |                                                               |
| <b>MICHIGAN</b>                      |                  |                              |                                    |                          |                                                 |                                                               |
| Fenton Marketplace                   | 1999             | 1999                         | 97,224                             | 34.7%                    | —                                               | Michaels                                                      |

| Property Name (1)                 | Year<br>Acquired | Year<br>Con-<br>structed (2) | Gross<br>Leasable<br>Area<br>(GLA) | Percent<br>Leased<br>(3) | Grocer & Major<br>Tenant(s) >40,000sf<br>(6) | Drug Store & Other Anchors > 10,000 Sq Ft |
|-----------------------------------|------------------|------------------------------|------------------------------------|--------------------------|----------------------------------------------|-------------------------------------------|
| <b>MICHIGAN (continued)</b>       |                  |                              |                                    |                          |                                              |                                           |
| State Street Crossing             | 2006             | 2006                         | 21,049                             | 60.0%                    | (Wal-Mart)                                   | —                                         |
| Subtotal/Weighted Average (MI)    |                  |                              | 118,273                            | 39.2%                    |                                              |                                           |
| <b>DISTRICT OF COLUMBIA</b>       |                  |                              |                                    |                          |                                              |                                           |
| Shops at The Columbia (5)         | 2006             | 2006                         | 22,812                             | 100.0%                   | Trader Joe's                                 | —                                         |
| Spring Valley Shopping Center (5) | 2005             | 1930                         | 16,835                             | 100.0%                   | —                                            | CVS                                       |
| Subtotal/Weighted Average (DC)    |                  |                              | 39,647                             | 100.0%                   |                                              |                                           |
| <b>KENTUCKY</b>                   |                  |                              |                                    |                          |                                              |                                           |
| Walton Towne Center               | 2007             | 2007                         | 23,186                             | 93.9%                    | (Kroger)                                     | —                                         |
| Subtotal/Weighted Average (KY)    |                  |                              | 23,186                             | 93.9%                    |                                              |                                           |
| Total/Weighted Average            |                  |                              | 42,148,917                         | 93.3%                    |                                              |                                           |

(1) This table includes both Regency's Consolidated and Unconsolidated Properties ("Combined Portfolio").

(2) Or latest renovation.

(3) Includes properties where the Company has not yet incurred at least 90% of the expected costs to complete and the anchor has not yet been open for at least two calendar years ("development properties" or "properties in development"). If development properties are excluded, the total percentage leased would be 93.9% for Company's Combined Portfolio of shopping centers.

(4) Property in development.

(5) Owned by a co-investment partnership with outside investors in which RCLP or an affiliate is the general partner.

(6) An anchor tenant that supports the Company's shopping center and in which the Company has no ownership is indicated by parentheses.

**Item 3. Legal Proceedings**

We are a party to various legal proceedings which arise in the ordinary course of our business. We are not currently involved in any litigation nor to our knowledge, is any litigation threatened against us, the outcome of which would, in our judgment based on information currently available to us, have a material adverse effect on our financial position or results of operations.

**Item 4. Mine Safety Disclosures**

None.

**PART II****Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities**

Our common stock (NYSE: REG) is traded on the New York Stock Exchange. The following table sets forth the high and low sales prices and the cash dividends declared on our common stock by quarter for 2011 and 2010.

| Quarter Ended | 2011       |           |                         | 2010       |           |                         |
|---------------|------------|-----------|-------------------------|------------|-----------|-------------------------|
|               | High Price | Low Price | Cash Dividends Declared | High Price | Low Price | Cash Dividends Declared |
| March 31      | \$ 45.36   | 40.90     | 0.4625                  | \$ 39.37   | 32.54     | 0.4625                  |
| June 30       | 47.51      | 41.00     | 0.4625                  | 41.96      | 34.01     | 0.4625                  |
| September 30  | 47.90      | 34.11     | 0.4625                  | 40.24      | 32.25     | 0.4625                  |
| December 31   | 41.64      | 32.30     | 0.4625                  | 44.80      | 39.60     | 0.4625                  |

The Company has determined that the dividends paid during 2011 and 2010 on our common stock qualify for the following tax treatment:

|      | Total Distribution per Share | Ordinary Dividends | Total Capital Gain Distribution | Nontaxable Distributions |
|------|------------------------------|--------------------|---------------------------------|--------------------------|
| 2011 | \$ 1.8500                    | 0.6105             | 0.0185                          | 1.2210                   |
| 2010 | \$ 1.8500                    | 0.7400             | 0.0370                          | 1.0730                   |

As of February 28, 2012, there were approximately 18,000 holders of common equity.

We intend to pay regular quarterly distributions to Regency Centers Corporations' common stockholders. Future distributions will be declared and paid at the discretion of our Board of Directors, and will depend upon cash generated by operating activities, our financial condition, capital requirements, annual dividend requirements under the REIT provisions of the Internal Revenue Code of 1986, as amended, and such other factors as our Board of Directors deem relevant. In order to maintain Regency Centers Corporation's qualification as a REIT for federal income tax purposes, we are generally required to make annual distributions at least equal to 90% of our real estate investment trust taxable income for the taxable year. Under certain circumstances, which we do not expect to occur, we could be required to make distributions in excess of cash available for distributions in order to meet such requirements. The Company has a dividend reinvestment plan under which shareholders may elect to reinvest their dividends automatically in common stock. Under the plan, the Company may elect to purchase common stock in the open market on behalf of shareholders or may issue new common stock to such shareholders.

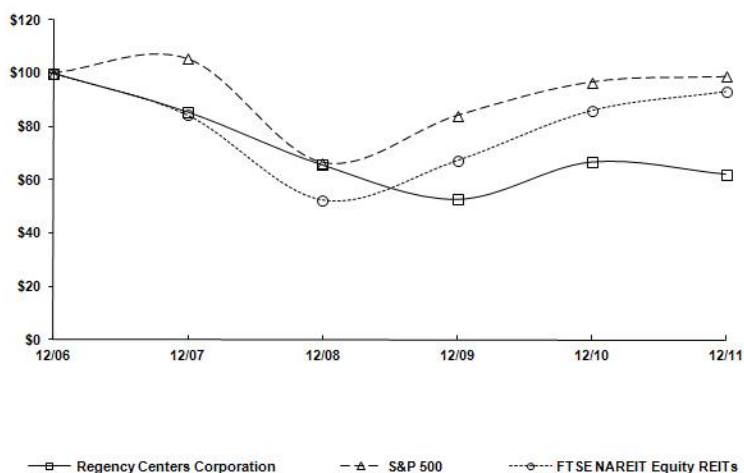
Under the loan agreement of our line of credit, in the event of any monetary default, we may not make distributions to stockholders except to the extent necessary to maintain our REIT status.

There were no unregistered sales of equity securities during the quarter ended December 31, 2011. The Company did

not repurchase any of its equity securities during the quarter-ended December 31, 2011.

The performance graph furnished below compares Regency's cumulative total stockholder return since December 31, 2006. The stock performance graph should not be deemed filed or incorporated by reference into any other filing made by us under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that we specifically incorporate the stock performance graph by reference in another filing.

**COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\***  
Among Regency Centers Corporation, the S&P 500 Index, and the FTSE NAREIT Equity REITs Index



\*\$100 invested on 12/31/06 in stock or index, including reinvestment of dividends.  
Fiscal year ending December 31.

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**Item 6. Selected Financial Data**

(in thousands, except per share and unit data, number of properties, and ratio of earnings to fixed charges)

The following table sets forth Selected Financial Data for the Company on a historical basis for the five years ended December 31, 2011. This historical Selected Financial Data has been derived from the audited consolidated financial statements as reclassified for discontinued operations. This information should be read in conjunction with the consolidated financial statements of Regency Centers Corporation and Regency Centers, L.P. (including the related notes thereto) and Management's Discussion and Analysis of the Financial Condition and Results of Operations, each included elsewhere in this Form 10-K.

*Parent Company*

|                                                   |    | <u>2011</u> | <u>2010</u> <sup>(1)</sup> | <u>2009</u> <sup>(1)</sup> | <u>2008</u> <sup>(1)</sup> | <u>2007</u> <sup>(1)</sup> |
|---------------------------------------------------|----|-------------|----------------------------|----------------------------|----------------------------|----------------------------|
| <b>Operating Data:</b>                            |    |             |                            |                            |                            |                            |
| Revenues                                          | \$ | 500,417     | 476,161                    | 478,561                    | 485,332                    | 425,783                    |
| Operating expenses                                |    | 326,138     | 310,334                    | 300,272                    | 260,187                    | 238,771                    |
| Other expense (income)                            |    | 135,273     | 151,751                    | 190,729                    | 109,286                    | 29,280                     |
| Income (loss) before equity in income (loss)      |    |             |                            |                            |                            |                            |
| of investments in real estate partnerships        |    | 39,006      | 14,076                     | (12,440)                   | 115,859                    | 157,732                    |
| Equity in income (loss) of investments in         |    |             |                            |                            |                            |                            |
| real estate partnerships                          |    | 9,643       | (12,884)                   | (26,373)                   | 5,292                      | 18,093                     |
| Income (loss) from continuing operations          |    | 48,649      | 1,192                      | (38,813)                   | 121,151                    | 175,825                    |
| Income from discontinued operations               |    | 7,139       | 11,809                     | 9,777                      | 26,333                     | 38,300                     |
| Net income (loss)                                 |    | 55,788      | 13,001                     | (29,036)                   | 147,484                    | 214,125                    |
| Net income attributable to noncontrolling         |    |             |                            |                            |                            |                            |
| interests                                         |    | (4,418)     | (4,185)                    | (3,961)                    | (5,333)                    | (6,365)                    |
| Net income (loss) attributable to controlling     |    |             |                            |                            |                            |                            |
| interests                                         |    | 51,370      | 8,816                      | (32,997)                   | 142,151                    | 207,760                    |
| Preferred stock dividends                         |    | (19,675)    | (19,675)                   | (19,675)                   | (19,675)                   | (19,675)                   |
| Net income (loss) attributable to common          |    |             |                            |                            |                            |                            |
| stockholders                                      |    | 31,695      | (10,859)                   | (52,672)                   | 122,476                    | 188,085                    |
| <b>Income per Common Share- diluted:</b>          |    |             |                            |                            |                            |                            |
| Income (loss) from continuing operations          | \$ | 0.27        | (0.28)                     | (0.82)                     | 1.38                       | 2.15                       |
| Net income (loss) attributable to common          |    |             |                            |                            |                            |                            |
| stockholders                                      | \$ | 0.35        | (0.14)                     | (0.70)                     | 1.76                       | 2.72                       |
| <b>Other Information:</b>                         |    |             |                            |                            |                            |                            |
| Common dividends declared per share               | \$ | 1.85        | 1.85                       | 2.11                       | 2.90                       | 2.64                       |
| Common stock outstanding including                |    |             |                            |                            |                            |                            |
| exchangeable operating partnership units          |    | 89,760      | 81,717                     | 81,670                     | 70,091                     | 69,653                     |
| Combined Portfolio GLA                            |    | 42,149      | 45,077                     | 44,972                     | 49,645                     | 51,107                     |
| Combined Portfolio number of properties owned     |    | 364         | 396                        | 400                        | 440                        | 451                        |
| Ratio of earnings to fixed charges <sup>(2)</sup> |    | 1.4         | 1.2                        | 0.9 <sup>(3)</sup>         | 1.5                        | 1.9                        |
| <b>Balance Sheet Data:</b>                        |    |             |                            |                            |                            |                            |
| Real estate investments before accumulated        |    |             |                            |                            |                            |                            |
| depreciation                                      | \$ | 4,488,794   | 4,417,746                  | 4,259,990                  | 4,425,895                  | 4,367,191                  |
| Total assets                                      |    | 3,987,071   | 3,994,539                  | 3,992,228                  | 4,158,568                  | 4,137,069                  |
| Total debt                                        |    | 1,982,440   | 2,094,469                  | 1,886,380                  | 2,135,571                  | 2,007,975                  |
| Total liabilities                                 |    | 2,117,417   | 2,250,137                  | 2,061,621                  | 2,416,824                  | 2,249,200                  |
| Stockholders' equity                              |    | 1,808,355   | 1,685,177                  | 1,862,380                  | 1,676,323                  | 1,810,401                  |
| Noncontrolling interests                          |    | 61,299      | 59,225                     | 68,227                     | 65,421                     | 77,468                     |

<sup>(1)</sup> As further described in Note 7 to Consolidated Financial Statements, historical amounts have been restated to reflect an immaterial adjustment relating to the Company's non-qualified deferred compensation plan.

<sup>(2)</sup> Historical amounts have been restated to conform to changes made to the 2011 calculation, which exclude from earnings distributions from equity investees for property disposals or refinancing.

<sup>(3)</sup> The Company's ratio of earnings to fixed charges was deficient in 2009 by \$21.8 million, due to significant non-cash charges for impairment of real estate investments recorded in 2009 of \$97.5 million.

Operating Partnership

|                                                   |    | <u>2011</u> | <u>2010</u> <sup>(1)</sup> | <u>2009</u> <sup>(1)</sup> | <u>2008</u> <sup>(1)</sup> | <u>2007</u> <sup>(1)</sup> |
|---------------------------------------------------|----|-------------|----------------------------|----------------------------|----------------------------|----------------------------|
| <b>Operating Data:</b>                            |    |             |                            |                            |                            |                            |
| Revenues                                          | \$ | 500,417     | 476,161                    | 478,561                    | 485,332                    | 425,783                    |
| Operating expenses                                |    | 326,138     | 310,334                    | 300,272                    | 260,187                    | 238,771                    |
| Other expense (income)                            |    | 135,273     | 151,751                    | 190,729                    | 109,286                    | 29,280                     |
| Income (loss) before equity in income (loss)      |    |             |                            |                            |                            |                            |
| of investments in real estate partnerships        |    | 39,006      | 14,076                     | (12,440)                   | 115,859                    | 157,732                    |
| Equity in income (loss) of investments in         |    |             |                            |                            |                            |                            |
| real estate partnerships                          |    | 9,643       | (12,884)                   | (26,373)                   | 5,292                      | 18,093                     |
| Income (loss) from continuing operations          |    | 48,649      | 1,192                      | (38,813)                   | 121,151                    | 175,825                    |
| Income from discontinued operations               |    | 7,139       | 11,809                     | 9,777                      | 26,333                     | 38,300                     |
| Net income (loss)                                 |    | 55,788      | 13,001                     | (29,036)                   | 147,484                    | 214,125                    |
| Net income attributable to noncontrolling         |    |             |                            |                            |                            |                            |
| interests                                         |    | (590)       | (376)                      | (452)                      | (701)                      | (990)                      |
| Net income (loss) attributable to controlling     |    |             |                            |                            |                            |                            |
| interests                                         |    | 55,198      | 12,625                     | (29,488)                   | 146,783                    | 213,135                    |
| Preferred unit distributions                      |    | (23,400)    | (23,400)                   | (23,400)                   | (23,400)                   | (23,400)                   |
| Net income (loss) attributable to                 |    |             |                            |                            |                            |                            |
| common unit holders                               |    | 31,798      | (10,775)                   | (52,888)                   | 123,383                    | 189,735                    |
| <b>Income per common unit - diluted:</b>          |    |             |                            |                            |                            |                            |
| Income (loss) from continuing operations          | \$ | 0.27        | (0.28)                     | (0.82)                     | 1.38                       | 2.15                       |
| Net income (loss) attributable to                 |    |             |                            |                            |                            |                            |
| common unit holders                               | \$ | 0.35        | (0.14)                     | (0.70)                     | 1.76                       | 2.72                       |
| <b>Other Information:</b>                         |    |             |                            |                            |                            |                            |
| Distributions per unit                            | \$ | 1.85        | 1.85                       | 2.11                       | 2.90                       | 2.64                       |
| Common units outstanding                          |    | 89,760      | 81,717                     | 81,670                     | 70,091                     | 69,653                     |
| Preferred units outstanding                       |    | 500         | 500                        | 500                        | 500                        | 500                        |
| Combined Portfolio GLA                            |    | 42,149      | 45,077                     | 44,972                     | 49,645                     | 51,107                     |
| Combined Portfolio number of properties owned     |    | 364         | 396                        | 400                        | 440                        | 451                        |
| Ratio of earnings to fixed charges <sup>(2)</sup> |    | 1.4         | 1.2                        | 0.9 <sup>(3)</sup>         | 1.5                        | 1.9                        |
| <b>Balance Sheet Data:</b>                        |    |             |                            |                            |                            |                            |
| Real estate investments before accumulated        |    |             |                            |                            |                            |                            |
| depreciation                                      | \$ | 4,488,794   | 4,417,746                  | 4,259,990                  | 4,425,895                  | 4,367,191                  |
| Total assets                                      |    | 3,987,071   | 3,994,539                  | 3,992,228                  | 4,158,568                  | 4,137,069                  |
| Total debt                                        |    | 1,982,440   | 2,094,469                  | 1,886,380                  | 2,135,571                  | 2,007,975                  |
| Total liabilities                                 |    | 2,117,417   | 2,250,137                  | 2,061,621                  | 2,416,824                  | 2,249,200                  |
| Partners' capital                                 |    | 1,856,550   | 1,733,573                  | 1,918,859                  | 1,733,764                  | 1,869,478                  |
| Noncontrolling interests                          |    | 13,104      | 10,829                     | 11,748                     | 7,980                      | 18,391                     |

<sup>(1)</sup> As further described in Note 7 to Consolidated Financial Statements, historical amounts have been restated to reflect an immaterial adjustment relating to the Company's non-qualified deferred compensation plan.

<sup>(2)</sup> Historical amounts have been restated to conform to changes made to the 2011 calculation, which exclude from earnings distributions from equity investees for property disposals or refinancing.

<sup>(3)</sup> The Company's ratio of earnings to fixed charges was deficient in 2009 by \$21.8 million, due to significant non-cash charges for impairment of real estate investments recorded in 2009 of \$97.5 million.



## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Overview of Our Strategy

Regency Centers Corporation began its operations as a REIT in 1993 and is the managing general partner in Regency Centers, L.P. We are focused on achieving total shareholder returns in excess of REIT shopping center averages, and sustaining growth in our net asset value and our earnings over an extended period of time. We work to achieve these goals through owning, operating, and investing in a high-quality portfolio of primarily grocery-anchored shopping centers that are leased by market-dominant grocers, category-leading anchors, specialty retailers, and restaurants located in areas with above average household incomes and population densities. All of our operating, investing, and financing activities are performed through the Operating Partnership, its wholly-owned subsidiaries, and through its investments in real estate partnerships with third parties (also referred to as co-investment partnerships or joint ventures). The Parent Company currently owns approximately 99.8% of the outstanding common partnership units of the Operating Partnership.

At December 31, 2011, we directly owned 217 shopping centers (the "Consolidated Properties") located in 24 states representing 23.8 million square feet of gross leasable area ("GLA"). Through co-investment partnerships, we own partial ownership interests in 147 shopping centers (the "Unconsolidated Properties") located in 24 states and the District of Columbia representing 18.4 million square feet of GLA.

We earn revenues and generate cash flow by leasing space in our shopping centers to grocery stores, major retail anchors, side-shop retailers, and restaurants, including ground leasing or selling building pads (out-parcels) to these same types of tenants. Historically, we have experienced growth in revenues by increasing occupancy and rental rates in our existing shopping centers and by acquiring and developing new shopping centers. Increasing occupancy in our shopping centers to historical levels and achieving positive rental rate growth are key objectives of our strategic plan.

At December 31, 2011, the consolidated operating shopping centers were 93.1% leased, as compared to 92.6% at December 31, 2010. During the recession of 2009, we experienced occupancy declines in our shopping centers, which stabilized during 2010 as the economy continued its recovery, and increased during 2011. During 2011, we began replacing weaker tenants with financially stronger tenants that we expect will contribute to the overall success of our shopping centers. We continue to produce higher levels of new leasing activity and fewer tenant defaults as compared to 2010 and 2009, and move-outs of weaker tenants hurt by the recession appear to be on the decline. However, economic uncertainties arising in Europe could negatively impact the US economy, the operations of the tenants in our shopping centers, and consequently future operations and cash flows of our shopping centers.

Rental rate changes have varied by market during 2011 as certain markets continue to experience a decline in market rates due to previous tenant's rental rates being above market, while other markets' rates are stabilized or increasing. We expect this market variability to continue during 2012. During 2011 and 2010, average rental rates from new and renewal leasing in the Combined Portfolio for spaces vacant less than 12 months grew 1.2% in 2011 and declined -0.1% in 2010. We expect average 2012 rental rates from new and renewal leases to decline or grow in a range of -1.0% to 2.5%.

We continue to closely monitor the operating performance and rent collections of all tenants in our shopping centers, especially those tenants operating retail formats that are experiencing significant changes in competition, business practice, and store closings in other locations. We also evaluate consumer preferences, shopping behaviors, and demographics to anticipate both challenges and opportunities in the changing retail industry that may effect our tenants.

We continue to monitor tenants who have co-tenancy clauses in their lease agreements. These tenants are typically located in larger format community shopping centers that contain multiple anchor tenants whose leases contain these types of clauses. Co-tenancy clauses have several variants: they may allow a tenant to postpone a store opening if certain other tenants fail to open their store; they may allow a tenant the opportunity to close their store prior to lease expiration if another tenant closes their store prior to lease expiration; or more commonly, they may allow a tenant to pay reduced levels of rent until a certain number of tenants open their stores within the same shopping center. As economic weakness persists in geographic areas where we have centers that contain leases with these types of clauses, we could experience reductions in rent and occupancy related to tenants exercising their co-tenancy clauses.

We grow our shopping center portfolio through acquisitions of operating centers and new shopping center development. We will continue to use our unique combination of development capabilities, market presence, and anchor relationships to invest in value-added opportunities sourced from land owners and joint venture partners, the redevelopment of existing centers, and the development of land. Development is customer driven, meaning we generally have an executed lease

from the anchor before we start construction. Developments serve the growth needs of our anchors and specialty retailers, resulting in modern shopping centers with long-term anchor leases that produce attractive returns on our invested capital. This development process typically requires three to five years from initial land or redevelopment acquisition through construction, lease-up, and stabilization of rental income, but can take longer depending upon tenant demand for new stores and the size of the project. We fund our acquisition and development activity from various capital sources including new debt, equity and through capital recycling. Capital recycling involves identifying non-strategic assets from our real estate portfolio and selling those in the open market; and reinvesting the sale proceeds into new higher quality developments and acquisitions that will generate sustainable revenue growth and attractive returns.

Co-investment partnerships provide us with an additional capital source for shopping center acquisitions, as well as, the opportunity to earn fees for asset management, property management, and other investing and financing services. As asset manager, we are engaged by our partners to apply similar operating, investment and capital strategies to the portfolios owned by the co-investment partnerships as those applied to the portfolio that we wholly-own. Co-investment partnerships grow their shopping center investments through acquisitions from third parties or direct purchases from us. Although selling properties to co-investment partnerships reduces our direct ownership interest, it provides a source of capital that further strengthens our balance sheet while we continue to share, to the extent of our ownership interest, in the risks and rewards of shopping centers that meet our high quality standards and long-term investment strategy.

### **Shopping Center Portfolio**

The following table summarizes general information related to the Consolidated Properties in our shopping center portfolio:

|                                      | December 31,<br>2011 | December 31,<br>2010 |
|--------------------------------------|----------------------|----------------------|
| Number of Properties                 | 217                  | 215                  |
| Properties in Development            | 7                    | 25                   |
| Gross Leasable Area                  | 23,750,107           | 23,266,987           |
| % Leased – Operating and Development | 92.2%                | 91.6%                |
| % Leased – Operating                 | 93.1%                | 92.6%                |

The following table summarizes general information related to the Unconsolidated Properties owned in co-investment partnerships in our shopping center portfolio:

|                                      | December 31,<br>2011 | December 31,<br>2010 |
|--------------------------------------|----------------------|----------------------|
| Number of Properties                 | 147                  | 181                  |
| Properties in Development            | —                    | 1                    |
| Gross Leasable Area                  | 18,398,810           | 21,809,665           |
| % Leased – Operating and Development | 94.8%                | 93.6%                |
| % Leased – Operating                 | 94.8%                | 93.8%                |

We seek to reduce our operating and leasing risks through diversification which we achieve by geographically diversifying our shopping centers, avoiding dependence on any single property, market, or tenant, and owning a portion of our shopping centers through co-investment partnerships.

The following table summarizes our four largest tenants, each of which is a grocery tenant, occupying our shopping centers at December 31, 2011:

| Grocery Anchor | Number of Stores <sup>(1)</sup> | Percentage of Company-owned GLA <sup>(2)</sup> | Percentage of Annualized Base Rent <sup>(2)</sup> |
|----------------|---------------------------------|------------------------------------------------|---------------------------------------------------|
| Kroger         | 51                              | 7.0%                                           | 4.2%                                              |
| Publix         | 56                              | 6.8%                                           | 4.4%                                              |
| Safeway        | 57                              | 5.7%                                           | 3.7%                                              |
| Supervalu      | 28                              | 2.8%                                           | 2.2%                                              |

<sup>(1)</sup> Includes stores owned by grocery anchors that are attached to our centers.

<sup>(2)</sup> Includes Regency's pro-rata share of Unconsolidated Properties and excludes those owned by anchors.

Although base rent is supported by long-term lease contracts, tenants who file bankruptcy have the legal right to reject any or all of their leases and close related stores. In the event that a tenant with a significant number of leases in our shopping centers files bankruptcy and cancels its leases, we could experience a significant reduction in our revenues. We are closely monitoring industry trends and sales data to help us identify declines in retail categories or tenants who might be experiencing financial difficulties as a result of slowing sales, lack of credit, changes in retail formats or increased competition. As a result of our findings, we may reduce new leasing, suspend leasing, or curtail the allowance for the construction of leasehold improvements within a certain retail category or to a specific retailer.

We continuously monitor the financial condition of our tenants. We communicate often with those tenants who have announced store closings or filed bankruptcy. We are not currently aware of the pending bankruptcy or announced store closings of any tenants in our shopping centers that would individually cause a material reduction in our revenues, and no tenant represents more than 5% of our annual base rent on a pro-rata basis.

Blockbuster Video represents our largest tenant currently in bankruptcy. As of February 1, 2012 we had 17 leases with Blockbuster in the Combined Portfolio, 16 leases of which expire in 2012. Assuming these stores continue through their lease expiration date, we would expect to receive base rent of approximately \$503,000 during 2012 including our pro rata share of those leases in the Unconsolidated Properties.

#### **Liquidity and Capital Resources**

Our Parent Company has no capital commitments other than its guarantees of the commitments of our Operating Partnership. The Parent Company will from time to time access the capital markets for the purpose of issuing new equity and will simultaneously contribute all of the offering proceeds to the Operating Partnership in exchange for additional partnership units. All debt is issued by our Operating Partnership or by our co-investment partnerships. Accordingly, the discussion below regarding liquidity and capital resources is presented on a pro-rata basis for the Company. The following table summarizes net cash flows related to operating, investing, and financing activities of the Company for the years ended December 31, 2011, 2010, and 2009 (in thousands):

|                                                      | 2011       | 2010      | 2009      |
|------------------------------------------------------|------------|-----------|-----------|
| Net cash provided by operating activities            | \$ 217,633 | 138,459   | 195,804   |
| Net cash (used in) provided by investing activities  | (77,723)   | (184,457) | 51,545    |
| Net cash used in financing activities                | (145,569)  | (32,797)  | (164,279) |
| Net (decrease) increase in cash and cash equivalents | \$ (5,659) | (78,795)  | 83,070    |

On December 31, 2011 our cash balance was \$11.4 million. We operate our business such that we expect net cash provided by operating activities, before the effect of the derivative instruments settled in 2010 and 2009 and funded through financing activity, will provide the necessary funds to pay our scheduled mortgage loan principal payments, capital expenditures necessary to maintain our shopping centers, and distributions to our share and unit holders.

The following table summarizes these amounts for the years ended December 31, 2011, 2010, and 2009 (in thousands):

|                                                   | 2011       | 2010    | 2009    |
|---------------------------------------------------|------------|---------|---------|
| Cash flow from operations                         | \$ 217,633 | 138,459 | 195,804 |
| Settlement of derivative instruments              | —          | 63,435  | 19,953  |
| Total                                             | \$ 217,633 | 201,894 | 215,757 |
| Scheduled principal payments                      | \$ 5,699   | 5,024   | 5,214   |
| Capital expenditures to maintain shopping centers | 13,117     | 12,238  | 10,072  |
| Dividend distributions to share and unit holders  | 183,878    | 172,519 | 183,070 |
| Total                                             | \$ 202,694 | 189,781 | 198,356 |

Our dividend distribution policy is set by our Board of Directors who monitor our financial position. Our Board of Directors recently declared our quarterly dividend of \$0.4625 per share, payable February 29, 2012 to stock and unit holders of record as of February 15, 2012. Our dividend has remained unchanged since May 2009. We plan to continue paying an aggregate amount of distributions to our stock and unit holders that, at a minimum, meet the requirements to continue qualifying as a REIT for Federal income tax purposes.

We endeavor to maintain a high percentage of unencumbered assets. At December 31, 2011, 79.7% of our real estate assets were unencumbered. Such assets allow us to access the secured and unsecured debt markets and to maintain significant availability on our \$600.0 million unsecured line of credit ("the Line"). Our debt to asset ratio (before the effect of accumulated depreciation), including our pro-rata share of the debt and assets of joint ventures, is 45.0% at December 31, 2011, a decline from our ratio at December 31, 2010 of 48.1%, due to the settlement of our forward sale agreements ("Forward Equity Offering") in March 2011. Our coverage ratio, including our pro-rata share of our partnerships, was 2.3 times for the year ended December 31, 2011 as compared to 2.1 times for the year ended December 31, 2010. We define our coverage ratio as earnings before interest, taxes, depreciation and amortization ("EBITDA") divided by the sum of the gross interest and scheduled mortgage principal paid to our lenders plus dividends paid to our preferred stockholders.

At December 31, 2011, commitments available to us under the Line totaled \$600.0 million, which had an outstanding balance of \$40.0 million. The Line was renewed in September 2011, and now matures in September 2015. In February 2011, a \$113.8 million revolving credit facility expired with no balance outstanding and we did not renew this facility. On November 17, 2011, the Company closed on a \$250 million unsecured term loan agreement ("Term Loan"), which matures in December 2016, and had no outstanding balance as of December 31, 2011.

On January 15, 2011, \$161.7 million of unsecured debt matured, and we repaid the maturity by borrowing on the Line. On March 9, 2011, we received net proceeds of \$215.4 million from the settlement of the 8.0 million common share Forward Equity Offering and used a portion of the proceeds to payoff the balance of the Line. During 2012, we estimate that we will require approximately \$302.2 million primarily to repay \$192.4 million of maturing debt (excluding scheduled principal payments); and \$109.8 million for in-process development costs and capital contributions to our co-investment partnerships for repayment of debt. To meet these cash requirements, we plan to use funds from our existing Line and Term Loan, and when the capital markets are favorable, by issuing long term fixed rate debt and common equity. In January 2012, we borrowed \$150 million on the Term Loan and in combination with proceeds drawn on the Line, repaid \$192.4 million unsecured debt maturing January 15, 2012. A more detailed schedule about our maturing loans is included below under Contractual Obligations.

During 2011, we acquired five shopping centers for \$110.6 million, including our pro rata share of acquisitions completed by our co-investment partnerships. Although we may fund acquisitions from various capital sources, a primary source of funds would come from capital recycling by selling shopping centers that no longer meet our investment criteria. During 2011, we sold 13 shopping centers for \$91.2 million, including our pro rata share of sales completed by our co-investment partnerships. Relying on property sales as a substantial capital source to fund our acquisition program is subject to numerous risks including the inherent difficulties in selling properties in the current market, or selling properties at higher initial returns than planned, thereby limiting our ability to source the necessary funds to acquire dominate infill shopping centers consistent with our capital recycling strategy. Capital recycling may also be dilutive to our earnings given that dominate infill shopping centers that we would target for acquisition may have lower initial returns than many of the properties that we would target for sale.

At December 31, 2011, we had seven development properties that were either under construction or in lease up, which when completed, will represent a net investment of \$161.3 million after projected sales of adjacent land and out-parcels. This compares to 26 development properties at December 31, 2010, representing an investment of \$530.6 million upon completion. We estimate that we will earn an average return on investment from our current development projects of 7.6% when completed and fully leased. Costs necessary to complete in-process development projects, net of reimbursements and projected land sales, are estimated to be \$72.6 million.

During 2011, the co-investment partnerships repaid \$484.7 million of debt through new mortgage loan financings and partner capital contributions. At December 31, 2011, our joint ventures had \$255.6 million of scheduled secured mortgage loans and credit lines maturing in 2012. These maturities will be repaid from proceeds from new mortgage loan financings of \$128.0 million currently committed, \$5.6 million expected refinancing and \$122.0 million of partner capital contributions of which Regency's pro rata share is \$44.6 million.

We believe that our joint venture partners are financially sound and have sufficient capital or access thereto to fund future capital requirements. We communicate with our co-investment partners regularly regarding the operating and capital budgets of our co-investment partnerships, and believe that we will successfully complete the refinancing of our joint venture debt as it matures in the future. In the event that a co-investment partner was unable to fund its share of the capital requirements of the co-investment partnership, we would have the right, but not the obligation, to loan the defaulting partner the amount of its capital call at an interest rate at the lesser of prime plus a pre-defined spread or the maximum rate allowed by law. A decision to loan to a defaulting joint venture partner, which would be secured by the defaulting partner's partnership interest, would be based on the fair value of the co-investment partnership assets, our joint venture partner's financial health, and would be subject to an evaluation of our own capital commitments and sources to fund those commitments. Alternatively, should we determine that our joint venture partners will not have sufficient capital to meet future capital needs, we could trigger liquidation of the partnership. For the co-investment partnerships that have distribution-in-kind ("DIK") provisions, and own multiple properties, a liquidation of the co-investment partnership could be completed by either a DIK of the properties to each joint venture partner in proportion to its partnership interest, open market sale, or a combination of both methods. Our co-investment partnership properties have been financed with non-recourse loans that represent 100% of the total debt of the co-investment partnerships including lines of credit as of December 31, 2011. We and our partners have no guarantees related to these loans. In those co-investment partnerships which have DIK provisions, if we trigger liquidation by DIK, each partner would receive title to properties selected in a rotation process for distribution and would assume any related loans secured by the properties distributed. The loan agreements generally provide for assumption by either joint venture partner after obtaining any required lender consent. We would only be responsible for those loans we assume through the DIK and only to the extent of the value of the property we receive, since after assumption through the DIK the loans would remain non-recourse.

Although common or preferred equity raised in the public markets by the Parent Company is an option to fund future capital needs, access to these markets could be limited at times. When conditions for the issuance of securities are acceptable, we will evaluate issuing debt or equity to fund new acquisition opportunities, fund new developments, or repay maturing debt. At December 31, 2011, the Parent Company and the Operating Partnership have an existing universal shelf registration statement available for the issuance of new equity and debt securities. See Note 11, Equity and Capital, in the Notes to Consolidated Financial Statements, for further discussion of the Company's capital structure.

Our preferred stock and preferred units, though callable by us, are not redeemable in cash at the option of the holders. On February 6, 2012, the Company announced it would redeem all issued and outstanding shares of the Parent Company's Series 3 and Series 4 Cumulative Redeemable Preferred Stock on March 31, 2012. The Company expects to reduce net income available to common stockholders through a non-cash charge of \$7.0 million at redemption. On February 9, 2012, the Operating Partnership purchased all of its issued and outstanding Series D Preferred Units, at 3.75% discount to par, resulting in an increase to net income available to common stockholders of approximately \$842,000. On February 16, 2012, the Parent Company issued 10 million shares of 6.625% Series 6 Cumulative Redeemable Preferred Stock with a liquidation preference of \$25 per share.

## Investments in Real Estate Partnerships

At December 31, 2011, we had investments in real estate partnerships of \$386.9 million. The following table is a summary of unconsolidated combined assets and liabilities of these co-investment partnerships and our pro-rata share at December 31, 2011 and December 31, 2010 (dollars in thousands):

|                                                     | 2011         | 2010       |
|-----------------------------------------------------|--------------|------------|
| Number of Co-investment Partnerships                | 16           | 18         |
| Regency's Ownership                                 | 20%-50%      | 16.35%-50% |
| Number of Properties                                | 148          | 181        |
| Combined Assets                                     | \$ 3,501,775 | 3,983,122  |
| Combined Liabilities                                | \$ 1,992,213 | 2,262,476  |
| Combined Equity                                     | \$ 1,509,562 | 1,720,646  |
| Regency's Share of <sup>(1)</sup> ( <sup>2</sup> ): |              |            |
| Assets                                              | \$ 1,160,954 | 1,263,400  |
| Liabilities                                         | \$ 648,533   | 706,026    |

<sup>(1)</sup> Pro-rata financial information is not, and is not intended to be, a presentation in accordance with GAAP. However, management believes that providing such information is useful to investors in assessing the impact of its investments in real estate partnership activities on the operations of Regency, which includes such items on a single line presentation under the equity method in its consolidated financial statements.

<sup>(2)</sup> The difference between Regency's share of the net assets of the co-investment partnerships and the Company's investments in real estate partnerships per the accompanying Consolidated Balance Sheets relates primarily to differences in inside/outside basis as further described in Note 4 to Consolidated Financial Statements.

Investments in real estate partnerships are primarily composed of co-investment partnerships in which we currently invest with five co-investment partners and a closed-end real estate fund ("Regency Retail Partners" or the "Fund"), as further summarized below. In addition to earning our pro-rata share of net income or loss in each of these co-investment partnerships, we receive recurring market-based fees for asset management, property management, and leasing as well as fees for investment and financing services, which were \$29.0 million, \$25.1 million and \$29.1 million for the years ended December 31, 2011, 2010, and 2009 respectively. During the years ended December 31, 2011, 2010, and 2009 we received transaction fees from our co-investment partnerships of \$5.0 million, \$2.6 million and \$7.8 million, respectively, which are non-recurring.

Our investments in real estate partnerships as of December 31, 2011 and December 31, 2010 consist of the following (in thousands):

|                                                                         | Ownership | 2011       | 2010    |
|-------------------------------------------------------------------------|-----------|------------|---------|
| GRI - Regency, LLC (GRIR)                                               | 40.00%    | \$ 262,018 | 277,235 |
| Macquarie CountryWide-Regency III, LLC (MCWR III)                       | 24.95%    | 195        | 63      |
| Macquarie CountryWide-Regency-DESCO, LLC (MCWR-DESCO)<br><sup>(1)</sup> | 16.35%    | —          | 20,050  |
| Columbia Regency Retail Partners, LLC (Columbia I)                      | 20.00%    | 20,335     | 20,025  |
| Columbia Regency Partners II, LLC (Columbia II)                         | 20.00%    | 9,686      | 9,815   |
| Cameron Village, LLC (Cameron)                                          | 30.00%    | 17,110     | 17,604  |
| RegCal, LLC (RegCal)                                                    | 25.00%    | 18,128     | 15,340  |
| Regency Retail Partners, LP (the Fund)                                  | 20.00%    | 16,430     | 17,478  |
| US Regency Retail I, LLC (USAA)                                         | 20.01%    | 3,093      | 3,941   |
| Other investments in real estate partnerships                           | 50.00%    | 39,887     | 47,041  |
| Total                                                                   |           | \$ 386,882 | 428,592 |

<sup>(1)</sup> At December 31, 2010, our ownership interest in MCWR-DESCO was 16.35%. The liquidation of MCWR-DESCO was complete effective May 4, 2011.

On May 4, 2011, we entered into an agreement with the DESCO Group ("DESCO") to redeem our entire 16.35% interest in Macquarie CountryWide-Regency-DESCO, LLC ("MCWR-DESCO"). The agreement allowed for a DIK of the assets in the co-investment partnership. The assets were distributed as 100% ownership interests to DESCO and to Regency after a selection process, as provided for by the agreement. Regency selected four assets, all in the St. Louis market. The properties which we received through the DIK were recorded at the carrying value of our equity investment of \$18.8 million. Additionally, as part of the agreement, we received a \$5.0 million disposition fee at closing on May 4, 2011 to buyout our asset, property, and leasing management contracts, and received \$1.0 million for transition services provided through 2011.

### **Contractual Obligations**

We have debt obligations related to our mortgage loans, unsecured notes, and our unsecured credit facilities as described further below and in Note 9 to the Consolidated Financial Statements. We have shopping centers that are subject to non-cancelable long-term ground leases where a third party owns and has leased the underlying land to us to construct and/or operate a shopping center. In addition, we have non-cancelable operating leases pertaining to office space from which we conduct our business. The table excludes reserves for approximately \$2.4 million related to environmental remediation as discussed below under *Environmental Matters* as the timing of the remediation is not currently known. The table also excludes obligations related to construction or development contracts, since payments are only due upon satisfactory performance under the contracts.

The following table of Contractual Obligations summarizes our debt maturities including interest, excluding recorded debt premiums or discounts that are not obligations, and our obligations under non-cancelable operating, sub, and ground leases as of December 31, 2011, including our pro-rata share of obligations within co-investment partnerships (in thousands):

|                                      | Payments Due by Period |         |         |         |         |                   |           |
|--------------------------------------|------------------------|---------|---------|---------|---------|-------------------|-----------|
|                                      | 2012                   | 2013    | 2014    | 2015    | 2016    | Beyond 5<br>Years | Total     |
| Notes Payable:                       |                        |         |         |         |         |                   |           |
| Regency <sup>(1)</sup>               | \$ 297,879             | 120,226 | 263,970 | 468,151 | 84,497  | 1,178,015         | 2,412,738 |
| Regency's share of JV <sup>(1)</sup> | 132,499                | 42,495  | 55,072  | 72,628  | 123,136 | 370,680           | 796,510   |
| Operating Leases:                    |                        |         |         |         |         |                   |           |
| Regency                              | 4,801                  | 4,505   | 3,703   | 3,616   | 3,014   | 1,597             | 21,236    |
| Subleases:                           |                        |         |         |         |         |                   |           |
| Regency                              | (528)                  | (229)   | (117)   | (94)    | (32)    | —                 | (1,000)   |
| Ground Leases:                       |                        |         |         |         |         |                   |           |
| Regency                              | 3,644                  | 3,645   | 3,640   | 3,319   | 3,343   | 103,611           | 121,202   |
| Regency's share of JV                | 189                    | 189     | 189     | 189     | 189     | 9,424             | 10,369    |
| Total                                | \$ 438,484             | 170,831 | 326,457 | 547,809 | 214,147 | 1,663,327         | 3,361,055 |

<sup>(1)</sup> Amounts include interest payments.

### **Off-Balance Sheet Arrangements**

We do not have off-balance sheet arrangements, financings, or other relationships with other unconsolidated entities (other than our co-investment partnerships) or other persons, also known as variable interest entities not previously discussed. Our co-investment partnership properties have been financed with non-recourse loans. The Company has no guarantees related to these loans.

## **Critical Accounting Policies and Estimates**

Knowledge about our accounting policies is necessary for a complete understanding of our financial statements. The preparation of our financial statements requires that we make certain estimates that impact the balance of assets and liabilities at a financial statement date and the reported amount of income and expenses during a financial reporting period. These accounting estimates are based upon, but not limited to, our judgments about historical results, current economic activity, and industry accounting standards. They are considered to be critical because of their significance to the financial statements and the possibility that future events may differ from those judgments, or that the use of different assumptions could result in materially different estimates. We review these estimates on a periodic basis to ensure reasonableness; however, the amounts we may ultimately realize could differ from such estimates.

### **Accounts Receivable**

Minimum rent, percentage rent, and expense recoveries from tenants for common area maintenance costs, insurance and real estate taxes are the Company's principal source of revenue. As a result of generating this revenue, we will routinely have accounts receivable due from tenants. We are subject to tenant defaults and bankruptcies that may affect the collection of outstanding receivables. To address the collectability of these receivables, we analyze historical write-off experience, tenant credit-worthiness and current economic trends when evaluating the adequacy of our allowance for doubtful accounts. Although we estimate uncollectible receivables and provide for them through charges against income, actual experience may differ from those estimates.

### **Real Estate and Long-Lived Assets**

#### *Acquisition of Real Estate Assets*

Upon acquisition of real estate operating properties, the Company estimates the fair value of acquired tangible assets (consisting of land, building, building improvements and tenant improvements) and identified intangible assets and liabilities (consisting of above and below-market leases, in-place leases and tenant relationships), assumed debt, and any noncontrolling interest in the acquiree at the date of acquisition, based on evaluation of information and estimates available at that date. Based on these estimates, the Company allocates the estimated fair value to the applicable assets and liabilities. Fair value is determined based on an exit price approach, which contemplates the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. If, up to one year from the acquisition date, information regarding fair value of the assets acquired and liabilities assumed is received and estimates are refined, appropriate adjustments are made to the purchase price allocation on a retrospective basis. The Company expenses transaction costs associated with business combinations in the period incurred.

#### *Cost Capitalization*

We capitalize the acquisition of land, the construction of buildings and other specifically identifiable development costs incurred by recording them into properties in development in our accompanying Consolidated Balance Sheets. In summary, a project changes from non-operating to operating when it is substantially completed and held available for occupancy. At that time, costs are no longer capitalized. Other development costs include pre-development costs essential to the development of the property, as well as, interest, real estate taxes, and direct employee costs incurred during the development period. Pre-development costs are incurred prior to land acquisition during the due diligence phase and include contract deposits, legal, engineering, and other professional fees related to evaluating the feasibility of developing a shopping center. At December 31, 2011 and 2010, the Company had capitalized pre-development costs of \$2.1 million and \$899,000, respectively, of which \$1.0 million and \$840,000, respectively, were refundable deposits. If we determine that the development of a specific project undergoing due diligence is no longer probable, we immediately expense all related capitalized pre-development costs not considered recoverable. During the years ended December 31, 2011, 2010, and 2009, we expensed pre-development costs of approximately \$241,000, \$520,000, and \$3.8 million, respectively, recorded in other expenses in the accompanying Consolidated Statements of Operations. Interest costs are capitalized into each development project based on applying our weighted average borrowing rate to that portion of the actual development costs expended. We cease interest cost capitalization when the property is no longer being developed or is available for occupancy upon substantial completion of tenant improvements, but in no event would we capitalize interest on the project beyond 12 months after substantial completion of the building shell. During the years ended December 31, 2011, 2010, and 2009, we capitalized interest of \$1.5 million, \$5.1 million, and \$19.1 million, respectively, on our development projects. We have a staff of employees who directly support our development program. All direct internal costs attributable to these development activities are capitalized as part of each development project. During the years ended December 31, 2011, 2010, and 2009, we capitalized \$5.5 million, \$2.7 million, and \$6.5 million, respectively, of direct internal costs incurred to support our development program. The capitalization of costs is directly related to the actual level of development activity occurring. If accounting standards issued in the future were to limit the amount of internal costs that may be capitalized we could incur additional increases in general and administrative



expenses which would further reduce net income.

#### *Valuation of Real Estate Assets*

We evaluate whether there are any indicators, including property operating performance and general market conditions, that the value of the real estate properties (including any related amortizable intangible assets or liabilities) may not be recoverable. Through the evaluation, we compare the current carrying value of the asset to the estimated undiscounted cash flows that are directly associated with the use and ultimate disposition of the asset. Our estimated cash flows is based on several key assumptions, including rental rates, costs of tenant improvements, leasing commissions, anticipated hold period, and assumptions regarding the residual value upon disposition, including the exit capitalization rate. These key assumptions are subjective in nature and could differ materially from actual results. To the extent that the carrying value of the asset exceeds the estimated undiscounted cash flows, an impairment loss is recognized equal to the excess of carrying value over fair value. Changes in our disposition strategy or changes in the marketplace may alter the hold period of an asset or asset group which may result in an impairment loss and such loss could be material to the Company's financial condition or operating performance.

The fair value of real estate assets is highly subjective and is determined through comparable sales information and other market data if available, or through use of an income approach such as the direct capitalization method or the traditional discounted cash flow approach. Such cash flow projections consider factors such as expected future operating income, trends and prospects, as well as the effects of demand, competition and other factors, and therefore are subject to a significant degree of management judgment and changes in those factors could impact the determination of fair value. In estimating the fair value of undeveloped land, we generally use market data and comparable sales information.

#### **Recent Accounting Pronouncements**

See Note 1, Summary of Significant Accounting Policies, to Consolidated Financial Statements.

#### **Results from Operations - 2011 vs. 2010**

*Comparison of the years ended December 31, 2011 to 2010:*

Our revenues increased by \$24.3 million or 5.1% to \$500.4 million in 2011, as compared to 2010, as summarized in the following table (in thousands):

|                                          |    | 2011    | 2010    | Change |
|------------------------------------------|----|---------|---------|--------|
| Minimum rent                             | \$ | 356,097 | 338,639 | 17,458 |
| Percentage rent                          |    | 2,996   | 2,540   | 456    |
| Recoveries from tenants and other income |    | 107,344 | 105,582 | 1,762  |
| Management, transaction, and other fees  |    | 33,980  | 29,400  | 4,580  |
| Total revenues                           | \$ | 500,417 | 476,161 | 24,256 |

Minimum rent increased due to the acquisition of two operating properties in the latter part of Q4 2010, the acquisition of three operating properties during 2011, and four properties received through the DESCO DIK in May 2011. The increase in percentage rent was due to increased tenant sales during the year ended December 31, 2011, as compared to 2010. Recoveries from tenants represent their pro-rata share of the operating, maintenance, and real estate tax expenses that we incur to operate our shopping centers. Recoveries increased as a result of an increase in our operating expenses. In addition, other income increased due to increased contingency income earned from prior year sales of \$1.4 million.

We earn fees, at market-based rates, for asset management, disposition, property management, leasing, acquisition, and financing services that we provide to our co-investment partnerships and third parties as follows (in thousands):

|                                    |    | 2011   | 2010   | Change |
|------------------------------------|----|--------|--------|--------|
| Asset management fees              | \$ | 6,705  | 6,695  | 10     |
| Property management fees           |    | 14,910 | 15,599 | (689)  |
| Transaction fees                   |    | 5,000  | 2,594  | 2,406  |
| Leasing commissions and other fees |    | 7,365  | 4,512  | 2,853  |
|                                    | \$ | 33,980 | 29,400 | 4,580  |

The increase in transaction and other fees was due to the \$5.0 million disposition fee and \$1.0 million in consulting fees we received as a result of the DESCO DIK liquidation during the the year ended December 31, 2011 as compared to the \$2.6 million disposition fee we received related to GRI's acquisition of Macquarie CountryWide's ("MCW") investment during the year ended December 31, 2010.

Our operating expenses increased by \$15.8 million or 5.1% to \$326.1 million in 2011, as compared to 2010. The following table summarizes our operating expenses (in thousands):

|                                 | 2011       | 2010    | Change  |
|---------------------------------|------------|---------|---------|
| Depreciation and amortization   | \$ 132,129 | 120,450 | 11,679  |
| Operating and maintenance       | 72,626     | 68,496  | 4,130   |
| General and administrative      | 56,117     | 61,502  | (5,385) |
| Real estate taxes               | 55,542     | 53,462  | 2,080   |
| Provision for doubtful accounts | 3,075      | 3,928   | (853)   |
| Other expenses                  | 6,649      | 2,496   | 4,153   |
| Total operating expenses        | \$ 326,138 | 310,334 | 15,804  |

Increases in depreciation and amortization expense along with operating, maintenance, and real estate tax expense are primarily related to the two operating properties acquired during 2010, the three operating properties acquired during 2011, and the four properties received through the DESCO DIK in May 2011. The majority of the operating, maintenance, and real estate tax cost increases are recoverable from our tenants and included in our revenues. General and administrative expenses declined \$5.4 million as a result of decreasing incentive compensation and certain employee benefits during the year ended December 31, 2011, as compared to 2010. Provision for doubtful accounts decreased as a result of improvements in the collection of tenant's accounts receivable for the year ended December 31, 2011, as compared to 2010. The increase in other expenses is due to income tax expense of \$2.7 million incurred in 2011, as compared to a \$1.3 million income tax benefit incurred in 2010.

The following table presents the change in interest expense (in thousands):

|                            | 2011       | 2010    | Change  |
|----------------------------|------------|---------|---------|
| Interest on notes payable  | \$ 116,343 | 125,788 | (9,445) |
| Interest on line of credit | 1,746      | 1,430   | 316     |
| Capitalized interest       | (1,480)    | (5,099) | 3,619   |
| Hedge interest             | 9,478      | 5,576   | 3,902   |
| Interest income            | (2,442)    | (2,408) | (34)    |
|                            | \$ 123,645 | 125,287 | (1,642) |

Interest on notes payable decreased during the year ended December 31, 2011, as compared to 2010, as a result of the repayment of \$161.7 million and \$20.0 million of unsecured debt in January 2011 and December 2011, respectively. Capitalized interest decreased as a result of reduced development activity during the year ended December 31, 2011, as compared to 2010. Hedge interest increased as a result of \$36.7 million of hedges settled on September 30, 2010, with the realized loss being amortized over a ten year period beginning October 2010, resulting in increased hedge interest expense for the year ended December 31, 2011.

We evaluate our real estate investments for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable, which may result in a reduction in the carrying value of the asset to its fair value. A provision for impairment was recognized during the year ended December 31, 2011 of \$13.8 million, related primarily to two operating properties. These properties exhibited weak operating fundamentals, including low economic occupancy for an extended period of time, which lead to the impairment.

During the year ended December 31, 2011, we sold eight out-parcels for net proceeds of \$13.4 million and recognized no gain, whereas during the year ended December 31, 2010, we sold eleven out-parcels for net proceeds of \$11.8 million and recognized a gain of approximately \$661,000.

Our equity in income (loss) of investments in real estate partnerships changed by approximately \$22.5 million during 2011, as compared to 2010 as follows (in thousands):

|                                                                      | Ownership | 2011     | 2010     | Change  |
|----------------------------------------------------------------------|-----------|----------|----------|---------|
| GRI - Regency, LLC (GRIR)                                            | 40.00%    | \$ 7,266 | (6,672)  | 13,938  |
| Macquarie CountryWide-Regency III, LLC (MCWR III)                    | 24.95%    | (150)    | (108)    | (42)    |
| Macquarie CountryWide-Regency-DESCO, LLC (MCWR-DESCO) <sup>(1)</sup> | —         | (318)    | (817)    | 499     |
| Columbia Regency Retail Partners, LLC (Columbia I)                   | 20.00%    | 2,775    | (2,970)  | 5,745   |
| Columbia Regency Partners II, LLC (Columbia II)                      | 20.00%    | 179      | (69)     | 248     |
| Cameron Village, LLC (Cameron)                                       | 30.00%    | 322      | (221)    | 543     |
| RegCal, LLC (RegCal)                                                 | 25.00%    | 1,904    | 194      | 1,710   |
| Regency Retail Partners, LP (the Fund)                               | 20.00%    | 268      | (3,565)  | 3,833   |
| US Regency Retail I, LLC (USAA)                                      | 20.01%    | 243      | (88)     | 331     |
| Other investments in real estate partnerships                        | 50.00%    | (2,846)  | 1,432    | (4,278) |
| Total                                                                |           | \$ 9,643 | (12,884) | 22,527  |

<sup>(1)</sup> At December 31, 2010, our ownership interest in MCWR-DESCO was 16.35%. The liquidation of MCWR-DESCO was complete effective May 4, 2011.

The change in our equity in income (loss) in investments in real estate partnerships, compared to 2010, is related to our pro-rata share of the decrease in depreciation expense of \$5.7 million, the decrease in interest expense of \$5.9 million, the decrease in impairment provisions of \$18.5 million, and the net gain on extinguishment of debt of \$1.7 million, offset by a decrease in net operating income of \$7.8 million and a gain on sale of properties by approximately \$700,000 at the individual real estate partnerships.

If we sell a property or classify a property as held-for-sale, we are required to reclassify its operations into discontinued operations for all prior periods which results in a reclassification of amounts previously reported as continuing operations into discontinued operations. Income from discontinued operations was \$7.1 million for the year ended December 31, 2011 and includes \$5.9 million in gains, net of taxes, from the sale of seven operating properties for net proceeds of \$66.0 million and the operations, including impairment, of the shopping centers sold. Income from discontinued operations was \$11.8 million for the year ended December 31, 2010 and includes \$7.6 million in gains from the sale of two operating properties and one property in development for net proceeds of \$34.9 million and the operations of the shopping centers sold.

Related to our Parent Company's results, our net income attributable to common stockholders for the year ended December 31, 2011 was \$31.7 million, an increase of \$42.6 million as compared to net loss of \$10.9 million for the year ended December 31, 2010. The higher net income was primarily related to the increase in revenue, offset partially by the increase in operating expenses, from 2010 to 2011 as discussed above, a decrease in impairment provisions of \$12.8 million, the \$4.2 million net loss on extinguishment of debt incurred in 2010, with no such loss incurred in 2011, and an increase in equity in income of investments in real estate partnerships of \$22.5 million. Our diluted net income per share was \$0.35 for the year ended December 31, 2011 as compared to diluted net loss per share of \$0.14 for the year ended December 31, 2010.

Related to our Operating Partnership results, our net income attributable to common unit holders for the year ended December 31, 2011 was \$31.8 million, an increase of \$42.6 million as compared to net loss of \$10.8 million for the year ended December 31, 2010 for the same reasons stated above. Our diluted net income per unit was \$0.35 for the year ended December 31, 2011 as compared to net loss per unit of \$0.14 for the year ended December 31, 2010.

*Comparison of the years ended December 31, 2010 to 2009:*

Our revenues decreased by \$2.4 million or 0.5% to \$476.2 million in 2010, as compared to 2009, as summarized in the following table (in thousands):

|                                          |    | 2010    | 2009    | Change  |
|------------------------------------------|----|---------|---------|---------|
| Minimum rent                             | \$ | 338,639 | 337,516 | 1,123   |
| Percentage rent                          |    | 2,540   | 3,585   | (1,045) |
| Recoveries from tenants and other income |    | 105,582 | 99,171  | 6,411   |
| Management, transaction, and other fees  |    | 29,400  | 38,289  | (8,889) |
| Total revenues                           | \$ | 476,161 | 478,561 | (2,400) |

Generally, leased percentages were unchanged between 2010 and 2009, and as such, minimum rent remained relatively consistent, only increasing slightly from 2009 to 2010. Declines in percentage rent were a result of the change in percentage rent lease terms due to the increase in minimum rent for certain leases, upon their renewal. The increase in recoveries from tenants and other income resulted from a significant increase in termination fees received during 2010 related to tenant operators negotiating an early end to their lease agreements, as well as, higher operating and real estate tax expenses.

We earn fees, at market-based rates, for asset management, disposition, property management, leasing, acquisition, and financing services that we provide to our co-investment partnerships and third parties as follows (in thousands):

|                                    |    | 2010   | 2009   | Change  |
|------------------------------------|----|--------|--------|---------|
| Asset management fees              | \$ | 6,695  | 9,671  | (2,976) |
| Property management fees           |    | 15,599 | 15,031 | 568     |
| Transaction fees                   |    | 2,594  | 7,781  | (5,187) |
| Leasing commissions and other fees |    | 4,512  | 5,806  | (1,294) |
|                                    | \$ | 29,400 | 38,289 | (8,889) |

Asset management fees, which are tied to the value of the real estate we manage for our co-investment partners, decreased in 2010 due to an overall decline in commercial real estate values, but was also a result of the liquidation of a joint venture with MCW that occurred in 2009, as well as, our increased ownership and revised agreements in the GRIR joint venture, which resulted in lower fees paid to us by our partner. Transaction fees decreased primarily as a result of the \$7.8 million disposition fee we received from Charter Hall Retail REIT ("CHRR") in 2009 equal to 1% of the gross sales price paid by GRI described below. Leasing commissions decreased as a result of our increased ownership in the GRIR joint venture, which resulted in a reduction of fee recognized.

Our operating expenses increased by \$10.1 million or 3.4% to \$310.3 million in 2010, as compared to 2009. The following table summarizes our operating expenses (in thousands):

|                                 |    | 2010    | 2009    | Change  |
|---------------------------------|----|---------|---------|---------|
| Depreciation and amortization   | \$ | 120,450 | 114,058 | 6,392   |
| Operating and maintenance       |    | 68,496  | 64,030  | 4,466   |
| General and administrative      |    | 61,502  | 53,177  | 8,325   |
| Real estate taxes               |    | 53,462  | 52,375  | 1,087   |
| Provision for doubtful accounts |    | 3,928   | 8,348   | (4,420) |
| Other expenses                  |    | 2,496   | 8,284   | (5,788) |
| Total operating expenses        | \$ | 310,334 | 300,272 | 10,062  |

Increases in depreciation and amortization expense along with operating, maintenance, and real estate tax expense are primarily related to the recently completed developments commencing operations in the current year and general increases in expenses incurred by the operating properties. The majority of these cost increases are recoverable from our tenants and included in our revenues. General and administrative expenses increased as a result of higher levels of compensation earned in 2010 for higher levels of performance as compared to 2009. Provision for doubtful accounts decreased in 2010 as compared to 2009 due to significantly improved tenant collection rates and fewer tenant defaults. The decrease in other expenses is due to a \$1.3 million tax benefit incurred in 2010, as compared to tax expense of \$1.8 million incurred in 2009, as well as a reduction in

pre-development costs written off as a result of pursuing less new development activity during 2010.

The following table presents the change in interest expense (in thousands):

|                            |    | 2010           | 2009           | Change        |
|----------------------------|----|----------------|----------------|---------------|
| Interest on notes payable  | \$ | 125,788        | 123,778        | 2,010         |
| Interest on line of credit |    | 1,430          | 5,985          | (4,555)       |
| Capitalized interest       |    | (5,099)        | (19,062)       | 13,963        |
| Hedge interest             |    | 5,576          | 2,305          | 3,271         |
| Interest income            |    | (2,408)        | (3,767)        | 1,359         |
|                            | \$ | <u>125,287</u> | <u>109,239</u> | <u>16,048</u> |

Interest on line of credit decreased as a result of lower outstanding balances during 2010 as compared to 2009. Capitalized interest decreased as a result of a reduced development activity as compared to 2009, and a higher level of shopping center completions during 2010.

A provision for impairment was recognized during the year ended December 31, 2010 of \$26.6 million, which was a decrease of \$70.9 million from the impairment provision recorded in 2009. The impairment provision recorded in 2010 was a result of identifying properties that had been previously considered held for long term investment and determining that they no longer met our long term investment strategy. As a result of this re-evaluation, we changed our expected investment holding period and reduced our carrying value to estimated fair value. During 2009, we recorded a provision for impairment of \$104.4 million, of which \$93.7 million related to land held for future development or sale. During 2009, a prospective anchor tenant for several development sites expressed considerable uncertainty about the timing and location of future stores given the recession occurring during that period. As a result, we reevaluated and reduced the probability of future development at these sites and accordingly reduced our carrying value in the land parcels to estimated fair value of the land. Included in the impairment provision recorded during 2009 were operating properties that were subjected to the same investment criteria evaluation that we applied during 2010, and we accordingly reduced our carrying value on those properties to estimated fair value based upon a change in expected holding periods. If we sell a property or classify a property as held-for-sale, we are required to reclassify its operations into discontinued operations for all prior periods which results in a reclassification of amounts previously reported as continuing operations into discontinued operations. All of the \$26.6 million provision was recorded in continuing operations for the year ended December 31, 2010 and of the \$104.4 million provision recorded during the year ended December 31, 2009, \$6.9 million was reclassified into discontinued operations.

During the year ended December 31, 2010, we sold eleven out-parcels for net proceeds of \$11.8 million and recognized a gain of approximately \$661,000, as compared to 2009 where we sold 18 out-parcels for net proceeds of \$27.8 million and recognized a gain of approximately \$219,000. During 2010, we recognized approximately \$332,000 in contingent gains related to three properties sold to the USAA partnership during 2009. During 2009, we sold eight operating properties to the USAA partnership for net proceeds of \$103.3 million and recognized gains of \$19.1 million recorded under the Restricted Gain Method (as further described in Note 1, Significant Accounting Policies, to the Consolidated Financial Statements).

Our equity in income (loss) of investments in real estate partnerships changed by \$13.5 million during the year ended December 31, 2010, as compared to 2009 as follows (in thousands):

|                                                       | Ownership | 2010     | 2009     | Change  |
|-------------------------------------------------------|-----------|----------|----------|---------|
| Macquarie CountryWide-Regency (MCWR I) <sup>(1)</sup> | —% \$     | —        | 1,207    | (1,207) |
| GRI - Regency, LLC (GRIR) <sup>(2)</sup>              | 40.00%    | (6,672)  | (28,308) | 21,636  |
| Macquarie CountryWide-Regency III, LLC (MCWR III)     | 24.95%    | (108)    | 150      | (258)   |
| Macquarie CountryWide-Regency-DESCO, LLC (MCWR-DESCO) | 16.35%    | (817)    | (883)    | 66      |
| Columbia Regency Retail Partners, LLC (Columbia I)    | 20.00%    | (2,970)  | 914      | (3,884) |
| Columbia Regency Partners II, LLC (Columbia II)       | 20.00%    | (69)     | 28       | (97)    |
| Cameron Village, LLC (Cameron)                        | 30.00%    | (221)    | (436)    | 215     |
| RegCal, LLC (RegCal)                                  | 25.00%    | 194      | 123      | 71      |
| Regency Retail Partners, LP (the Fund)                | 20.00%    | (3,565)  | (464)    | (3,101) |
| US Regency Retail I, LLC (USAA)                       | 20.01%    | (88)     | (6)      | (82)    |
| Other investments in real estate partnerships         | 50.00%    | 1,432    | 1,302    | 130     |
| Total                                                 | \$        | (12,884) | (26,373) | 13,489  |

<sup>(1)</sup> At December 31, 2008, our ownership interest in MCWR I was 25%. The liquidation of MCWR I was complete December 31, 2009.

<sup>(2)</sup> At December 31, 2009, our ownership interest in GRIR (formerly Macquarie CountryWide-Regency II, LLC) was 25%.

The change in our equity loss in investments in real estate partnerships, compared to 2009, is related to increasing our ownership interest in GRIR effective January 1, 2010 to 40% from our 24.95% ownership interest in 2009, combined with similar positive trends that we experienced in the Consolidated Properties as they relate to increases in base rent, reductions in provisions for doubtful accounts, higher termination fees and lower provisions for impairment. During 2010, our pro-rata share of the impairment reserves recorded in the real estate partnerships was \$23.0 million as compared to \$26.1 million in 2009. During 2009, impairment provisions were primarily incurred and recorded by GRIR; however, during 2010, impairment provisions, which were significantly lower in GRIR and contributed to GRIR's reduction in equity loss, were higher in Columbia I and the Fund, which contributed to the equity losses reported by these two partnerships in 2010.

Income from discontinued operations was \$11.8 million for the year ended December 31, 2010 and includes \$7.6 million in gains, net of taxes, from the sale of two operating properties and one property in development for net proceeds of \$34.9 million and the operations of the shopping centers sold or classified as held-for sale in 2010 and 2009. Income from discontinued operations was \$9.8 million for the year ended December 31, 2009 and includes \$5.8 million in gains from the sale of one operating property and four properties in development for net proceeds of \$49.3 million and the operations of shopping centers sold or classified as held for sale in 2010 and 2009.

Related to our Parent Company's results, our net loss attributable to common stockholders for the year ended December 31, 2010 was \$10.9 million, an increase in net income of \$41.8 million as compared with the net loss of \$52.7 million for the year ended December 31, 2009. The higher net income was primarily related to a lower provision for impairment recorded during 2010 as compared to 2009, moderate improvement in our operating fundamentals impacting base rent, but partially offset by lower gains realized in 2010 on sales of operating properties, and higher interest expense. Our diluted net loss per share was \$0.14 in 2010 as compared to diluted net loss per share of \$0.69 in 2009.

Related to our Operating Partnership results, our net loss attributable to common unit holders for the year ended December 31, 2010 was \$10.8 million, an increase in net income of \$42.1 million as compared with the net loss of \$52.9 million for the year ended December 31, 2009 for the same reasons stated above. Our diluted net loss per unit was \$0.14 for the year ended December 31, 2010 as compared to net loss per unit of \$0.69 for the year ended December 31, 2009.

## **Environmental Matters**

We are subject to numerous environmental laws and regulations as they apply to our shopping centers pertaining to chemicals used by the dry cleaning industry, the existence of asbestos in older shopping centers, and underground petroleum storage tanks. We believe that the tenants who currently operate dry cleaning plants or gas stations do so in accordance with current laws and regulations. Generally, we use all legal means to cause tenants to remove dry cleaning plants from our shopping centers or convert them to non-chlorinated solvent systems. Where available, we have applied and been accepted into state-sponsored environmental programs. We have a blanket environmental insurance policy for third-party liabilities and remediation costs on shopping centers that currently have no known environmental contamination. We have also placed environmental insurance, where possible, on specific properties with known contamination, in order to mitigate our environmental risk. We monitor the shopping centers containing environmental issues and in certain cases voluntarily remediate the sites. We also have legal obligations to remediate certain sites and we are in the process of doing so. We estimate the cost associated with these legal obligations to be \$2.4 million and \$2.9 million, all of which has been accrued as of December 31, 2011 and 2010, respectively. We believe that the ultimate disposition of currently known environmental matters will not have a material effect on our financial position, liquidity, or results of operations; however, we can give no assurance that existing environmental studies on our shopping centers have revealed all potential environmental liabilities; that any previous owner, occupant or tenant did not create any material environmental condition not known to us; that the current environmental condition of the shopping centers will not be affected by tenants and occupants, by the condition of nearby properties, or by unrelated third parties; or that changes in applicable environmental laws and regulations or their interpretation will not result in additional environmental liability to us.

## **Inflation/Deflation**

Inflation has been historically low and has had a minimal impact on the operating performance of our shopping centers; however, more recent data suggests inflation will eventually become a greater concern as the economy continues to recover from the recent recession. Substantially all of our long-term leases contain provisions designed to mitigate the adverse impact of inflation. Such provisions include clauses enabling us to receive percentage rent based on tenants' gross sales, which generally increase as prices rise; and/or escalation clauses, which generally increase rental rates during the terms of the leases. Such escalation clauses are often related to increases in the consumer price index or similar inflation indices. In addition, many of our leases are for terms of less than ten years, which permits us to seek increased rents upon re-rental at market rates. Most of our leases require tenants to pay their pro-rata share of operating expenses, including common-area maintenance, real estate taxes, insurance and utilities, thereby reducing our exposure to increases in costs and operating expenses resulting from inflation. However, during deflationary periods or periods of economic weakness, minimum rents and percentage rents will decline as the supply of available retail space exceeds demand and consumer spending declines. Occupancy declines resulting from a weak economic period will also likely result in lower recovery rates of our operating expenses.

## **Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

### ***Market Risk***

We are exposed to two significant components of interest rate risk. We have a \$600.0 million unsecured line of credit (the "Line") commitment and a \$250.0 million unsecured term loan (the "Term Loan") commitment, as further described in Note 9 to the Consolidated Financial Statements. Our Line commitment has a variable interest rate that is based upon a variable interest rate of LIBOR plus 125 basis points and our Term Loan has a variable interest rate of LIBOR plus 145 basis points. LIBOR rates charged on our Line commitment and our Term Loan (collectively our "Unsecured credit facilities") change monthly. The spread on the Unsecured credit facilities is dependent upon maintaining specific credit ratings. If our credit ratings are downgraded, the spread on the Unsecured credit facilities would increase, resulting in higher interest costs. We are also exposed to changes in interest rates when we refinance our existing long-term fixed rate debt. The objective of our interest rate risk management is to limit the impact of interest rate changes on earnings and cash flows and to lower our overall borrowing costs. To achieve these objectives, we borrow primarily at fixed interest rates and may enter into derivative financial instruments such as interest rate swaps, caps, or treasury locks in order to mitigate our interest rate risk on a related financial instrument. We do not enter into derivative or interest rate transactions for speculative purposes. Our interest rate swaps are structured solely for the purpose of interest rate protection.

During 2006, we entered into four forward-starting interest rate swaps (the "Swaps") totaling \$396.7 million with fixed rates of 5.399%, 5.415%, 5.399%, and 5.415%. At inception, we designated these Swaps as cash flow hedges to lock in the underlying treasury rates on \$400.0 million of fixed rate financing that was expected to occur in 2010 and 2011. During 2009, we paid \$20.0 million to partially settle \$106.0 million of the \$396.7 Swaps in place to hedge the \$106.0 million

mortgage loan issued on July 1, 2009. On June 1, 2010, we paid \$26.8 million to partially settle \$150.0 million of the remaining \$290.7 million Swaps in place to hedge the \$150.0 million ten-year senior unsecured notes issued on June 2, 2010. On September 30, 2010, we paid \$36.7 million to settle the remaining \$140.7 million of Swaps to hedge the \$250.0 million ten-year senior unsecured notes issued on October 7, 2010. During 2011, the Company, through a consolidated co-investment partnership, entered an interest rate swap on a \$9.0 million variable rate secured loan maturing on September 1, 2014 to fix the interest rate. For the years ended December 31, 2011 and 2010, we recognized expense of \$54,000 and income of \$1.4 million, respectively, for changes in hedge ineffectiveness.

We have \$208.7 million of fixed rate debt maturing in 2012 and 2013 that has a weighted average fixed interest rate of 6.78%, which includes \$192.4 million of unsecured long-term debt that matures in January 2012. We continuously monitor the capital markets and evaluate our ability to issue new debt to repay maturing debt or fund our commitments. Based upon the current capital markets, our current credit ratings, our current capacity under our Line and Term Loan, and the number of high quality, unencumbered properties that we own which could collateralize borrowings, we expect that we will be able to successfully issue new secured or unsecured debt to fund these debt obligations. In January 2012 we borrowed the on our Line and Term Loan to repay the \$192.4 million unsecured debt maturing in January 2012.

Our interest rate risk is monitored using a variety of techniques. The table below presents the principal cash flows (in thousands), weighted average interest rates of remaining debt, and the fair value of total debt (in thousands) as of December 31, 2011, by year of expected maturity to evaluate the expected cash flows and sensitivity to interest rate changes. Although the average interest rate for variable rate debt is included in the table, those rates represent rates that existed at December 31, 2011 and are subject to change on a monthly basis.

The table below incorporates only those exposures that exist as of December 31, 2011 and does not consider exposures or positions that could arise after that date. Since firm commitments are not presented, the table has limited predictive value. As a result, our ultimate realized gain or loss with respect to interest rate fluctuations will depend on the exposures that arise during the period, our hedging strategies at that time, and actual interest rates.

|                                                                 | 2012    | 2013   | 2014    | 2015    | 2016   | Thereafter | Total     | Fair Value |
|-----------------------------------------------------------------|---------|--------|---------|---------|--------|------------|-----------|------------|
| Fixed rate debt \$                                              | 199,171 | 23,122 | 172,743 | 401,482 | 19,018 | 1,112,536  | 1,928,072 | 2,077,432  |
| Average interest rate for all fixed rate debt <sup>(1)</sup>    | 5.69%   | 5.67%  | 5.74%   | 5.89%   | 5.89%  | 5.89%      | —         | —          |
| Variable rate LIBOR debt \$                                     | 204     | 204    | 12,257  | 40,000  | —      | —          | 52,665    | 52,907     |
| Average interest rate for all variable rate debt <sup>(1)</sup> | 1.80%   | 1.79%  | 1.48%   | —       | —      | —          | —         | —          |

<sup>(1)</sup> Average interest rates at the end of each year presented.



**Item 8. Consolidated Financial Statements and Supplementary Data**

**Regency Centers Corporation and Regency Centers, L.P.**

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**Financial Statement Schedule**

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All other schedules are omitted because of the absence of conditions under which they are required, materiality or because information required therein is shown in the consolidated financial statements or notes thereto.

## Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders  
Regency Centers Corporation:

We have audited the accompanying consolidated balance sheets of Regency Centers Corporation and subsidiaries (the Company) as of December 31, 2011 and 2010, and the related consolidated statements of operations, equity and comprehensive income (loss), and cash flows for each of the years in the three-year period ended December 31, 2011. In connection with our audits of the consolidated financial statements, we also have audited financial statement Schedule III. These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Regency Centers Corporation and subsidiaries as of December 31, 2011 and 2010, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2011, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Regency Centers Corporation's internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 29, 2012 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

February 29, 2012  
Jacksonville, Florida  
Certified Public Accountants

## Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders  
Regency Centers Corporation:

We have audited Regency Centers Corporation's (the Company's) internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Regency Centers Corporation's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Regency Centers Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Regency Centers Corporation and subsidiaries as of December 31, 2011 and 2010, and the related consolidated statements of operations, equity and comprehensive income (loss), and cash flows for each of the years in the three-year period ended December 31, 2011, and our report dated February 29, 2012 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

February 29, 2012  
Jacksonville, Florida  
Certified Public Accountants

## Report of Independent Registered Public Accounting Firm

The Unit Holders of Regency Centers, L.P. and  
the Board of Directors and Stockholders of  
Regency Centers Corporation:

We have audited the accompanying consolidated balance sheets of Regency Centers, L.P. and subsidiaries (the Partnership) as of December 31, 2011 and 2010, and the related consolidated statements of operations, capital and comprehensive income (loss), and cash flows for each of the years in the three-year period ended December 31, 2011. In connection with our audits of the consolidated financial statements, we also have audited financial statement Schedule III. These consolidated financial statements and financial statement schedule are the responsibility of the Partnership's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Regency Centers, L.P. and subsidiaries as of December 31, 2011 and 2010, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2011, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Regency Centers, L.P.'s internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 29, 2012 expressed an unqualified opinion on the effectiveness of the Partnership's internal control over financial reporting.

/s/ KPMG LLP

February 29, 2012  
Jacksonville, Florida  
Certified Public Accountants

## Report of Independent Registered Public Accounting Firm

The Unit Holders of Regency Centers, L.P. and  
the Board of Directors and Stockholders of  
Regency Centers Corporation:

We have audited Regency Centers, L.P.'s (the Partnership's) internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Regency Centers, L.P.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Partnership's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Regency Centers, L.P. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Regency Centers, L.P. and subsidiaries as of December 31, 2011 and 2010, and the related consolidated statements of operations, capital and comprehensive income (loss), and cash flows for each of the years in the three-year period ended December 31, 2011, and our report dated February 29, 2012 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

February 29, 2012  
Jacksonville, Florida  
Certified Public Accountants

**REGENCY CENTERS CORPORATION**  
**Consolidated Balance Sheets**  
**December 31, 2011 and 2010**  
(in thousands, except share data)

|                                                                                                                                                                                                             | 2011         | 2010      |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|-----------|
| <b>Assets</b>                                                                                                                                                                                               |              |           |
| Real estate investments at cost (notes 2, 3, 4, and 15):                                                                                                                                                    |              |           |
| Land                                                                                                                                                                                                        | \$ 1,273,606 | 1,093,700 |
| Buildings and improvements                                                                                                                                                                                  | 2,604,229    | 2,284,522 |
| Properties in development                                                                                                                                                                                   | 224,077      | 610,932   |
|                                                                                                                                                                                                             | 4,101,912    | 3,989,154 |
| Less: accumulated depreciation                                                                                                                                                                              | 791,619      | 700,878   |
|                                                                                                                                                                                                             | 3,310,293    | 3,288,276 |
| Investments in real estate partnerships                                                                                                                                                                     | 386,882      | 428,592   |
| Net real estate investments                                                                                                                                                                                 | 3,697,175    | 3,716,868 |
| Cash and cash equivalents                                                                                                                                                                                   | 11,402       | 17,061    |
| Restricted cash                                                                                                                                                                                             | 6,050        | 5,399     |
| Accounts receivable, net of allowance for doubtful accounts of \$3,442 and \$4,819 at December 31, 2011 and 2010, respectively                                                                              | 37,733       | 36,600    |
| Straight-line rent receivable, net of reserve of \$2,075 and \$1,396 at December 31, 2011 and 2010, respectively                                                                                            | 48,132       | 45,241    |
| Notes receivable (note 5)                                                                                                                                                                                   | 35,784       | 35,931    |
| Deferred costs, less accumulated amortization of \$71,265 and \$69,158 at December 31, 2011 and 2010, respectively                                                                                          | 70,204       | 63,165    |
| Acquired lease intangible assets, less accumulated amortization of \$15,588 and \$13,996 at December 31, 2011 and 2010, respectively (note 6)                                                               | 27,054       | 18,219    |
| Trading securities held in trust, at fair value (note 7)                                                                                                                                                    | 21,713       | 20,891    |
| Other assets                                                                                                                                                                                                | 31,824       | 35,164    |
| Total assets                                                                                                                                                                                                | \$ 3,987,071 | 3,994,539 |
| <b>Liabilities and Equity</b>                                                                                                                                                                               |              |           |
| Liabilities:                                                                                                                                                                                                |              |           |
| Notes payable (note 9)                                                                                                                                                                                      | \$ 1,942,440 | 2,084,469 |
| Unsecured line of credit (note 9)                                                                                                                                                                           | 40,000       | 10,000    |
| Accounts payable and other liabilities (note 7)                                                                                                                                                             | 101,862      | 138,196   |
| Derivative instruments, at fair value (note 10)                                                                                                                                                             | 37           | —         |
| Acquired lease intangible liabilities, less accumulated accretion of \$4,750 and \$11,010 at December 31, 2011 and 2010, respectively (note 6)                                                              | 12,662       | 6,682     |
| Tenants' security and escrow deposits and prepaid rent                                                                                                                                                      | 20,416       | 10,790    |
| Total liabilities                                                                                                                                                                                           | 2,117,417    | 2,250,137 |
| Commitments and contingencies (notes 15 and 16)                                                                                                                                                             |              |           |
| Equity:                                                                                                                                                                                                     |              |           |
| Stockholders' equity (notes 12 and 13):                                                                                                                                                                     |              |           |
| Preferred stock, \$0.01 par value per share, 30,000,000 shares authorized; 11,000,000 Series 3-5 shares issued and outstanding at December 31, 2011 and 2010 with liquidation preferences of \$25 per share | 275,000      | 275,000   |
| Common stock \$0.01 par value per share, 150,000,000 shares authorized; 89,921,858 and 81,886,872 shares issued at December 31, 2011 and 2010, respectively                                                 | 899          | 819       |
| Treasury stock at cost, 338,714 and 347,482 shares held at December 31, 2011 and 2010, respectively (note 7)                                                                                                | (15,197)     | (16,175)  |
| Additional paid in capital (note 7)                                                                                                                                                                         | 2,281,817    | 2,039,612 |
| Accumulated other comprehensive loss                                                                                                                                                                        | (71,429)     | (80,885)  |
| Distributions in excess of net income (note 7)                                                                                                                                                              | (662,735)    | (533,194) |
| Total stockholders' equity                                                                                                                                                                                  | 1,808,355    | 1,685,177 |
| Noncontrolling interests (note 12):                                                                                                                                                                         |              |           |
| Series D preferred units, aggregate redemption value of \$50,000 at December 31, 2011 and 2010                                                                                                              | 49,158       | 49,158    |
| Exchangeable operating partnership units, aggregate redemption value of \$6,665 and \$7,483 at December 31, 2011 and 2010, respectively                                                                     | (963)        | (762)     |
| Limited partners' interests in consolidated partnerships                                                                                                                                                    | 13,104       | 10,829    |
| Total noncontrolling interests                                                                                                                                                                              | 61,299       | 59,225    |
| Total equity                                                                                                                                                                                                | 1,869,654    | 1,744,402 |
| Total liabilities and equity                                                                                                                                                                                | \$ 3,987,071 | 3,994,539 |

See accompanying notes to consolidated financial statements.

**REGENCY CENTERS CORPORATION**  
**Consolidated Statements of Operations**  
**For the years ended December 31, 2011, 2010, and 2009**  
**(in thousands, except per share data)**

|                                                                                                                 | 2011            | 2010            | 2009            |
|-----------------------------------------------------------------------------------------------------------------|-----------------|-----------------|-----------------|
| <b>Revenues:</b>                                                                                                |                 |                 |                 |
| Minimum rent                                                                                                    | \$ 356,097      | 338,639         | 337,516         |
| Percentage rent                                                                                                 | 2,996           | 2,540           | 3,585           |
| Recoveries from tenants and other income                                                                        | 107,344         | 105,582         | 99,171          |
| Management, transaction, and other fees                                                                         | 33,980          | 29,400          | 38,289          |
| Total revenues                                                                                                  | 500,417         | 476,161         | 478,561         |
| <b>Operating expenses:</b>                                                                                      |                 |                 |                 |
| Depreciation and amortization                                                                                   | 132,129         | 120,450         | 114,058         |
| Operating and maintenance                                                                                       | 72,626          | 68,496          | 64,030          |
| General and administrative                                                                                      | 56,117          | 61,502          | 53,177          |
| Real estate taxes                                                                                               | 55,542          | 53,462          | 52,375          |
| Provision for doubtful accounts                                                                                 | 3,075           | 3,928           | 8,348           |
| Other expenses                                                                                                  | 6,649           | 2,496           | 8,284           |
| Total operating expenses                                                                                        | 326,138         | 310,334         | 300,272         |
| <b>Other expense (income):</b>                                                                                  |                 |                 |                 |
| Interest expense, net of interest income of \$2,442, \$2,408, and \$3,767 in 2011, 2010, and 2009, respectively | 123,645         | 125,287         | 109,239         |
| Gain on sale of real estate                                                                                     | (2,404)         | (993)           | (19,357)        |
| Provision for impairment                                                                                        | 13,772          | 26,615          | 97,519          |
| Early extinguishment of debt                                                                                    | —               | 4,243           | 2,784           |
| Loss (income) from deferred compensation plan (note 7)                                                          | 206             | (1,982)         | (2,750)         |
| Loss (income) on derivative instruments (note 10)                                                               | 54              | (1,419)         | 3,294           |
| Total other expense (income)                                                                                    | 135,273         | 151,751         | 190,729         |
| Income (loss) before equity in income (loss) of investments in real estate partnerships                         | 39,006          | 14,076          | (12,440)        |
| Equity in income (loss) of investments in real estate partnerships (note 4)                                     | 9,643           | (12,884)        | (26,373)        |
| Income (loss) from continuing operations                                                                        | 48,649          | 1,192           | (38,813)        |
| <b>Discontinued operations, net (note 3):</b>                                                                   |                 |                 |                 |
| Operating income                                                                                                | 1,197           | 4,232           | 3,942           |
| Gain on sale of operating properties, net                                                                       | 5,942           | 7,577           | 5,835           |
| Income from discontinued operations                                                                             | 7,139           | 11,809          | 9,777           |
| Net income (loss)                                                                                               | 55,788          | 13,001          | (29,036)        |
| <b>Noncontrolling interests:</b>                                                                                |                 |                 |                 |
| Preferred units                                                                                                 | (3,725)         | (3,725)         | (3,725)         |
| Exchangeable operating partnership units                                                                        | (103)           | (84)            | 216             |
| Limited partners' interests in consolidated partnerships                                                        | (590)           | (376)           | (452)           |
| Income attributable to noncontrolling interests                                                                 | (4,418)         | (4,185)         | (3,961)         |
| Net income (loss) attributable to controlling interests                                                         | 51,370          | 8,816           | (32,997)        |
| <b>Preferred stock dividends</b>                                                                                | <b>(19,675)</b> | <b>(19,675)</b> | <b>(19,675)</b> |
| Net income (loss) attributable to common stockholders                                                           | \$ 31,695       | (10,859)        | (52,672)        |
| <b>Income (loss) per common share - basic (note 14):</b>                                                        |                 |                 |                 |
| Continuing operations                                                                                           | \$ 0.27         | (0.29)          | (0.82)          |
| Discontinued operations                                                                                         | 0.08            | 0.15            | 0.12            |
| Net income (loss) attributable to common stockholders                                                           | \$ 0.35         | (0.14)          | (0.70)          |
| <b>Income (loss) per common share - diluted (note 14):</b>                                                      |                 |                 |                 |
| Continuing operations                                                                                           | \$ 0.27         | (0.28)          | (0.82)          |
| Discontinued operations                                                                                         | 0.08            | 0.14            | 0.12            |
| Net income (loss) attributable to common stockholders                                                           | \$ 0.35         | (0.14)          | (0.70)          |

See accompanying notes to consolidated financial statements.

**REGENCY CENTERS CORPORATION**  
**Consolidated Statements of Equity and Comprehensive Income (Loss)**  
**For the years ended December 31, 2011, 2010, and 2009**  
(in thousands, except per share data)

|                                                                            | Preferred Stock   | Common Stock | Treasury Stock   | Additional Paid In Capital | Accumulated Other Comprehensive Loss | Distributions in Excess of Net Income | Total Stockholders' Equity | Noncontrolling Interests |                                          |                                                         |                                |                  |
|----------------------------------------------------------------------------|-------------------|--------------|------------------|----------------------------|--------------------------------------|---------------------------------------|----------------------------|--------------------------|------------------------------------------|---------------------------------------------------------|--------------------------------|------------------|
|                                                                            |                   |              |                  |                            |                                      |                                       |                            | Preferred Units          | Exchangeable Operating Partnership Units | Limited Partners' Interest in Consolidated Partnerships | Total Noncontrolling Interests | Total Equity     |
| <b>Balance at December 31, 2008 (note 7)</b>                               | <b>\$ 275,000</b> | <b>756</b>   | <b>(133,046)</b> | <b>1,781,557</b>           | <b>(90,689)</b>                      | <b>(157,255)</b>                      | <b>1,676,323</b>           | <b>49,158</b>            | <b>8,283</b>                             | <b>7,980</b>                                            | <b>65,421</b>                  | <b>1,741,744</b> |
| Comprehensive income:                                                      |                   |              |                  |                            |                                      |                                       |                            |                          |                                          |                                                         |                                |                  |
| Net income (loss)                                                          | —                 | —            | —                | —                          | —                                    | (32,997)                              | (32,997)                   | 3,725                    | (216)                                    | 452                                                     | 3,961                          | (29,036)         |
| Amortization of loss on derivative instruments                             | —                 | —            | —                | —                          | 2,292                                | —                                     | 2,292                      | —                        | 13                                       | —                                                       | 13                             | 2,305            |
| Change in fair value of derivative instruments                             | —                 | —            | —                | —                          | 38,424                               | —                                     | 38,424                     | —                        | 221                                      | —                                                       | 221                            | 38,645           |
| Total comprehensive income                                                 |                   |              |                  |                            |                                      |                                       | 7,719                      |                          |                                          |                                                         | 4,195                          | 11,914           |
| Deferred compensation plan, net (note 7)                                   | —                 | —            | 5,123            | (1,079)                    | —                                    | —                                     | 4,044                      | —                        | —                                        | —                                                       | —                              | 4,044            |
| Amortization of restricted stock issued                                    | —                 | 2            | —                | 5,961                      | —                                    | —                                     | 5,963                      | —                        | —                                        | —                                                       | —                              | 5,963            |
| Common stock redeemed for taxes withheld for stock based compensation, net | —                 | —            | —                | 343                        | —                                    | —                                     | 343                        | —                        | —                                        | —                                                       | —                              | 343              |
| Common stock issued for dividend reinvestment plan                         | —                 | 1            | —                | 3,222                      | —                                    | —                                     | 3,223                      | —                        | —                                        | —                                                       | —                              | 3,223            |
| Tax benefit for issuance of stock options                                  | —                 | —            | —                | 552                        | —                                    | —                                     | 552                        | —                        | —                                        | —                                                       | —                              | 552              |
| Common stock issued for stock offerings, net of issuance costs             | —                 | 112          | —                | 345,685                    | —                                    | —                                     | 345,797                    | —                        | —                                        | —                                                       | —                              | 345,797          |
| Treasury stock cancellation                                                | —                 | (56)         | 111,414          | (111,358)                  | —                                    | —                                     | —                          | —                        | —                                        | —                                                       | —                              | —                |
| Contributions from partners                                                | —                 | —            | —                | —                          | —                                    | —                                     | —                          | —                        | —                                        | 4,197                                                   | 4,197                          | 4,197            |
| Distributions to partners                                                  | —                 | —            | —                | —                          | —                                    | —                                     | —                          | —                        | —                                        | (881)                                                   | (881)                          | (881)            |
| Cash dividends declared:                                                   |                   |              |                  |                            |                                      |                                       |                            |                          |                                          |                                                         |                                |                  |
| Preferred stock/unit                                                       | —                 | —            | —                | —                          | —                                    | (19,675)                              | (19,675)                   | (3,725)                  | —                                        | —                                                       | (3,725)                        | (23,400)         |
| Common stock/unit (\$2.11 per share)                                       | —                 | —            | —                | —                          | —                                    | (161,909)                             | (161,909)                  | —                        | (980)                                    | —                                                       | (980)                          | (162,889)        |
| <b>Balance at December 31, 2009</b>                                        | <b>\$ 275,000</b> | <b>815</b>   | <b>(16,509)</b>  | <b>2,024,883</b>           | <b>(49,973)</b>                      | <b>(371,836)</b>                      | <b>1,862,380</b>           | <b>49,158</b>            | <b>7,321</b>                             | <b>11,748</b>                                           | <b>68,227</b>                  | <b>1,930,607</b> |
| Comprehensive income:                                                      |                   |              |                  |                            |                                      |                                       |                            |                          |                                          |                                                         |                                |                  |
| Net income                                                                 | —                 | —            | —                | —                          | —                                    | 8,816                                 | 8,816                      | 3,725                    | 84                                       | 376                                                     | 4,185                          | 13,001           |



|                                                         |   |   |     |       |          |   |          |   |      |   |       |          |
|---------------------------------------------------------|---|---|-----|-------|----------|---|----------|---|------|---|-------|----------|
| Amortization<br>of loss on<br>derivative<br>instruments | — | — | —   | —     | 5,563    | — | 5,563    | — | 12   | — | 12    | 5,575    |
| Change in fair<br>value of<br>derivative<br>instruments | — | — | —   | —     | (36,475) | — | (36,475) | — | (81) | — | (81)  | (36,556) |
| Total<br>comprehensive<br>income (loss)                 |   |   |     |       |          |   | (22,096) |   |      |   | 4,116 | (17,980) |
| Deferred<br>compensation<br>plan, net (note<br>7)       | — | — | 334 | (607) | —        | — | (273)    | — | —    | — | —     | (273)    |

**REGENCY CENTERS CORPORATION**  
**Consolidated Statements of Equity and Comprehensive Income (Loss)**  
**For the years ended December 31, 2011, 2010, and 2009**  
(in thousands, except per share data)

[illegible]

|                                                                |                   |            |                 |                  |                 |                  |                  |               |              |               |               |                  |
|----------------------------------------------------------------|-------------------|------------|-----------------|------------------|-----------------|------------------|------------------|---------------|--------------|---------------|---------------|------------------|
| reinvestment plan                                              | —                 | —          | —               | 1,081            | —               | —                | 1,081            | —             | —            | —             | —             | 1,081            |
| Common stock issued for stock offerings, net of issuance costs | —                 | 80         | —               | 215,289          | —               | —                | 215,369          | —             | —            | —             | —             | 215,369          |
| Contributions from partners                                    | —                 | —          | —               | —                | —               | —                | —                | —             | —            | 2,787         | 2,787         | 2,787            |
| Distributions to partners                                      | —                 | —          | —               | —                | —               | —                | —                | —             | —            | (1,111)       | (1,111)       | (1,111)          |
| Cash dividends declared:                                       |                   |            |                 |                  |                 |                  |                  |               |              |               |               |                  |
| Preferred stock/unit                                           | —                 | —          | —               | —                | —               | (19,675)         | (19,675)         | (3,725)       | —            | —             | (3,725)       | (23,400)         |
| Common stock/unit (\$1.85 per share)                           | —                 | —          | —               | —                | —               | (161,236)        | (161,236)        | —             | (324)        | —             | (324)         | (161,560)        |
| <b>Balance at December 31, 2011</b>                            | <b>\$ 275,000</b> | <b>899</b> | <b>(15,197)</b> | <b>2,281,817</b> | <b>(71,429)</b> | <b>(662,735)</b> | <b>1,808,355</b> | <b>49,158</b> | <b>(963)</b> | <b>13,104</b> | <b>61,299</b> | <b>1,869,654</b> |

**REGENCY CENTERS CORPORATION**  
**Consolidated Statements of Cash Flows**  
**For the years ended December 31, 2011, 2010, and 2009**  
(in thousands)

|                                                                                                 | 2011      | 2010      | 2009      |
|-------------------------------------------------------------------------------------------------|-----------|-----------|-----------|
| <b>Cash flows from operating activities:</b>                                                    |           |           |           |
| Net income (loss)                                                                               | \$ 55,788 | 13,001    | (29,036)  |
| <b>Adjustments to reconcile net income (loss) to net cash provided by operating activities:</b> |           |           |           |
| Depreciation and amortization                                                                   | 133,756   | 123,933   | 117,979   |
| Amortization of deferred loan cost and debt premium                                             | 12,327    | 8,533     | 5,822     |
| Amortization and (accretion) of above and below market lease intangibles, net                   | (931)     | (1,161)   | (1,867)   |
| Stock-based compensation, net of capitalization                                                 | 9,824     | 6,615     | 4,668     |
| Equity in (income) loss of investments in real estate partnerships                              | (9,643)   | 12,884    | 26,373    |
| Net gain on sale of properties                                                                  | (8,346)   | (8,648)   | (25,192)  |
| Provision for doubtful accounts                                                                 | 3,166     | 3,954     | 9,078     |
| Provision for impairment                                                                        | 15,883    | 26,615    | 104,402   |
| Early extinguishment of debt                                                                    | —         | 4,243     | 2,784     |
| Distribution of earnings from operations of investments in real estate partnerships             | 43,361    | 41,054    | 31,252    |
| Settlement of derivative instruments                                                            | —         | (63,435)  | (19,953)  |
| Loss (gain) on derivative instruments                                                           | 54        | (1,419)   | 3,294     |
| Deferred compensation (income) expense                                                          | (2,136)   | 5,068     | (247)     |
| Realized loss (gain) on trading securities held in trust                                        | (383)     | (667)     | 1,447     |
| Unrealized loss (gain) on trading securities held in trust                                      | 567       | (1,342)   | 4,226     |
| <b>Changes in assets and liabilities:</b>                                                       |           |           |           |
| Restricted cash                                                                                 | (651)     | (1,778)   | 5,126     |
| Accounts receivable                                                                             | (6,274)   | (1,297)   | (2,995)   |
| Straight-line rent receivables, net                                                             | (4,642)   | (6,202)   | (3,959)   |
| Other receivables                                                                               | —         | —         | 19,700    |
| Deferred leasing costs                                                                          | (15,013)  | (15,563)  | (9,799)   |
| Other assets                                                                                    | (971)     | (4,681)   | (16,493)  |
| Accounts payable and other liabilities                                                          | (17,892)  | (1,281)   | (30,352)  |
| Tenants' security and escrow deposits and prepaid rent                                          | 9,789     | 33        | (454)     |
| Net cash provided by operating activities                                                       | 217,633   | 138,459   | 195,804   |
| <b>Cash flows from investing activities:</b>                                                    |           |           |           |
| Acquisition of operating real estate                                                            | (70,629)  | (24,569)  | —         |
| Development of real estate including acquisition of land                                        | (82,069)  | (65,889)  | (142,989) |
| Proceeds from sale of real estate investments                                                   | 86,233    | 47,333    | 180,307   |
| (Issuance) collection of notes receivable                                                       | (78)      | 883       | 13,572    |
| Investments in real estate partnerships                                                         | (198,688) | (231,847) | (28,709)  |
| Distributions received from investments in real estate partnerships                             | 188,514   | 90,092    | 23,548    |
| Dividends on trading securities held in trust                                                   | 225       | 297       | 247       |
| Acquisition of trading securities held in trust                                                 | (19,377)  | (10,312)  | (12,220)  |
| Proceeds from sale of trading securities held in trust                                          | 18,146    | 9,555     | 17,789    |
| Net cash (used in) provided by investing activities                                             | (77,723)  | (184,457) | 51,545    |
| <b>Cash flows from financing activities:</b>                                                    |           |           |           |
| Net proceeds from common stock issuance                                                         | 215,369   | —         | 345,800   |
| Proceeds from sale of treasury stock                                                            | 2,128     | 1,431     | (2,632)   |
| Acquisition of treasury stock                                                                   | (14)      | —         | —         |
| Distributions to limited partners in consolidated partnerships, net                             | (735)     | (1,427)   | (872)     |
| Distributions to exchangeable operating partnership unit holders                                | (324)     | (468)     | (980)     |
| Distributions to preferred unit holders                                                         | (3,725)   | (3,725)   | (3,725)   |
| Dividends paid to common stockholders                                                           | (160,154) | (148,649) | (158,690) |
| Dividends paid to preferred stockholders                                                        | (19,675)  | (19,675)  | (19,675)  |
| Repayment of fixed rate unsecured notes                                                         | (181,691) | (209,879) | (116,053) |
| Proceeds from issuance of fixed rate unsecured notes, net                                       | —         | 398,599   | —         |
| Proceeds from line of credit                                                                    | 455,000   | 250,000   | 135,000   |
| Repayment of line of credit                                                                     | (425,000) | (240,000) | (432,667) |
| Proceeds from notes payable                                                                     | 1,940     | 6,068     | 106,992   |
| Repayment of notes payable                                                                      | (16,919)  | (51,687)  | (8,056)   |
| Scheduled principal payments                                                                    | (5,699)   | (5,024)   | (5,214)   |
| Payment of loan costs                                                                           | (6,070)   | (4,361)   | (1,195)   |

|                                                      |           |          |           |
|------------------------------------------------------|-----------|----------|-----------|
| Payment of premium on tender offer                   | —         | (4,000)  | (2,312)   |
| Net cash used in financing activities                | (145,569) | (32,797) | (164,279) |
| Net (decrease) increase in cash and cash equivalents | (5,659)   | (78,795) | 83,070    |
| Cash and cash equivalents at beginning of the year   | 17,061    | 95,856   | 12,786    |
| Cash and cash equivalents at end of the year         | \$ 11,402 | 17,061   | 95,856    |

**REGENCY CENTERS CORPORATION**  
**Consolidated Statements of Cash Flows**  
**For the years ended December 31, 2011, 2010, and 2009**  
(in thousands)

|                                                                                                                              | 2011       | 2010    | 2009    |
|------------------------------------------------------------------------------------------------------------------------------|------------|---------|---------|
| Supplemental disclosure of cash flow information:                                                                            |            |         |         |
| Cash paid for interest (net of capitalized interest of \$1,480, \$5,099, and \$19,062 in 2011, 2010, and 2009, respectively) | \$ 128,649 | 127,591 | 112,730 |
| Supplemental disclosure of non-cash transactions:                                                                            |            |         |         |
| Common stock issued for partnership units exchanged                                                                          | \$ —       | 7,630   | —       |
| Real estate received through distribution in kind                                                                            | \$ 47,512  | —       | 100,717 |
| Mortgage loans assumed through distribution in kind                                                                          | \$ 28,760  | —       | 70,541  |
| Mortgage loans assumed for the acquisition of real estate                                                                    | \$ 31,292  | 58,981  | —       |
| Real estate contributed for investments in real estate partnerships                                                          | \$ —       | —       | 26,410  |
| Notes receivable taken in connection with sales of properties in development                                                 | \$ —       | —       | 11,413  |
| Real estate received through foreclosure on notes receivable                                                                 | \$ —       | 990     | —       |
| Change in fair value of derivative instruments                                                                               | \$ 18      | 28,363  | 55,328  |
| Common stock issued for dividend reinvestment plan                                                                           | \$ 1,081   | 1,847   | 3,219   |
| Stock-based compensation capitalized                                                                                         | \$ 1,104   | 852     | 1,574   |
| Contributions from limited partners in consolidated partnerships, net                                                        | \$ 2,411   | 132     | 4,188   |
| Common stock issued for dividend reinvestment in trust                                                                       | \$ 631     | 640     | 808     |
| Contribution of stock awards into trust                                                                                      | \$ 1,132   | 1,142   | 1,823   |
| Distribution of stock held in trust                                                                                          | \$ —       | 51      | 3,025   |

See accompanying notes to consolidated financial statements.

**REGENCY CENTERS, L.P.**  
**Consolidated Balance Sheets**  
**December 31, 2011 and 2010**  
(in thousands, except unit data)

|                                                                                                                                                                               | 2011         | 2010      |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|-----------|
| <b>Assets</b>                                                                                                                                                                 |              |           |
| Real estate investments at cost (notes 2, 3, 4, and 15):                                                                                                                      |              |           |
| Land                                                                                                                                                                          | \$ 1,273,606 | 1,093,700 |
| Buildings and improvements                                                                                                                                                    | 2,604,229    | 2,284,522 |
| Properties in development                                                                                                                                                     | 224,077      | 610,932   |
|                                                                                                                                                                               | 4,101,912    | 3,989,154 |
| Less: accumulated depreciation                                                                                                                                                | 791,619      | 700,878   |
|                                                                                                                                                                               | 3,310,293    | 3,288,276 |
| Investments in real estate partnerships                                                                                                                                       | 386,882      | 428,592   |
| Net real estate investments                                                                                                                                                   | 3,697,175    | 3,716,868 |
| Cash and cash equivalents                                                                                                                                                     | 11,402       | 17,061    |
| Restricted cash                                                                                                                                                               | 6,050        | 5,399     |
| Accounts receivable, net of allowance for doubtful accounts of \$3,442 and \$4,819 at December 31, 2011 and 2010, respectively                                                | 37,733       | 36,600    |
| Straight-line rent receivable, net of reserve of \$2,075 and \$1,396 at December 31, 2011 and 2010, respectively                                                              | 48,132       | 45,241    |
| Notes receivable (note 5)                                                                                                                                                     | 35,784       | 35,931    |
| Deferred costs, less accumulated amortization of \$71,265 and \$69,158 at December 31, 2011 and 2010, respectively                                                            | 70,204       | 63,165    |
| Acquired lease intangible assets, less accumulated amortization of \$15,588 and \$13,996 at December 31, 2011 and 2010, respectively (note 6)                                 | 27,054       | 18,219    |
| Trading securities held in trust, at fair value (note 7)                                                                                                                      | 21,713       | 20,891    |
| Other assets                                                                                                                                                                  | 31,824       | 35,164    |
| Total assets                                                                                                                                                                  | \$ 3,987,071 | 3,994,539 |
| <b>Liabilities and Capital</b>                                                                                                                                                |              |           |
| Liabilities:                                                                                                                                                                  |              |           |
| Notes payable (note 9)                                                                                                                                                        | \$ 1,942,440 | 2,084,469 |
| Unsecured line of credit (note 9)                                                                                                                                             | 40,000       | 10,000    |
| Accounts payable and other liabilities (note 7)                                                                                                                               | 101,862      | 138,196   |
| Derivative instruments, at fair value (note 10)                                                                                                                               | 37           | —         |
| Acquired lease intangible liabilities, less accumulated accretion of \$4,750 and \$11,010 at December 31, 2011 and 2010, respectively (note 6)                                | 12,662       | 6,682     |
| Tenants' security and escrow deposits and prepaid rent                                                                                                                        | 20,416       | 10,790    |
| Total liabilities                                                                                                                                                             | 2,117,417    | 2,250,137 |
| Commitments and contingencies (notes 15 and 16)                                                                                                                               |              |           |
| Capital:                                                                                                                                                                      |              |           |
| Partners' capital (notes 12 and 13):                                                                                                                                          |              |           |
| Series D preferred units, par value \$100: 500,000 units issued and outstanding at December 31, 2011 and 2010                                                                 | 49,158       | 49,158    |
| Preferred units of general partner, \$0.01 par value per unit, 11,000,000 units issued and outstanding at December 31, 2011 and 2010, liquidation preference of \$25 per unit | 275,000      | 275,000   |
| General partner; 89,921,858 and 81,886,872 units outstanding at December 31, 2011 and 2010, respectively (note 7)                                                             | 1,604,784    | 1,491,062 |
| Limited partners; 177,164 units outstanding at December 31, 2011 and 2010                                                                                                     | (963)        | (762)     |
| Accumulated other comprehensive loss                                                                                                                                          | (71,429)     | (80,885)  |
| Total partners' capital                                                                                                                                                       | 1,856,550    | 1,733,573 |
| Noncontrolling interests (note 12):                                                                                                                                           |              |           |
| Limited partners' interests in consolidated partnerships                                                                                                                      | 13,104       | 10,829    |
| Total noncontrolling interests                                                                                                                                                | 13,104       | 10,829    |
| Total capital                                                                                                                                                                 | 1,869,654    | 1,744,402 |
| Total liabilities and capital                                                                                                                                                 | \$ 3,987,071 | 3,994,539 |

See accompanying notes to consolidated financial statements.

**REGENCY CENTERS, L.P.**  
**Consolidated Statements of Operations**  
**For the years ended December 31, 2011, 2010, and 2009**  
(in thousands, except per unit data)

|                                                                                                                 | 2011       | 2010     | 2009     |
|-----------------------------------------------------------------------------------------------------------------|------------|----------|----------|
| <b>Revenues:</b>                                                                                                |            |          |          |
| Minimum rent                                                                                                    | \$ 356,097 | 338,639  | 337,516  |
| Percentage rent                                                                                                 | 2,996      | 2,540    | 3,585    |
| Recoveries from tenants and other income                                                                        | 107,344    | 105,582  | 99,171   |
| Management, transaction, and other fees                                                                         | 33,980     | 29,400   | 38,289   |
| Total revenues                                                                                                  | 500,417    | 476,161  | 478,561  |
| <b>Operating expenses:</b>                                                                                      |            |          |          |
| Depreciation and amortization                                                                                   | 132,129    | 120,450  | 114,058  |
| Operating and maintenance                                                                                       | 72,626     | 68,496   | 64,030   |
| General and administrative                                                                                      | 56,117     | 61,502   | 53,177   |
| Real estate taxes                                                                                               | 55,542     | 53,462   | 52,375   |
| Provision for doubtful accounts                                                                                 | 3,075      | 3,928    | 8,348    |
| Other expenses                                                                                                  | 6,649      | 2,496    | 8,284    |
| Total operating expenses                                                                                        | 326,138    | 310,334  | 300,272  |
| <b>Other expense (income):</b>                                                                                  |            |          |          |
| Interest expense, net of interest income of \$2,442, \$2,408, and \$3,767 in 2011, 2010, and 2009, respectively | 123,645    | 125,287  | 109,239  |
| Gain on sale of real estate                                                                                     | (2,404)    | (993)    | (19,357) |
| Provision for impairment                                                                                        | 13,772     | 26,615   | 97,519   |
| Early extinguishment of debt                                                                                    | —          | 4,243    | 2,784    |
| Loss (income) from deferred compensation plan (note 7)                                                          | 206        | (1,982)  | (2,750)  |
| Loss (income) on derivative instruments (note 10)                                                               | 54         | (1,419)  | 3,294    |
| Total other expense (income)                                                                                    | 135,273    | 151,751  | 190,729  |
| Income (loss) before equity in income (loss) of investments in real estate partnerships                         | 39,006     | 14,076   | (12,440) |
| Equity in income (loss) of investments in real estate partnerships (note 4)                                     | 9,643      | (12,884) | (26,373) |
| Income (loss) from continuing operations                                                                        | 48,649     | 1,192    | (38,813) |
| <b>Discontinued operations, net (note 3):</b>                                                                   |            |          |          |
| Operating income                                                                                                | 1,197      | 4,232    | 3,942    |
| Gain on sale of operating properties, net                                                                       | 5,942      | 7,577    | 5,835    |
| Income from discontinued operations                                                                             | 7,139      | 11,809   | 9,777    |
| Net income (loss)                                                                                               | 55,788     | 13,001   | (29,036) |
| <b>Noncontrolling interests:</b>                                                                                |            |          |          |
| Limited partners' interests in consolidated partnerships                                                        | (590)      | (376)    | (452)    |
| Income attributable to noncontrolling interests                                                                 | (590)      | (376)    | (452)    |
| Net income (loss) attributable to controlling interests                                                         | 55,198     | 12,625   | (29,488) |
| Preferred unit distributions                                                                                    | (23,400)   | (23,400) | (23,400) |
| Net income (loss) attributable to common unit holders                                                           | \$ 31,798  | (10,775) | (52,888) |
| <b>Income per common unit - basic (note 14):</b>                                                                |            |          |          |
| Continuing operations                                                                                           | \$ 0.27    | (0.29)   | (0.82)   |
| Discontinued operations                                                                                         | 0.08       | 0.15     | 0.12     |
| Net income (loss) attributable to common unit holders                                                           | \$ 0.35    | (0.14)   | (0.70)   |
| <b>Income per common unit - diluted (note 14):</b>                                                              |            |          |          |
| Continuing operations                                                                                           | \$ 0.27    | (0.28)   | (0.82)   |
| Discontinued operations                                                                                         | 0.08       | 0.14     | 0.12     |
| Net income (loss) attributable to common unit holders                                                           | \$ 0.35    | (0.14)   | (0.70)   |

See accompanying notes to consolidated financial statements.



**REGENCY CENTERS, L.P.**  
**Consolidated Statements of Capital and Comprehensive Income (Loss)**  
**For the years ended December 31, 2011, 2010, and 2009**  
(in thousands)

|                                                                                                  | Preferred<br>Units | General Partner<br>Preferred and<br>Common Units | Limited<br>Partners | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Total<br>Partners'<br>Capital | Noncontrolling<br>Interests in<br>Limited Partners'<br>Interest in<br>Consolidated<br>Partnerships | Total<br>Capital |
|--------------------------------------------------------------------------------------------------|--------------------|--------------------------------------------------|---------------------|--------------------------------------------------------|-------------------------------|----------------------------------------------------------------------------------------------------|------------------|
| <b>Balance at December 31, 2008 (note 7)</b>                                                     | <b>\$ 49,158</b>   | <b>1,767,012</b>                                 | <b>8,283</b>        | <b>(90,689)</b>                                        | <b>1,733,764</b>              | <b>7,980</b>                                                                                       | <b>1,741,744</b> |
| Comprehensive income:                                                                            |                    |                                                  |                     |                                                        |                               |                                                                                                    |                  |
| Net income                                                                                       | 3,725              | (32,997)                                         | (216)               | —                                                      | (29,488)                      | 452                                                                                                | (29,036)         |
| Amortization of loss on derivative instruments                                                   | —                  | —                                                | 13                  | 2,292                                                  | 2,305                         | —                                                                                                  | 2,305            |
| Change in fair value of derivative instruments                                                   | —                  | —                                                | 221                 | 38,424                                                 | 38,645                        | —                                                                                                  | 38,645           |
| Total comprehensive income                                                                       |                    |                                                  |                     |                                                        | 11,462                        |                                                                                                    | 11,914           |
| Deferred compensation plan, net (note 7)                                                         | —                  | 4,044                                            | —                   | —                                                      | 4,044                         | —                                                                                                  | 4,044            |
| Contributions from partners                                                                      | —                  | —                                                | —                   | —                                                      | —                             | 4,197                                                                                              | 4,197            |
| Distributions to partners                                                                        | —                  | (161,909)                                        | (980)               | —                                                      | (162,889)                     | (881)                                                                                              | (163,770)        |
| Preferred unit distributions                                                                     | (3,725)            | (19,675)                                         | —                   | —                                                      | (23,400)                      | —                                                                                                  | (23,400)         |
| Restricted units issued as a result of amortization of restricted stock issued by Parent Company | —                  | 5,963                                            | —                   | —                                                      | 5,963                         | —                                                                                                  | 5,963            |
| Common units issued as a result of common stock issued by Parent Company, net of repurchases     | —                  | 349,915                                          | —                   | —                                                      | 349,915                       | —                                                                                                  | 349,915          |
| <b>Balance at December 31, 2009</b>                                                              | <b>\$ 49,158</b>   | <b>1,912,353</b>                                 | <b>7,321</b>        | <b>(49,973)</b>                                        | <b>1,918,859</b>              | <b>11,748</b>                                                                                      | <b>1,930,607</b> |
| Comprehensive income:                                                                            |                    |                                                  |                     |                                                        |                               |                                                                                                    |                  |
| Net income                                                                                       | 3,725              | 8,816                                            | 84                  | —                                                      | 12,625                        | 376                                                                                                | 13,001           |
| Amortization of loss on derivative instruments                                                   | —                  | —                                                | 12                  | 5,563                                                  | 5,575                         | —                                                                                                  | 5,575            |
| Change in fair value of derivative instruments                                                   | —                  | —                                                | (81)                | (36,475)                                               | (36,556)                      | —                                                                                                  | (36,556)         |
| Total comprehensive income                                                                       |                    |                                                  |                     |                                                        | (18,356)                      |                                                                                                    | (17,980)         |
| Deferred compensation plan, net (note 7)                                                         | —                  | (273)                                            | —                   | —                                                      | (273)                         | —                                                                                                  | (273)            |
| Contributions from partners                                                                      | —                  | —                                                | —                   | —                                                      | —                             | 161                                                                                                | 161              |
| Distributions to partners                                                                        | —                  | (150,499)                                        | (468)               | —                                                      | (150,967)                     | (1,456)                                                                                            | (152,423)        |
| Preferred unit distributions                                                                     | (3,725)            | (19,675)                                         | —                   | —                                                      | (23,400)                      | —                                                                                                  | (23,400)         |
| Restricted units issued as a result of amortization of restricted stock issued by Parent Company | —                  | 7,236                                            | —                   | —                                                      | 7,236                         | —                                                                                                  | 7,236            |
| Common units issued as a result of common stock issued by Parent Company, net of repurchases     | —                  | 474                                              | —                   | —                                                      | 474                           | —                                                                                                  | 474              |
| Common units exchanged for common stock of Parent Company                                        | —                  | 7,630                                            | (7,630)             | —                                                      | —                             | —                                                                                                  | —                |

**REGENCY CENTERS, L.P.**  
**Consolidated Statements of Capital and Comprehensive Income (Loss)**  
**For the years ended December 31, 2011, 2010, and 2009**  
(in thousands)

|                                                                                                  | Preferred<br>Units | General Partner<br>Preferred and<br>Common Units | Limited<br>Partners | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Total<br>Partners'<br>Capital | Noncontrolling<br>Interests in<br>Limited Partners'<br>Interest in<br>Consolidated<br>Partnerships | Total<br>Capital |
|--------------------------------------------------------------------------------------------------|--------------------|--------------------------------------------------|---------------------|--------------------------------------------------------|-------------------------------|----------------------------------------------------------------------------------------------------|------------------|
| <b>Balance at December 31, 2010</b>                                                              | <b>\$ 49,158</b>   | <b>1,766,062</b>                                 | <b>(762)</b>        | <b>(80,885)</b>                                        | <b>1,733,573</b>              | <b>10,829</b>                                                                                      | <b>1,744,402</b> |
| Comprehensive income:                                                                            |                    |                                                  |                     |                                                        |                               | 1,869,654                                                                                          |                  |
| Net income                                                                                       | 3,725              | 51,370                                           | 103                 | —                                                      | 55,198                        | 590                                                                                                | 55,788           |
| Amortization of loss on derivative instruments                                                   | —                  | —                                                | 20                  | 9,447                                                  | 9,467                         | —                                                                                                  | 9,467            |
| Change in fair value of derivative instruments                                                   | —                  | —                                                | —                   | 9                                                      | 9                             | 9                                                                                                  | 18               |
| Total comprehensive income                                                                       |                    |                                                  |                     |                                                        | 64,674                        |                                                                                                    | 65,273           |
| Deferred compensation plan, net                                                                  | —                  | 17,843                                           | —                   | —                                                      | 17,843                        | —                                                                                                  | 17,843           |
| Contributions from partners                                                                      | —                  | —                                                | —                   | —                                                      | —                             | 2,787                                                                                              | 2,787            |
| Distributions to partners                                                                        | —                  | (161,236)                                        | (324)               | —                                                      | (161,560)                     | (1,111)                                                                                            | (162,671)        |
| Preferred unit distributions                                                                     | (3,725)            | (19,675)                                         | —                   | —                                                      | (23,400)                      | —                                                                                                  | (23,400)         |
| Restricted units issued as a result of amortization of restricted stock issued by Parent Company | —                  | 10,659                                           | —                   | —                                                      | 10,659                        | —                                                                                                  | 10,659           |
| Common units issued as a result of common stock issued by Parent Company, net of repurchases     | —                  | 214,761                                          | —                   | —                                                      | 214,761                       | —                                                                                                  | 214,761          |
| <b>Balance at December 31, 2011</b>                                                              | <b>\$ 49,158</b>   | <b>1,879,784</b>                                 | <b>(963)</b>        | <b>(71,429)</b>                                        | <b>1,856,550</b>              | <b>13,104</b>                                                                                      | <b>1,869,654</b> |

See accompanying notes to consolidated financial statements.

**REGENCY CENTERS, L.P.**  
**Consolidated Statements of Cash Flows**  
**For the years ended December 31, 2011, 2010, and 2009**  
(in thousands)

|                                                                                                 | 2011      | 2010      | 2009      |
|-------------------------------------------------------------------------------------------------|-----------|-----------|-----------|
| <b>Cash flows from operating activities:</b>                                                    |           |           |           |
| Net income (loss)                                                                               | \$ 55,788 | 13,001    | (29,036)  |
| <b>Adjustments to reconcile net income (loss) to net cash provided by operating activities:</b> |           |           |           |
| Depreciation and amortization                                                                   | 133,756   | 123,933   | 117,979   |
| Amortization of deferred loan cost and debt premium                                             | 12,327    | 8,533     | 5,822     |
| Amortization and (accretion) of above and below market lease intangibles, net                   | (931)     | (1,161)   | (1,867)   |
| Stock-based compensation, net of capitalization                                                 | 9,824     | 6,615     | 4,668     |
| Equity in (income) loss of investments in real estate partnerships                              | (9,643)   | 12,884    | 26,373    |
| Net gain on sale of properties                                                                  | (8,346)   | (8,648)   | (25,192)  |
| Provision for doubtful accounts                                                                 | 3,166     | 3,954     | 9,078     |
| Provision for impairment                                                                        | 15,883    | 26,615    | 104,402   |
| Early extinguishment of debt                                                                    | —         | 4,243     | 2,784     |
| Distribution of earnings from operations of investments in real estate partnerships             | 43,361    | 41,054    | 31,252    |
| Settlement of derivative instruments                                                            | —         | (63,435)  | (19,953)  |
| Loss (gain) on derivative instruments                                                           | 54        | (1,419)   | 3,294     |
| Deferred compensation (income) expense                                                          | (2,136)   | 5,068     | (247)     |
| Realized loss (gain) on trading securities held in trust                                        | (383)     | (667)     | 1,447     |
| Unrealized loss (gain) on trading securities held in trust                                      | 567       | (1,342)   | 4,226     |
| <b>Changes in assets and liabilities:</b>                                                       |           |           |           |
| Restricted cash                                                                                 | (651)     | (1,778)   | 5,126     |
| Accounts receivable                                                                             | (6,274)   | (1,297)   | (2,995)   |
| Straight-line rent receivables, net                                                             | (4,642)   | (6,202)   | (3,959)   |
| Other receivables                                                                               | —         | —         | 19,700    |
| Deferred leasing costs                                                                          | (15,013)  | (15,563)  | (9,799)   |
| Other assets                                                                                    | (971)     | (4,681)   | (16,493)  |
| Accounts payable and other liabilities                                                          | (17,892)  | (1,281)   | (30,352)  |
| Tenants' security and escrow deposits and prepaid rent                                          | 9,789     | 33        | (454)     |
| Net cash provided by operating activities                                                       | 217,633   | 138,459   | 195,804   |
| <b>Cash flows from investing activities:</b>                                                    |           |           |           |
| Acquisition of operating real estate                                                            | (70,629)  | (24,569)  | —         |
| Development of real estate including acquisition of land                                        | (82,069)  | (65,889)  | (142,989) |
| Proceeds from sale of real estate investments                                                   | 86,233    | 47,333    | 180,307   |
| (Issuance) collection of notes receivable                                                       | (78)      | 883       | 13,572    |
| Investments in real estate partnerships                                                         | (198,688) | (231,847) | (28,709)  |
| Distributions received from investments in real estate partnerships                             | 188,514   | 90,092    | 23,548    |
| Dividends on trading securities held in trust                                                   | 225       | 297       | 247       |
| Acquisition of trading securities held in trust                                                 | (19,377)  | (10,312)  | (12,220)  |
| Proceeds from sale of trading securities held in trust                                          | 18,146    | 9,555     | 17,789    |
| Net cash (used in) provided by investing activities                                             | (77,723)  | (184,457) | 51,545    |
| <b>Cash flows from financing activities:</b>                                                    |           |           |           |
| Net proceeds from common units issued as a result of common stock issued by Parent Company      | 215,369   | —         | 345,800   |
| Proceeds from sale of treasury stock                                                            | 2,128     | 1,431     | (2,632)   |
| Acquisition of treasury stock                                                                   | (14)      | —         | —         |
| Distributions to limited partners in consolidated partnerships, net                             | (735)     | (1,427)   | (872)     |
| Distributions to partners                                                                       | (160,478) | (149,117) | (159,670) |
| Distributions to preferred unit holders                                                         | (23,400)  | (23,400)  | (23,400)  |
| Repayment of fixed rate unsecured notes                                                         | (181,691) | (209,879) | (116,053) |
| Proceeds from issuance of fixed rate unsecured notes, net                                       | —         | 398,599   | —         |
| Proceeds from line of credit                                                                    | 455,000   | 250,000   | 135,000   |
| Repayment of line of credit                                                                     | (425,000) | (240,000) | (432,667) |
| Proceeds from notes payable                                                                     | 1,940     | 6,068     | 106,992   |
| Repayment of notes payable                                                                      | (16,919)  | (51,687)  | (8,056)   |
| Scheduled principal payments                                                                    | (5,699)   | (5,024)   | (5,214)   |
| Payment of loan costs                                                                           | (6,070)   | (4,361)   | (1,195)   |
| Payment of premium on tender offer                                                              | —         | (4,000)   | (2,312)   |
| Net cash used in financing activities                                                           | (145,569) | (32,797)  | (164,279) |

|                                                      |           |          |        |
|------------------------------------------------------|-----------|----------|--------|
| Net (decrease) increase in cash and cash equivalents | (5,659)   | (78,795) | 83,070 |
| Cash and cash equivalents at beginning of the year   | 17,061    | 95,856   | 12,786 |
| Cash and cash equivalents at end of the year         | \$ 11,402 | 17,061   | 95,856 |

**REGENCY CENTERS, L.P.**  
**Consolidated Statements of Cash Flows**  
**For the years ended December 31, 2011, 2010, and 2009**  
**(in thousands)**

|                                                                                                                              | 2011       | 2010    | 2009    |
|------------------------------------------------------------------------------------------------------------------------------|------------|---------|---------|
| Supplemental disclosure of cash flow information:                                                                            |            |         |         |
| Cash paid for interest (net of capitalized interest of \$1,480, \$5,099, and \$19,062 in 2011, 2010, and 2009, respectively) | \$ 128,649 | 127,591 | 112,730 |
| Supplemental disclosure of non-cash transactions:                                                                            |            |         |         |
| Common stock issued by Parent Company for partnership units exchanged                                                        | \$ —       | 7,630   | —       |
| Real estate received through distribution in kind                                                                            | \$ 47,512  | —       | 100,717 |
| Mortgage loans assumed through distribution in kind                                                                          | \$ 28,760  | —       | 70,541  |
| Mortgage loans assumed for the acquisition of real estate                                                                    | \$ 31,292  | 58,981  | —       |
| Real estate contributed for investments in real estate partnerships                                                          | \$ —       | —       | 26,410  |
| Notes receivable taken in connection with sales of properties in development                                                 | \$ —       | —       | 11,413  |
| Real estate received through foreclosure on notes receivable                                                                 | \$ —       | 990     | —       |
| Change in fair value of derivative instruments                                                                               | \$ 18      | 28,363  | 55,328  |
| Common stock issued by Parent Company for dividend reinvestment plan                                                         | \$ 1,081   | 1,847   | 3,219   |
| Stock-based compensation capitalized                                                                                         | \$ 1,104   | 852     | 1,574   |
| Contributions from limited partners in consolidated partnerships, net                                                        | \$ 2,411   | 132     | 4,188   |
| Common stock issued for dividend reinvestment in trust                                                                       | \$ 631     | 640     | 808     |
| Contribution of stock awards into trust                                                                                      | \$ 1,132   | 1,142   | 1,823   |
| Distribution of stock held in trust                                                                                          | \$ —       | 51      | 3,025   |

See accompanying notes to consolidated financial statements.

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1. Summary of Significant Accounting Policies

(a) Organization and Principles of Consolidation

General

Regency Centers Corporation (the "Parent Company") began its operations as a Real Estate Investment Trust ("REIT") in 1993 and is the general partner of Regency Centers, L.P. (the "Operating Partnership"). The Parent Company currently owns approximately 99.8% of the outstanding common Partnership Units of the Operating Partnership. The Parent Company engages in the ownership, management, leasing, acquisition, and development of retail shopping centers through the Operating Partnership, and has no other assets or liabilities other than through its investment in the Operating Partnership. At December 31, 2011, the Parent Company, the Operating Partnership and their controlled subsidiaries on a consolidated basis ("the Company" or "Regency") directly owned 217 retail shopping centers and held partial interests in an additional 147 retail shopping centers through investments in real estate partnerships (also referred to as joint ventures or co-investment partnerships).

Estimates, Risks, and Uncertainties

The preparation of the consolidated financial statements in conformity with U.S. Generally Accepted Accounting Principles ("GAAP") requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The most significant estimates in the Company's financial statements relate to the carrying values of its investments in real estate including its shopping centers, properties in development and its investments in real estate partnerships, and accounts receivable, net. Although the U.S. economy is recovering, economic conditions remain challenging, and therefore, it is possible that the estimates and assumptions that have been utilized in the preparation of the consolidated financial statements could change significantly, if economic conditions were to weaken.

Consolidation

The accompanying consolidated financial statements include the accounts of the Parent Company, the Operating Partnership, its wholly-owned subsidiaries, and consolidated partnerships in which the Company has a controlling interest. Investments in real estate partnerships not controlled by the Company are accounted for under the equity method. All significant inter-company balances and transactions are eliminated in the consolidated financial statements.

*Ownership of the Parent Company*

The Parent Company has a single class of common stock outstanding and three series of preferred stock outstanding ("Series 3, 4, and 5 Preferred Stock"). The dividends on the Series 3, 4, and 5 Preferred Stock are cumulative and payable in arrears on the last day of each calendar quarter. The Parent Company owns corresponding Series 3, 4, and 5 preferred unit interests ("Series 3, 4, and 5 Preferred Units") in the Operating Partnership that entitle the Parent Company to income and distributions from the Operating Partnership in amounts equal to the dividends paid on the Parent Company's Series 3, 4, and 5 Preferred Stock.

*Ownership of the Operating Partnership*

The Operating Partnership's capital includes general and limited common Partnership Units, Series 3, 4, and 5 Preferred Units owned by the Parent Company, and Series D Preferred Units owned by institutional investors. At December 31, 2011, the Parent Company owned approximately 99.8% or 89,921,858 of the total 90,099,022 Partnership Units outstanding.

Net income and distributions of the Operating Partnership are allocable first to the Preferred Units and the remaining amounts to the general and limited common Partnership Units in accordance with their ownership percentages. The Series 3, 4, and 5 Preferred Units owned by the Parent Company are eliminated in consolidation in the accompanying consolidated financial statements of the Parent Company and are classified as preferred units of general partner in the accompanying consolidated financial statements of the Operating Partnership.

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Investments in Real Estate Partnerships

Investments in real estate partnerships not controlled by the Company are accounted for under the equity method. The accounting policies of the real estate partnerships are similar to the Company's accounting policies. Income or loss from these real estate partnerships, which includes all operating results (including impairment losses) and gains on sales of properties within the joint ventures, is allocated to the Company in accordance with the respective partnership agreements. Such allocations of net income or loss are recorded in equity in income (loss) of investments in real estate partnerships in the accompanying Consolidated Statements of Operations. The net difference in the carrying amount of investments in real estate partnerships and the underlying equity in net assets is either accreted to income and recorded in equity in income (loss) of investments in real estate partnerships in the accompanying Consolidated Statements of Operations over the expected useful lives of the properties and other intangible assets, which range in lives from 10 to 40 years, or recognized at liquidation if the joint venture agreement includes a unilateral right to elect to dissolve the real estate partnership and, upon such an election, receive a distribution in-kind, as discussed further below.

Cash distributions of earnings from operations from investments in real estate partnerships are presented in cash flows provided by operating activities in the accompanying Consolidated Statements of Cash Flows. Cash distributions from the sale of a property or loan proceeds received from the placement of debt on a property included in investments in real estate partnerships are presented in cash flows provided by investing activities in the accompanying Consolidated Statements of Cash Flows.

The Company evaluates the structure and the substance of its investments in the real estate partnerships to determine if they are variable interest entities. The Company has concluded that these partnership investments are not variable interest entities. Further, the joint venture partners in the real estate partnerships have significant ownership rights, including approval over operating budgets and strategic plans, capital spending, sale or financing, and admission of new partners. Upon formation of the joint ventures, the Company, through the Operating Partnership, also became the managing member, responsible for the day-to-day operations of the real estate partnerships. In accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 810, the Company evaluated its investment in each real estate partnership and concluded that the other partners have kick-out rights and/or substantive participating rights and, therefore, the Company has concluded that the equity method of accounting is appropriate for these investments and they do not require consolidation. Under the equity method of accounting, investments in real estate partnerships are initially recorded at cost, subsequently increased for additional contributions and allocations of income, and reduced for distributions received and allocations of loss. These investments are included in the consolidated financial statements as investments in real estate partnerships.

Noncontrolling Interests

The Company consolidates all entities in which it has a controlling ownership interest. A controlling ownership interest is typically attributable to the entity with a majority voting interest. Noncontrolling interest is the portion of equity, in a subsidiary or consolidated entity, not attributable, directly or indirectly to the Company. Such noncontrolling interests are reported on the Consolidated Balance Sheets within equity or capital, but separately from stockholders' equity or partners' capital. On the Consolidated Statements of Operations, all of the revenues and expenses from less-than-wholly-owned consolidated subsidiaries are reported in net income (loss), including both the amounts attributable to the Company and noncontrolling interests. The amounts of consolidated net income (loss) attributable to the Company and to the noncontrolling interests are clearly identified on the accompanying Consolidated Statements of Operations.

*Noncontrolling Interests of the Parent Company*

The consolidated financial statements of the Parent Company include the following ownership interests held by owners other than the preferred and common stockholders of the Parent Company: the preferred units in the Operating Partnership held by third parties ("Series D preferred units"), the limited Partnership Units in the Operating Partnership held by third parties ("Exchangeable operating partnership units"), and the minority-owned interest held by third parties in consolidated partnerships ("Limited partners' interests in consolidated partnerships"). The Parent Company has included all of these noncontrolling interests in permanent equity, separate from the Parent Company's stockholders' equity, in the accompanying Consolidated Balance Sheets and Consolidated Statements of Equity and Comprehensive Income (Loss). The portion of net income (loss) or comprehensive income (loss) attributable to these

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noncontrolling interests is included in net income (loss) and comprehensive income (loss) in the accompanying Consolidated Statements of Operations and Consolidated Statements of Equity and Comprehensive Income (Loss) of the Parent Company.

In accordance with the FASB ASC Topic 480, securities that are redeemable for cash or other assets at the option of the holder, not solely within the control of the issuer, are classified as redeemable noncontrolling interests outside of permanent equity in the Consolidated Balance Sheets. The Parent Company has evaluated the conditions as specified under the FASB ASC Topic 480 as it relates to Preferred Units and exchangeable operating partnership units outstanding and concluded that it has the right to satisfy the redemption requirements of the units by delivering unregistered preferred or common stock. Each outstanding Preferred Unit and exchangeable operating partnership unit is exchangeable for one share of preferred stock or common stock of the Parent Company, respectively, and the unit holder cannot require redemption in cash or other assets. Limited partners' interests in consolidated partnerships are not redeemable by the holders. The Parent Company also evaluated its fiduciary duties to itself, its shareholders, and, as the managing general partner of the Operating Partnership, to the Operating Partnership, and concluded its fiduciary duties are not in conflict with each other or the underlying agreements. Therefore, the Parent Company classifies such units and interests as permanent equity in the accompanying Consolidated Balance Sheets and Consolidated Statements of Equity and Comprehensive Income (Loss).

*Noncontrolling Interests of the Operating Partnership*

The Operating Partnership has determined that Limited partners' interests in consolidated partnerships are noncontrolling interests. The Operating Partnership has included these noncontrolling interests in permanent capital, separate from partners' capital, in the accompanying Consolidated Balance Sheets and Consolidated Statements of Capital and Comprehensive Income (Loss). The portion of net income (loss) or comprehensive income (loss) attributable to these noncontrolling interests is included in net income (loss) and comprehensive income (loss) in the accompanying Consolidated Statements of Operations and Consolidated Statements of Capital and Comprehensive Income (Loss) of the Operating Partnership.

(b) Revenues

The Company leases space to tenants under agreements with varying terms. Leases are accounted for as operating leases with minimum rent recognized on a straight-line basis over the term of the lease regardless of when payments are due. The Company estimates the collectibility of the accounts receivable related to base rents, straight-line rents, expense reimbursements, and other revenue taking into consideration the Company's historical write-off experience, tenant credit-worthiness, current economic trends, and remaining lease terms.

During the years ended December 31, 2011, 2010, and 2009, the Company recorded provisions for doubtful accounts of \$3.2 million, \$4.0 million, and \$9.1 million, respectively, of which approximately \$91,000, \$26,000, and \$730,000, respectively, is included in discontinued operations.

The following table represents the components of accounts receivable, net of allowance for doubtful accounts, as of December 31, 2011 and 2010 in the accompanying Consolidated Balance Sheets (in thousands):

|                                       | 2011             | 2010          |
|---------------------------------------|------------------|---------------|
| Tenant receivables                    | \$ 4,654         | 19,314        |
| CAM and tax reimbursements            | 26,355           | 13,629        |
| Other receivables                     | 10,166           | 8,476         |
| Less: allowance for doubtful accounts | (3,442)          | (4,819)       |
| Total                                 | <u>\$ 37,733</u> | <u>36,600</u> |

Substantially all of the lease agreements with anchor tenants contain provisions that provide for additional rents based on tenants' sales volume (percentage rent). Percentage rents are recognized when the tenants achieve the specified targets as defined in their lease agreements. Substantially all lease agreements contain provisions for reimbursement of the tenants' share of real estate taxes, insurance and common area maintenance ("CAM") costs. Recovery of real estate taxes, insurance, and CAM costs are recognized as the respective costs are incurred in



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accordance with the lease agreements.

As part of the leasing process, the Company may provide the lessee with an allowance for the construction of leasehold improvements. These leasehold improvements are capitalized and recorded as tenant improvements, and depreciated over the shorter of the useful life of the improvements or the remaining lease term. If the allowance represents a payment for a purpose other than funding leasehold improvements, or in the event the Company is not considered the owner of the improvements, the allowance is considered to be a lease incentive and is recognized over the lease term as a reduction of minimum rent. Factors considered during this evaluation include, among other things, who holds legal title to the improvements as well as other controlling rights provided by the lease agreement and provisions for substantiation of such costs (e.g. unilateral control of the tenant space during the build-out process). Determination of the appropriate accounting for the payment of a tenant allowance is made on a lease-by-lease basis, considering the facts and circumstances of the individual tenant lease. When the Company is the owner of the leasehold improvements, recognition of lease revenue commences when the lessee is given possession of the leased space upon completion of tenant improvements. However, when the leasehold improvements are owned by the tenant, the lease inception date is the date the tenant obtains possession of the leased space for purposes of constructing their leasehold improvements.

Profits from sales of real estate are recognized under the full accrual method by the Company when a sale is consummated; the buyer's initial and continuing investment is adequate to demonstrate a commitment to pay for the property; the Company's receivable, if applicable, is not subject to future subordination; the Company has transferred to the buyer the usual risks and rewards of ownership; and the Company does not have substantial continuing involvement with the property.

The Company sells shopping centers to joint ventures in exchange for cash equal to the fair value of the ownership interest of its partners. The Company accounts for those sales as "partial sales" and recognizes gains on those partial sales in the period the properties were sold to the extent of the percentage interest sold, and in the case of certain real estate partnerships, applies a more restrictive method of recognizing gains, as discussed further below. The gains and operations associated with properties sold to these real estate partnerships are not classified as discontinued operations because the Company continues to partially own and manage these shopping centers.

As of December 31, 2011, six of the Company's joint ventures ("DIK-JV") give each partner the unilateral right to elect to dissolve the real estate partnership and, upon such an election, receive a distribution in-kind ("DIK") of the assets of the real estate partnership equal to their respective capital account, which could include properties the Company previously sold to the real estate partnership. The liquidation provisions require that all of the properties owned by the real estate partnership be appraised to determine their respective fair values. As a general rule, if the Company initiates the liquidation process, its partner has the right to choose the first property that it will receive with the Company choosing the next property that it will receive in liquidation. If the Company's partner initiates the liquidation process, the order of the selection process is reversed. The process then continues with an alternating selection of properties by each partner until the balance of each partner's capital account, on a fair value basis, has been distributed. After the final selection, to the extent that the fair value of properties in the DIK-JV are not distributable in a manner that equals the balance of each partner's capital account, a cash payment would be made to the other partner by the partner receiving a property distribution in excess of its capital account. The partners may also elect to liquidate some or all of the properties through sales rather than through the DIK process.

The Company has concluded that these DIK dissolution provisions constitute in-substance call/put options and represent a form of continuing involvement with respect to property that the Company has sold to these real estate partnerships, limiting the Company's recognition of gain related to the partial sale. This more restrictive method of gain recognition ("Restricted Gain Method") considers the Company's potential ability to receive property through a DIK on which partial gain has been recognized, and ensures, as discussed below, maximum gain deferral upon sale to a DIK-JV. The Company has applied the Restricted Gain Method to partial sales of property to real estate partnerships that contain unilateral DIK provisions.

Profit shall be recognized under a method determined by the nature and extent of the seller's continuing involvement and the profit recognized shall be reduced by the maximum exposure to loss. The Company has concluded that the Restricted Gain Method accomplishes this objective.

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Under the Restricted Gain Method, for purposes of gain deferral, the Company considers the aggregate pool of properties sold into the DIK-JV as well as the aggregate pool of properties which will be distributed in the DIK process. As a result, upon the sale of properties to a DIK-JV, the Company performs a hypothetical DIK liquidation assuming that it would choose only those properties that it has sold to the DIK-JV in an amount equal to its capital account. For purposes of calculating the gain to be deferred, the Company assumes that it will select properties in a DIK liquidation that would otherwise have generated the highest gain to the Company when originally sold to the DIK-JV. The deferred gain, recorded by the Company upon the sale of a property to a DIK-JV, is calculated whenever a property is sold to a DIK-JV. During the periods when there are no property sales to a DIK-JV, the deferred gain is not recalculated.

Because the contingency associated with the possibility of receiving a particular property back upon liquidation, which forms the basis of the Restricted Gain Method, is not satisfied at the property level, but at the aggregate level, no deferred gain is recognized on property sold by the DIK-JV to a third party or received by the Company upon actual dissolution. Instead, the property received upon dissolution is recorded at the carrying value of the Company's investment in the DIK-JV on the date of dissolution.

The Company is engaged under agreements with its joint venture partners to provide asset management, property management, leasing, investing, and financing services for such joint ventures' shopping centers. The fees are market-based, generally calculated as a percentage of either revenues earned or the estimated values of the properties managed or the proceeds received, and are recognized as services are rendered, when fees due are determinable, and collectibility is reasonably assured. The Company also receives transaction fees, as contractually agreed upon with a joint venture, which include fees such as acquisition fees, disposition fees, "promotes", or "earnouts".

(c) Real Estate Investments

Land, buildings, and improvements are recorded at cost. All specifically identifiable costs related to development activities are capitalized into properties in development on the accompanying Consolidated Balance Sheets. Properties in development are defined as properties that are in the construction or initial lease-up phase and have not reached their initial full occupancy. In summary, a project changes from non-operating to operating when it is substantially completed and available for occupancy. At that time, costs are no longer capitalized. The capitalized costs include pre-development costs essential to the development of the property, development costs, construction costs, interest costs, real estate taxes, and allocated direct employee costs incurred during the period of development. Interest costs are capitalized into each development project based upon applying the Company's weighted average borrowing rate to that portion of the actual development costs expended. The Company discontinues interest cost capitalization when the property is no longer being developed or is available for occupancy upon substantial completion of tenant improvements, but in no event would the Company capitalize interest on the project beyond 12 months after substantial completion of the building shell.

The following table represents the components of properties in development as of December 31, 2011 and 2010 in the accompanying Consolidated Balance Sheets (in thousands):

|                                       | 2011       | 2010    |
|---------------------------------------|------------|---------|
| Construction in process               | \$ 50,903  | 41,611  |
| Construction complete and in lease-up | 76,301     | 459,231 |
| Land held for future development      | 96,873     | 110,090 |
| Total                                 | \$ 224,077 | 610,932 |

Construction in process represents developments where the Company has not yet incurred at least 90% of the expected costs to complete and the anchor has not yet been open for at least two calendar years. Construction complete and in lease-up represents developments where the Company has incurred at least 90% of the estimated costs to complete and the anchor has not yet been open for at least two calendar years, but is still completing lease-up and final tenant build out. Land held for future development represents projects not in construction, but identified and available for future development if and when the market demand for a new shopping center exists.

The Company incurs costs prior to land acquisition including contract deposits, as well as legal, engineering, and other external professional fees related to evaluating the feasibility of developing a shopping center. These pre-

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development costs are included in properties in development in the accompanying Consolidated Balance Sheets. At December 31, 2011 and 2010, the Company had capitalized pre-development costs of \$2.1 million and \$899,000, respectively, of which \$1.0 million and \$840,000, respectively, were refundable deposits. If the Company determines that the development of a particular shopping center is no longer probable, any related pre-development costs previously capitalized are immediately expensed in other expenses in the accompanying Consolidated Statements of Operations. During the years ended December 31, 2011, 2010, and 2009, the Company expensed pre-development costs of approximately \$241,000, \$520,000, and \$3.8 million, respectively, in other expenses in the accompanying Consolidated Statements of Operations.

Maintenance and repairs that do not improve or extend the useful lives of the respective assets are recorded in operating and maintenance expense.

Depreciation is computed using the straight-line method over estimated useful lives of approximately 40 years for buildings and improvements, the shorter of the useful life or the remaining lease term subject to a maximum of 10 years for tenant improvements, and three to seven years for furniture and equipment.

The Company and the real estate partnerships account for business combinations using the acquisition method by recognizing and measuring the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree at their acquisition date fair values. The Company expenses transaction costs associated with business combinations in the period incurred.

The Company's methodology includes estimating an "as-if vacant" fair value of the physical property, which includes land, building, and improvements. In addition, the Company determines the estimated fair value of identifiable intangible assets, considering the following three categories: (i) value of in-place leases, (ii) above and below-market value of in-place leases, and (iii) customer relationship value.

The value of in-place leases is estimated based on the value associated with the costs avoided in originating leases compared to the acquired in-place leases as well as the value associated with lost rental and recovery revenue during the assumed lease-up period. The value of in-place leases is recorded to amortization expense over the remaining initial term of the respective leases.

Above-market and below-market in-place lease values for acquired properties are recorded based on the present value of the difference between (i) the contractual amounts to be paid pursuant to the in-place leases and (ii) management's estimate of fair market lease rates for comparable in-place leases, measured over a period equal to the remaining non-cancelable term of the lease. The value of above-market leases is amortized as a reduction of minimum rent over the remaining terms of the respective leases and the value of below-market leases is accreted to minimum rent over the remaining terms of the respective leases, including below-market renewal options, if applicable. The Company does not assign value to customer relationship intangibles if it has pre-existing business relationships with the major retailers at the acquired property since they do not provide incremental value over the Company's existing relationships.

The Company classifies an operating property or a property in development as held-for-sale when it determines that the property is available for immediate sale in its present condition, the property is being actively marketed for sale, and management believes it is probable that a sale will be consummated within one year. Given the nature of all real estate sales contracts, it is not unusual for such contracts to allow prospective buyers a period of time to evaluate the property prior to formal acceptance of the contract. In addition, certain other matters critical to the final sale, such as financing arrangements, often remain pending even upon contract acceptance. As a result, properties under contract may not close within the expected time period, or may not close at all. Therefore, any properties categorized as held-for-sale represent only those properties that management has determined are probable to close within the requirements set forth above. Operating properties held-for-sale are carried at the lower of cost or fair value less costs to sell. The recording of depreciation and amortization expense is suspended during the held-for-sale period. If circumstances arise that previously were considered unlikely and, as a result, the Company decides not to sell a property previously classified as held-for-sale, the property is reclassified as held and used and is measured individually at the lower of its (i) carrying amount before the property was classified as held-for-sale, adjusted for any depreciation and amortization expense that would have been recognized had the property been continuously classified as held and used or (ii) the fair value at the date of the subsequent decision not to sell. Any required adjustment to the carrying amount of the property reclassified as held and used is included in income from continuing

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operations in the period of the subsequent decision not to sell and the results of operations previously reported in discontinued operations are reclassified and included in income from continuing operations for all periods presented.

When the Company sells a property or classifies a property as held-for-sale and will not have significant continuing involvement in the operation of the property, the operations of the property are eliminated from ongoing operations and classified in discontinued operations. Its operations, including any mortgage interest and gain on sale, are reported in discontinued operations so that the operations are clearly distinguished. Prior periods are also reclassified to reflect the operations of the property as discontinued operations. When the Company sells an operating property to a joint venture or to a third party, and will continue to manage the property, the operations and gain on sale are included in income from continuing operations.

We evaluate whether there are any indicators, including property operating performance and general market conditions, that the value of the real estate properties (including any related amortizable intangible assets or liabilities) may not be recoverable. Through the evaluation, we compare the current carrying value of the asset to the estimated undiscounted cash flows that are directly associated with the use and ultimate disposition of the asset. Our estimated cash flows are based on several key assumptions, including rental rates, costs of tenant improvements, leasing commissions, anticipated hold period, and assumptions regarding the residual value upon disposition, including the exit capitalization rate. These key assumptions are subjective in nature and could differ materially from actual results. Changes in our disposition strategy or changes in the marketplace may alter the hold period of an asset or asset group which may result in an impairment loss and such loss could be material to the Company's financial condition or operating performance. To the extent that the carrying value of the asset exceeds the estimated undiscounted cash flows, an impairment loss is recognized equal to the excess of carrying value over fair value. If such indicators are not identified, management will not assess the recoverability of a property's carrying value. If a property previously classified as held and used is changed to held-for-sale, the Company estimates fair value, less expected costs to sell, which could cause the Company to determine that the property is impaired.

The fair value of real estate assets is highly subjective and is determined through comparable sales information and other market data if available, or through use of an income approach such as the direct capitalization method or the traditional discounted cash flow approach. Such cash flow projections consider factors such as expected future operating income, trends and prospects, as well as the effects of demand, competition and other factors, and therefore is subject to a significant degree of management judgment and changes in those factors could impact the determination of fair value. In estimating the fair value of undeveloped land, we generally use market data and comparable sales information.

During the years ended December 31, 2011, 2010, and 2009, the Company established a provision for impairment on Consolidated Properties of \$15.9 million, \$23.9 million, and \$103.9 million, respectively, of which \$2.1 million and \$6.9 million was included in discontinued operations for 2011 and 2009, respectively. There was no impact to discontinued operations in 2010.

A loss in value of investments in real estate partnerships under the equity method of accounting, other than a temporary decline, must be recognized in the period in which the loss occurs. If management identifies indicators that the value of the Company's investment in real estate partnerships may be impaired, it evaluates the investment by calculating the fair value of the investment by discounting estimated future cash flows over the expected term of the investment. As a result of this evaluation, the Company established a provision for impairment of \$4.6 million on one investment in real estate partnership and \$2.7 million on one investment in real estate partnership for the years ended December 31, 2011 and 2010, respectively. No provision for impairment for investments in real estate partnerships was recorded during the year ended December 31, 2009.

The net tax basis of the Company's real estate assets exceeds the book basis by approximately \$95.1 million and \$71.5 million at December 31, 2011, and 2010, respectively, primarily due to the property impairments recorded for book purposes and the cost basis of the assets acquired and their carryover basis recorded for tax purposes.

(d) Cash and Cash Equivalents

Any instruments which have an original maturity of 90 days or less when purchased are considered cash equivalents. At December 31, 2011 and 2010, \$6.0 million and \$5.4 million, respectively, of cash was restricted through escrow agreements and certain mortgage loans.

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(e) Notes Receivable

The Company records notes receivable at cost on the accompanying Consolidated Balance Sheets and interest income is accrued as earned and netted against interest expense in the accompanying Consolidated Statements of Operations. If a note receivable is past due, meaning the debtor is past due per contractual obligations, the Company ceases to accrue interest. However, in the event the debtor subsequently becomes current, the Company will resume accruing interest and record the interest income accordingly. The Company evaluates the collectibility of both interest and principal for all notes receivable to determine whether impairment exists using the present value of expected cash flows discounted at the note receivable's effective interest rate or, alternatively, at the observable market price of the loan or the fair value of the collateral if the loan is collateral dependent. In the event the Company determines a note receivable or a portion thereof is considered uncollectible, the Company records a provision for impairment. The Company estimates the collectibility of notes receivable taking into consideration the Company's experience in the retail sector, available internal and external credit information, payment history, market and industry trends, and debtor credit-worthiness.

(f) Deferred Costs

Deferred costs include leasing costs and loan costs, net of accumulated amortization. Such costs are amortized over the periods through lease expiration or loan maturity, respectively. If the lease is terminated early, or if the loan is repaid prior to maturity, the remaining leasing costs or loan costs are written off. Deferred leasing costs consist of internal and external commissions associated with leasing the Company's shopping centers. Net deferred leasing costs were \$56.5 million and \$52.9 million at December 31, 2011 and 2010, respectively. Deferred loan costs consist of initial direct and incremental costs associated with financing activities. Net deferred loan costs were \$13.7 million and \$10.2 million at December 31, 2011 and 2010, respectively.

(g) Derivative Financial Instruments

All derivative instruments, whether designated in hedging relationships or not, are recorded on the accompanying Consolidated Balance Sheets at their fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether the Company has elected to designate a derivative in a hedging relationship and apply hedge accounting, and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. The Company may enter into derivative contracts that are intended to economically hedge certain risks, even though hedge accounting does not apply or the Company elects not to apply hedge accounting.

The Company's use of derivative financial instruments is intended to mitigate its interest rate risk on a related financial instrument or forecasted transaction through the use of interest rate swaps (the "Swaps") and the Company designates these interest rate swaps as cash flow hedges. The gains or losses resulting from changes in fair value of derivatives that qualify as cash flow hedges are recognized in other comprehensive income ("OCI") while the ineffective portion of the derivative's change in fair value is recognized in the Statements of Operations as a gain or loss on derivative instruments. Upon the settlement of a hedge, gains and losses remaining in OCI are amortized over the underlying term of the hedged transaction. The Company formally documents all relationships between hedging instruments and hedged items, as well as its risk management objectives and strategies for undertaking various hedge transactions. The Company assesses, both at inception of the hedge and on an ongoing basis, whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in the cash flows and/or forecasted cash flows of the hedged items.

In assessing the valuation of the hedges, the Company uses standard market conventions and techniques such as discounted cash flow analysis, option pricing models, and termination costs at each balance sheet date. All methods

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of assessing fair value result in a general approximation of value, and such value may never actually be realized.

The settlement of swap terminations is presented in cash flows provided by operating activities in the accompanying Consolidated Statements of Cash Flows.

(h) **Income Taxes**

The Parent Company believes it qualifies, and intends to continue to qualify, as a REIT under the Internal Revenue Code (the "Code"). As a REIT, the Parent Company will generally not be subject to federal income tax, provided that distributions to its stockholders are at least equal to REIT taxable income. Regency Realty Group, Inc. ("RRG"), a wholly-owned subsidiary of the Operating Partnership, is a Taxable REIT Subsidiary ("TRS") as defined in Section 856(l) of the Code. RRG is subject to federal and state income taxes and files separate tax returns. As a pass through entity, the Operating Partnership's taxable income or loss is reported by its partners, of which the Parent Company as general partner and approximately 99.8% owner, is allocated its pro-rata share of tax attributes.

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the estimated tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted tax rates in effect for the year in which these temporary differences are expected to be recovered or settled.

Earnings and profits, which determine the taxability of dividends to stockholders, differs from net income reported for financial reporting purposes primarily because of differences in depreciable lives and cost bases of the shopping centers, as well as other timing differences.

Tax positions are initially recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions shall initially and subsequently be measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and relevant facts. The Company believes that it has appropriate support for the income tax positions taken and to be taken on its tax returns and that its accruals for tax liabilities are adequate for all open tax years (after 2009 for federal and state) based on an assessment of many factors including past experience and interpretations of tax laws applied to the facts of each matter.

(i) **Earnings per Share and Unit**

Basic earnings per share of common stock and unit are computed based upon the weighted average number of common shares and units, respectively, outstanding during the period. Diluted earnings per share and unit reflect the conversion of obligations and the assumed exercises of securities including the effects of shares issuable under the Company's share-based payment arrangements, if dilutive. Dividends paid on the Company's share-based compensation awards are not participating securities as they are forfeitable.

(j) **Stock-Based Compensation**

The Company grants stock-based compensation to its employees and directors. The Company recognizes stock-based compensation based on the grant-date fair value of the award and the cost of the stock-based compensation is expensed over the vesting period.

When the Parent Company issues common shares as compensation, it receives a like number of common units from the Operating Partnership. The Company is committed to contribute to the Operating Partnership all proceeds from the exercise of stock options or other share-based awards granted under the Parent Company's Long-Term Omnibus Plan (the "Plan"). Accordingly, the Parent Company's ownership in the Operating Partnership will increase based on the amount of proceeds contributed to the Operating Partnership for the common units it receives. As a result of the issuance of common units to the Parent Company for stock-based compensation, the Operating Partnership accounts for stock-based compensation in the same manner as the Parent Company.

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(k) Segment Reporting

The Company's business is investing in retail shopping centers through direct ownership or through joint ventures. The Company actively manages its portfolio of retail shopping centers and may from time to time make decisions to sell lower performing properties or developments not meeting its long-term investment objectives. The proceeds from sales are reinvested into higher quality retail shopping centers, through acquisitions or new developments, which management believes will generate sustainable revenue growth and attractive returns. It is management's intent that all retail shopping centers will be owned or developed for investment purposes; however, the Company may decide to sell all or a portion of a development upon completion. The Company's revenues and net income are generated from the operation of its investment portfolio. The Company also earns fees for services provided to manage and lease retail shopping centers owned through joint ventures.

The Company's portfolio is located throughout the United States; however, management does not distinguish or group its operations on a geographical basis for purposes of allocating resources or capital. The Company reviews operating and financial data for each property on an individual basis; therefore, the Company defines an operating segment as its individual properties. The individual properties have been aggregated into one reportable segment based upon their similarities with regard to both the nature and economics of the centers, tenants and operational processes, as well as long-term average financial performance. In addition, no single tenant accounts for 5% or more of revenue and none of the shopping centers are located outside the United States.

(l) Assets and Liabilities Measured at Fair Value

Fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement is determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, the Company uses a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from independent sources (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the Company's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy). The three levels of inputs used to measure fair value are as follows:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access.
- Level 2 - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 - Unobservable inputs for the asset or liability, which are typically based on the Company's own assumptions, as there is little, if any, related market activity.

The Company also remeasures nonfinancial assets and nonfinancial liabilities, initially measured at fair value in a business combination or other new basis event, at fair value in subsequent periods.

(m) Recent Accounting Pronouncements

*Recently Adopted*

In 2010, the Company adopted FASB Accounting Standards Update ("ASU") No. 2010-06, "Fair Value Measurements and Disclosures (820) - Improving Disclosures about Fair Value Measurements" ("ASU 2010-06"), which requires new disclosures for transfers in and out of Levels 1 and 2 and activity in Level 3 fair value measurements. ASU 2010-06 also clarifies existing disclosure requirements for the level of disaggregation for each class of assets and liabilities and for the inputs and valuation techniques used to measure fair value. In 2011, the Company adopted the deferred provision of ASU 2010-06 relating to disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. The adoption of this ASU had no impact to the Company's consolidated financial statements.

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*Recently Issued But Not Yet Adopted*

In May 2011, the FASB issued ASU No. 2011-04, "Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure requirements in U.S.GAAP and IFRSs" ("ASU 2011-04"). ASU 2011-04 provides new guidance concerning fair value measurements and disclosure. The new guidance is the result of joint efforts by the FASB and the International Accounting Standards Board ("IASB") to develop a single, converged fair value framework on how to measure fair value and the necessary disclosures concerning fair value measurements. The guidance is to be applied prospectively and is effective for interim and annual periods beginning after December 15, 2011. Early adoption is not permitted. The Company does not expect this ASU to have a material effect on the Company's consolidated financial statements.

In June 2011, the FASB issued ASU No. 2011-05, "Comprehensive Income (Topic 220): Presentation of Comprehensive Income" ("ASU 2011-05"). ASU 2011-05 revised guidance over the manner in which entities present comprehensive income in the financial statements. This guidance removes the previous presentation options and provides that entities must report comprehensive income in either a continuous statement of comprehensive income or two separate but consecutive statements. This guidance does not change the items that must be reported in other comprehensive income nor does it require incremental disclosures in addition to those previously required. The guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The Company does not expect this ASU to have a material effect on the Company's consolidated financial statements.

(n) Reclassifications and other

Certain reclassifications have been made to the 2010 and 2009 amounts to conform to classifications adopted in 2011. During 2011, the Company has separately disclosed restricted cash on the face of its balance sheet, and has presented the changes in this account, from period to period, in operating cash flows.

2. Real Estate Investments

*Acquisitions*

The following table provides a summary of shopping centers acquired during the year ended December 31, 2011 (in thousands):

| Date Purchased | Property Name         | City/State      | Purchase Price | Debt Assumed, Net of Premiums | Intangible Assets | Intangible Liabilities |
|----------------|-----------------------|-----------------|----------------|-------------------------------|-------------------|------------------------|
| 6/2/2011       | Ocala Corners         | Tallahassee, FL | \$ 11,129      | 5,937                         | 1,724             | 2,558                  |
|                | Oak Shade Town Center | Davis, CA       | 34,871         | 12,456                        | 2,320             | 1,658                  |
| 9/26/2011      | Tech Ridge Center     | Austin, TX      | 55,400         | 12,899                        | 4,519             | 936                    |
|                |                       |                 | \$ 101,400     | 31,292                        | 8,563             | 5,152                  |

In addition to the above shopping center acquisitions, on May 4, 2011, the Company entered into an agreement with the DESCO Group ("DESCO") to redeem its entire 16.35% interest in Macquarie CountryWide-Regency-DESCO, LLC ("MCWR-DESCO"). The agreement allowed for a distribution-in-kind ("DIK") of the assets in the co-investment partnership. The assets were distributed as 100% ownership interests to DESCO and to Regency after a selection process, as provided for by the agreement. Regency selected four assets, all in the St. Louis market. The properties which the Company received through the DIK were recorded at the carrying value of the Company's equity investment of \$18.8 million. Additionally, as part of the agreement, Regency received a \$5.0 million disposition fee at closing on May 4, 2011 to buyout its asset, property, and leasing management contracts, and received \$1.0 million for transition services provided through 2011.



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The following table provides a summary of shopping centers acquired during the year ended December 31, 2010 (in thousands):

| Date Purchased | Property Name   | City/State     | Purchase Price   | Debt Assumed, Net of Premiums | Intangible Assets | Intangible Liabilities |
|----------------|-----------------|----------------|------------------|-------------------------------|-------------------|------------------------|
| 9/1/2010       | Glen Oak Plaza  | Glenview, IL   | \$ 18,000        | 7,880                         | 1,508             | 562                    |
| 12/15/2010     | Willow Festival | Northbrook, IL | 64,000           | 49,505                        | 9,173             | 1,534                  |
|                |                 |                | <u>\$ 82,000</u> | <u>57,385</u>                 | <u>10,681</u>     | <u>2,096</u>           |

The acquisitions were accounted for as purchase business combinations and the results are included in the consolidated financial statements from the date of acquisition. During the years ended December 31, 2011 and 2010, the Company expensed approximately \$707,000 and \$448,000, respectively, of acquisition-related costs in connection with these property acquisitions, which are included in other operating expenses in the accompanying Consolidated Statements of Operations. The Company had no acquisition activity, other than through its investments in real estate partnerships during 2009. The actual, or pro-forma, impact of these acquired properties is not considered significant to the Company's operating results for the years ended December 31, 2011 and 2010.

### 3. Discontinued Operations

#### *Dispositions*

During the year ended December 31, 2011, the Company sold 100% of its ownership interest in seven operating properties for net proceeds of \$66.0 million. During the year ended December 31, 2010, the Company sold 100% of its ownership interest in two operating properties and one property in development for net proceeds of \$34.9 million. During the year ended December 31, 2009, the Company sold 100% of its ownership interest in one operating property and four properties in development for proceeds of \$73.0 million, net of notes receivable taken by the Company of \$20.4 million of which \$8.9 million was subsequently paid in full in May 2009. The combined operating income and gain on the sale of these properties and properties classified as held-for-sale were reclassified to discontinued operations. The revenues from properties included in discontinued operations were approximately \$7.7 million, \$11.4 million, and \$19.3 million for the years ended December 31, 2011, 2010, and 2009, respectively. The operating income and gain on sales of properties included in discontinued operations are reported net of income taxes, if the property is sold by Regency Realty Group, Inc., a wholly-owned subsidiary of the Operating Partnership, which is a Taxable REIT Subsidiary as defined in Section 856(l) of the Internal Revenue Code. During the years ended December 31, 2011, 2010, and 2009, approximately \$289,000, \$166,000, and \$2.1 million of income tax benefit were allocated to income from discontinued operations, respectively.

### 4. Investments in Real Estate Partnerships

The Company invests in real estate partnerships, which primarily include five co-investment partners and a closed-end real estate fund ("Regency Retail Partners" or the "Fund"). In addition to earning its pro-rata share of net income or loss in each of these real estate partnerships, the Company received recurring market-based fees for asset management, property management, and leasing as well as fees for investment and financing services, of \$29.0 million, \$25.1 million, and \$29.1 million and transaction fees of \$5.0 million, \$2.6 million, and \$7.8 million for the years ended December 31, 2011, 2010, and 2009, respectively.

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Investments in real estate partnerships as of December 31, 2011 consist of the following (in thousands):

|                                                                         | Ownership | Total<br>Investment | Total<br>Assets of<br>the<br>Partnership | Net Income<br>(Loss) of the<br>Partnership | The<br>Company's<br>Share of Net<br>Income (Loss)<br>of the<br>Partnership |
|-------------------------------------------------------------------------|-----------|---------------------|------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------|
| GRI - Regency, LLC (GRIR) <sup>(1)</sup>                                | 40.00%    | \$ 262,018          | 2,001,526                                | 18,244                                     | 7,266                                                                      |
| Macquarie CountryWide-Regency III, LLC<br>(MCWR III) <sup>(1)</sup>     | 24.95%    | 195                 | 61,867                                   | (493)                                      | (123)                                                                      |
| Macquarie CountryWide-Regency-DESCO,<br>LLC (MCWR-DESCO) <sup>(3)</sup> | —%        | —                   | —                                        | (1,752)                                    | (293)                                                                      |
| Columbia Regency Retail Partners, LLC<br>(Columbia I) <sup>(2)</sup>    | 20.00%    | 20,335              | 259,225                                  | 14,554                                     | 2,775                                                                      |
| Columbia Regency Partners II, LLC<br>(Columbia II) <sup>(2)</sup>       | 20.00%    | 9,686               | 317,720                                  | 910                                        | 179                                                                        |
| Cameron Village, LLC (Cameron)                                          | 30.00%    | 17,110              | 104,314                                  | 1,101                                      | 322                                                                        |
| RegCal, LLC (RegCal) <sup>(2)</sup>                                     | 25.00%    | 18,128              | 180,490                                  | 7,615                                      | 1,904                                                                      |
| Regency Retail Partners, LP (the Fund)                                  | 20.00%    | 16,430              | 333,013                                  | 265                                        | 268                                                                        |
| US Regency Retail I, LLC (USAA) <sup>(2)</sup>                          | 20.01%    | 3,093               | 127,763                                  | 1,215                                      | 243                                                                        |
| Other investments in real estate<br>partnerships                        | 50.00%    | 39,887              | 115,857                                  | 3,601                                      | (2,898)                                                                    |
| <b>Total</b>                                                            |           | <b>\$ 386,882</b>   | <b>3,501,775</b>                         | <b>45,260</b>                              | <b>9,643</b>                                                               |

<sup>(1)</sup> Effective January 1, 2010, this partnership agreement was amended to include a unilateral right to elect to dissolve the partnership and receive a DIK upon liquidation; therefore, the Company will apply the Restricted Gain Method for additional properties sold to this partnership on or after January 1, 2010. During 2011, the Company did not sell any properties to this real estate partnership.

<sup>(2)</sup> This partnership agreement has a unilateral right for election to dissolve the partnership and receive a DIK upon liquidation; therefore, the Company has applied the Restricted Gain Method to determine the amount of gain recognized on property sales to this partnership. During 2011, the Company did not sell any properties to this real estate partnership.

<sup>(3)</sup> At December 31, 2010, the Company's ownership interest in MCWR-DESCO was 16.35%. The liquidation of MCWR-DESCO was complete effective May 4, 2011.

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Investments in real estate partnerships as of December 31, 2010 consist of the following (in thousands):

|                                                                      | Ownership | Total<br>Investment | Total Assets<br>of the<br>Partnership | Net Income<br>(Loss) of the<br>Partnership | The Company's<br>Share of Net<br>Income (Loss) of<br>the Partnership |
|----------------------------------------------------------------------|-----------|---------------------|---------------------------------------|--------------------------------------------|----------------------------------------------------------------------|
| GRI - Regency, LLC (GRIR) <sup>(1)(3)(4)</sup>                       | 40.00%    | \$ 277,235          | 2,077,240                             | (15,113)                                   | (6,672)                                                              |
| Macquarie CountryWide-Regency III, LLC<br>(MCWR III) <sup>(1)</sup>  | 24.95%    | 63                  | 63,575                                | (432)                                      | (108)                                                                |
| Macquarie CountryWide-Regency-DESCO,<br>LLC (MCWR-DESCO)             | 16.35%    | 20,050              | 366,766                               | (4,913)                                    | (819)                                                                |
| Columbia Regency Retail Partners, LLC<br>(Columbia I) <sup>(2)</sup> | 20.00%    | 20,025              | 277,859                               | (14,922)                                   | (2,970)                                                              |
| Columbia Regency Partners II, LLC<br>(Columbia II) <sup>(2)</sup>    | 20.00%    | 9,815               | 302,394                               | (330)                                      | (69)                                                                 |
| Cameron Village, LLC (Cameron)                                       | 30.00%    | 17,604              | 105,953                               | (708)                                      | (221)                                                                |
| RegCal, LLC (RegCal) <sup>(2)</sup>                                  | 25.00%    | 15,340              | 183,507                               | 858                                        | 194                                                                  |
| Regency Retail Partners, LP (the Fund)                               | 20.00%    | 17,478              | 341,109                               | (18,942)                                   | (3,565)                                                              |
| US Regency Retail I, LLC (USAA) <sup>(2)</sup>                       | 20.01%    | 3,941               | 134,294                               | (441)                                      | (88)                                                                 |
| Other investments in real estate<br>partnerships                     | 50.00%    | 47,041              | 130,425                               | 3,180                                      | 1,434                                                                |
| <b>Total</b>                                                         |           | <b>\$ 428,592</b>   | <b>3,983,122</b>                      | <b>(51,763)</b>                            | <b>(12,884)</b>                                                      |

<sup>(1)</sup> As noted above, effective January 1, 2010, this partnership agreement was amended to include a unilateral right to elect to dissolve the partnership and receive a DIK upon liquidation; therefore, the Company will apply the Restricted Gain Method for additional properties sold to this partnership on or after January 1, 2010. During 2010, the Company did not sell any properties to this real estate partnership.

<sup>(2)</sup> As noted above, this partnership agreement has a unilateral right for election to dissolve the partnership and receive a DIK upon liquidation; therefore, the Company has applied the Restricted Gain Method to determine the amount of gain recognized on property sales to this partnership. During 2010, the Company did not sell any properties to this real estate partnership.

<sup>(3)</sup> During March 2010, an amendment was filed with the state of Delaware to change the name of the real estate partnership from Macquarie CountryWide - Regency II, LLC ("MCWR II") to GRI - Regency, LLC ("GRIR").

<sup>(4)</sup> On April 30, 2010, GRIR prepaid \$514.8 million of mortgage debt, without penalty, in order to minimize its future refinancing and interest rate risks. The Company contributed capital of \$206.7 million to GRIR for its pro-rata share of the repayment funded from its unsecured line of credit and available cash balances. Simultaneously, GRI closed on the purchase of its remaining 15% interest from CHRR, increasing its total ownership in the real estate partnership to 60%. As a part of this transaction, the Company also received a disposition fee of \$2.6 million equal to 1% of gross sales price paid by GRI. The Company retained asset management, property management, and leasing responsibilities. On June 2, 2010, GRIR closed on \$202.0 million of new ten year secured mortgage loans. The Company received \$79.6 million as its pro-rata share of the proceeds. On September 1, 2010, an additional \$47.2 million of mortgage debt was repaid, which also required pro-rata contributions from each joint venture partner.

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Summarized financial information for the investments in real estate partnerships on a combined basis, is as follows (in thousands):

|                                            | December 31,<br>2011 | December 31,<br>2010 |
|--------------------------------------------|----------------------|----------------------|
| Investment in real estate, net             | \$ 3,263,704         | 3,686,565            |
| Acquired lease intangible assets, net      | 85,232               | 120,163              |
| Other assets                               | 152,839              | 176,394              |
| Total assets                               | <u>\$ 3,501,775</u>  | <u>3,983,122</u>     |
| Notes payable                              | \$ 1,874,780         | 2,117,695            |
| Acquired lease intangible liabilities, net | 49,938               | 75,551               |
| Other liabilities                          | 67,495               | 69,230               |
| Capital - Regency                          | 512,421              | 557,374              |
| Capital - Third parties                    | 997,141              | 1,163,272            |
| Total liabilities and capital              | <u>\$ 3,501,775</u>  | <u>3,983,122</u>     |

The following table reconciles the Company's capital in unconsolidated partnerships to the Company's investments in real estate partnerships (in thousands):

|                                                               | December 31,<br>2011 | December 31,<br>2010 |
|---------------------------------------------------------------|----------------------|----------------------|
| Capital - Regency                                             | \$ 512,421           | 557,374              |
| less: Impairment                                              | (5,880)              | (8,750)              |
| less: Ownership percentage or Restricted Gain Method deferral | (41,456)             | (41,830)             |
| less: Net book equity in excess of purchase price             | (78,203)             | (78,202)             |
| Investments in real estate partnerships                       | <u>\$ 386,882</u>    | <u>428,592</u>       |

The Company's proportionate share of notes payable of the investments in real estate partnerships was \$610.4 million and \$663.1 million, respectively. The Company does not guarantee these loans with the exception of an \$8.8 million loan related to its 50% ownership interest in a single asset real estate partnership where the loan agreement contains "several" guarantees from each partner, which matured and was paid off in April 2011.

As of December 31, 2011, scheduled principal repayments on notes payable of the investments in real estate partnerships were as follows (in thousands):

| Scheduled Principal Payments by Year: | Scheduled<br>Principal<br>Payments | Mortgage Loan<br>Maturities |          | Unsecured<br>Maturities | Total     | Regency's<br>Pro-Rata<br>Share |
|---------------------------------------|------------------------------------|-----------------------------|----------|-------------------------|-----------|--------------------------------|
| 2012                                  | \$ 13,876                          | 234,838                     |          | 20,798                  | 269,512   | 101,896                        |
| 2013                                  | 17,666                             | 24,373                      |          | —                       | 42,039    | 15,306                         |
| 2014                                  | 18,505                             | 77,369                      |          | —                       | 95,874    | 28,582                         |
| 2015                                  | 18,599                             | 130,796                     |          | —                       | 149,395   | 48,258                         |
| 2016                                  | 15,730                             | 329,757                     |          | —                       | 345,487   | 104,233                        |
| Beyond 5 Years                        | 78,156                             | 890,081                     |          | —                       | 968,237   | 311,245                        |
| Unamortized debt premiums,<br>net     | —                                  | 4,236                       |          | —                       | 4,236     | 910                            |
| Total                                 | \$ 162,532                         | 1,691,450                   | 1,691.45 | 20,798                  | 1,874,780 | 610,430                        |

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The revenues and expenses for the investments in real estate partnerships on a combined basis are summarized as follows (in thousands):

|                                      |    | For the years ended December 31, |          |           |
|--------------------------------------|----|----------------------------------|----------|-----------|
|                                      |    | 2011                             | 2010     | 2009      |
| Total revenues                       | \$ | 399,091                          | 437,029  | 434,050   |
| Operating expenses:                  |    |                                  |          |           |
| Depreciation and amortization        |    | 134,236                          | 155,146  | 160,484   |
| Operating and maintenance            |    | 62,442                           | 67,541   | 63,855    |
| General and administrative           |    | 7,905                            | 7,383    | 8,247     |
| Real estate taxes                    |    | 49,103                           | 55,926   | 59,339    |
| Provision for doubtful accounts      |    | 3,160                            | 2,951    | 10,062    |
| Other expenses                       |    | 317                              | 715      | 2,098     |
| Total operating expenses             |    | 257,163                          | 289,662  | 304,085   |
| Other expense (income):              |    |                                  |          |           |
| Interest expense, net                |    | 112,099                          | 129,581  | 137,794   |
| Gain on sale of real estate          |    | (7,464)                          | (8,976)  | (6,141)   |
| Gain on extinguishment of debt       |    | (8,743)                          | —        | —         |
| Provision for impairment             |    | —                                | 78,908   | 104,416   |
| Other expense (income)               |    | 776                              | (383)    | 72        |
| Total other expense                  |    | 96,668                           | 199,130  | 236,141   |
| Net income (loss)                    | \$ | 45,260                           | (51,763) | (106,176) |
| Regency's share of net income (loss) | \$ | 9,643                            | (12,884) | (26,373)  |

5. Notes Receivable

The Company had notes receivable outstanding of \$35.8 million and \$35.9 million at December 31, 2011 and 2010, respectively. The loans have fixed interest rates ranging from 6.0% to 9.0% with maturity dates through January 2019 and are secured by real estate held as collateral.

6. Acquired Lease Intangibles

The Company had acquired lease intangible assets, net of amortization, of \$27.1 million and \$18.2 million at December 31, 2011 and 2010, respectively, of which \$21.9 million and \$15.7 million, respectively relates to in-place leases. These in-place leases had a remaining weighted average amortization period of 13.0 years. The aggregate amortization expense recorded for these in-place leases was \$3.4 million, \$2.3 million and \$2.7 million for the years ended December 31, 2011, 2010, and 2009, respectively. The Company had above-market lease intangible assets, net of amortization, of \$3.4 million and \$1.0 million at December 31, 2011 and 2010, respectively. The remaining weighted average amortization period was 6.8 years. The aggregate amortization expense recorded as a reduction to minimum rent for these above-market leases was approximately \$319,000, \$108,000 and \$102,000 for the years ended December 31, 2011, 2010, and 2009, respectively. The Company had above-market ground rent lease intangible assets, net of amortization, of \$1.7 million and \$1.6 million at December 31, 2011 and 2010, respectively. The remaining weighted average amortization period was 85.5 years.

The Company had acquired lease intangible liabilities, net of accretion, of \$12.7 million and \$6.7 million as of December 31, 2011 and 2010, respectively. The remaining weighted average accretion period is 11.9 years. The aggregate amount recorded as an increase to minimum rent for these below-market rents was approximately \$1.4 million, \$1.3 million, and \$1.9 million for the years ended December 31, 2011, 2010, and 2009, respectively.

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The estimated aggregate amortization and net accretion amounts from acquired lease intangibles for the next five years are as follows (in thousands):

| <b>Year Ending December 31,</b> | <b>Amortization<br/>Expense</b> | <b>Minimum Rent,<br/>net</b> |
|---------------------------------|---------------------------------|------------------------------|
| 2012                            | \$ 3,547                        | 1,007                        |
| 2013                            | 2,934                           | 907                          |
| 2014                            | 2,589                           | 879                          |
| 2015                            | 2,194                           | 696                          |
| 2016                            | 1,988                           | 587                          |

**7. Non-Qualified Deferred Compensation Plan**

The Company maintains a non-qualified deferred compensation plan ("NQDCP"). This plan allows select employees and directors to defer part or all of their salary, cash bonus, and restricted stock awards. Restricted stock awards that are designated to be deferred into the NQDCP upon vesting are classified as liabilities from the grant date through the vesting date. All contributions into the participants' accounts are fully vested upon contribution to the NQDCP and are deposited in a Rabbi trust.

The Company accounts for the NQDCP in accordance with FASB Accounting Standards Codification ASC Topic 710 and the restricted stock awards under Topic 718. The assets in the Rabbi trust remain subject to the claims of creditors of the Company and are not the property of the participant. The NQDCP allows participants to allocate their account balance among various investments, including several mutual funds and the Company's common stock. Effective June 20, 2011, the Company amended its NQDCP such that participant account balances held in the Regency common stock fund, including future deferrals of Regency common stock, must remain allocated to the Regency common stock fund and may only be distributed to the participant in the form of Regency common stock upon termination from the plan. Additionally, participant account balances allocated to various diversified mutual funds are prohibited from being allocated into the Regency common stock fund. The assets of the Rabbi trust, exclusive of the shares of the Company's common stock, are classified as trading securities on the accompanying Consolidated Balance Sheets, and accordingly, realized and unrealized gains and losses are recognized within income from deferred compensation plan in the accompanying Consolidated Statements of Operations. Investments in shares of the Company's common stock are included, at cost, as treasury stock in the accompanying Consolidated Balance Sheets of the Parent Company and as a reduction of general partner capital in the accompanying Consolidated Balance Sheets of the Operating Partnership. The participants' deferred compensation liability, exclusive of the shares of the Company's common stock after the June 20, 2011 amendment, is included within accounts payable and other liabilities in the accompanying Consolidated Balance Sheets and was \$21.1 million and \$35.0 million at December 31, 2011 and December 31, 2010, respectively. Increases or decreases in the deferred compensation liability, exclusive of amounts attributable to participant investments in the shares of the Company's common stock, are recorded as general and administrative expense within the accompanying Consolidated Statements of Operations. Changes in participant account balances related to the Regency common stock fund are recorded directly within stockholders' equity rather than general and administrative expense.

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During 2011, the Company determined that it had not properly accounted for the NQDCP or the unvested restricted stock awards which are deferred into the NQDCP in previously filed financial statements. The Company determined it should have been consolidating the assets, liabilities, and activities of the NQDCP and the unvested restricted stock awards which are deferred into the NQDCP should have been treated as liability-classified awards since they previously permitted settlement in assets other than Company stock. The liability-classified awards are included within accounts payable and other liabilities in the accompanying Consolidated Balance Sheet as of December 31, 2010. The Company reviewed the impact of these errors on the prior periods, and determined that the errors were not material. The effect of the correction, in the form of an increase (decrease), on each financial statement line item and per share amounts for each period presented are as follows (in thousands, except per share data):

|                                                                                           | 2010       | 2009        |
|-------------------------------------------------------------------------------------------|------------|-------------|
| <b>Statements of Operations:</b>                                                          |            |             |
| General and administrative expenses                                                       | \$ 5,180   | (956)       |
| Income on deferred compensation plan, net                                                 | 1,982      | 2,750       |
| Net income (loss) attributable to common stockholders                                     | \$ (3,198) | 3,706       |
|                                                                                           |            |             |
| Diluted EPS impact                                                                        | \$ (0.04)  | 0.05        |
|                                                                                           |            |             |
| <b>Balance Sheet:</b>                                                                     |            |             |
| Trading securities held in trust                                                          | \$ 20,891  |             |
| Accounts payables and other liabilities                                                   | 37,150     |             |
| Treasury stock                                                                            | 16,175     |             |
| Additional paid in capital                                                                | 1,605      |             |
| Distributions in excess of net income                                                     | 1,689      |             |
| General partner's capital                                                                 | (16,259)   |             |
|                                                                                           |            |             |
| <b>Cumulative effect of the change on opening retained earnings as of January 1, 2009</b> |            | \$ (20,538) |

8. Income Taxes

The following summarizes the tax status of dividends paid during the respective years:

|                    | 2011    | 2010 | 2009 |
|--------------------|---------|------|------|
| Dividend per share | \$ 1.85 | 1.85 | 2.11 |
| Ordinary income    | 33%     | 40%  | 54%  |
| Capital gain       | 1%      | 2%   | 14%  |
| Return of capital  | 66%     | 58%  | 32%  |

RRG is subject to federal and state income taxes and files separate tax returns. Income tax expense is included in other expenses in the accompanying Consolidated Statements of Operations and consists of the following for the years ended December 31, 2011, 2010, and 2009 (in thousands):

|                                      | 2011     | 2010    | 2009    |
|--------------------------------------|----------|---------|---------|
| <b>Income tax expense (benefit):</b> |          |         |         |
| Current                              | \$ 283   | (639)   | 4,692   |
| Deferred                             | 2,422    | (860)   | (4,894) |
| Total income tax expense (benefit)   | \$ 2,705 | (1,499) | (202)   |

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Income tax expense (benefit) is included in either other expenses if the related income is from continuing operations or discontinued operations on the Consolidated Statements of Operations as follows for the years ended December 31, 2011, 2010, and 2009 (in thousands):

|                                    | 2011            | 2010           | 2009         |
|------------------------------------|-----------------|----------------|--------------|
| Income tax expense (benefit) from: |                 |                |              |
| Continuing operations              | \$ 2,994        | (1,333)        | 1,883        |
| Discontinued operations            | (289)           | (166)          | (2,085)      |
| Total income tax expense (benefit) | <u>\$ 2,705</u> | <u>(1,499)</u> | <u>(202)</u> |

Income tax expense (benefit) differed from the amounts computed by applying the U.S. Federal income tax rate of 34% to pretax income of RRG for the years ended December 31, 2011, 2010, and 2009, respectively as follows (in thousands):

|                                                              | 2011            | 2010           | 2009         |
|--------------------------------------------------------------|-----------------|----------------|--------------|
| Computed expected tax expense (benefit)                      | \$ 1,089        | (3,368)        | (4,791)      |
| Increase (decrease) in income tax resulting from state taxes | 126             | (392)          | (558)        |
| Valuation allowance                                          | 1,438           | 286            | 4,755        |
| All other items                                              | 52              | 1,975          | 392          |
| Total income tax expense (benefit)                           | <u>\$ 2,705</u> | <u>(1,499)</u> | <u>(202)</u> |

For 2011, all other items principally represent permanent differences related to impairments and the effect of the change in state tax rate. For 2010, all other items principally represent straight line rents. For 2009, all other items principally represent the permanent differences related to prior year true-ups. Included in the income tax expense (benefit) disclosed above, the Company has approximately \$600,000 of state income tax expense at the Operating Partnership for the Texas Gross Margin Tax recorded in other expenses in the accompanying Consolidated Statements of Operations for each of the years ended December 31, 2011, 2010, and 2009.

The following table represents the Company's net deferred tax assets as of December 31, 2011 and 2010 recorded in other assets in the accompanying Consolidated Balance Sheets (in thousands):

|                          | 2011             | 2010          |
|--------------------------|------------------|---------------|
| Deferred tax assets      | \$ 22,260        | 23,189        |
| Deferred tax liabilities | (2,054)          | (1,999)       |
| Valuation allowance      | (6,479)          | (5,041)       |
| Net deferred tax assets  | <u>\$ 13,727</u> | <u>16,149</u> |

During 2011, 2010, and 2009, a provision for valuation allowance of \$1.4 million, approximately \$286,000, and \$4.8 million was recorded, respectively. During 2011, the increase in valuation allowance is due primarily to an increase of \$2.0 million for the valuation allowance established related to a property impairment which is not considered recoverable. The 2010 provision for valuation allowance of approximately \$286,000 was recorded for 100% of the charitable contribution carryforward. The 2009 provision for valuation allowance of \$4.8 million was recorded for 100% of the disallowed interest, under Section 163(j) of the Code.

In all cases, it was determined to be more likely than not that the asset would not be realized. Other deferred tax assets and deferred tax liabilities relate primarily to differences in the timing of the recognition of income or loss between U.S. GAAP and tax basis of accounting. As of December 31, 2011, excluding the provision for valuation allowance, significant portions of the deferred tax assets and deferred tax liabilities include a \$4.0 million deferred tax asset for capitalized costs under Section 263A of the Code, a \$9.7 million deferred tax asset related to the provision for impairment, an approximately \$300,000 deferred tax asset related to a net operating loss ("NOL") carryforward, and a \$2.0 million



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deferred tax liability related to straight line rents.

As of December 31, 2010, excluding the provision for valuation allowance, significant portions of the deferred tax assets and deferred tax liabilities include a \$5.1 million deferred tax asset for capitalized costs under Section 263A of the Code, a \$9.0 million deferred tax asset related to the provision for impairment, a \$2.7 million deferred tax asset related to a NOL carryforward, and a \$1.7 million deferred tax liability related to straight line rents. The Company assessed the components of the net deferred tax asset balance at December 31, 2011 and 2010, excluding the items for which a valuation allowance was provided, and determined that it is more likely than not that the assets will be utilized.

The Company accounts for uncertainties in income tax law in accordance with FASB ASC Topic 740. Under FASB ASC Topic 740, tax positions shall initially be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions shall initially and subsequently be measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and relevant facts. The Company believes that it has appropriate support for the income tax positions taken and to be taken on its tax returns and that its accruals for tax liabilities are adequate for all open tax years based on an assessment of many factors including past experience and interpretations of tax laws applied to the facts of each matter. Federal and state tax returns are open from 2008 and forward for the Company.

**9. Notes Payable and Unsecured Credit Facilities**

The Parent Company does not have any indebtedness, but guarantees all of the unsecured debt and 12.8% of the secured debt of the Operating Partnership.

*Notes Payable*

Notes payable consist of mortgage loans secured by properties and unsecured public debt. Mortgage loans may be prepaid, but could be subject to yield maintenance premiums. Mortgage loans are generally due in monthly installments of principal and interest or interest only, and mature over various terms through 2028, whereas, interest on unsecured public debt is payable semi-annually and the debt matures over various terms through 2021. Fixed interest rates on mortgage loans range from 5.22% to 8.40% with a weighted average rate of 6.43%. Fixed interest rates on unsecured public debt range from 4.80% to 6.75% with a weighted average rate of 5.59%. As of December 31, 2011, the Company had two variable rate mortgage loans, one in the amount of \$3.7 million with a variable interest rate equal to LIBOR plus 380 basis points maturing on October 1, 2014 and one in the amount of \$9.0 million with a variable interest rate of LIBOR plus 160 basis points maturing on September 1, 2014.

On January 18, 2011 and December 12, 2011, the Company repaid the maturing balances of \$161.7 million of 7.95% and \$20 million of 7.25% ten-year unsecured notes, respectively.

The Company is required to comply with certain financial covenants for its unsecured public debt as defined in the indenture agreements such as the following ratios: Consolidated Debt to Consolidated Assets, Consolidated Secured Debt to Consolidated Assets, Consolidated Income for Debt Service to Consolidated Debt Service, and Unencumbered Consolidated Assets to Unsecured Consolidated Debt. As of December 31, 2011, management of the Company believes it is in compliance with all financial covenants for its unsecured public debt.

*Unsecured Credit Facilities*

The Company has a \$600.0 million unsecured line of credit (the "Line") commitment under an agreement (the "Credit Agreement") with Wells Fargo Bank and a syndicate of other banks, which was amended on September 7, 2011 primarily to extend the maturity date to September 2015, and includes one, one year extension option. The Line has a variable interest rate of LIBOR plus 125 basis points and an annual facility fee of 25 basis points subject to Regency maintaining its corporate credit and senior unsecured ratings at BBB. In addition, the Company has the ability to increase the Line through an accordion feature to \$1.0 billion. Borrowing capacity is reduced by the balance of outstanding borrowings and commitments under outstanding letters of credit. The balance on the Line was \$40.0 million and \$10.0 million at December 31, 2011 and 2010, respectively. The proceeds from the Line are used to finance the acquisition and development of real estate and for general working-capital purposes.

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The Company is required to comply with certain financial covenants as defined in the Credit Agreement such as Minimum Tangible Net Worth, Ratio of Indebtedness to Total Asset Value ("TAV"), Ratio of Unsecured Indebtedness to Unencumbered Asset Value, Ratio of Adjusted Earnings Before Interest Taxes Depreciation and Amortization ("EBITDA") to Fixed Charges, Ratio of Secured Indebtedness to TAV, Ratio of Unencumbered Net Operating Income to Unsecured Interest Expense, and other covenants customary with this type of unsecured financing. As of December 31, 2011, management of the Company believes it is in compliance with all financial covenants for the Line.

The Company previously had a \$113.8 million revolving credit facility under an agreement with Wells Fargo Bank and a syndicate of other banks that matured in February 2011. There was no balance outstanding at December 31, 2010 and the Company did not renew this facility when it matured in February 2011.

On November 17, 2011, the Company entered into a \$250.0 million unsecured term loan (the "Term Loan") commitment under an agreement (the "Term Loan Agreement") with Wells Fargo Bank and a syndicate of other banks, which matures on December 15, 2016. The Term Loan has a variable interest rate of LIBOR plus 145 basis points subject to Regency maintaining its corporate credit and senior unsecured ratings at BBB. In addition, the Company has the ability to increase the Term Loan up to an amount not to exceed an additional \$150.0 million subject to the provisions of the Term Loan Agreement. There was no balance outstanding as of December 31, 2011 under the Term Loan.

The Term Loan includes financial covenants relating to minimum tangible net worth, ratio of indebtedness to total asset value, ratio of unsecured indebtedness to unencumbered asset value, ratio of adjusted EBITDA to fixed charges, ratio of secured indebtedness to total asset value, and ratio of unencumbered NOI to unsecured interest expense. The Term Loan also includes customary events of default for agreements of this type (with customary grace periods, as applicable). As of December 31, 2011, management of the Company believes it is in compliance with all financial covenants for its Term Loan.

The Company's outstanding debt at December 31, 2011 and 2010 consists of the following (in thousands):

|                              | 2011         | 2010      |
|------------------------------|--------------|-----------|
| Notes payable:               |              |           |
| Fixed rate mortgage loans    | \$ 439,880   | 402,151   |
| Variable rate mortgage loans | 12,665       | 11,189    |
| Fixed rate unsecured loans   | 1,489,895    | 1,671,129 |
| Total notes payable          | 1,942,440    | 2,084,469 |
| Unsecured credit facilities  | 40,000       | 10,000    |
| Total                        | \$ 1,982,440 | 2,094,469 |

As of December 31, 2011, scheduled principal payments and maturities on notes payable were as follows (in thousands):

| Scheduled Principal Payments and Maturities by Year: | Scheduled<br>Principal<br>Payments | Mortgage Loan<br>Maturities | Unsecured<br>Maturities <sup>(1)</sup> | Total     |
|------------------------------------------------------|------------------------------------|-----------------------------|----------------------------------------|-----------|
| 2012                                                 | \$ 6,998                           | —                           | 192,377                                | 199,375   |
| 2013                                                 | 6,996                              | 16,330                      | —                                      | 23,326    |
| 2014                                                 | 6,481                              | 28,519                      | 150,000                                | 185,000   |
| 2015                                                 | 5,169                              | 46,313                      | 390,000                                | 441,482   |
| 2016                                                 | 4,857                              | 14,161                      | —                                      | 19,018    |
| Beyond 5 Years                                       | 24,490                             | 288,046                     | 800,000                                | 1,112,536 |
| Unamortized debt (discounts) premiums, net           | —                                  | 4,185                       | (2,482)                                | 1,703     |
| Total                                                | \$ 54,991                          | 397,554                     | 1,529,895                              | 1,982,440 |

<sup>(1)</sup> Includes unsecured public debt and the Line. The Line is included in 2015 maturities and matures in September 2015.

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10. Derivative Financial Instruments

Risk Management Objective of Using Derivatives

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk primarily by managing the amount, sources, and duration of its debt funding and the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or future payment of known and uncertain cash amounts, the amount of which are determined by interest rates. The Company's derivative financial instruments are used to manage differences in the amount, timing, and duration of the Company's known or expected cash payments principally related to the Company's borrowings.

Cash Flow Hedges of Interest Rate Risk

The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate swaps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount.

The effective portion of changes in the fair value of derivatives designated and qualifying as cash flow hedges is recorded in accumulated other comprehensive loss and subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. Such derivatives are used to hedge the variable cash flows associated with forecasted issuances of debt (see "Objectives and Strategies" below for further discussion). The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings as a gain or loss on derivative instruments. During the years ended December 31, 2011, 2010 and 2009, the Company recognized a loss of approximately \$54,000, a gain of \$1.4 million, and a loss of \$3.3 million, respectively, for changes in hedge ineffectiveness attributable to revised inputs used in the valuation models to estimate effectiveness.

On September 29, 2011, the Company entered into the following interest rate swap transaction (in thousands):

| <b>Effective Date</b> | <b>Notional Amount</b> | <b>Bank Pays<br/>Variable Rate of</b> | <b>Regency Pays<br/>Fixed Rate of</b> |
|-----------------------|------------------------|---------------------------------------|---------------------------------------|
| October 1, 2011       | \$ 9,000               | 1 Month LIBOR                         | 0.76%                                 |

This interest rate swap is designated as a cash flow hedge and thus, qualifies for the accounting treatment discussed above.

On October 7, 2010, the Company paid \$36.7 million to settle the remaining \$140.7 million of interest rate swaps then outstanding. On October 7, 2010, the Company closed on \$250.0 million of 4.80% ten-year senior unsecured notes. The Company began amortizing the \$36.7 million loss realized from the swap settlement in October 2010 over a ten year period; therefore, the effective interest rate on these notes was 6.26%.

On June 1, 2010, the Company paid \$26.8 million to settle and partially settle \$150.0 million of its interest rate swaps then outstanding of \$290.7 million. On June 2, 2010 the Company also closed on \$150.0 million of ten-year senior unsecured notes with an interest rate of 6.00%. The Company began amortizing the \$26.8 million loss realized from the swap settlement in June 2010 over a ten year period; therefore, the effective interest rate on these notes was 7.67%.

Realized gains and losses associated with the settled interest rate swaps have been included in accumulated other comprehensive loss in the accompanying Consolidated Statements of Equity and Comprehensive Income (Loss) of the Parent Company and the accompanying Consolidated Statements of Capital and Comprehensive Income (Loss) of the Operating Partnership and are amortized as the corresponding hedged interest payments are made in future periods.

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The following table represents the effect of the derivative financial instruments on the accompanying consolidated financial statements for the years ended December 31, 2011, 2010, and 2009 (in thousands):

| Derivatives in FASB ASC Topic 815 Cash Flow Hedging Relationships: | Amount of Gain (Loss) Recognized in OCI on Derivative (Effective Portion) |          |        | Location of Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) | Amount of Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) |         |         | Location of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing) | Amount of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing) |       |         |
|--------------------------------------------------------------------|---------------------------------------------------------------------------|----------|--------|-------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|---------|---------|------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|-------|---------|
|                                                                    | December 31,                                                              |          |        |                                                                                           | December 31,                                                                            |         |         |                                                                                                                                    | December 31,                                                                                                                     |       |         |
|                                                                    | 2011                                                                      | 2010     | 2009   |                                                                                           | 2011                                                                                    | 2010    | 2009    |                                                                                                                                    | 2011                                                                                                                             | 2010  | 2009    |
| Interest rate products                                             | \$ 18                                                                     | (36,556) | 38,645 | Interest expense                                                                          | \$(9,467)                                                                               | (5,575) | (2,305) | Gain (loss) on derivative instruments                                                                                              | \$ (54)                                                                                                                          | 1,419 | (3,294) |

The unamortized balance of the settled interest rate swaps at December 31, 2011 and 2010 was \$72.0 million and \$81.5 million, respectively, of which the Company expects to amortize \$9.5 million during 2012.

The following table represents the fair value of the Company's derivative financial instruments as well as their classification on the Consolidated Balance Sheets as of December 31, 2011 and 2010 (in thousands):

| Liability Derivatives   |            |                         |            |
|-------------------------|------------|-------------------------|------------|
| As of December 31, 2011 |            | As of December 31, 2010 |            |
| Balance Sheet Location  | Fair Value | Balance Sheet Location  | Fair Value |
| Derivative instruments  | \$ 37      | Derivative instruments  | \$ —       |

#### Non-designated Hedges

The Company does not use derivatives for trading or speculative purposes and currently does not have any derivatives that are not designated as hedges.

#### Objectives and Strategies

The Company continuously monitors the capital markets and evaluates its ability to issue new debt to repay maturing debt or fund its commitments. Based upon the current capital markets, the Company's current credit ratings, and the number of high quality, unencumbered properties that it owns which could collateralize borrowings, the Company expects that it will successfully issue new secured or unsecured debt to fund its obligations.

## 11. Fair Value Measurements

### (a) Fair Value of Financial Instruments

The following provides information about the methods and assumptions used to estimate the fair value of the Company's financial instruments, including their estimated fair values.

#### Notes Receivable

The fair value of the Company's notes receivable is estimated based on the current market rates available for notes of the same terms and remaining maturities adjusted for customer specific credit risk. The fair value of notes receivable was determined using Level 3 inputs of the fair value hierarchy. Based on the estimates made by the Company, the fair value of notes receivable was \$35.3 million at December 31, 2011.

#### Trading Securities Held in Trust

The Company has investments in marketable securities that are classified as trading securities held in trust on the accompanying Consolidated Balance Sheets. The fair value of the trading securities held in trust was determined

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using quoted prices in active markets, considered Level 1 inputs of the fair value hierarchy. The fair value of the trading securities held in trust was \$21.7 million and \$20.9 million at December 31, 2011 and 2010, respectively. Changes in the value of trading securities are recorded within loss (income) from deferred compensation plan in the accompanying Consolidated Statements of Operations.

Notes Payable

The fair value of the Company's notes payable is estimated based on the current market rates available to the Company for debt of the same terms and remaining maturities. Fixed rate loans assumed in connection with real estate acquisitions are recorded in the accompanying consolidated financial statements at fair value at the time the property is acquired including those loans assumed in distribution-in-kind liquidations. The fair value of the notes payable was determined using Level 3 inputs of the fair value hierarchy. Based on the estimates used by the Company, the fair value of notes payable was \$2.1 billion at December 31, 2011 and 2010.

Unsecured Line of Credit

The fair value of the Company's Line is estimated based on the interest rates currently offered to the Company by the Company's bankers. Based on the recent amendment to the Line, the Company has determined that fair value approximates carrying value.

Derivative Financial Instruments

The valuation of these instruments is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves and implied volatilities. The Company incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements.

Although the Company has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads, to evaluate the likelihood of default by the Company and its counterparties.

(b) Fair Value Measurements

The following are fair value measurements recorded on a recurring basis as of December 31, 2011 and 2010, respectively (in thousands):

| Fair Value Measurements as of December 31, 2011 |           |                                                            |                                        |                                       |
|-------------------------------------------------|-----------|------------------------------------------------------------|----------------------------------------|---------------------------------------|
|                                                 |           | Quoted Prices in<br>Active Markets for<br>Identical Assets | Significant Other<br>Observable Inputs | Significant<br>Unobservable<br>Inputs |
| <u>December 31, 2011</u>                        | Balance   | (Level 1)                                                  | (Level 2)                              | (Level 3)                             |
| <u>Assets</u>                                   |           |                                                            |                                        |                                       |
| Trading securities held in trust                | \$ 21,713 | 21,713                                                     | —                                      | —                                     |
| Total                                           | \$ 21,713 | 21,713                                                     | —                                      | —                                     |
| <u>Liabilities:</u>                             |           |                                                            |                                        |                                       |
| Interest rate derivatives                       | \$ (37)   |                                                            | (38)                                   | 1                                     |

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| Fair Value Measurements as of December 31, 2010 |           |                                                            |                                           |                                       |
|-------------------------------------------------|-----------|------------------------------------------------------------|-------------------------------------------|---------------------------------------|
|                                                 |           | Quoted Prices in<br>Active Markets for<br>Identical Assets | Significant Other<br>Observable<br>Inputs | Significant<br>Unobservable<br>Inputs |
| <u>Assets</u>                                   | Balance   | (Level 1)                                                  | (Level 2)                                 | (Level 3)                             |
| Trading securities held in trust                | 20,891    | 20,891                                                     | —                                         | —                                     |
| Total                                           | \$ 20,891 | 20,891                                                     | —                                         | —                                     |

The following table presents fair value measurements of assets and liabilities that are measured at fair value on a nonrecurring basis at December 31, 2011:

|                                                       |          | Quoted<br>Prices in<br>Active<br>Markets for<br>Identical<br>Assets | Significant<br>Other<br>Observable<br>Inputs | Significant<br>Unobservable<br>Inputs | Total Gains<br>(Losses) |
|-------------------------------------------------------|----------|---------------------------------------------------------------------|----------------------------------------------|---------------------------------------|-------------------------|
| <u>Assets</u>                                         | Balance  | (Level 1)                                                           | (Level 2)                                    | (Level 3)                             |                         |
| Long-lived assets held and used                       |          |                                                                     |                                              |                                       |                         |
| Operating and development properties <sup>(1)</sup>   | \$ 5,520 | —                                                                   | —                                            | 5,520                                 | (11,843)                |
| Investment in real estate partnerships <sup>(1)</sup> | 1,893    | —                                                                   | —                                            | 1,893                                 | (4,580)                 |
| Total                                                 | \$ 7,413 | —                                                                   | —                                            | 7,413                                 | (16,423)                |

<sup>(1)</sup> Represents real estate investments for which the Company has recorded a provision for impairment during 2011.

Long-lived assets held and used are comprised primarily of real estate. The provision for impairment recognized during the year ended December 31, 2011 related to two operating properties. These properties exhibited weak operating fundamentals, including low economic occupancy for an extended period of time, which lead to the impairment. As a result, the Company evaluated the current fair value of the properties and recorded impairment losses.

Fair value was determined through the use of an income approach. The income approach estimates an income stream for a property (typically 10 years) and discounts this income plus a reversion (presumed sale) into a present value at a risk adjusted rate. Yield rates and growth assumptions utilized in this approach are derived from market transactions as well as other financial and industry data. The terminal cap rate and discount rate are significant inputs to this valuation. The Company has determined that the inputs used to value this long-lived asset falls within Level 3 of the fair value hierarchy.

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12. Equity and Capital

*Equity of the Parent Company*

Preferred Stock

The Series 3, 4, and 5 preferred shares are perpetual, are not convertible into common stock of the Parent Company, and are redeemable at par upon the Company's election beginning five years after the issuance date. None of the terms of the preferred stock contain any unconditional obligations that would require the Company to redeem the securities at any time or for any purpose. See Note 19, Subsequent Events.

Terms and conditions of the three series of preferred stock outstanding as of December 31, 2011 and 2010 are summarized as follows:

| Series   | Shares Outstanding | Liquidation Preference | Distribution Rate | Callable By Company |
|----------|--------------------|------------------------|-------------------|---------------------|
| Series 3 | 3,000,000          | \$ 75,000,000          | 7.45%             | 4/3/2008            |
| Series 4 | 5,000,000          | 125,000,000            | 7.25%             | 8/31/2009           |
| Series 5 | 3,000,000          | 75,000,000             | 6.70%             | 8/2/2010            |
|          | <u>11,000,000</u>  | <u>\$ 275,000,000</u>  |                   |                     |

Common Stock

On March 9, 2011, the Parent Company settled its forward sale agreements dated December 4, 2009 (the "Forward Equity Offering") with J.P. Morgan and Wells Fargo Securities by delivering an aggregate 8.0 million shares of common stock. Upon physical settlement of the Forward Equity Offering, the Company received net proceeds of approximately \$215.4 million. The Company used a portion of the proceeds to repay the Line, which had been drawn upon to repay unsecured notes of \$161.7 million that matured in January 2011.

Noncontrolling Interest of Preferred Units

The Series D preferred units were callable at par beginning September 29, 2009, have no stated maturity or mandatory redemption and pay a cumulative, quarterly dividend at a fixed rate. The Series D preferred units may be exchanged by the holder for cumulative redeemable preferred stock of the Parent Company at an exchange rate of one unit for one share. The Series D preferred units and the related preferred stock are not convertible into common stock of the Parent Company. See Note 19, Subsequent Events.

Terms and conditions for the Series D preferred units outstanding as of December 31, 2011 and 2010 are summarized as follows:

| Units Outstanding | Amount Outstanding | Distribution Rate | Callable by Company | Exchangeable by Unit holder |
|-------------------|--------------------|-------------------|---------------------|-----------------------------|
| 500,000           | \$ 50,000,000      | 7.45%             | 9/29/2009           | 1/1/2014                    |

Noncontrolling Interest of Exchangeable Operating Partnership Units

The Operating Partnership had 177,164 limited Partnership Units not owned by the Parent Company outstanding as of December 31, 2011 and 2010.

Noncontrolling Interests of Limited Partners' Interests in Consolidated Partnerships

Limited partners' interests in consolidated partnerships not owned by the Company are classified as noncontrolling interests on the accompanying Consolidated Balance Sheets of the Parent Company. Subject to certain conditions and pursuant to the conditions of the agreement, the Company has the right, but not the obligation, to purchase the other member's interest or sell its own interest in these consolidated partnerships. At December 31, 2011 and 2010, the Company's noncontrolling interest in these consolidated partnerships was \$13.1 million and \$10.8 million, respectively.

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*Capital of the Operating Partnership*

Preferred Units

The Series D Preferred Units are owned by institutional investors. As of December 31, 2011 and 2010, the face value of the Series D Preferred Units was \$50.0 million with a fixed distribution rate of 7.45% .

Preferred Units of General Partner

The Parent Company, as general partner, owns corresponding Series 3, 4, and 5 preferred unit interests ("Series 3, 4, and 5 Preferred Units") in the Operating Partnership. See above for further discussion.

General Partner

As of December 31, 2011 and 2010, the Parent Company, as general partner, owned approximately 99.8% or 89,921,858 of the total 90,099,022 Partnership Units outstanding and approximately 99.8% or 81,886,872 of the total 82,064,036 Partnership Units outstanding, respectively.

Limited Partners

The Operating Partnership had 177,164 limited Partnership Units outstanding as of December 31, 2011 and 2010.

Noncontrolling Interests of Limited Partners' Interests in Consolidated Partnerships

See above for further discussion.

13. Stock-Based Compensation

The Company recorded stock-based compensation in general and administrative expenses in the accompanying Consolidated Statements of Operations, the components of which are further described below for the years ended December 31, 2011, 2010, and 2009 (in thousands):

|                                      | 2011      | 2010  | 2009    |
|--------------------------------------|-----------|-------|---------|
| Restricted stock                     | \$ 10,659 | 7,236 | 5,227   |
| Directors' fees paid in common stock | 269       | 231   | 279     |
| Less: Amount capitalized             | (1,104)   | (852) | (1,574) |
| Total                                | \$ 9,824  | 6,615 | 3,932   |

The recorded amounts of stock-based compensation expense represent amortization of the grant date fair value of restricted stock awards over the respective vesting periods. Compensation expense specifically identifiable to development and leasing activities is capitalized and included above.

The Company established the Plan under which the Board of Directors may grant stock options and other stock-based awards to officers, directors, and other key employees. The Plan allows the Company to issue up to approximately 4.1 million shares in the form of the Parent Company's common stock or stock options. At December 31, 2011, there were approximately 3.2 million shares available for grant under the Plan either through options or restricted stock.

Stock options are granted under the Plan with an exercise price equal to the Parent Company's stock's price at the date of grant. All stock options granted have ten-year lives, contain vesting terms of one to five years from the date of grant and some have dividend equivalent rights.



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The fair value of each option award is estimated on the date of grant using the Black-Scholes-Merton closed-form ("Black-Scholes") option valuation model. The Company believes that the use of the Black-Scholes model meets the fair value measurement objectives of FASB ASC Topic 718 and reflects all substantive characteristics of the instruments being valued.

The following table reports stock option activity during the year ended December 31, 2011:

|                                                 | Number of<br>Options | Weighted<br>Average<br>Exercise<br>Price | Weighted<br>Average<br>Remaining<br>Contractual<br>Term<br>(in years) | Aggregate<br>Intrinsic<br>Value<br>(in thousands) |
|-------------------------------------------------|----------------------|------------------------------------------|-----------------------------------------------------------------------|---------------------------------------------------|
| Outstanding December 31, 2010                   | 442,880              | \$ 51.85                                 | 3.5                                                                   | \$ (4,255)                                        |
| Less: Exercised                                 | 12,561               | 35.61                                    |                                                                       |                                                   |
| Less: Forfeited                                 | 26,754               | 51.43                                    |                                                                       |                                                   |
| Less: Expired                                   | 17,416               | 58.28                                    |                                                                       |                                                   |
| Outstanding December 31, 2011                   | 386,149              | \$ 52.12                                 | 3.0                                                                   | \$ (5,598)                                        |
| Vested and expected to vest - December 31, 2011 | 386,149              | \$ 52.12                                 | 3.0                                                                   | \$ (5,598)                                        |
| Exercisable December 31, 2011                   | 386,149              | \$ 52.12                                 | 3.0                                                                   | \$ (5,598)                                        |

There were no stock options granted during 2011, 2010, or 2009. The total intrinsic value of options exercised during the years ended December 31, 2011, 2010, and 2009 was approximately \$130,000, \$1,000, and \$40,000, respectively. The Company issues new shares to fulfill option exercises from its authorized shares available.

The following table presents information regarding non-vested option activity during the year ended December 31, 2011:

|                                 | Non-vested<br>Number of<br>Options | Weighted<br>Average<br>Grant-Date<br>Fair Value |
|---------------------------------|------------------------------------|-------------------------------------------------|
| Non-vested at December 31, 2010 | 2,185                              | \$ 8.78                                         |
| Less: 2011 Vesting              | 2,185                              | 8.78                                            |
| Non-vested at December 31, 2011 | —                                  | \$ —                                            |

The Company grants restricted stock under the Plan to its employees as a form of long-term compensation and retention. The terms of each grant vary depending upon the participant's responsibilities and position within the Company. The Company's stock grants can be categorized as either time-based awards, performance-based awards, or market-based awards. All awards were valued at the fair market value on the date of grant, earn dividends throughout the vesting period, and have no voting rights. Compensation expense is measured at the grant date and recognized over the vesting period.

- Time-based awards vest 25% per year beginning on the first anniversary following the grant date. These grants are subject only to continued employment and not dependent on future performance measures; and accordingly, if such vesting criteria are not met, compensation cost previously recognized would be reversed. During 2011, the Company granted 128,139 shares of time-based awards.
- Performance-based awards are earned subject to future performance measurements, including individual goals, annual growth in earnings, and compounded three-year growth in earnings. Once the performance criteria are achieved and the actual number of shares earned is determined, shares will vest over a required service period. If such performance criteria are not met, compensation cost previously recognized would be reversed. The Company considers the likelihood of meeting the performance criteria based upon managements' estimates from which it determines the amounts recognized as expense on a periodic basis. During 2011, the Company granted 18,246 shares of performance-based awards.
- Market-based awards are earned dependent upon the Company's total shareholder return in relation to the shareholder return of peer indices over a three-year period ("TSR Grant"). Once the market criteria are met and

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the actual number of shares earned is determined, 100% of the earned shares vest. The probability of meeting the market criteria is considered when calculating the estimated fair market value on the date of grant using a Monte Carlo simulation. These awards were accounted for as awards with market criteria, with compensation cost recognized over the service period, regardless of whether the market criteria are achieved and the awards are ultimately earned and vest. During 2011, the Company granted 165,689 shares of market-based awards.

The following table reports non-vested restricted stock activity during the year ended December 31, 2011:

|                                       | Number of<br>Shares | Intrinsic<br>Value<br>(in thousands) | Weighted<br>Average<br>Grant<br>Price |
|---------------------------------------|---------------------|--------------------------------------|---------------------------------------|
| Non-vested at December 31, 2010       | 436,559             |                                      |                                       |
| Add: Time-based awards granted        | 128,139             |                                      | \$ 42.19                              |
| Add: Performance-based awards granted | 18,246              |                                      | \$ 41.54                              |
| Add: Market-based awards granted      | 165,689             |                                      | \$ 41.54                              |
| Less: Vested and Distributed          | 173,513             |                                      | \$ 43.06                              |
| Less: Forfeited                       | 12,861              |                                      | \$ 40.31                              |
| Non-vested at December 31, 2011       | <u>562,259</u>      | \$ 21,152                            |                                       |

The weighted-average grant price for restricted stock granted during the years ended December 31, 2011, 2010, and 2009 was \$41.81, \$35.65, and \$38.91, respectively. The total intrinsic value of restricted stock vested during the years ended December 31, 2011, 2010, and 2009 was \$7.5 million, \$6.1 million, and \$9.6 million, respectively.

As of December 31, 2011, there was \$13.3 million of unrecognized compensation cost related to non-vested restricted stock granted under the Parent Company's Long-Term Omnibus Plan. When recognized, this compensation results in additional paid in capital in the accompanying Consolidated Statements of Equity and Comprehensive Income (Loss) of the Parent Company and in general partner preferred and common units in the accompanying Consolidated Statements of Capital and Comprehensive Income (Loss) of the Operating Partnership. This unrecognized compensation cost is expected to be recognized over the next three years, through 2014. The Company issues new restricted stock from its authorized shares available at the date of grant.

The Company maintains a 401(k) retirement plan covering substantially all employees, which permits participants to defer up to the maximum allowable amount determined by the IRS of their eligible compensation. This deferred compensation, together with Company matching contributions equal to 100% of employee deferrals up to a maximum of \$4,000 of their eligible compensation, is fully vested and funded as of December 31, 2011. Costs related to matching portion of the plan were \$1.2 million, \$1.1 million, and \$1.4 million for the years ended December 31, 2011, 2010, and 2009, respectively.

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14. Earnings per Share and Unit

*Parent Company Earnings per Share*

The following summarizes the calculation of basic and diluted earnings per share for the years ended December 31, 2011, 2010, and 2009, respectively (in thousands except per share data):

|                                                            | Year to Date |          |          |
|------------------------------------------------------------|--------------|----------|----------|
|                                                            | 2011         | 2010     | 2009     |
| <u>Numerator:</u>                                          |              |          |          |
| Income from continuing operations                          | \$ 48,649    | 1,192    | (38,813) |
| Discontinued operations                                    | 7,139        | 11,809   | 9,777    |
| Net income                                                 | 55,788       | 13,001   | (29,036) |
| Less: Preferred stock dividends                            | 19,675       | 19,675   | 19,675   |
| Less: Noncontrolling interests                             | 4,418        | 4,185    | 3,961    |
| Net income attributable to common stockholders             | 31,695       | (10,859) | (52,672) |
| Less: Dividends paid on unvested restricted stock          | 615          | 542      | 488      |
| Net income attributable to common stockholders - basic     | 31,080       | (11,401) | (53,160) |
| Add: Dividends paid on Treasury Method restricted stock    | 18           | —        | —        |
| Net income for common stockholders - diluted               | \$ 31,098    | (11,401) | (53,160) |
| <u>Denominator:</u>                                        |              |          |          |
| Weighted average common shares outstanding for basic EPS   | 87,825       | 81,068   | 76,440   |
| Incremental shares under Forward Equity Offering           | 424          | 1,534    | 67       |
| Weighted average common shares outstanding for diluted EPS | 88,249       | 82,602   | 76,507   |
| <u>Income per common share – basic</u>                     |              |          |          |
| Continuing operations                                      | \$ 0.27      | (0.29)   | (0.82)   |
| Discontinued operations                                    | 0.08         | 0.15     | 0.12     |
| Net income attributable to common stockholders             | \$ 0.35      | (0.14)   | (0.70)   |
| <u>Income per common share – diluted</u>                   |              |          |          |
| Continuing operations                                      | \$ 0.27      | (0.28)   | (0.82)   |
| Discontinued operations                                    | 0.08         | 0.14     | 0.12     |
| Net income attributable to common stockholders             | \$ 0.35      | (0.14)   | (0.70)   |

Income (Loss) allocated to noncontrolling interests of the Operating Partnership has been excluded from the numerator and Exchangeable Operating Partnership units have been omitted from the denominator for the purpose of computing diluted earnings per share since the effect of including these amounts in the numerator and denominator would have no impact. Weighted average Exchangeable Operating Partnership units outstanding for the years ended December 31, 2011, 2010, and 2009 were 177,164, 270,706, and 468,211, respectively.

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*Operating Partnership Earnings per Unit*

The following summarizes the calculation of basic and diluted earnings per unit for the periods ended December 31, 2011 and 2010, respectively (in thousands except per unit data):

|                                                           | 2011      | 2010     | 2009     |
|-----------------------------------------------------------|-----------|----------|----------|
| <u>Numerator:</u>                                         |           |          |          |
| Income from continuing operations                         | \$ 48,649 | 1,192    | (38,813) |
| Discontinued operations                                   | 7,139     | 11,809   | 9,777    |
| Net income                                                | 55,788    | 13,001   | (29,036) |
| Less: Preferred unit distributions                        | 23,400    | 23,400   | 23,400   |
| Less: Noncontrolling interests                            | 590       | 376      | 452      |
| Net income attributable to common unit holders            | 31,798    | (10,775) | (52,888) |
| Less: Dividends paid on unvested restricted stock         | 615       | 542      | 488      |
| Net income attributable to common unit holders - basic    | 31,183    | (11,317) | (53,376) |
| Add: Dividends paid on Treasury Method restricted stock   | 18        | —        | —        |
| Net income for common unit holders - diluted              | \$ 31,201 | (11,317) | (53,376) |
| <u>Denominator:</u>                                       |           |          |          |
| Weighted average common units outstanding for basic EPU   | 88,002    | 81,339   | 76,908   |
| Incremental units under Forward Equity Offering           | 424       | 1,534    | —        |
| Weighted average common units outstanding for diluted EPU | 88,426    | 82,873   | 76,908   |
| <u>Income per common unit – basic</u>                     |           |          |          |
| Continuing operations                                     | \$ 0.27   | (0.29)   | (0.82)   |
| Discontinued operations                                   | 0.08      | 0.15     | 0.12     |
| Net income attributable to common unit holders            | \$ 0.35   | (0.14)   | (0.70)   |
| <u>Income per common unit – diluted</u>                   |           |          |          |
| Continuing operations                                     | \$ 0.27   | (0.28)   | (0.82)   |
| Discontinued operations                                   | 0.08      | 0.14     | 0.12     |
| Net income attributable to common unit holders            | \$ 0.35   | (0.14)   | (0.70)   |

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15. Operating Leases

The Company's properties are leased to tenants under operating leases with expiration dates extending to the year 2099. Future minimum rents under non-cancelable operating leases as of December 31, 2011, excluding both tenant reimbursements of operating expenses and additional percentage rent based on tenants' sales volume, are as follows (in thousands):

| <b>Year Ending December 31,</b> | <b>Amount</b>       |
|---------------------------------|---------------------|
| 2012                            | \$ 348,317          |
| 2013                            | 312,298             |
| 2014                            | 276,791             |
| 2015                            | 241,593             |
| 2016                            | 208,830             |
| Thereafter                      | 1,079,349           |
| <b>Total</b>                    | <b>\$ 2,467,178</b> |

The shopping centers' tenant base includes primarily national and regional supermarkets, drug stores, discount department stores and other retailers and, consequently, the credit risk is concentrated in the retail industry. There were no tenants that individually represented more than 5% of the Company's annualized future minimum rents.

The Company has shopping centers that are subject to non-cancelable long-term ground leases where a third party owns and has leased the underlying land to the Company to construct and/or operate a shopping center. Ground leases expire through the year 2058 and in most cases provide for renewal options. In addition, the Company has non-cancelable operating leases pertaining to office space from which it conducts its business. Office leases expire through the year 2018 and in most cases provide for renewal options. Leasehold improvements are capitalized, recorded as tenant improvements, and depreciated over the shorter of the useful life of the improvements or the lease term. Operating lease expense, including capitalized ground lease payments on properties in development, was \$9.2 million, \$8.1 million and \$7.9 million for the years ended December 31, 2011, 2010, and 2009, respectively. The following table summarizes the future obligations under non-cancelable operating leases as of December 31, 2011, (in thousands):

| <b>Year Ending December 31,</b> | <b>Amount</b>     |
|---------------------------------|-------------------|
| 2012                            | \$ 7,917          |
| 2013                            | 7,921             |
| 2014                            | 7,226             |
| 2015                            | 6,841             |
| 2016                            | 6,325             |
| Thereafter                      | 105,208           |
| <b>Total</b>                    | <b>\$ 141,438</b> |

16. Commitments and Contingencies

The Company is involved in litigation on a number of matters and is subject to certain claims which arise in the normal course of business, none of which, in the opinion of management, is expected to have a material adverse effect on the Company's consolidated financial position, results of operations, or liquidity. The Company is also subject to numerous environmental laws and regulations as they apply to real estate pertaining to chemicals used by the dry cleaning industry, the existence of asbestos in older shopping centers, and underground petroleum storage tanks. The Company believes that the ultimate disposition of currently known environmental matters will not have a material effect on its financial position, liquidity, or operations; however, it can give no assurance that existing environmental studies with respect to the shopping centers have revealed all potential environmental liabilities; that any previous owner, occupant or tenant did not create any material environmental condition not known to it; that the current environmental condition of the shopping centers will not be affected by tenants and occupants, by the condition of nearby properties, or by unrelated third parties; or that changes in applicable environmental laws and regulations or their interpretation will not result in additional

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environmental liability to the Company.

The Company has the right to issue letters of credit under the Line up to an amount not to exceed \$60.0 million which reduces the credit availability under the Line. The Company also has stand alone letters of credit with other banks. These letters of credit are primarily issued as collateral to facilitate the construction of development projects. As of December 31, 2011 and 2010, the Company had \$17.4 million and \$5.3 million letters of credit outstanding, respectively.

17. Reorganization and Restructuring Charges

During 2009, the Company announced restructuring plans designed to align employee headcount with projected workload. During 2009, the Company severed 103 employees with no future service requirement and recorded restructuring charges of \$7.5 million for employee severance benefits. There were no restructuring plans or charges in 2011 or 2010. Restructuring charges are included in general and administrative expenses in the accompanying Consolidated Statements of Operations. All severance payouts were completed by January 2010 and funded using cash from operations. The component charges of the restructuring program for the years ended December 31, 2011, 2010, and 2009 follows (in thousands):

|                    | 2011 | 2010 | 2009  |
|--------------------|------|------|-------|
| Severance          | —    | —    | 5,966 |
| Health insurance   | —    | —    | 1,092 |
| Placement services | —    | —    | 431   |
| Total              | —    | —    | 7,489 |

As of December 31, 2011 and 2010, there were no remaining accrued liabilities related to these restructuring activities.

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18. Summary of Quarterly Financial Data (Unaudited)

The following table sets forth selected Quarterly Financial Data for the Company on a historical basis for each of the years ended December 31, 2011 and 2010 and has been derived from the accompanying consolidated financial statements as reclassified for discontinued operations (in thousands except per share and per unit data):

| <b><u>2011:</u></b>                                                                 | <b><u>First</u></b>   | <b><u>Second</u></b>  | <b><u>Third</u></b>   | <b><u>Fourth</u></b>  |
|-------------------------------------------------------------------------------------|-----------------------|-----------------------|-----------------------|-----------------------|
|                                                                                     | <b><u>Quarter</u></b> | <b><u>Quarter</u></b> | <b><u>Quarter</u></b> | <b><u>Quarter</u></b> |
| <b><u>Operating Data:</u></b>                                                       |                       |                       |                       |                       |
| Revenues as originally reported                                                     | \$ 127,114            | 128,382               | 125,747               | 125,322               |
| Reclassified to discontinued operations                                             | (2,217)               | (2,459)               | (1,472)               | —                     |
| Adjusted Revenues                                                                   | \$ 124,897            | 125,923               | 124,275               | 125,322               |
| Net income (loss) attributable to common stockholders                               | \$ 2,185              | 12,861                | 8,510                 | 8,139                 |
| Net income (loss) of limited partners                                               | 13                    | 37                    | 27                    | 26                    |
| Net income (loss) attributable to common unit holders                               | \$ 2,198              | 12,898                | 8,537                 | 8,165                 |
| Net income (loss) attributable to common stock and unit holders per share and unit: |                       |                       |                       |                       |
| Basic                                                                               | \$ 0.02               | 0.14                  | 0.09                  | 0.10                  |
| Diluted                                                                             | \$ 0.02               | 0.14                  | 0.09                  | 0.10                  |
| <b><u>2010:</u></b>                                                                 |                       |                       |                       |                       |
| <b><u>Operating Data:</u></b>                                                       |                       |                       |                       |                       |
| Revenues as originally reported                                                     | \$ 124,368            | 121,600               | 121,410               | 119,901               |
| Reclassified to discontinued operations                                             | (2,531)               | (4,077)               | (2,193)               | (2,317)               |
| Adjusted Revenues                                                                   | \$ 121,837            | 117,523               | 119,217               | 117,584               |
| Net income (loss) attributable to common stockholders                               | \$ 11,399             | 7,748                 | 7,894                 | (37,900)              |
| Net income (loss) of limited partners                                               | 94                    | 27                    | 34                    | (71)                  |
| Net income (loss) attributable to common unit holders                               | \$ 11,493             | 7,775                 | 7,928                 | (37,971)              |
| Net income (loss) attributable to common stock and unit holders per share and unit: |                       |                       |                       |                       |
| Basic                                                                               | \$ 0.14               | 0.09                  | 0.10                  | (0.47)                |
| Diluted                                                                             | \$ 0.14               | 0.09                  | 0.09                  | (0.46)                |

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19. Subsequent Events

Pursuant to FASB ASC Topic 855, Subsequent Events, the Company evaluated subsequent events and transactions that occurred after the December 31, 2011, audited consolidated balance sheet date for potential recognition or disclosure in its consolidated financial statements.

- On January 15, 2012, the Company repaid the maturing balance of \$192.4 million of 6.75% ten-year unsecured notes.
- The Company has drawn \$150.0 million on its \$250 million Term Loan since December 31, 2011 to repay the 6.75% ten-year unsecured notes that matured in January 2012.
- On February 6, 2012, the Company announced it would redeem all issued and outstanding shares of the Parent Company's Series 3 and Series 4 Cumulative Redeemable Preferred Stock on March 31, 2012. The Company expects to reduce net income available to common stockholders through a non-cash charge of \$7 million at redemption. On February 9, 2012, the Operating Partnership purchased all of its issued and outstanding Series D Preferred Units, at 3.75% discount to par, resulting in an increase to net income available to common stockholders of approximately \$842,000. On February 16, 2012, the Parent Company issued 10 million shares of 6.625% Series 6 Cumulative Redeemable Preferred Stock with a liquidation preference of \$25 per share.



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**Schedule III - Consolidated Real Estate and Accumulated Depreciation**  
**December 31, 2011**  
**(in thousands)**

| Shopping Centers<br>(1)             | Initial Cost |                            | Cost<br>Capitalized<br>Subsequent<br>to<br>Acquisition<br>(2) | Total Cost |                            |                             |        | Accumulated<br>Depreciation | Total Cost                            |           |
|-------------------------------------|--------------|----------------------------|---------------------------------------------------------------|------------|----------------------------|-----------------------------|--------|-----------------------------|---------------------------------------|-----------|
|                                     | Land         | Building &<br>Improvements |                                                               | Land       | Building &<br>Improvements | Properties<br>held for Sale | Total  |                             | Net of<br>Accumulated<br>Depreciation | Mortgages |
| 4S COMMONS<br>TOWN CENTER           | \$30,760     | 35,830                     | (253)                                                         | 30,812     | 35,525                     | —                           | 66,337 | 9,860                       | 56,477                                | 62,500    |
| AIRPORT<br>CROSSING                 | 1,748        | 1,690                      | —                                                             | 1,748      | 1,690                      | —                           | 3,438  | 305                         | 3,133                                 | —         |
| AMERIGE HEIGHTS<br>TOWN CENTER      | 10,109       | 11,288                     | 179                                                           | 10,109     | 11,467                     | —                           | 21,576 | 1,348                       | 20,228                                | 17,000    |
| ANASTASIA PLAZA                     | 9,065        | —                          | (81)                                                          | 3,329      | 5,656                      | —                           | 8,985  | 479                         | 8,506                                 | —         |
| ANTHEM<br>HIGHLANDS<br>SHOPPING CTR | 8,643        | 11,981                     | (20,624)                                                      | —          | —                          | —                           | —      | —                           | —                                     | —         |
| ANTHEM<br>MARKETPLACE               | 6,714        | 13,696                     | 56                                                            | 6,714      | 13,753                     | —                           | 20,467 | 4,155                       | 16,312                                | —         |
| APPLEGATE RANCH<br>SHOPPING CTR     | 12,971       | 26,652                     | —                                                             | 12,971     | 26,652                     | —                           | 39,623 | 3,622                       | 36,001                                | —         |
| ASHBURN FARM<br>MARKET CENTER       | 9,835        | 4,812                      | 26                                                            | 9,835      | 4,838                      | —                           | 14,673 | 2,662                       | 12,011                                | —         |
| ASHFORD PLACE                       | 2,584        | 9,865                      | 335                                                           | 2,584      | 10,200                     | —                           | 12,784 | 4,850                       | 7,934                                 | —         |
| AUGUSTA CENTER                      | 5,142        | 2,720                      | (5,722)                                                       | 1,326      | 815                        | —                           | 2,141  | —                           | 2,141                                 | —         |
| AVENTURA<br>SHOPPING CENTER         | 2,751        | 10,459                     | 51                                                            | 2,751      | 10,510                     | —                           | 13,261 | 9,063                       | 4,198                                 | —         |
| BECKETT<br>COMMONS                  | 1,625        | 10,960                     | 692                                                           | 1,625      | 11,651                     | —                           | 13,276 | 3,767                       | 9,509                                 | —         |
| BELLEVUE<br>SQUARE                  | 8,132        | 9,756                      | 185                                                           | 8,132      | 9,941                      | —                           | 18,073 | 3,618                       | 14,455                                | 7,620     |
| BENEVA VILLAGE<br>SHOPS             | 2,484        | 10,162                     | 1,144                                                         | 2,484      | 11,306                     | —                           | 13,790 | 4,008                       | 9,782                                 | —         |
| BERKSHIRE<br>COMMONS                | 2,295        | 9,551                      | 813                                                           | 2,965      | 9,694                      | —                           | 12,659 | 5,019                       | 7,640                                 | 7,500     |
| BLOOMINGDALE<br>SQUARE              | 3,940        | 14,912                     | 344                                                           | 3,940      | 15,256                     | —                           | 19,196 | 5,754                       | 13,442                                | —         |
| BOULEVARD<br>CENTER                 | 3,659        | 10,787                     | 884                                                           | 3,659      | 11,671                     | —                           | 15,330 | 4,191                       | 11,139                                | —         |
| BOYNTON LAKES<br>PLAZA              | 2,628        | 11,236                     | (978)                                                         | 2,628      | 10,258                     | —                           | 12,886 | 3,799                       | 9,087                                 | —         |
| BRENTWOOD<br>PLAZA                  | 2,788        | 3,473                      | —                                                             | 2,788      | 3,473                      | —                           | 6,261  | 105                         | 6,156                                 | —         |
| BRIARCLIFF LA<br>VISTA              | 694          | 3,292                      | 149                                                           | 694        | 3,442                      | —                           | 4,136  | 1,919                       | 2,217                                 | —         |
| BRIARCLIFF<br>VILLAGE               | 4,597        | 24,836                     | 946                                                           | 4,597      | 25,783                     | —                           | 30,380 | 12,310                      | 18,070                                | —         |
| BRIDGETON                           | 3,033        | 8,137                      | —                                                             | 3,033      | 8,137                      | —                           | 11,170 | 224                         | 10,946                                | —         |
| BUCKHEAD COURT                      | 1,417        | 7,432                      | 198                                                           | 1,417      | 7,630                      | —                           | 9,047  | 4,032                       | 5,015                                 | —         |
| BUCKLEY SQUARE                      | 2,970        | 5,978                      | 310                                                           | 2,970      | 6,289                      | —                           | 9,259  | 2,574                       | 6,685                                 | —         |
| BUCKWALTER<br>PLACE SHOPPING<br>CTR | 6,563        | 6,590                      | 82                                                            | 6,592      | 6,643                      | —                           | 13,235 | 1,319                       | 11,916                                | —         |
| CALIGO CROSSING                     | 2,459        | 4,897                      | —                                                             | 2,459      | 4,897                      | —                           | 7,356  | 884                         | 6,472                                 | —         |
| CAMBRIDGE<br>SQUARE                 | 774          | 4,347                      | 600                                                           | 774        | 4,947                      | —                           | 5,721  | 2,012                       | 3,709                                 | —         |
| CARMEL<br>COMMONS                   | 2,466        | 12,548                     | 321                                                           | 2,466      | 12,868                     | —                           | 15,334 | 5,048                       | 10,286                                | —         |
| CARRIAGE GATE                       | 833          | 4,974                      | 183                                                           | 833        | 5,157                      | —                           | 5,990  | 3,444                       | 2,546                                 | —         |

**REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.**  
**Schedule III - Consolidated Real Estate and Accumulated Depreciation**  
**December 31, 2011**  
**(in thousands)**

| Shopping Centers<br>(1)              | Initial Cost |                            | Cost<br>Capitalized<br>Subsequent<br>to<br>Acquisition<br>(2) | Total Cost |                            |                             |        | Total Cost                  |                                       |           |
|--------------------------------------|--------------|----------------------------|---------------------------------------------------------------|------------|----------------------------|-----------------------------|--------|-----------------------------|---------------------------------------|-----------|
|                                      | Land         | Building &<br>Improvements |                                                               | Land       | Building &<br>Improvements | Properties<br>held for Sale | Total  | Accumulated<br>Depreciation | Net of<br>Accumulated<br>Depreciation | Mortgages |
| CENTERPLACE OF<br>GREELEY III        | 6,661        | 11,502                     | —                                                             | 6,661      | 11,502                     | —                           | 18,163 | 1,736                       | 16,427                                | —         |
| CHAPEL HILL<br>CENTRE                | 3,932        | 3,897                      | (7,823)                                                       | —          | 6                          | —                           | 6      | —                           | 6                                     | —         |
| CHASEWOOD<br>PLAZA                   | 4,612        | 20,829                     | 302                                                           | 4,663      | 21,080                     | —                           | 25,743 | 11,508                      | 14,235                                | —         |
| CHERRY GROVE                         | 3,533        | 15,862                     | 376                                                           | 3,533      | 16,239                     | —                           | 19,772 | 6,007                       | 13,765                                | —         |
| CHESHIRE<br>STATION                  | 9,896        | 8,344                      | 75                                                            | 9,896      | 8,419                      | —                           | 18,315 | 5,446                       | 12,869                                | —         |
| CLAYTON VALLEY<br>SHOPPING<br>CENTER | 24,189       | 35,422                     | 1,533                                                         | 24,538     | 36,606                     | —                           | 61,144 | 10,745                      | 50,399                                | —         |
| CLOVIS COMMONS                       | 11,100       | 32,692                     | 1,406                                                         | 12,134     | 33,063                     | —                           | 45,197 | 6,223                       | 38,974                                | —         |
| COCHRAN'S<br>CROSSING                | 13,154       | 12,315                     | 440                                                           | 13,154     | 12,755                     | —                           | 25,909 | 5,545                       | 20,364                                | —         |
| COOPER STREET                        | 2,079        | 10,682                     | (581)                                                         | 1,954      | 10,226                     | —                           | 12,180 | 3,485                       | 8,695                                 | —         |
| CORKSCREW<br>VILLAGE                 | 8,407        | 8,004                      | 52                                                            | 8,407      | 8,056                      | —                           | 16,463 | 1,433                       | 15,030                                | 8,670     |
| CORNERSTONE<br>SQUARE                | 1,772        | 6,944                      | (6)                                                           | 1,772      | 6,937                      | —                           | 8,709  | 3,366                       | 5,343                                 | —         |
| CORVALLIS<br>MARKET CENTER           | 6,674        | 12,244                     | 34                                                            | 6,696      | 12,256                     | —                           | 18,952 | 1,932                       | 17,020                                | —         |
| COSTA VERDE<br>CENTER                | 12,740       | 26,868                     | 664                                                           | 12,798     | 27,474                     | —                           | 40,272 | 10,706                      | 29,566                                | —         |
| COURTYARD<br>SHOPPING<br>CENTER      | 5,867        | 4                          | 3                                                             | 5,867      | 7                          | —                           | 5,874  | 1                           | 5,873                                 | —         |
| CULPEPER<br>COLONNADE                | 15,944       | 10,601                     | 39                                                            | 15,947     | 10,637                     | —                           | 26,584 | 3,223                       | 23,361                                | —         |
| DARDENNE<br>CROSSING                 | 4,194        | 4,005                      | —                                                             | 4,194      | 4,005                      | —                           | 8,199  | 142                         | 8,057                                 | —         |
| DEER SPRINGS<br>TOWN CENTER          | 41,031       | 42,841                     | —                                                             | 41,031     | 42,841                     | —                           | 83,872 | 6,300                       | 77,572                                | —         |
| DELK SPECTRUM                        | 2,985        | 12,001                     | 343                                                           | 2,989      | 12,340                     | —                           | 15,329 | 4,573                       | 10,756                                | —         |
| DIABLO PLAZA                         | 5,300        | 8,181                      | 587                                                           | 5,300      | 8,768                      | —                           | 14,068 | 3,006                       | 11,062                                | —         |
| DICKSON TN                           | 675          | 1,568                      | —                                                             | 675        | 1,568                      | —                           | 2,243  | 479                         | 1,764                                 | —         |
| DUNWOODY<br>VILLAGE                  | 3,342        | 15,934                     | 954                                                           | 3,342      | 16,888                     | —                           | 20,230 | 8,321                       | 11,909                                | —         |
| EAST POINTE                          | 1,730        | 7,189                      | 200                                                           | 1,730      | 7,389                      | —                           | 9,119  | 3,145                       | 5,974                                 | —         |
| EAST PORT PLAZA                      | 3,257        | 10,051                     | 4,502                                                         | 3,774      | 14,036                     | —                           | 17,810 | 3,913                       | 13,897                                | —         |
| EAST TOWNE<br>CENTER                 | 2,957        | 4,938                      | (76)                                                          | 2,957      | 4,861                      | —                           | 7,818  | 1,988                       | 5,830                                 | —         |
| EL CAMINO<br>SHOPPING<br>CENTER      | 7,600        | 11,538                     | 93                                                            | 7,600      | 11,631                     | —                           | 19,231 | 4,071                       | 15,160                                | —         |
| EL CERRITO PLAZA                     | 11,025       | 27,371                     | 280                                                           | 11,025     | 27,651                     | —                           | 38,676 | 2,969                       | 35,707                                | 40,559    |
| EL NORTE PKWY<br>PLAZA               | 2,834        | 7,370                      | 101                                                           | 2,840      | 7,465                      | —                           | 10,305 | 2,842                       | 7,463                                 | —         |
| ENCINA GRANDE                        | 5,040        | 11,572                     | 10                                                            | 5,040      | 11,582                     | —                           | 16,622 | 4,190                       | 12,432                                | —         |
| FAIRFAX<br>SHOPPING<br>CENTER        | 15,239       | 11,367                     | (5,596)                                                       | 13,111     | 7,899                      | —                           | 21,010 | 728                         | 20,282                                | —         |
| FALCON                               | 1,340        | 4,168                      | 16                                                            | 1,340      | 4,184                      | —                           | 5,524  | 795                         | 4,729                                 | —         |
| FENTON<br>MARKETPLACE                | 2,298        | 8,510                      | (8,734)                                                       | 512        | 1,563                      | —                           | 2,075  | 74                          | 2,001                                 | —         |

**REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.**  
**Schedule III - Consolidated Real Estate and Accumulated Depreciation**  
**December 31, 2011**  
**(in thousands)**

| Shopping Centers<br>(1)              | Initial Cost |                            | Cost<br>Capitalized<br>Subsequent<br>to<br>Acquisition<br>(2) | Total Cost |                            |                             |        | Accumulated<br>Depreciation | Total Cost                            |           |
|--------------------------------------|--------------|----------------------------|---------------------------------------------------------------|------------|----------------------------|-----------------------------|--------|-----------------------------|---------------------------------------|-----------|
|                                      | Land         | Building &<br>Improvements |                                                               | Land       | Building &<br>Improvements | Properties<br>held for Sale | Total  |                             | Net of<br>Accumulated<br>Depreciation | Mortgages |
| FIRST STREET<br>VILLAGE              | 4,161        | 8,103                      | —                                                             | 4,161      | 8,103                      | —                           | 12,264 | 1,720                       | 10,544                                | —         |
| FLEMING ISLAND                       | 3,077        | 11,587                     | 1,144                                                         | 3,111      | 12,696                     | —                           | 15,807 | 4,173                       | 11,634                                | 1,053     |
| FORT BEND<br>CENTER                  | 2,594        | 3,175                      | (5,768)                                                       | —          | —                          | —                           | —      | —                           | —                                     | —         |
| FORTUNA                              | 2,025        | —                          | 883                                                           | 2,908      | —                          | —                           | 2,908  | —                           | 2,908                                 | —         |
| FRANKFORT<br>CROSSING SHPG<br>CTR    | 7,417        | 8,065                      | 423                                                           | 7,418      | 8,488                      | —                           | 15,906 | 4,032                       | 11,874                                | —         |
| FRENCH VALLEY<br>VILLAGE CENTER      | 11,924       | 16,856                     | 7                                                             | 11,822     | 16,965                     | —                           | 28,787 | 5,185                       | 23,602                                | —         |
| FRIARS MISSION<br>CENTER             | 6,660        | 28,021                     | 350                                                           | 6,660      | 28,371                     | —                           | 35,031 | 9,282                       | 25,749                                | 506       |
| GARDENS SQUARE                       | 2,136        | 8,273                      | 210                                                           | 2,136      | 8,483                      | —                           | 10,619 | 3,202                       | 7,417                                 | —         |
| GARNER TOWNE<br>SQUARE               | 5,591        | 21,866                     | 104                                                           | 5,591      | 21,970                     | —                           | 27,561 | 7,447                       | 20,114                                | —         |
| GATEWAY 101                          | 24,971       | 9,113                      | 21                                                            | 24,971     | 9,134                      | —                           | 34,105 | 1,247                       | 32,858                                | —         |
| GATEWAY<br>SHOPPING<br>CENTER        | 52,665       | 7,134                      | 1,028                                                         | 52,672     | 8,155                      | —                           | 60,827 | 6,297                       | 54,530                                | 17,595    |
| GELSON'S<br>WESTLAKE<br>MARKET PLAZA | 3,157        | 11,153                     | 261                                                           | 3,157      | 11,414                     | —                           | 14,571 | 3,227                       | 11,344                                | —         |
| GLEN OAK PLAZA                       | 4,103        | 12,951                     | 219                                                           | 4,103      | 13,169                     | —                           | 17,272 | 612                         | 16,660                                | 4,816     |
| GLENWOOD<br>VILLAGE                  | 1,194        | 5,381                      | 38                                                            | 1,194      | 5,419                      | —                           | 6,613  | 2,899                       | 3,714                                 | —         |
| GOLDEN HILLS<br>PLAZA                | 12,699       | 18,482                     | —                                                             | 12,699     | 18,482                     | —                           | 31,181 | 1,734                       | 29,447                                | —         |
| GREENWOOD<br>SPRINGS                 | 2,720        | 3,059                      | (3,668)                                                       | 889        | 1,222                      | —                           | 2,111  | 92                          | 2,019                                 | —         |
| HANCOCK                              | 8,232        | 28,260                     | 712                                                           | 8,232      | 28,972                     | —                           | 37,204 | 10,459                      | 26,745                                | —         |
| HARPETH VILLAGE<br>FIELDSTONE        | 2,284        | 9,443                      | 175                                                           | 2,284      | 9,618                      | —                           | 11,902 | 3,388                       | 8,514                                 | —         |
| HERITAGE LAND                        | 12,390       | —                          | —                                                             | 12,390     | —                          | —                           | 12,390 | —                           | 12,390                                | —         |
| HERITAGE PLAZA                       | —            | 26,097                     | 372                                                           | —          | 26,469                     | —                           | 26,469 | 9,708                       | 16,761                                | —         |
| HERSHEY                              | 7            | 808                        | 5                                                             | 7          | 813                        | —                           | 820    | 228                         | 592                                   | —         |
| HIBERNIA<br>PAVILION                 | 4,929        | 5,065                      | 10                                                            | 4,929      | 5,074                      | —                           | 10,003 | 964                         | 9,039                                 | —         |
| HIBERNIA PLAZA                       | 267          | 230                        | 1                                                             | 267        | 231                        | —                           | 498    | 16                          | 482                                   | —         |
| HICKORY CREEK<br>PLAZA               | 5,629        | 4,564                      | —                                                             | 5,629      | 4,564                      | —                           | 10,193 | 1,143                       | 9,050                                 | —         |
| HILLCREST<br>VILLAGE                 | 1,600        | 1,909                      | —                                                             | 1,600      | 1,909                      | —                           | 3,509  | 640                         | 2,869                                 | —         |
| HINSDALE                             | 5,734        | 16,709                     | 807                                                           | 5,734      | 17,516                     | —                           | 23,250 | 6,233                       | 17,017                                | —         |
| HORTON'S<br>CORNER                   | 3,137        | 2,779                      | 29                                                            | 3,216      | 2,729                      | —                           | 5,945  | 523                         | 5,422                                 | —         |
| HOWELL MILL<br>VILLAGE               | 5,157        | 14,279                     | 327                                                           | 5,157      | 14,606                     | —                           | 19,763 | 1,406                       | 18,357                                | —         |
| HYDE PARK                            | 9,809        | 39,905                     | 975                                                           | 9,809      | 40,879                     | —                           | 50,688 | 16,147                      | 34,541                                | —         |
| INDIO TOWNE<br>CENTER                | 17,946       | 31,985                     | —                                                             | 17,946     | 31,985                     | —                           | 49,931 | 4,528                       | 45,403                                | —         |
| INGLEWOOD<br>PLAZA                   | 1,300        | 2,159                      | 28                                                            | 1,300      | 2,187                      | —                           | 3,487  | 811                         | 2,676                                 | —         |

**REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.**  
**Schedule III - Consolidated Real Estate and Accumulated Depreciation**  
**December 31, 2011**  
(in thousands)

| Shopping Centers<br>(1)         | Initial Cost |                            | Cost<br>Capitalized<br>Subsequent<br>to<br>Acquisition<br>(2) | Total Cost |                            |                             |        | Accumulated<br>Depreciation | Total Cost                            |           |
|---------------------------------|--------------|----------------------------|---------------------------------------------------------------|------------|----------------------------|-----------------------------|--------|-----------------------------|---------------------------------------|-----------|
|                                 | Land         | Building &<br>Improvements |                                                               | Land       | Building &<br>Improvements | Properties<br>held for Sale | Total  |                             | Net of<br>Accumulated<br>Depreciation | Mortgages |
| JEFFERSON<br>SQUARE             | 5,167        | 6,445                      | —                                                             | 5,167      | 6,445                      | —                           | 11,612 | 742                         | 10,870                                | —         |
| KELLER TOWN<br>CENTER           | 2,294        | 12,841                     | 76                                                            | 2,294      | 12,916                     | —                           | 15,210 | 4,280                       | 10,930                                | —         |
| KINGS CROSSING<br>SUN CITY      | 515          | 1,246                      | 90                                                            | 515        | 1,335                      | —                           | 1,850  | 201                         | 1,649                                 | —         |
| KIRKWOOD<br>COMMONS             | 6,772        | 16,224                     | —                                                             | 6,772      | 16,224                     | —                           | 22,996 | 385                         | 22,611                                | 12,353    |
| KROGER NEW<br>ALBANY CENTER     | 3,844        | 6,599                      | 252                                                           | 3,844      | 6,851                      | —                           | 10,695 | 3,523                       | 7,172                                 | 3,665     |
| KULPSVILLE                      | 5,518        | 3,756                      | 149                                                           | 5,614      | 3,810                      | —                           | 9,424  | 521                         | 8,903                                 | —         |
| LAKE PINE PLAZA                 | 2,008        | 7,632                      | 65                                                            | 2,029      | 7,676                      | —                           | 9,705  | 2,748                       | 6,957                                 | —         |
| LEBANON/LEGACY<br>CENTER        | 3,913        | 7,874                      | 82                                                            | 3,913      | 7,956                      | —                           | 11,869 | 3,604                       | 8,265                                 | —         |
| LEBANON CENTER                  | 3,865        | 5,751                      | 4                                                             | 3,865      | 5,755                      | —                           | 9,620  | 1,144                       | 8,476                                 | —         |
| LEGACY WEST                     | 1,770        | —                          | (999)                                                         | 770        | —                          | —                           | 770    | —                           | 770                                   | —         |
| LITTLETON SQUARE                | 2,030        | 8,859                      | 179                                                           | 2,030      | 9,038                      | —                           | 11,068 | 3,038                       | 8,030                                 | —         |
| LLOYD KING<br>CENTER            | 1,779        | 10,060                     | 181                                                           | 1,779      | 10,241                     | —                           | 12,020 | 3,612                       | 8,408                                 | —         |
| LOEHMANN'S PLAZA                | 3,983        | 18,687                     | 373                                                           | 3,983      | 19,060                     | —                           | 23,043 | 8,398                       | 14,645                                | —         |
| LOEHMANN'S PLAZA<br>CALIFORNIA  | 5,420        | 9,450                      | 409                                                           | 5,420      | 9,860                      | —                           | 15,280 | 3,479                       | 11,801                                | —         |
| LOVELAND<br>SHOPPING CENTER     | 157          | —                          | —                                                             | 157        | —                          | —                           | 157    | —                           | 157                                   | —         |
| LOWER NAZARETH<br>COMMONS       | 15,992       | 12,964                     | —                                                             | 15,992     | 12,964                     | —                           | 28,956 | 2,070                       | 26,886                                | —         |
| MARKET AT OPITZ<br>CROSSING     | 9,902        | 9,248                      | (5,916)                                                       | 6,597      | 6,637                      | —                           | 13,234 | 503                         | 12,731                                | —         |
| MARKET AT<br>PRESTON FOREST     | 4,400        | 11,445                     | 701                                                           | 4,400      | 12,146                     | —                           | 16,546 | 3,979                       | 12,567                                | —         |
| MARKET AT ROUND<br>ROCK         | 2,000        | 9,676                      | 3,752                                                         | 2,000      | 13,428                     | —                           | 15,428 | 3,852                       | 11,576                                | —         |
| MARKETPLACE AT<br>BRIARGATE     | 1,706        | 4,885                      | (7)                                                           | 1,727      | 4,858                      | —                           | 6,585  | 1,166                       | 5,419                                 | —         |
| MARKETPLACE<br>SHOPPING CENTER  | 1,287        | 5,509                      | 3,986                                                         | 1,287      | 9,495                      | —                           | 10,782 | 2,510                       | 8,272                                 | —         |
| MARTIN DOWNS<br>TOWN CENTER     | 1,364        | 5,187                      | 31                                                            | 1,364      | 5,217                      | —                           | 6,581  | 2,032                       | 4,549                                 | —         |
| MARTIN DOWNS<br>VILLAGE CENTER  | 2,438        | 9,142                      | 941                                                           | 2,442      | 10,078                     | —                           | 12,520 | 5,778                       | 6,742                                 | —         |
| MARTIN DOWNS<br>VILLAGE SHOPPES | 817          | 4,965                      | 215                                                           | 817        | 5,180                      | —                           | 5,997  | 2,577                       | 3,420                                 | —         |
| MIDDLE CREEK<br>COMMONS         | 5,042        | 8,100                      | 94                                                            | 5,042      | 8,194                      | —                           | 13,236 | 1,666                       | 11,570                                | —         |
| MILLHOPPER<br>SHOPPING CENTER   | 1,073        | 5,358                      | 4,501                                                         | 1,796      | 9,136                      | —                           | 10,932 | 4,485                       | 6,447                                 | —         |
| MOCKINGBIRD<br>COMMON           | 3,000        | 10,728                     | 495                                                           | 3,000      | 11,223                     | —                           | 14,223 | 4,043                       | 10,180                                | 10,300    |
| MONUMENT<br>JACKSON CREEK       | 2,999        | 6,765                      | 601                                                           | 2,999      | 7,367                      | —                           | 10,366 | 3,491                       | 6,875                                 | —         |
| MORNINGSIDE<br>PLAZA            | 4,300        | 13,951                     | 264                                                           | 4,300      | 14,215                     | —                           | 18,515 | 4,915                       | 13,600                                | —         |
| MURRAYHILL<br>MARKETPLACE       | 2,670        | 18,401                     | 276                                                           | 2,670      | 18,677                     | —                           | 21,347 | 6,851                       | 14,496                                | 7,542     |
| NAPLES WALK                     | 18,173       | 13,554                     | 55                                                            | 18,173     | 13,608                     | —                           | 31,781 | 2,313                       | 29,468                                | 16,441    |

**REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.**  
**Schedule III - Consolidated Real Estate and Accumulated Depreciation**  
**December 31, 2011**  
**(in thousands)**

| Shopping Centers<br>(1)        | Initial Cost |                            | Cost<br>Capitalized<br>Subsequent<br>to<br>Acquisition<br>(2) | Total Cost |                            |                             |        | Total Cost                  |                                       |           |
|--------------------------------|--------------|----------------------------|---------------------------------------------------------------|------------|----------------------------|-----------------------------|--------|-----------------------------|---------------------------------------|-----------|
|                                | Land         | Building &<br>Improvements |                                                               | Land       | Building &<br>Improvements | Properties<br>held for Sale | Total  | Accumulated<br>Depreciation | Net of<br>Accumulated<br>Depreciation | Mortgages |
| NASHBORO VILLAGE               | 1,824        | 7,678                      | —                                                             | 1,824      | 7,678                      | —                           | 9,502  | 2,506                       | 6,996                                 | —         |
| NEWBERRY SQUARE                | 2,412        | 10,150                     | 255                                                           | 2,412      | 10,404                     | —                           | 12,816 | 5,862                       | 6,954                                 | —         |
| NEWLAND CENTER                 | 12,500       | 10,697                     | 475                                                           | 12,500     | 11,172                     | —                           | 23,672 | 4,320                       | 19,352                                | —         |
| NORTH HILLS                    | 4,900        | 19,774                     | 609                                                           | 4,900      | 20,384                     | —                           | 25,284 | 6,739                       | 18,545                                | —         |
| NORTHGATE PLAZA (MAXTOWN ROAD) | 1,769        | 6,652                      | 40                                                            | 1,769      | 6,692                      | —                           | 8,461  | 2,565                       | 5,896                                 | —         |
| NORTHGATE SQUARE               | 5,011        | 8,692                      | 108                                                           | 5,011      | 8,799                      | —                           | 13,810 | 1,486                       | 12,324                                | 5,971     |
| NORTHLAKE VILLAGE              | 2,662        | 11,284                     | 334                                                           | 2,662      | 11,619                     | —                           | 14,281 | 3,707                       | 10,574                                | —         |
| OAKBROOK PLAZA                 | 4,000        | 6,668                      | 173                                                           | 4,000      | 6,841                      | —                           | 10,841 | 2,483                       | 8,358                                 | —         |
| OAKLEAF COMMONS                | 3,503        | 11,671                     | 8                                                             | 3,503      | 11,679                     | —                           | 15,182 | 2,174                       | 13,008                                | —         |
| OAK SHADE TOWN CENTER          | 6,591        | 28,966                     | —                                                             | 6,591      | 28,966                     | —                           | 35,557 | 353                         | 35,204                                | 10,978    |
| OCALA CORNERS                  | 1,816        | 10,515                     | —                                                             | 1,816      | 10,515                     | —                           | 12,331 | 269                         | 12,062                                | 5,549     |
| OLD ST AUGUSTINE PLAZA         | 2,368        | 11,405                     | 248                                                           | 2,368      | 11,653                     | —                           | 14,021 | 4,821                       | 9,200                                 | —         |
| ORANGEBURG & CENTRAL           | 2,071        | 2,384                      | (86)                                                          | 2,071      | 2,298                      | —                           | 4,369  | 416                         | 3,953                                 | —         |
| ORCHARDS MARKET CENTER II      | 6,602        | 9,690                      | (2,975)                                                       | 5,497      | 7,819                      | —                           | 13,316 | 401                         | 12,915                                | —         |
| PACES FERRY PLAZA              | 2,812        | 12,639                     | 102                                                           | 2,812      | 12,741                     | —                           | 15,553 | 6,004                       | 9,549                                 | —         |
| PANTHER CREEK                  | 14,414       | 14,748                     | 2,226                                                         | 15,212     | 16,176                     | —                           | 31,388 | 6,781                       | 24,607                                | —         |
| PARK PLACE SHOPPING CENTER     | 2,232        | 5,027                      | (7,259)                                                       | —          | —                          | —                           | —      | —                           | —                                     | —         |
| PASEO DEL SOL                  | 9,477        | 1,331                      | 13,706                                                        | 11,393     | 13,121                     | —                           | 24,514 | 3,104                       | 21,410                                | —         |
| PEARTREE VILLAGE               | 5,197        | 19,746                     | 758                                                           | 5,197      | 20,504                     | —                           | 25,701 | 7,868                       | 17,833                                | 9,063     |
| PHENIX CROSSING                | 1,544        | —                          | (500)                                                         | 1,044      | —                          | —                           | 1,044  | —                           | 1,044                                 | —         |
| PIKE CREEK                     | 5,153        | 20,652                     | 163                                                           | 5,153      | 20,815                     | —                           | 25,968 | 7,778                       | 18,190                                | —         |
| PIMA CROSSING                  | 5,800        | 28,143                     | 919                                                           | 5,800      | 29,062                     | —                           | 34,862 | 10,204                      | 24,658                                | —         |
| PINE LAKE VILLAGE              | 6,300        | 10,991                     | 536                                                           | 6,300      | 11,527                     | —                           | 17,827 | 3,880                       | 13,947                                | —         |
| PINE TREE PLAZA                | 668          | 6,220                      | 36                                                            | 668        | 6,256                      | —                           | 6,924  | 2,324                       | 4,600                                 | —         |
| PLAZA HERMOSA                  | 4,200        | 10,109                     | 258                                                           | 4,200      | 10,367                     | —                           | 14,567 | 3,407                       | 11,160                                | 13,800    |
| PLAZA RIO VISTA                | 7,034        | 11,874                     | —                                                             | 7,034      | 11,874                     | —                           | 18,908 | 1,805                       | 17,103                                | —         |
| POWELL STREET PLAZA            | 8,248        | 30,716                     | 1,171                                                         | 8,248      | 31,888                     | —                           | 40,136 | 8,258                       | 31,878                                | —         |
| POWERS FERRY SQUARE            | 3,687        | 17,965                     | 346                                                           | 3,687      | 18,312                     | —                           | 21,999 | 8,873                       | 13,126                                | —         |
| POWERS FERRY VILLAGE           | 1,191        | 4,672                      | 177                                                           | 1,191      | 4,849                      | —                           | 6,040  | 2,313                       | 3,727                                 | —         |
| PRAIRIE CITY CROSSING          | 4,164        | 13,032                     | 383                                                           | 4,164      | 13,415                     | —                           | 17,579 | 3,708                       | 13,871                                | —         |
| PRESTON PARK                   | 6,400        | 54,817                     | (337)                                                         | 5,733      | 55,147                     | —                           | 60,880 | 20,015                      | 40,865                                | —         |

**REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.**  
**Schedule III - Consolidated Real Estate and Accumulated Depreciation**  
**December 31, 2011**  
**(in thousands)**

| Shopping Centers<br>(1)        | Initial Cost |                            | Cost<br>Capitalized<br>Subsequent<br>to<br>Acquisition<br>(2) | Total Cost |                            |                             |         | Accumulated<br>Depreciation | Total Cost                            |           |
|--------------------------------|--------------|----------------------------|---------------------------------------------------------------|------------|----------------------------|-----------------------------|---------|-----------------------------|---------------------------------------|-----------|
|                                | Land         | Building &<br>Improvements |                                                               | Land       | Building &<br>Improvements | Properties<br>held for Sale | Total   |                             | Net of<br>Accumulated<br>Depreciation | Mortgages |
| PRESTONBROOK                   | 7,069        | 8,622                      | 68                                                            | 7,069      | 8,690                      | —                           | 15,759  | 4,539                       | 11,220                                | 6,800     |
| PRESTONWOOD<br>PARK            | 7,399        | 9,012                      | (16,412)                                                      | —          | —                          | —                           | —       | —                           | —                                     | —         |
| RED BANK                       | 10,336       | 9,505                      | (203)                                                         | 10,107     | 9,531                      | —                           | 19,638  | 639                         | 18,999                                | —         |
| REGENCY<br>COMMONS             | 3,917        | 3,616                      | 43                                                            | 3,917      | 3,659                      | —                           | 7,576   | 1,257                       | 6,319                                 | —         |
| REGENCY SQUARE                 | 4,770        | 25,191                     | 1,873                                                         | 4,770      | 27,064                     | —                           | 31,834  | 16,832                      | 15,002                                | —         |
| RIVERMONT<br>STATION           | 2,887        | 10,648                     | (13,535)                                                      | —          | —                          | —                           | —       | —                           | —                                     | —         |
| ROCKWALL TOWN<br>CENTER        | 4,438        | 5,140                      | (73)                                                          | 4,438      | 5,068                      | —                           | 9,506   | 1,562                       | 7,944                                 | —         |
| RONA PLAZA                     | 1,500        | 4,917                      | 117                                                           | 1,500      | 5,035                      | —                           | 6,535   | 1,876                       | 4,659                                 | —         |
| RUSSELL RIDGE                  | 2,234        | 6,903                      | 503                                                           | 2,234      | 7,406                      | —                           | 9,640   | 3,201                       | 6,439                                 | —         |
| SAMMAMISH-<br>HIGHLANDS        | 9,300        | 8,075                      | 370                                                           | 9,300      | 8,445                      | —                           | 17,745  | 2,879                       | 14,866                                | —         |
| SAN LEANDRO<br>PLAZA           | 1,300        | 8,226                      | 29                                                            | 1,300      | 8,256                      | —                           | 9,556   | 2,843                       | 6,713                                 | —         |
| SAUGUS                         | 19,201       | 17,984                     | —                                                             | 19,201     | 17,984                     | —                           | 37,185  | 2,734                       | 34,451                                | —         |
| SEMINOLE<br>SHOPPES            | 8,593        | 7,523                      | —                                                             | 8,593      | 7,523                      | —                           | 16,116  | 369                         | 15,747                                | 9,000     |
| SEQUOIA STATION                | 9,100        | 18,356                     | 258                                                           | 9,100      | 18,614                     | —                           | 27,714  | 6,159                       | 21,555                                | 21,100    |
| SHERWOOD<br>CROSSROADS         | 2,731        | 6,360                      | (52)                                                          | 2,731      | 6,308                      | —                           | 9,039   | 1,565                       | 7,474                                 | —         |
| SHERWOOD<br>MARKET CENTER      | 3,475        | 16,362                     | 70                                                            | 3,475      | 16,432                     | —                           | 19,907  | 5,775                       | 14,132                                | —         |
| SHOPPES @ 104                  | 11,193       | —                          | (82)                                                          | 6,652      | 4,459                      | —                           | 11,111  | 426                         | 10,685                                | —         |
| SHOPPES AT<br>FAIRHOPE VILLAGE | 6,920        | 11,198                     | —                                                             | 6,920      | 11,198                     | —                           | 18,118  | 1,301                       | 16,817                                | —         |
| SHOPPES AT<br>MASON            | 1,577        | 5,685                      | 140                                                           | 1,577      | 5,825                      | —                           | 7,402   | 2,129                       | 5,273                                 | —         |
| SHOPPES OF<br>GRANDE OAK       | 5,091        | 5,985                      | 86                                                            | 5,091      | 6,070                      | —                           | 11,161  | 2,930                       | 8,231                                 | —         |
| SHOPS AT ARIZONA               | 3,063        | 3,243                      | 44                                                            | 3,063      | 3,287                      | —                           | 6,350   | 1,332                       | 5,018                                 | —         |
| SHOPS AT COUNTY<br>CENTER      | 9,957        | 11,269                     | 252                                                           | 10,116     | 11,363                     | —                           | 21,479  | 3,147                       | 18,332                                | —         |
| SHOPS AT<br>HIGHLAND VILLAGE   | 33,145       | 66,926                     | 210                                                           | 33,145     | 67,136                     | —                           | 100,281 | 16,632                      | 83,649                                | —         |
| SHOPS AT JOHN'S<br>CREEK       | 1,863        | 2,014                      | (325)                                                         | 1,501      | 2,051                      | —                           | 3,552   | 656                         | 2,896                                 | —         |
| SHOPS AT QUAIL<br>CREEK        | 1,487        | 7,717                      | —                                                             | 1,487      | 7,717                      | —                           | 9,204   | 852                         | 8,352                                 | —         |
| SIGNATURE PLAZA                | 2,396        | 3,898                      | 199                                                           | 2,396      | 4,096                      | —                           | 6,492   | 1,619                       | 4,873                                 | —         |
| SOUTH LOWRY<br>SQUARE          | 3,434        | 10,445                     | 519                                                           | 3,434      | 10,964                     | —                           | 14,398  | 3,664                       | 10,734                                | —         |
| SOUTH MOUNTAIN                 | 146          | —                          | 465                                                           | 611        | —                          | —                           | 611     | —                           | 611                                   | —         |
| SOUTHCENTER                    | 1,300        | 12,750                     | 655                                                           | 1,300      | 13,405                     | —                           | 14,705  | 4,304                       | 10,401                                | —         |
| SOUTHPOINT<br>CROSSING         | 4,412        | 12,235                     | 48                                                            | 4,412      | 12,283                     | —                           | 16,695  | 4,151                       | 12,544                                | —         |
| STARKE                         | 71           | 1,683                      | —                                                             | 71         | 1,683                      | —                           | 1,754   | 470                         | 1,284                                 | —         |

**REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.**  
**Schedule III - Consolidated Real Estate and Accumulated Depreciation**  
**December 31, 2011**  
(in thousands)

| Shopping Centers<br>(1)   | Initial Cost |                            | Cost<br>Capitalized<br>Subsequent<br>to<br>Acquisition<br>(2) | Total Cost |                            |                             |        | Accumulated<br>Depreciation | Total Cost                            |           |
|---------------------------|--------------|----------------------------|---------------------------------------------------------------|------------|----------------------------|-----------------------------|--------|-----------------------------|---------------------------------------|-----------|
|                           | Land         | Building &<br>Improvements |                                                               | Land       | Building &<br>Improvements | Properties<br>held for Sale | Total  |                             | Net of<br>Accumulated<br>Depreciation | Mortgages |
| STATE STREET<br>CROSSING  | 1,283        | 1,970                      | —                                                             | 1,283      | 1,970                      | —                           | 3,253  | 67                          | 3,186                                 | —         |
| STERLING RIDGE            | 12,846       | 12,162                     | 371                                                           | 12,846     | 12,533                     | —                           | 25,379 | 5,499                       | 19,880                                | 13,900    |
| STONEWALL                 | 27,511       | 22,123                     | 5,162                                                         | 28,108     | 26,688                     | —                           | 54,796 | 5,055                       | 49,741                                | —         |
| STRAWFLOWER<br>VILLAGE    | 4,060        | 8,084                      | 259                                                           | 4,060      | 8,343                      | —                           | 12,403 | 3,042                       | 9,361                                 | —         |
| STROH RANCH               | 4,280        | 8,189                      | 196                                                           | 4,280      | 8,386                      | —                           | 12,666 | 4,056                       | 8,610                                 | —         |
| SUNCOAST<br>CROSSING      | 4,057        | 5,545                      | —                                                             | 4,057      | 5,545                      | —                           | 9,602  | 924                         | 8,678                                 | —         |
| SUNNYSIDE 205             | 1,200        | 9,459                      | 591                                                           | 1,200      | 10,050                     | —                           | 11,250 | 3,390                       | 7,860                                 | —         |
| TANASBOURNE<br>MARKET     | 3,269        | 10,861                     | (303)                                                         | 3,269      | 10,558                     | —                           | 13,827 | 1,758                       | 12,069                                | —         |
| TASSAJARA<br>CROSSING     | 8,560        | 15,464                     | 310                                                           | 8,560      | 15,774                     | —                           | 24,334 | 5,306                       | 19,028                                | 19,800    |
| TECH RIDGE<br>CENTER      | 12,945       | 37,169                     | —                                                             | 12,945     | 37,169                     | —                           | 50,114 | 404                         | 49,710                                | 12,060    |
| THOMAS LAKE               | 6,000        | 10,628                     | (16,628)                                                      | —          | —                          | —                           | —      | —                           | —                                     | —         |
| TOWN SQUARE               | 883          | 8,132                      | 84                                                            | 883        | 8,216                      | —                           | 9,099  | 3,373                       | 5,726                                 | —         |
| TRACE CROSSING            | 279          | —                          | —                                                             | 279        | —                          | —                           | 279    | —                           | 279                                   | —         |
| TROPHY CLUB               | 2,595        | 11,023                     | 29                                                            | 2,595      | 11,052                     | —                           | 13,647 | 3,615                       | 10,032                                | —         |
| TWIN CITY PLAZA           | 17,245       | 44,225                     | 886                                                           | 17,263     | 45,093                     | —                           | 62,356 | 7,595                       | 54,761                                | 41,859    |
| TWIN PEAKS                | 5,200        | 25,827                     | 209                                                           | 5,200      | 26,036                     | —                           | 31,236 | 8,622                       | 22,614                                | —         |
| VALENCIA<br>CROSSROADS    | 17,921       | 17,659                     | 242                                                           | 17,921     | 17,901                     | —                           | 35,822 | 9,880                       | 25,942                                | —         |
| VENTURA VILLAGE           | 4,300        | 6,648                      | 147                                                           | 4,300      | 6,795                      | —                           | 11,095 | 2,345                       | 8,750                                 | —         |
| VILLAGE CENTER            | 3,885        | 14,131                     | 461                                                           | 3,885      | 14,591                     | —                           | 18,476 | 5,951                       | 12,525                                | —         |
| VINE AT CASTAIC           | 4,799        | 5,884                      | 1                                                             | 4,799      | 5,885                      | —                           | 10,684 | 1,209                       | 9,475                                 | —         |
| VISTA VILLAGE IV          | 2,287        | 2,765                      | (804)                                                         | 2,287      | 1,960                      | —                           | 4,247  | 772                         | 3,475                                 | —         |
| WADSWORTH<br>CROSSING     | 12,093       | 14,101                     | 96                                                            | 12,093     | 14,197                     | —                           | 26,290 | 2,309                       | 23,981                                | —         |
| WALKER CENTER             | 3,840        | 7,232                      | 216                                                           | 3,840      | 7,448                      | —                           | 11,288 | 2,678                       | 8,610                                 | —         |
| WALTON TOWNE<br>CENTER    | 3,872        | 3,298                      | —                                                             | 3,872      | 3,298                      | —                           | 7,170  | 484                         | 6,686                                 | —         |
| WATERSIDE<br>MARKETPLACE  | 2,135        | 3,900                      | —                                                             | 2,135      | 3,900                      | —                           | 6,035  | 571                         | 5,464                                 | —         |
| WELLEBY PLAZA             | 1,496        | 7,787                      | 368                                                           | 1,496      | 8,154                      | —                           | 9,650  | 4,661                       | 4,989                                 | —         |
| WELLINGTON<br>TOWN SQUARE | 2,041        | 12,131                     | 131                                                           | 2,041      | 12,262                     | —                           | 14,303 | 4,547                       | 9,756                                 | 12,800    |
| WEST PARK PLAZA           | 5,840        | 5,759                      | 252                                                           | 5,840      | 6,011                      | —                           | 11,851 | 2,079                       | 9,772                                 | —         |
| WESTBROOK<br>COMMONS      | 3,366        | 11,751                     | (1,102)                                                       | 3,091      | 10,925                     | —                           | 14,016 | 3,195                       | 10,821                                | —         |
| WESTCHASE                 | 5,302        | 8,273                      | 182                                                           | 5,302      | 8,455                      | —                           | 13,757 | 1,338                       | 12,419                                | 8,055     |
| WESTCHESTER<br>PLAZA      | 1,857        | 7,572                      | 103                                                           | 1,857      | 7,675                      | —                           | 9,532  | 3,578                       | 5,954                                 | —         |

**REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.**  
**Schedule III - Consolidated Real Estate and Accumulated Depreciation**  
**December 31, 2011**  
**(in thousands)**

| Shopping<br>Centers (1)         | Initial Cost       |                            | Cost<br>Capitalized<br>Subsequent<br>to<br>Acquisition<br>(2) | Total Cost       |                            |                             |                  | Accumulated<br>Depreciation | Total Cost                            |                |
|---------------------------------|--------------------|----------------------------|---------------------------------------------------------------|------------------|----------------------------|-----------------------------|------------------|-----------------------------|---------------------------------------|----------------|
|                                 | Land               | Building &<br>Improvements |                                                               | Land             | Building &<br>Improvements | Properties<br>held for Sale | Total            |                             | Net of<br>Accumulated<br>Depreciation | Mortgages      |
| WESTLAKE<br>PLAZA AND<br>CENTER | 7,043              | 27,195                     | 1,240                                                         | 7,043            | 28,435                     | —                           | 35,478           | 9,828                       | 25,650                                | —              |
| WESTRIDGE<br>VILLAGE            | 9,529              | 11,397                     | 83                                                            | 9,529            | 11,479                     | —                           | 21,008           | 4,056                       | 16,952                                | —              |
| WESTWOOD<br>VILLAGE             | 19,933             | 25,301                     | (932)                                                         | 19,933           | 24,370                     | —                           | 44,303           | 4,714                       | 39,589                                | —              |
| WHITE OAK -<br>DOVER, DE        | 2,144              | 3,069                      | —                                                             | 2,144            | 3,069                      | —                           | 5,213            | 1,732                       | 3,481                                 | —              |
| WILLOW<br>FESTIVAL              | 1,954              | 56,501                     | 88                                                            | 1,954            | 56,589                     | —                           | 58,543           | 1,949                       | 56,594                                | 39,505         |
| WINDMILLER<br>PLAZA PHASE I     | 2,638              | 13,241                     | 30                                                            | 2,638            | 13,271                     | —                           | 15,909           | 5,042                       | 10,867                                | —              |
| WOODCROFT<br>SHOPPING<br>CENTER | 1,419              | 6,284                      | 214                                                           | 1,421            | 6,496                      | —                           | 7,917            | 2,749                       | 5,168                                 | —              |
| WOODMAN VAN<br>NUYS             | 5,500              | 7,195                      | 82                                                            | 5,500            | 7,277                      | —                           | 12,777           | 2,522                       | 10,255                                | —              |
| WOODMEN<br>PLAZA                | 7,621              | 11,018                     | 251                                                           | 7,621            | 11,270                     | —                           | 18,891           | 7,122                       | 11,769                                | —              |
| WOODSIDE<br>CENTRAL             | 3,500              | 9,288                      | 250                                                           | 3,500            | 9,538                      | —                           | 13,038           | 3,251                       | 9,787                                 | —              |
| Corporately held<br>assets      | —                  | —                          | —                                                             | —                | 2,144                      | —                           | 2,144            | 2,608                       | (464)                                 | —              |
| Properties in<br>development    | (200)              | 1,078,886                  | (854,608)                                                     | —                | 224,077                    | —                           | 224,077          | 2,964                       | 221,113                               | —              |
|                                 | <u>\$1,325,982</u> | <u>3,669,911</u>           | <u>(896,125)</u>                                              | <u>1,273,606</u> | <u>2,828,306</u>           | <u>—</u>                    | <u>4,101,912</u> | <u>791,619</u>              | <u>3,310,293</u>                      | <u>448,360</u> |

(1) See Item 2. Properties for geographic location and year each operating property was acquired.

(2) The negative balance for costs capitalized subsequent to acquisition could include out-parcels sold, provision for loss recorded and development transfers subsequent to the initial costs.

See accompanying report of independent registered public accounting firm.



**REGENCY CENTERS CORPORATION AND REGENCY CENTERS, L.P.**  
**Schedule III - Consolidated Real Estate and Accumulated Depreciation, continued**  
**December 31, 2011**  
**(in thousands)**

Depreciation and amortization of the Company's investment in buildings and improvements reflected in the statements of operations is calculated over the estimated useful lives of the assets, which are up to 40 years. The aggregate cost for Federal income tax purposes was approximately \$3.4 billion at December 31, 2011.

The changes in total real estate assets for the years ended December 31, 2011, 2010, and 2009 are as follows:

|                                         | 2011         | 2010      | 2009      |
|-----------------------------------------|--------------|-----------|-----------|
| Balance, beginning of year              | \$ 3,989,154 | 3,933,778 | 4,042,487 |
| Developed or acquired properties        | 198,836      | 93,759    | 180,346   |
| Improvements                            | 21,727       | 18,772    | 15,617    |
| Sale of properties                      | (92,872)     | (14,503)  | (150,792) |
| Properties held for sale                | —            | —         | (19,647)  |
| Properties reclassified to held for use | —            | —         | (30,296)  |
| Provision for impairment                | (14,933)     | (42,652)  | (103,937) |
| Balance, end of year                    | \$ 4,101,912 | 3,989,154 | 3,933,778 |

The changes in accumulated depreciation for the years ended December 31, 2011, 2010, and 2009 are as follows:

|                                                                             | 2011       | 2010     | 2009     |
|-----------------------------------------------------------------------------|------------|----------|----------|
| Balance, beginning of year                                                  | \$ 700,878 | 622,163  | 554,595  |
| Depreciation for year                                                       | 107,932    | 99,554   | 97,019   |
| Sale of properties                                                          | (14,101)   | (2,052)  | (31,792) |
| Accumulated depreciation related to properties held for sale                | —          | —        | (3,066)  |
| Accumulated depreciation related to properties reclassified to held for use | —          | —        | 5,407    |
| Provision for impairment                                                    | (3,090)    | (18,787) | —        |
| Balance, end of year                                                        | \$ 791,619 | 700,878  | 622,163  |

See accompanying report of independent registered public accounting firm.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures****Controls and Procedures (Regency Centers Corporation)*****Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures***

Under the supervision and with the participation of the Parent Company's management, including its chief executive officer and chief financial officer, the Parent Company conducted an evaluation of its disclosure controls and procedures, as such term is defined under Rule 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act). Based on this evaluation, the Parent Company's chief executive officer and chief financial officer concluded that its disclosure controls and procedures were effective as of the end of the period covered by this annual report on Form 10-K to ensure information required to be disclosed in the reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time period specified in the SEC's rules and forms. These disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed by the Parent Company in the reports it files or submits is accumulated and communicated to management, including its chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

***Management's Report on Internal Control over Financial Reporting***

The Parent Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of its management, including its chief executive officer and chief financial officer, the Parent Company conducted an evaluation of the effectiveness of its internal control over financial reporting based on the framework in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on its evaluation under the framework in *Internal Control - Integrated Framework*, the Parent Company's management concluded that its internal control over financial reporting was effective as of December 31, 2011.

KPMG LLP, an independent registered public accounting firm, has audited the consolidated financial statements included in this annual report on Form 10-K and, as part of their audit, has issued a report, included herein, on the effectiveness of the Parent Company's internal control over financial reporting.

The Parent Company's system of internal control over financial reporting was designed to provide reasonable assurance regarding the preparation and fair presentation of published financial statements in accordance with accounting principles generally accepted in the United States. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance and may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

***Changes in Internal Controls***

There have been no changes in the Parent Company's internal controls over financial reporting identified in connection with this evaluation that occurred during the fourth quarter of 2011 and that have materially affected, or are reasonably likely to materially affect, its internal controls over financial reporting.

**Controls and Procedures (Regency Centers, L.P.)*****Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures***

Under the supervision and with the participation of the Operating Partnership's management, including the chief executive officer and chief financial officer of its general partner, the Operating Partnership conducted an evaluation of its disclosure controls and procedures, as such term is defined under Rule 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act). Based on this evaluation, the chief executive officer and chief financial officer of its general partner concluded that its disclosure controls and procedures were effective as of the end of the period covered by this annual report on Form 10-K to ensure information required to be disclosed in the reports filed or

submitted under the Exchange Act is recorded, processed, summarized and reported, within the time period specified in the SEC's rules and forms. These disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed by the Operating Partnership in the reports it files or submits is accumulated and communicated to management, including the chief executive officer and chief financial officer of its general partner, as appropriate, to allow timely decisions regarding required disclosure.

#### **Management's Report on Internal Control over Financial Reporting**

The Operating Partnership's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of its management, including the chief executive officer and chief financial officer of its general partner, the Operating Partnership conducted an evaluation of the effectiveness of its internal control over financial reporting based on the framework in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on its evaluation under the framework in *Internal Control - Integrated Framework*, the Operating Partnership's management concluded that its internal control over financial reporting was effective as of December 31, 2011.

KPMG LLP, an independent registered public accounting firm, has audited the consolidated financial statements included in this annual report on Form 10-K and, as part of their audit, has issued a report, included herein, on the effectiveness of the Operating Partnership's internal control over financial reporting.

The Operating Partnership's system of internal control over financial reporting was designed to provide reasonable assurance regarding the preparation and fair presentation of published financial statements in accordance with accounting principles generally accepted in the United States. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance and may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Changes in Internal Controls**

There have been no changes in the Operating Partnership's internal controls over financial reporting identified in connection with this evaluation that occurred during the fourth quarter of 2011 and that have materially affected, or are reasonably likely to materially affect, its internal controls over financial reporting.

#### **Item 9B. Other Information**

Not applicable

### **PART III**

#### **Item 10. Directors, Executive Officers, and Corporate Governance**

Information concerning the directors of Regency is incorporated herein by reference to Regency's definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year covered by this Form 10-K with respect to its 2012 Annual Meeting of Stockholders.

Information regarding executive officers is included in Part I of this Form 10-K as permitted by General Instruction G(3).

Audit Committee, Independence, Financial Experts. Incorporated herein by reference to Regency's definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year covered by this Form 10-K with respect to its 2012 Annual Meeting of Stockholders.

Compliance with Section 16(a) of the Exchange Act. Information concerning filings under Section 16(a) of the Exchange Act by the directors or executive officers of Regency is incorporated herein by reference to Regency's definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year covered by this Form 10-K with respect to its 2012 Annual Meeting of Stockholders.

Code of Ethics. We have adopted a code of ethics applicable to our Board of Directors, principal executive officers, principal financial officer, principal accounting officer and persons performing similar functions. The text of this code of ethics may be found on our web site at [www.regencycenters.com](http://www.regencycenters.com). We intend to post notice of any waiver from, or amendment to, any provision of our code of ethics on our web site.

#### Item 11. Executive Compensation

Incorporated herein by reference to Regency's definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year covered by this Form 10-K with respect to its 2012 Annual Meeting of Stockholders.

#### Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

| Plan Category                                              | Equity Compensation Plan Information                                                        |                                                                                            |                                                                                                                                                         |
|------------------------------------------------------------|---------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                            | (a)                                                                                         | (b)                                                                                        | (c)                                                                                                                                                     |
|                                                            | Number of securities to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights <sup>(1)</sup> | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column <sup>(2)</sup> ) |
| Equity compensation plans approved by security holders     | 442,880                                                                                     | \$ 51.85                                                                                   | 735,297                                                                                                                                                 |
| Equity compensation plans not approved by security holders | N/A                                                                                         | N/A                                                                                        | N/A                                                                                                                                                     |
| Total                                                      | 442,880                                                                                     | \$ 51.85                                                                                   | 735,297                                                                                                                                                 |

<sup>(1)</sup> The weighted average exercise price excludes stock rights awards, which we sometimes refer to as unvested restricted stock.

<sup>(2)</sup> Our Long Term Omnibus Plan, as amended and approved by stockholders at our 2003 annual meeting, provides for the issuance of up to 5.0 million shares of common stock or stock options for stock compensation; however, outstanding unvested grants plus vested but unexercised options cannot exceed 12% of our outstanding common stock and common stock equivalents (excluding options and other stock equivalents outstanding under the plan). The plan permits the grant of any type of share-based award but limits restricted stock awards, stock rights awards, performance shares, dividend equivalents settled in stock and other forms of stock grants to 2.75 million shares, of which 735,297 shares were available at December 31, 2011 for future issuance.

Information about security ownership is incorporated herein by reference to Regency's definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year covered by this Form 10-K with respect to its 2012 Annual Meeting of Stockholders.

#### Item 13. Certain Relationships and Related Transactions, and Director Independence

Incorporated herein by reference to Regency's definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year covered by this Form 10-K with respect to its 2012 Annual Meeting of Stockholders.

#### Item 14. Principal Accountant Fees and Services

Incorporated herein by reference to Regency's definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year covered by this Form 10-K with respect to its 2012 Annual Meeting of Stockholders.

## PART IV

### Item 15. Exhibits and Financial Statement Schedules

(a) Financial Statements and Financial Statement Schedules:

Regency Centers Corporation and Regency Centers, L.P. 2011 financial statements and financial statement schedule, together with the reports of KPMG LLP are listed on the index immediately preceding the financial statements in Item 8, Consolidated Financial Statements and Supplemental Data.

(b) Exhibits:

*In reviewing the agreements included as exhibits to this report, please remember they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about the Company, its subsidiaries or other parties to the agreements. The Agreements contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:*

- *should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;*
- *have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;*
- *may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and*
- *were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.*

*Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time. We acknowledge that, notwithstanding the inclusion of the foregoing cautionary statements, we are responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements in this report not misleading. Additional information about the Company may be found elsewhere in this report and the Company's other public files, which are available without charge through the SEC's website at <http://www.sec.gov>.*

*Unless otherwise indicated below, the Commission file number to the exhibit is No. 001-12298.*

3. Articles of Incorporation and Bylaws

- (a) Restated Articles of Incorporation of Regency Centers Corporation (incorporated by reference to Exhibit 3.1 of the Company's Form 8-K filed February 19, 2008) and the Amendment thereto designating the preferences, rights and limitations of 10,000,000 shares of 6.625% Series 6 Cumulative Preferred Stock (incorporated by reference to Exhibit 3.2 of the Company's Form 8-A filed on February 14, 2012).
- (b) Amended and Restated Bylaws of Regency Centers Corporation (incorporated by reference to Exhibit 3.2(b) of the Company's Form 8-K filed November 7, 2008).
- (c) Fourth Amended and Restated Certificate of Limited Partnership of Regency Centers, L.P. (incorporated by reference to Exhibit 3(a) to Regency Centers, L.P.'s Form 10-K filed March 17, 2009).
- (d) Fourth Amended and Restated Agreement of Limited Partnership of Regency Centers, L.P., as amended (incorporated by reference to Exhibit 10(m) to the Company's Form 10-K filed March 12, 2004).
  - (i) Amendment to Fourth Amended and Restated Agreement of Limited Partnership of Regency Centers, L.P. relating to 6.70% Series 5 Cumulative Redeemable Preferred Units (incorporated by reference to Exhibit 3.3 to the Company's Form 8-K filed August 1, 2005).
  - (ii) Amended and Restated Amendment dated January 1, 2008 to Fourth Amended and Restated

Agreement of Limited Partnership of Regency Centers, L.P. relating to 7.45% Series 3 Cumulative Redeemable Preferred Units (incorporated by reference to Exhibit 3.1 to Regency Centers, L.P.'s Form 8-K filed January 7, 2008).

- (iii) Amended and Restated Amendment dated January 1, 2008 to Fourth Amended and Restated Agreement of Limited Partnership of Regency Centers, L.P. relating to 7.25% Series 4 Cumulative Redeemable Preferred Units (incorporated by reference to Exhibit 3.2 to Regency Centers, L.P.'s Form 8-K filed January 7, 2008).
- (iv) Amendment to Fourth Amended and Restated Agreement of Limited Partnership relating to 6.625% Series 6 Cumulative Redeemable Preferred Units (incorporated by reference to Exhibit 3.2 to Form 8-K filed on February 16, 2012).

#### 4. Instruments Defining Rights of Security Holders

- (a) See Exhibits 3(a) and 3(b) for provisions of the Articles of Incorporation and Bylaws of the Company defining the rights of security holders. See Exhibit 3(d) for provisions of the Partnership Agreement of Regency Centers, L.P. defining rights of security holders.
- (b) Indenture dated March 9, 1999 between Regency Centers, L.P., the guarantors named therein and First Union National Bank, as trustee (incorporated by reference to Exhibit 4.1 to the registration statement on Form S-3 of Regency Centers, L.P. filed February 24, 1999, No. 333-72899).
- (c) Indenture dated December 5, 2001 between Regency Centers, L.P., the guarantors named therein and First Union National Bank, as trustee (incorporated by reference to Exhibit 4.4 of Form 8-K of Regency Centers, L.P. filed December 10, 2001).
  - (i) First Supplemental Indenture dated as of June 5, 2007 among Regency Centers, L.P., the Company as guarantor and U.S. Bank National Association, as successor to Wachovia Bank, National Association (formerly known as First Union National Bank), as trustee (incorporated by reference to Exhibit 4.1 of Form 8-K of Regency Centers, L.P. filed June 5, 2007).
- (d) Indenture dated July 18, 2005 between Regency Centers, L.P., the guarantors named therein and Wachovia Bank, National Bank, as trustee (incorporated by reference to Exhibit 4.1 to the registration statement on Form S-4 of Regency Centers, L.P. filed August 5, 2005, No. 333-127274).

#### 10. Material Contracts (~ indicates management contract or compensatory plan)

- ~(a) Regency Centers Corporation Long Term Omnibus Plan (incorporated by reference to Exhibit 10.9 to the Company's Form 10-Q filed May 8, 2008).
  - ~(i) Form of Stock Rights Award Agreement pursuant to the Company's Long Term Omnibus Plan (incorporated by reference to Exhibit 10(b) to the Company's Form 10-K filed March 10, 2006).
  - ~(ii) Form of 409A Amendment to Stock Rights Award Agreement (incorporated by reference to Exhibit 10(b)(i) to the Company's Form 10-K filed March 17, 2009).
  - ~(iii) Form of Nonqualified Stock Option Agreement pursuant to the Company's Long Term Omnibus Plan (incorporated by reference to Exhibit 10(c) to the Company's Form 10-K filed March 10, 2006).
  - ~(iv) Form of 409A Amendment to Stock Option Agreement (incorporated by reference to Exhibit 10(c)(i) to the Company's Form 10-K filed March 17, 2009).
  - ~(v) Amended and Restated Deferred Compensation Plan dated May 6, 2003

(incorporated by reference to Exhibit 10(k) to the Company's Form 10-K filed March 12, 2004).

- ~(vi) Regency Centers Corporation 2005 Deferred Compensation Plan (incorporated by reference to Exhibit 10(s) to the Company's Form 8-K filed December 21, 2004).
- ~(vii) First Amendment to Regency Centers Corporation 2005 Deferred Compensation Plan dated December 2005 (incorporated by reference to Exhibit 10(q)(i) to the Company's Form 10-K filed March 10, 2006).
- ~(viii) Second Amendment to the Regency Centers Corporation Amended and Restated Deferred Compensation Plan (incorporated by reference to Exhibit 10.2 to the Company's Form 8-K filed on June 13, 2011).
- ~(ix) Third Amendment to the Regency Centers Corporation 2005 Deferred Compensation Plan (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on June 13, 2011).
- ~(b) Regency Centers Corporation 2011 Omnibus Plan (incorporated by reference to Annex A to 2011 Annual Meeting Proxy Statement filed March 24, 2011).
- ~(c) Form of Director/Officer Indemnification Agreement (filed as an Exhibit to Pre-effective Amendment No. 2 to the Company registration statement on Form S-11 filed October 5, 1993 (33-67258), and incorporated by reference).
- ~(d) 2011 Amended and Restated Severance and Change of Control Agreement dated as of January 1, 2011 by and between the Company and Martin E. Stein, Jr. (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed January 3, 2011).
- ~(e) 2011 Amended and Restated Severance and Change of Control Agreement dated as of January 1, 2011 by and between the Company and Bruce M. Johnson (incorporated by reference to Exhibit 10.3 of the Company's Form 8-K filed January 3, 2011).
- ~(f) 2011 Amended and Restated Severance and Change of Control Agreement dated as of January 1, 2011 by and between the Company and Brian M. Smith (incorporated by reference to Exhibit 10.4 of the Company's Form 8-K filed January 3, 2011).
- (g) Third Amended and Restated Credit Agreement dated as of September 7, 2011 by and among Regency Centers, L.P., the Company, each of the financial institutions party thereto, and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q filed November 8, 2011).
- (h) Term Loan Agreement dated as of November 17, 2011 by and among Regency Centers, L.P., the Company, each of the financial institutions party thereto and Wells Fargo Securities, LLC.
- (i) Second Amended and Restated Limited Liability Company Agreement of Macquarie CountryWide-Regency II, LLC dated as of July 31, 2009 by and among Global Retail Investors, LLC, Regency Centers, L.P. and Macquarie CountryWide (US) No. 2 LLC (incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q filed November 6, 2009).
  - (i) Amendment No. 1 to Second Amended and Restate Limited Liability Company Agreement of GRI-Regency, LLC (formerly Macquarie CountryWide-Regency II, LLC).
- (j) Limited Partnership Agreement dated as of December 21, 2006 of RRP Operating, LP (incorporated by reference to Exhibit 10(u) to the Company's Form 10-K filed February 27, 2007).

12. Computation of ratios

12.1 Computation of Ratio of Earnings to Fixed Charges

21. Subsidiaries of Regency Centers Corporation.

23. Consents of Independent Accountants

23.1 Consent of KPMG LLP for Regency Centers Corporation.

23.2 Consent of KPMG LLP for Regency Centers, L.P.

23.3 Consent of PricewaterhouseCoopers LLP for GRI-Regency, LLC.

31. Rule 13a-14(a)/15d-14(a) Certifications.

31.1 Rule 13a-14 Certification of Chief Executive Officer for Regency Centers Corporation.

31.2 Rule 13a-14 Certification of Chief Financial Officer for Regency Centers Corporation.

31.3 Rule 13a-14 Certification of Chief Executive Officer for Regency Centers, L.P.

31.4 Rule 13a-14 Certification of Chief Financial Officer for Regency Centers, L.P.

32. Section 1350 Certifications.

*The certifications in this exhibit 32 are being furnished solely to accompany this report pursuant to 18 U.S.C. § 1350, and are not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and are not to be incorporated by reference into any of the Company's filings, whether made before or after the date hereof, regardless of any general incorporation language in such filing.*

32.1 18 U.S.C. § 1350 Certification of Chief Executive Officer for Regency Centers Corporation.

32.2 18 U.S.C. § 1350 Certification of Chief Financial Officer for Regency Centers Corporation.

32.3 18 U.S.C. § 1350 Certification of Chief Executive Officer for Regency Centers, L.P.

32.4 18 U.S.C. § 1350 Certification of Chief Financial Officer for Regency Centers, L.P.

99. Financial Statements under Rule 3-09 of Regulation S-X.

99.1 Financial Statements of GRI-Regency, LLC.

101. Interactive Data Files

101.INS\*\*+ XBRL Instance Document

101.SCH\*\*+ XBRL Taxonomy Extension Schema Document

101.CAL\*\*+ XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF\*\*+ XBRL Taxonomy Definition Linkbase Document

101.LAB\*\*+ XBRL Taxonomy Extension Label Linkbase Document

101.PRE\*\*+ XBRL Taxonomy Extension Presentation Linkbase Document

\*\* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

+ Submitted electronically with this Annual Report



## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

February 29, 2012

### REGENCY CENTERS CORPORATION

By: /s/ Martin E. Stein, Jr.

Martin E. Stein. Jr., Chairman of the Board and Chief Executive Officer

February 29, 2012

### REGENCY CENTERS, L.P.

By: Regency Centers Corporation, General Partner

By: /s/ Martin E. Stein, Jr.

Martin E. Stein. Jr., Chairman of the Board and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

February 29, 2012

**/s/ Martin E. Stein, Jr.**

Martin E. Stein, Jr., Chairman of the Board and Chief Executive Officer

February 29, 2012

**/s/ Brian M. Smith**

Brian M. Smith, President, Chief Operating Officer and Director

February 29, 2012

**/s/ Bruce M. Johnson**

Bruce M. Johnson, Executive Vice President, Chief Financial Officer (Principal Financial Officer), and Director

February 29, 2012

**/s/ J. Christian Leavitt**

J. Christian Leavitt, Senior Vice President and Treasurer (Principal Accounting Officer)

February 29, 2012

**/s/ Raymond L. Bank**

Raymond L. Bank, Director

February 29, 2012

**/s/ C. Ronald Blankenship**

C. Ronald Blankenship, Director

February 29, 2012

**/s/ A.R. Carpenter**

A.R. Carpenter, Director

February 29, 2012

**/s/ J. Dix Druce**

J. Dix Druce, Director

February 29, 2012

**/s/ Mary Lou Fiala**

Mary Lou Fiala, Director

February 29, 2012

**/s/ David P. O'Connor**

David P. O'Connor, Director

February 29, 2012

**/s/ Douglas S. Luke**

Douglas S. Luke, Director

February 29, 2012

**/s/ John C. Schweitzer**

John C. Schweitzer, Director

February 29, 2012

**/s/ Thomas G. Wattles**

Thomas G. Wattles, Director