REGENCY CENTERS CORP
Form 10-K
February 20, 2015

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

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

For the fiscal year ended December 31, 2014
or

o 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
6.625% Series 6 Cumulative Redeemable Preferred Stock, $.01 par value	New York Stock Exchange
6.000% Series 7 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 x NO o Regency Centers, L.P. YES x NO o

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 o	NO x	Regency Centers, L.P.	YES o	NO x

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 x	NO o	Regency Centers, L.P.	YES x	NO o

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 x NO o Regency Centers, L.P. YES x NO o

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 x Regency Centers, L.P. x

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	x	Accelerated filer	o
Non-accelerated filer	o	Smaller reporting company	o

Regency Centers, L.P.:

Large accelerated filer	o	Accelerated filer	x
Non-accelerated filer	o	Smaller reporting company	o

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

Regency Centers Corporation YES o NO x Regency Centers, L.P. YES o NO x

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 $5,045,698,716 Regency Centers, L.P. N/A

The number of shares outstanding of the Regency Centers Corporation’s voting common stock was 94,127,031 as of February 18, 2015.

Documents Incorporated by Reference

Portions of Regency Centers Corporation's proxy statement in connection with its 2015 Annual Meeting of Stockholders are incorporated by reference in Part III.

EXPLANATORY NOTE

This report combines the annual reports on Form 10-K for the year ended December 31, 2014 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, 2014, 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 6 and 7 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 15% 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, as well as Series 6 and 7 Preferred Units owned by the Parent Company. The 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 6 and 7 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 and redevelopment 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 real estate industry and markets in which the Company operates, 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 are described further in the Item 1A. Risk Factors below. 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. We do not undertake any obligation to release publicly any revisions to such forward-looking statements to reflect events or uncertainties after the date hereof or to reflect the occurrence of uncertain events.

PART I
Item 1. Business

Regency Centers began its operations as a publicly-traded REIT in 1993, and currently owns direct or partial interests in 322 shopping centers, the majority of which are grocery-anchored community and neighborhood centers. Our centers are located in the top markets of 23 states and the District of Columbia, and contain 38.2 million square feet of gross leasable area, or 28.4 million square feet when including only our pro rata share of the 120 centers partially owned through co-investment partnerships.
Our mission is to be the preeminent grocery-anchored shopping center owner and developer through:
- First-rate performance of our exceptionally merchandised and located national portfolio;
- Value-enhancing services of the best team of professionals in the business;
- Creation of superior growth in shareholder value.

Our Strategy is to:
- Sustain average annual 3% net operating income ("NOI") growth from a high-quality portfolio of community and neighborhood shopping centers;
- Develop new high quality shopping centers at attractive returns on investment from a disciplined development program;
- Cost-effectively enhance our already strong balance sheet to reduce our cost of capital, provide financial flexibility and weather economic downturns;
- Engage a talented and dedicated team that operates efficiently and is recognized as a leader in the real estate industry and sustainability initiatives.

Sustain average annual 3% NOI growth from high-quality portfolio of community and neighborhood shopping centers:
- Own and develop centers that are located at key corners in our nation's most attractive metro areas;
- Target trade areas characterized by their strong demographics and consumer buying power, and draw shoppers to our centers with highly productive anchor tenants;
- Attract the best national, regional and local retailers and restaurants;
- Pursue initiatives that reinforce the underlying quality of our portfolio and maximize long-term growth such as "Fresh Look," an operating philosophy that guides our merchandising and place-making programs;
- Fortify future NOI growth by rigorously reviewing our portfolio to identify low growth assets for disposition;
-

Opportunistically upgrade our portfolio by acquiring high quality shopping centers with superior upside in NOI growth funded from the sale of low growth assets.

Develop new high quality shopping centers at attractive returns on investment from a disciplined development program:

- We have an existing presence in our key markets with in-house expertise and anchor relationships;
- Long-term ownership of shopping center developments located in desirable infill markets;
- Anchor developments with dominant, national and regional chains and high volume specialty grocers;
- Limit size of program to manage total development exposure and risk;
- Create additional value through redevelopment of existing centers to benefit the operating portfolio;
- Fund development program primarily from the sale of low-growth assets in the existing portfolio.

Cost-effectively enhance an already strong balance sheet to reduce our cost of capital, provide financial flexibility and weather economic downturns:

- We have access to multiple sources of debt and equity through the capital markets and co-investment partnerships;

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- Fund development and acquisitions from free cash flow, a disciplined match-funding strategy of selling low growth assets, and accessing favorably priced equity;
- Further reduce leverage when appropriate through organic growth in earnings and accessing the capital markets prudently;
- Rigorously manage our $800 million line of credit and maintain substantial uncommitted capacity;
- Maintain a large pool of unencumbered assets and excellent relationships with mortgage lenders;
- Maintain a well laddered debt maturity profile.

Engage a talented and dedicated team that operates efficiently and is recognized as a leader in the real estate industry and sustainability initiatives:

- We reflect our values by executing and successfully meeting our commitments to our people and our communities, a tradition we have embraced for over 50 years;
- Foster a values-based culture, offering a comprehensive benefits package and an engaging workplace environment;
- Believe in unwavering standards of honesty and integrity and build our reputation by maintaining the highest ethical principles.
- Offer a challenging, safe and dynamic work environment and support the professional development and the personal life of each employee.
- Encourage employees to achieve their personal health goals through a robust wellness program focused on education, awareness and prevention.
- Contribute to the betterment of our communities by supporting philanthropic programs with employee contribution matching and paid time off to volunteer.

Sustainability

We recognize the importance of operating in a sustainable manner and are committed to reducing our environmental impact, including energy and water use, greenhouse gas emissions, and waste. We are committed to transparency with regard to our sustainability performance, risks and opportunities, and will continue to increase disclosure using industry accepted reporting frameworks. We believe our commitment to sustainability supports the Company in achieving key strategic objectives, leads to better risk management, enhances our relationships with key stakeholders, and is in the best interest of our shareholders.

Competition

We are among the largest owners of shopping centers in the nation based on revenues, number of properties, GLA, and market capitalization. There are numerous companies and individuals engaged in the ownership, development, acquisition, and operation of shopping centers that 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 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 practice of maintaining and renovating our shopping centers; and,
- our ability to source and develop new shopping centers.

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. As of December 31, 2014, we had 370 employees and we believe that our relations with our employees are good.

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, known environmental remediation is not currently expected to have a material financial impact on us due to insurance programs designed to mitigate the cost of remediation, various state-regulated programs that shift the responsibility and cost to the state, and existing accrued liabilities for remediation.

Executive Officers

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

Name	Age	Title	Executive Officer in Position Shown Since
Martin E. Stein, Jr.	62	Chairman and Chief Executive Officer	1993
Brian M. Smith	60	President and Chief Operating Officer	2009
Lisa Palmer	47	Executive Vice President and Chief Financial Officer	2013 [(1)]
Dan M. Chandler, III	48	Managing Director - West	2009
John S. Delatour	55	Managing Director - Central	1999
James D. Thompson	59	Managing Director - East	1993

[(1)] Ms. Palmer served as Senior Manager of Investment Services in 1996 and assumed the role of Vice President of Capital Markets in 1999. She served as Senior Vice President of Capital Markets from 2003 to 2012 until assuming the role of Executive Vice President and Chief Financial Officer in January 2013.

Company Website Access and SEC Filings

Our website may be accessed at 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.

General Information

Our registrar and stock transfer agent is Wells Fargo Bank, N.A. ("Wells Fargo Shareowner Services"), Mendota Heights, MN. We offer a dividend reinvestment plan ("DRIP") that enables our 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 Shareowner Services toll free at (800) 468-9716 or our Shareholder Relations Department at (904) 598-7000.

Our independent registered public accounting firm is KPMG LLP, Jacksonville, Florida. Our legal counsel is Foley & Lardner LLP, Jacksonville, Florida.

Annual Meeting

Our annual meeting will be held at The Ponte Vedra Inn & Club, 200 Ponte Vedra Blvd, Ponte Vedra Beach, Florida, at 8:30 a.m. on Tuesday, May 12, 2015.

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Item 1A. Risk Factors

Risk Factors Related to Our Industry and Real Estate Investments

A shift in retail shopping from brick and mortar stores to internet sales may have an adverse impact on our revenues and cash flow.

Many retailers operating brick and mortar stores have made Internet sales a vital piece of their business. Although many of the retailers in our shopping centers either provide services or sell groceries, such that their customer base does not have a tendency toward online shopping, the shift to internet sales may adversely impact our retail tenants' sales causing those retailers to adjust the size or number of retail locations in the future. This shift could adversely impact our occupancy and rental rates, which would impact our revenues and cash flows.

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 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;
- Adverse financial conditions for grocery and retail anchors;
- Continued consolidation in the retail sector;
- Excess amount of retail space in our markets;
- Reduction in the demand by tenants to occupy our shopping centers as a result of reduced consumer demand for certain retail categories;
- The growth of super-centers and warehouse club retailers, such as those operated by Wal-Mart and Costco, and their adverse effect on traditional grocery chains;
- The impact of changing energy costs on consumers and its consequential effect on retail spending; and
- Consequences of any armed conflict involving, or terrorist attack against, the United States.

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 sell, acquire or develop properties, and our cash available for distributions to stock and unit holders.

Our revenues and cash flow could be adversely affected if economic or market conditions deteriorate 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, 2014, our properties in California, Florida, and Texas accounted for 30.6%, 11.3%, and 10.0%, respectively, of our net operating income from Consolidated Properties plus our pro-rata share from Unconsolidated Properties ("pro-rata basis"). Our revenues and cash available to pay expenses, maintain our properties, and for distributions to stock and unit holders could be adversely affected by this geographic concentration if market conditions, such as supply of or demand for retail space, deteriorate in California, Florida, or Texas relative to other geographic areas.

Our success depends on the success and continued presence of our “anchor” tenants.

Anchor tenants occupy large amounts of square footage, pay a significant portion of the total rents at a property and contribute to the success of other tenants by drawing significant numbers of customers to a property. We derive significant revenues from anchor tenants such as Kroger, Publix, and Safeway, who accounted for 4.5%, 3.8%, and 2.3%, respectively, of our total annualized base rent on a pro-rata basis, for the year ended December 31, 2014. Our net income could be adversely affected by the loss of revenues in the event a significant 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.

Some anchors have the right to vacate and prevent re-tenanting by paying rent for the balance of the lease term. 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. If a significant tenant vacates a property, co-tenancy clauses in select centers 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.

A significant percentage of our revenues are derived from smaller shop tenants and our net income could be adversely impacted if our smaller shop tenants are not successful.

A significant percentage of our revenues are derived from smaller shop tenants (those occupying less than 10,000 square feet). Smaller shop tenants may be more vulnerable to negative economic conditions as they have more limited resources than larger tenants. Such tenants continue to face increasing competition from non-store retailers and growing e-commerce. In addition, some of these retailers may seek to reduce their store sizes as they increasingly rely on alternative distribution channels, including internet sales, and adjust their square footage needs accordingly. The types of smaller shop tenants vary from retail shops to service providers. If we are unable to attract the right type or mix of smaller shop tenants into our centers, our net income could be adversely impacted.

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

Although minimum 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 rejects 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 holding periods, 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 holding 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.

The fair value of real estate assets is 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, including expected future operating income, trends and prospects, as well as the effects of demand, competition and other factors, and therefore are subject to management judgment. 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 net income in the period in which the charge is taken.

Adverse global market and economic conditions 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. 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 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.

Unsuccessful development activities or a slowdown in development activities could have a direct impact on our revenues, revenue growth, and/or net income.

We actively pursue development opportunities. Development activities require various government and other approvals for entitlements and any delay in such approvals may 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 risk that we may be unable to lease 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;
- The risk that development costs of a project may exceed original estimates, possibly making the project unprofitable;
- The risk that delays in the development and construction process could increase costs;
- The risk that we may abandon development opportunities and lose our investment in such opportunities;
- The risk that the 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;
- Changes in the level of future development and redevelopment activity could have an adverse impact on operating results by reducing the amount of capitalizable internal costs for development projects; and
- The lack of cash flow during the construction period.

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

Our investment strategy includes investing in high-quality shopping centers that are leased to market-dominant grocers, category-leading anchors, specialty retailers, or restaurants located in areas with high barriers to entry and above average household incomes and population densities. The acquisition of properties and/or companies entails risks that include, but are not limited to, the following, any of which could adversely affect our results of operations and our ability to meet our obligations:

- Properties we acquire may fail to achieve the occupancy or rental rates we project, within the time frames we estimate, 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;
- Our investigation of a company, property or building prior to our acquisition, and any representations we may receive from such seller, may fail to reveal various liabilities, which could reduce the cash flow from the acquisition or increase our acquisition costs;
- 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, either of which could result in the property failing to achieve the returns we have projected, either temporarily or for a longer time;
- We may not recover our costs from an unsuccessful acquisition;
- Our acquisition activities may distract our management and generate significant costs; and
- We may not be able to integrate an acquisition into our existing operations successfully.

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

We derive most of our revenue 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 adversely impacted.

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

Real estate investments generally cannot be sold quickly. Our inability to respond promptly to unfavorable 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.

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 earthquakes, tropical storms, hurricanes, tornadoes, wildfires, and other natural disasters. As of December 31, 2014, approximately 23.6%, 15.0%, and 10.5% of our property gross leasable area, on a pro-rata basis, was located in California, Florida, and Texas, respectively. Intense weather conditions during the last decade have caused our cost of property insurance to increase significantly. We recognize that the frequency and / or intensity of extreme weather events may continue to increase due to climate change, and as a result, our exposure to these events could increase. 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 risks, including higher costs, such as uninsured property losses and higher insurance premiums, and disruptions to our business and the businesses of our tenants.

Should we decide in the future to expand into new markets, we may not be successful, which could adversely affect our
financial condition, results of operations and cash flows.

If opportunities arise, we may explore acquisitions of properties in new markets. Each of the risks applicable to our ability to acquire and integrate successfully and operate properties in our current markets is also applicable in new markets. In
addition, we may not possess the same level of familiarity with the dynamics and market conditions of the new markets we may
enter, which could adversely affect the results of our expansion into those markets, and we may be unable to achieve our desired return on our investments in new markets. If we are unsuccessful in expanding into new markets, it could adversely affect our financial condition, results of operations and cash flows.

An uninsured loss or a loss that exceeds the insurance coverage 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 consistent with industry standards. There are, however, some types of losses, such as losses from hurricanes, terrorism, wars or earthquakes, for which the insurance levels carried may not be sufficient to fully cover catastrophic losses impacting multiple properties. 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, such 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 our business and operations.

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 our business and operations.

We face competition from numerous sources, including other REITs and other real estate owners.

The ownership of shopping centers is highly fragmented. We face competition from other REITs and well capitalized institutional investors, as well as from numerous small owners in the acquisition, ownership, and leasing of shopping centers. We also compete to develop shopping centers with other REITs engaged in development activities as well as with local, regional, and national real estate developers. This competition may:

•reduce the number of properties available for acquisition or development;
•increase the cost of properties available for acquisition or development;
•hinder our ability to attract and retain tenants, leading to increased vacancy rates and/or reduced rents; and
•adversely affect our ability to minimize our expenses of operation.

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 use the property as collateral for a loan. Any of these developments could reduce cash flow and our ability to make 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.

All of our properties are required to comply with the Americans with Disabilities Act ("ADA"), which generally requires that buildings be made accessible to people with disabilities. Compliance with 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 costs and become subject to litigation.

We have implemented an online payment system where we receive certain information about our tenants that depends upon secure transmissions 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 us to expend significant 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 and 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 substantial capital as a partner in a number of joint venture investments for the acquisition or development of properties. These investments involve risks not present in a wholly-owned project as we do not have voting control over the ventures, although we do have approval rights over major decisions. The other partner may (i) have interests or goals that are inconsistent with our interests or goals or (ii) otherwise impede our objectives. The other partner also may 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.

The termination of our co-investment partnerships could adversely affect our cash flow, operating results, and our ability to make distributions to stock and unit holders.

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.

Risk Factors Related to Funding Strategies and Capital Structure

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

As part of our funding strategy, we sell operating properties that no longer meet our investment standards or those with a limited future growth profile. These sales proceeds are used to fund the construction of new developments, redevelopments and acquisitions. 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 the amount of cash generated. In order to meet the cash requirements of our development program, we may be required to sell more properties than initially planned, which could have a negative impact on our earnings.

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 may not be able to fund all future capital needs 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. Our access to debt 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 pro rata 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.

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.

Without access to external sources of capital, 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 adversely affect our business and financial condition.

Our ability to make scheduled payments or to refinance our indebtedness will depend primarily on our future performance, which to a certain extent is subject to economic, financial, competitive and other factors beyond our control. 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 may be forced (i) to dispose of properties, which might result in losses, or (ii) to obtain financing at unfavorable terms, either of which 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.

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

Our unsecured notes, unsecured term loan, and unsecured line of credit 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 do 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, and unsecured line of credit 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.

Increases in interest rates would cause our borrowing costs to rise and negatively impact our results of operations.

Although a significant amount of our outstanding debt has fixed interest rates, we do borrow funds at variable interest rates under our credit facilities. Increases in interest rates would increase our interest expense on any variable rate debt to the extent we have not hedged our exposure to changes in interest rates. In addition, increases in interest rates will affect the terms under which we refinance our existing debt as it matures, to the extent we have not hedge our exposure to changes in interest rates. This would reduce our future earnings and cash flows, which could adversely affect our ability to service our debt and meet our other obligations and also could reduce the amount we are able to distribute to our stock and unit holders.

We may acquire properties or portfolios of properties through tax-deferred contribution transactions, which could result in stockholder dilution and limit our ability to sell such assets.

We may acquire properties or portfolios of properties through tax deferred contribution transactions in exchange for partnership interests in our operating partnership, which may result in stockholder dilution. This acquisition structure may have
the effect of, among other things, reducing the amount of tax depreciation we could deduct over the tax life of the acquired
properties, and may require that we agree to protect the contributors’ ability to defer recognition of taxable gain through
restrictions on our ability to dispose of the acquired properties and/or the allocation of partnership debt to the contributors to

maintain their tax bases. These restrictions could limit our ability to sell an asset at a time, or on terms, that would be favorable
absent such restrictions.

Hedging activity may expose us to risks, including the risks that a counterparty will not perform and that the hedge will
not yield the economic benefits we anticipate, which could adversely affect us.

From time to time, we manage our exposure to interest rate volatility by using interest rate hedging arrangements that involve risk, such as the risk that counterparties may fail to honor their obligations under these arrangements, and that these
arrangements may not be effective in reducing our exposure to interest rate changes. There can be no assurance that our hedging arrangements will qualify for hedge accounting or that our hedging activities will have the desired beneficial impact on our results of operations. Should we desire to terminate a hedging agreement, there could be significant costs and cash requirements involved to fulfill our obligations under the hedging agreement. Failure to hedge effectively against interest rate changes may adversely affect our results of operations.

Risk Factors Related to the Market Price for Our Debt and Equity Securities

Changes in economic and market conditions could adversely affect the market price of our securities.

The market price of our debt and equity securities 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;
- 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;
- Changes in our dividend payments;
- Speculation in the press or investment community; and
- General market and economic conditions.

These factors may cause the market price of our securities to decline, regardless of our financial condition, results of operations, business or prospects. It is impossible to ensure that the market price of our securities, including 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.

We cannot assure you we will continue to pay dividends at historical rates.

Our ability to continue to pay dividends at historical rates or to increase our dividend rate will depend on a number of factors, including, among others, the following:

- Our financial condition and results of future operations;
- The terms of our loan covenants; and
- Our ability to acquire, finance, develop or redevelop and lease additional properties at attractive rates.

If we do not maintain or periodically increase the dividend on our common stock, it could have an adverse effect on the market price of our common stock and other securities.

Changes in accounting standards may adversely impact our financial results.

The Financial Accounting Standards Board ("FASB"), in conjunction with the SEC, has several key projects on their agenda that could impact how we currently account for our material transactions, including lease accounting and other convergence projects with the International Accounting Standards Board. At this time, we are unable to predict with certainty which, if any, proposals may be passed or what level of impact any such proposal could have on the presentation of our consolidated financial statements, our results of operations and our financial ratios required by our

debt covenants.

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 the Parent Company qualifies 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 the Parent Company continues to qualify as a REIT, it generally will not be subject to federal income tax on income that we distribute to our stockholders. Many REIT requirements, however, are highly technical and complex. The determination that the Parent Company is 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

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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. 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 the Parent Company to remain qualified as a REIT.

Also, unless the IRS granted relief under certain statutory provisions, the Parent Company would remain disqualified as a REIT for four years following the year it first failed to qualify. If the Parent Company 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 effect on the value of our securities. In addition, we would no longer be required to pay any dividends to stockholders. Although we believe that the Parent Company qualifies as a REIT, we cannot assure you that the Parent Company will continue to qualify or remain qualified as a REIT for tax purposes.

Even if the Parent Company qualifies 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.

Dividends paid by REITs generally do not qualify for reduced tax rates.

Subject to limited exceptions, dividends paid by REITs (other than distributions designated as capital gain dividends or returns of capital) are not eligible for reduced rates for qualified dividends paid by "C" corporations and are taxable at ordinary income tax rates. The more favorable rates applicable to regular corporate qualified dividends could cause investors who are individuals, trusts and estates to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the shares of REITs, including the shares of our capital stock.

Foreign stockholders may be subject to U.S. federal income tax on gain recognized on a disposition of our common stock if we do not qualify as a "domestically controlled" REIT.

A foreign person disposing of a U.S. real property interest, including shares of a U.S. corporation whose assets consist principally of U.S. real property interests is generally subject to U.S. federal income tax on any gain recognized on the disposition. This tax does not apply, however, to the disposition of stock in a REIT if the REIT is "domestically controlled." In general, we will be a domestically controlled REIT if at all times during the five-year period ending on the applicable stockholder's disposition of our stock, less than 50% in value of our stock was held directly or indirectly by non-U.S. persons. If we were to fail to qualify as a domestically controlled REIT, gain recognized by a foreign stockholder on a disposition of our common stock would be subject to U.S. federal income tax unless our common stock was traded on an established securities market and the foreign stockholder did not at any time during a specified testing period directly or indirectly own more than 5% of our outstanding common stock.

Complying with REIT requirements may limit our ability to hedge effectively and may cause us to incur tax liabilities.

The REIT provisions of the Code limit our ability to hedge our liabilities. Generally, income from a hedging transaction we enter into either to manage risk of interest rate changes with respect to borrowings incurred or to be incurred to acquire or carry real estate assets, or to manage the risk of currency fluctuations with respect to any item of income or gain (or any property which generates such income or gain) that constitutes “qualifying income” for purposes of the 75% or 95% gross income tests applicable to REITs, does not constitute “gross income” for purposes of the 75% or 95% gross income tests, provided that we properly identify the hedging transaction pursuant to the applicable sections of the Code and Treasury Regulations. To the extent that we enter into other types of hedging transactions, or fail to make the proper tax identifications, the income from those transactions is likely to be treated as non-qualifying income for purposes of both gross income tests. As a result of these rules, we may need to limit our use of otherwise advantageous hedging techniques or implement those hedges through a taxable REIT subsidiary, or TRS. The use of a TRS could increase the cost of our hedging activities (because our TRS would be subject to tax on income or gain resulting from hedges entered into by it) or expose us to greater risks than we would otherwise want to bear. In addition, net losses in a TRS will generally not provide any tax benefit except for being carried forward for use against future taxable income in the TRS.

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 its 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 the Parent Company's articles of incorporation, for the purpose of maintaining its 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.

The Parent Company's 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, 2014							December 31, 2013						
	Number of Properties	GLA (in thousands)	Percent of Total GLA		Percent Leased			Number of Properties	GLA (in thousands)	Percent of Total GLA		Percent Leased		
California	43	5,692	24.5	%	95.4	%		42	5,500	24.5	%	96.2	%	
Florida	38	4,025	17.3	%	93.8	%		40	4,159	18.6	%	91.2	%	
Texas	21	2,689	11.5	%	96.1	%		18	2,384	10.6	%	96.0	%	
Georgia	15	1,390	6.0	%	93.5	%		15	1,385	6.2	%	94.6	%	
Ohio	9	1,307	5.6	%	98.8	%		9	1,297	5.8	%	97.8	%	
Colorado	15	1,266	5.5	%	90.7	%		15	1,261	5.6	%	89.5	%	
Illinois	6	920	4.0	%	96.8	%		5	872	3.9	%	94.1	%	
North Carolina	10	895	3.9	%	94.9	%		10	903	4.0	%	95.3	%	
Virginia	6	841	3.6	%	95.3	%		5	744	3.3	%	97.4	%	
Washington	5	606	2.6	%	99.8	%		5	605	2.7	%	98.4	%	
Oregon	6	563	2.4	%	97.2	%		7	617	2.7	%	95.8	%	
Massachusetts	3	519	2.2	%	92.5	%		3	506	2.3	%	96.3	%	
Missouri	4	408	1.8	%	100.0	%		4	408	1.8	%	100.0	%	
Pennsylvania	4	325	1.4	%	99.6	%		4	325	1.4	%	99.6	%	
Tennessee	3	317	1.4	%	96.1	%		5	392	1.7	%	96.7	%	
Connecticut	3	315	1.4	%	96.8	%		—	—	—	%	—	%	
Arizona	2	274	1.2	%	95.1	%		2	274	1.2	%	87.1	%	
Indiana	3	240	1.0	%	96.1	%		4	209	0.9	%	90.8	%	
Delaware	1	232	1.0	%	92.0	%		2	243	1.1	%	94.8	%	
Michigan	2	118	0.5	%	96.4	%		2	118	0.5	%	53.4	%	
Maryland	1	113	0.5	%	97.2	%		1	88	0.4	%	100.0	%	
Alabama	1	85	0.4	%	89.9	%		1	85	0.4	%	84.5	%	
South Carolina	1	60	0.3	%	100.0	%		2	74	0.3	%	100.0	%	
Kentucky	—	—	—	%	—	%		1	23	0.1	%	100.0	%	
Total	202	23,200	100.0%		95.3%			202	22,472	100.0%		94.5%		

Certain Consolidated Properties are encumbered by mortgage loans of $541.6 million, excluding debt premiums and discounts, as of December 31, 2014.

The weighted average annual effective rent for the consolidated portfolio of properties, net of tenant concessions, is $18.30 and $17.40 per square foot ("SqFT") as of December 31, 2014 and 2013, respectively.

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

Location	December 31, 2014				December 31, 2013			
	Number of Properties	GLA (in thousands)	Percent of Total GLA	Percent Leased	Number of Properties	GLA (in thousands)	Percent of Total GLA	Percent Leased
California	21	2,782	18.6%	97.5%	21	2,782	17.9%	96.9%
Virginia	19	2,643	17.6%	97.4%	21	2,685	17.3%	96.6%
Maryland	13	1,490	9.9%	93.6%	13	1,490	9.6%	97.0%
North Carolina	8	1,272	8.5%	95.2%	8	1,272	8.2%	97.3%
Illinois	8	1,067	7.1%	94.5%	8	1,067	6.9%	97.3%
Texas	7	934	6.2%	97.5%	8	1,070	6.9%	98.6%
Colorado	5	862	5.8%	92.8%	5	862	5.6%	95.1%
Florida	8	682	4.6%	97.5%	9	720	4.6%	95.3%
Minnesota	5	674	4.5%	99.3%	5	677	4.4%	97.6%
Pennsylvania	6	661	4.4%	90.1%	6	661	4.3%	92.3%
Washington	5	621	4.1%	95.5%	4	477	3.1%	91.5%
Connecticut	1	186	1.2%	99.8%	1	180	1.2%	99.8%
South Carolina	2	162	1.1%	98.5%	2	162	1.0%	100.0%
New Jersey	2	158	1.1%	94.5%	2	157	1.0%	92.6%
New York	1	141	0.9%	100.0%	1	141	0.9%	100.0%
Indiana	2	138	0.9%	92.3%	2	139	0.9%	86.5%
Wisconsin	1	133	0.9%	92.8%	2	269	1.7%	93.2%
Arizona	1	108	0.7%	93.4%	1	108	0.7%	94.1%
Oregon	1	93	0.6%	98.1%	1	93	0.6%	94.8%
Georgia	1	86	0.6%	100.0%	1	86	0.6%	96.3%
Delaware	1	67	0.4%	90.1%	1	67	0.4%	96.1%
Dist. of Columbia	2	40	0.3%	97.0%	2	40	0.3%	100.0%
Massachusetts	—	—	—%	—%	1	184	1.2%	97.6%
Alabama	—	—	—%	—%	1	119	0.7%	73.9%
Total	120	15,000	100.0%	96.0%	126	15,508	100.0%	96.2%

Certain Unconsolidated Properties are encumbered by mortgage loans of $1.4 billion, excluding debt premiums and discounts, as of December 31, 2014.

The weighted average annual effective rent for the unconsolidated portfolio of properties, net of tenant concessions, is $17.85 and $17.34 per SqFT as of December 31, 2014 and 2013, respectively.

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The following table summarizes the largest tenants occupying our shopping centers for Consolidated Properties plus our pro-rata share of Unconsolidated Properties, as of December 31, 2014, based upon a percentage of total annualized base rent exceeding or equal to 0.5% (GLA and dollars in thousands):

Tenant	GLA	Percent of Company Owned GLA	Annualized Base Rent	Percent of Annualized Base Rent	Number of Leased Stores	Anchor Owned Stores [1]
Kroger	2,424	8.5%	$ 22,818	4.5%	50	5
Publix	1,831	6.5%	19,212	3.8%	45	1
Safeway	1,170	4.1%	11,610	2.3%	38	6
TJX Companies	756	2.7%	9,981	2.0%	35	—
Whole Foods	552	1.9%	9,875	1.9%	17	—
CVS	505	1.8%	8,194	1.6%	45	—
PETCO	321	1.1%	7,043	1.4%	43	—
Ahold/Giant	419	1.5%	5,884	1.2%	13	—
H.E.B.	344	1.2%	5,439	1.1%	5	—
Albertsons	396	1.4%	4,959	1.0%	11	1
Ross Dress For Less	306	1.1%	4,877	1.0%	16	—
Trader Joe's	179	0.6%	4,699	0.9%	19	—
JPMorgan Chase Bank	67	0.2%	4,126	0.8%	26	—
Bank of America	84	0.3%	4,031	0.8%	30	—
Wells Fargo Bank	79	0.3%	4,006	0.8%	38	—
Starbucks	99	0.4%	3,900	0.8%	78	—
Roundys/Marianos	219	0.8%	3,820	0.8%	5	—
Sears Holdings	409	1.4%	3,279	0.6%	6	1
Panera Bread	97	0.3%	3,210	0.6%	27	—
Walgreens	121	0.4%	3,083	0.6%	12	—
SUPERVALU	265	0.9%	3,042	0.6%	11	—
Wal-Mart	466	1.6%	3,026	0.6%	5	2
Sports Authority	134	0.5%	2,973	0.6%	3	—
Subway	90	0.3%	2,928	0.6%	98	—
Target	359	1.3%	2,884	0.6%	4	11

[1] Stores owned by anchor tenant that are attached to our centers.

Our 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. Our 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.

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The following table summarizes lease expirations for the next ten years and thereafter, for our Consolidated and Unconsolidated Properties, assuming no tenants renew their leases (GLA and dollars in thousands):

Lease Expiration Year	Number of Tenants with Expiring Leases	Expiring GLA	Percent of Total Company GLA		Minimum Rent Expiring Leases [(2)]	Percent of Minimum Rent [(2)]	
(1)	155	166	0.6	%	$3,691	0.8	%
2015	909	1,827	6.9	%	40,326	8.3	%
2016	1,034	2,708	10.2	%	51,713	10.6	%
2017	1,106	3,303	12.5	%	68,925	14.1	%
2018	874	2,778	10.5	%	54,309	11.1	%
2019	808	3,180	12.0	%	60,525	12.4	%
2020	375	1,851	7.0	%	32,144	6.6	%
2021	202	1,360	5.1	%	22,841	4.7	%
2022	242	1,646	6.2	%	26,763	5.5	%
2023	214	1,199	4.5	%	23,483	4.8	%
2024	247	1,527	5.7	%	28,696	5.8	%
Thereafter	507	4,979	18.8	%	75,100	15.3	%
Total	6,673	26,524	100.0	%	$488,516	100.0	%

(1) Leases currently under month-to-month rent or in process of renewal.
(2) Minimum rent includes current minimum rent and future contractual rent steps, but excludes additional rent such as percentage rent, common area maintenance, real estate taxes and insurance reimbursements.

During 2015, we have a total of 909 leases expiring, representing 1.8 million square feet of GLA. These expiring leases have an average base rent of $22.07 per SqFT. The average base rent of new leases signed during 2014 was $22.02 per SqFT. During periods of recession or when occupancy is low, tenants have more bargaining power, which may result in rental rate declines on new or renewal leases. In periods of recovery and/or when occupancy levels are high, landlords have more bargaining power, which generally results in rental rate growth on new and renewal leases. Based on current economic trends and expectations, and pro-rata percent leased of 95.4%, we expect to see an overall increase in rental rate on new and renewal leases during 2015. Exceptions may arise in certain geographic areas or at specific shopping centers based on the local economic situation, competition, location, and size of the space being leased, among other factors. Additionally, significant changes or uncertainties affecting micro- or macroeconomic climates may cause significant changes to our current expectations.

See the following property table and also see Item 7, Management's Discussion and Analysis for further information about our Consolidated and Unconsolidated Properties.

Property Name	CBSA [1]	Ownership Interest [2]	Year Acquired	Year Construct-ed or Last Renovated	Mortgages or Encumberances (in 000's)	Gross Leasable Area (GLA)	Pe Le [3]
ALABAMA							
Shoppes at Fairhope Village	Mobile		2008	2008	$—	84,740	89
Subtotal/Weighted Average (AL)					—	84,740	89
ARIZONA							
Palm Valley Marketplace	Phoenix-Mesa-Scottsdale	20%	2001	1999	11,000	107,633	93
Pima Crossing	Phoenix-Mesa-Scottsdale		1999	1996	—	238,275	98
Shops at Arizona	Phoenix-Mesa-Scottsdale		2003	2000	—	35,710	72
Subtotal/Weighted Average (AZ)					11,000	381,618	95
CALIFORNIA							
4S Commons Town Center	San Diego-Carlsbad-San Marcos	85%	2004	2004	62,500	240,060	97
Amerige Heights Town Center	Los Angeles-Long Beach-Santa Ana		2000	2000	16,580	89,443	10
Auburn Village	Sacramento--Arden-Arcade--Roseville	40%	2005	1990	—	133,944	87
Balboa Mesa Shopping Center	San Diego-Carlsbad-San Marcos		2012	1969	—	207,147	10
	San Francisco-Oakland-Fremont	40%	2005	1990	21,632	121,846	97

Bayhill Shopping Center							
Blossom Valley	San Jose-Sunnyvale-Santa Clara	20%	1999	1990	10,256	93,316	10
Brea Marketplace (7)	Los Angeles-Long Beach-Santa Ana	40%	2005	1987	49,124	352,226	97

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Property Name	CBSA (1)	Ownership Interest (2)	Year Acquired	Year Construct-ed or Last Renovated	Mortgages or Encumberances (in 000's)	Gross Leasable Area (GLA)	Percent Leased (3)
Clayton Valley Shopping Center	San Francisco-Oakland-Fremont		2003	2004	—	260,205	94.3%
Corral Hollow	Stockton	25%	2000	2000	21,300	167,184	100.0%
Costa Verde Center	San Diego-Carlsbad-San Marcos		1999	1988	—	178,623	94.5%
Diablo Plaza	San Francisco-Oakland-Fremont		1999	1982	—	63,265	96.9%
East Washington Place	Santa Rosa-Petaluma		2011	2011	—	203,313	97.9%
El Camino Shopping Center	Los Angeles-Long Beach-Santa Ana		1999	1995	—	135,740	99.5%
El Cerrito Plaza	San Francisco-Oakland-Fremont		2000	2000	38,694	256,035	95.6%
El Norte Pkwy Plaza	San Diego-Carlsbad-San Marcos		1999	1984	—	90,549	95.2%
Encina Grande	San Francisco-Oakland-Fremont		1999	1965	—	102,413	96.5%
Five Points Shopping Center	Santa Barbara-Santa Maria-Goleta	40%	2005	2014	27,609	144,553	97.3%
Folsom Prairie City Crossing	Sacramento--Arden-Arcade--Roseville		1999	1999	—	90,237	91.7%
French Valley	Riverside-San Bernardino-Ontario		2004	2004	—	98,752	97.4%

Village Center Friars Mission Center	San Diego-Carlsbad-San Marcos		1999	1989	141	146,898	100.0%
Gateway 101	San Francisco-Oakland-Fremont		2008	2008	—	92,110	100.0%
Gelson's Westlake Market Plaza	Oxnard-Thousand Oaks-Ventura		2002	2002	—	85,485	92.2%
Golden Hills Promenade	San Luis Obispo-Paso Robles		2006	2006	—	241,846	98.1%
Granada Village	Los Angeles-Long Beach-Santa Ana	40%	2005	1965	39,983	226,488	100.0%
Hasley Canyon Village	Los Angeles-Long Beach-Santa Ana	20%	2003	2003	8,361	65,801	100.0%
Heritage Plaza (7)	Los Angeles-Long Beach-Santa Ana		1999	1981	—	230,506	98.6%

Property Name	CBSA [1]	Ownership Interest [2]	Year Acquired	Year Construct-ed or Last Renovated	Mortgages or Encumberances (in 000's)	Gross Leasable Area (GLA)	Percent Leased [3]
Indio Towne Center	Riverside-San Bernardino-Ontario		2006	2010	—	179,505	91.1%
Jefferson Square	Riverside-San Bernardino-Ontario		2007	2007	—	38,013	55.7%
Juanita Tate Marketplace	Los Angeles-Long Beach-Santa Ana		2013	2013	—	77,096	100.0%
Laguna Niguel Plaza	Los Angeles-Long Beach-Santa Ana	40%	2005	1985	9,082	41,943	100.0%
Loehmanns Plaza California	San Jose-Sunnyvale-Santa Clara		1999	1983	—	113,310	77.5%
Marina Shores	Los Angeles-Long Beach-Santa Ana	20%	2008	2001	11,248	67,727	100.0%
Mariposa Shopping Center	San Jose-Sunnyvale-Santa Clara	40%	2005	1957	20,901	126,658	100.0%
Morningside Plaza	Los Angeles-Long Beach-Santa Ana		1999	1996	—	91,212	100.0%
Navajo Shopping Center	San Diego-Carlsbad-San Marcos	40%	2005	1964	8,528	102,139	98.0%
Newland Center	Los Angeles-Long Beach-Santa Ana		1999	1985	—	149,140	97.2%
Oakbrook Plaza	Oxnard-Thousand Oaks-Ventura		1999	1982	—	83,286	92.7%
Oak Shade Town Center	Sacramento--Arden-Arcade--Roseville		2011	1998	9,692	103,762	100.0%
Persimmon Place [4]	San Francisco-Oakland-Fremont		2014	2014	—	153,054	78.0%
Plaza Hermosa	Los Angeles-Long Beach-Santa Ana		1999	1984	13,800	94,717	100.0%
Pleasant Hill Shopping Center	San Francisco-Oakland-Fremont	40%	2005	1970	29,063	227,681	100.0%
Point Loma Plaza	San Diego-Carlsbad-San Marcos	40%	2005	1987	26,966	212,652	93.8%
Powell Street Plaza	San Francisco-Oakland-Fremont		2001	1987	—	165,928	97.0%

Raley's Supermarket	Sacramento--Arden-Arcade--Roseville	20%	2007	1964	—	62,827	100.0%
Rancho San Diego Village	San Diego-Carlsbad-San Marcos	40%	2005	1981	23,239	153,256	94.2%
Rona Plaza	Los Angeles-Long Beach-Santa Ana		1999	1989	—	51,760	100.0%

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Property Name	CBSA [1]	Ownership Interest [2]	Year Acquired	Year Construct-ed or Last Renovated	Mortgages or Encumberances (in 000's)	Gross Leasable Area (GLA)	Percent Leased [3]	Av Ba Re (Pe Ft)
San Leandro Plaza	San Francisco-Oakland-Fremont		1999	1982	—	50,432	100.0%	32
Seal Beach	Los Angeles-Long Beach-Santa Ana	20%	2002	1966	—	96,858	96.7%	23
Sequoia Station	San Francisco-Oakland-Fremont		1999	1996	21,100	103,148	100.0%	36
Silverado Plaza	Napa	40%	2005	1974	10,438	84,916	99.8%	15
Snell & Branham Plaza	San Jose-Sunnyvale-Santa Clara	40%	2005	1988	13,934	92,352	96.9%	16
South Bay Village	Los Angeles-Long Beach-Santa Ana		2012	2012	—	107,706	100.0%	19
Strawflower Village	San Francisco-Oakland-Fremont		1999	1985	—	78,827	98.5%	19
Tassajara Crossing	San Francisco-Oakland-Fremont		1999	1990	19,800	146,140	98.9%	22
Twin Oaks Shopping Center	Los Angeles-Long Beach-Santa Ana	40%	2005	1978	10,302	98,399	96.6%	16
Twin Peaks	San Diego-Carlsbad-San Marcos		1999	1988	—	207,741	98.9%	17
The Hub Hillcrest Market (fka Uptown District)	San Diego-Carlsbad-San Marcos		2012	1990	—	148,806	90.6%	33
Valencia Crossroads	Los Angeles-Long Beach-Santa Ana		2002	2003	—	172,856	100.0%	25
Village at La Floresta [4]	Los Angeles-Long Beach-Santa Ana		2014	2014(3)	—	86,925	50.6%	18
West Park Plaza	San Jose-Sunnyvale-Santa Clara		1999	1996	—	88,104	100.0%	17
Westlake Village Plaza and Center	Oxnard-Thousand Oaks-Ventura		1999	1975	—	197,375	95.2%	32
Woodman Van Nuys	Los Angeles-Long Beach-Santa Ana		1999	1992	—	107,614	100.0%	14
Woodside Central	San Francisco-Oakland-Fremont		1999	1993	—	80,591	97.9%	22

Ygnacio Plaza	San Francisco-Oakland-Fremont	40%	2005	1968	28,367	109,701	96.2%	35
Subtotal/Weighted Average (CA)					552,639	8,472,142	95.7%	23
COLORADO								

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Property Name	CBSA [1]	Ownership Interest [2]	Year Acquired	Year Construct-ed or Last Renovated	Mortgages or Encumberances (in 000's)	Gross Leasable Area (GLA)	Percent Leased [3]	A B R (F
Applewood Shopping Center	Denver-Aurora	40%	2005	1956	—	381,041	87.5%	1
Arapahoe Village	Boulder	40%	2005	1957	14,388	159,197	93.0%	1
Belleview Square	Denver-Aurora		2004	1978	—	117,331	100.0%	1
Boulevard Center	Denver-Aurora		1999	1986	—	78,522	92.7%	2
Buckley Square	Denver-Aurora		1999	1978	—	116,147	96.4%	9
Centerplace of Greeley III Phase I	Greeley		2007	2007	—	119,012	96.4%	1
Cherrywood Square	Denver-Aurora	40%	2005	1978	4,442	96,501	98.3%	9
Crossroads Commons	Boulder	20%	2001	1986	16,997	142,589	100.0%	2
Falcon Marketplace	Colorado Springs		2005	2005	—	22,491	78.7%	2
Hilltop Village	Denver-Aurora		2002	2003	7,500	100,030	91.0%	8
Kent Place	Denver-Aurora		2011	2011	8,250	48,175	100.0%	1
Littleton Square	Denver-Aurora		1999	1997	—	99,282	96.4%	8
Lloyd King Center	Denver-Aurora		1998	1998	—	83,418	96.9%	1
Marketplace at Briargate	Colorado Springs		2006	2006	—	29,075	94.8%	2
Monument Jackson Creek	Colorado Springs		1998	1999	—	85,263	100.0%	1
Ralston Square Shopping Center	Denver-Aurora	40%	2005	1977	4,442	82,750	98.0%	9
Shops at Quail Creek	Denver-Aurora		2008	2008	—	37,579	100.0%	2
South Lowry Square	Denver-Aurora		1999	1993	—	119,916	40.5%	1
Stroh Ranch	Denver-Aurora		1998	1998	—	93,436	95.3%	1

Woodmen Plaza	Colorado Springs		1998	1998	—	116,233	94.8%	1
Subtotal/Weighted Average (CO)					56,019	2,127,988	91.0%	1
CONNECTICUT								
Black Rock	Bridgeport-Stamford-Norwalk	80%	2014	1996	20,124	98,331	95.9%	3
Brick Walk [7]	Bridgeport-Stamford-Norwalk	80%	2014	2007	31,823	123,520	95.1%	4
Corbin's Corner	Hartford-West Hartford-East Hartford	40%	2005	1962	41,024	185,921	99.8%	2

Property Name	CBSA [1]	Ownership Interest [2]	Year Acquired	Year Construct-ed or Last Renovated	Mortgages or Encumberances (in 000's)	Gross Leasable Area (GLA)	Percen Lease [3]
Fairfield Center [7]	Bridgeport-Stamford-Norwalk	80%	2014	2000	20,250	92,716	100.0
Subtotal/Weighted Average (CT)					113,221	500,488	97.4%
WASHINGTON D.C.							
Shops at The Columbia	Washington-Arlington-Alexandria	25%	2006	2006	—	22,812	100.0
Spring Valley Shopping Center	Washington-Arlington-Alexandria	40%	2005	1930	13,003	16,835	92.9%
Subtotal/Weighted Average (DC)					13,003	39,647	96.2%
DELAWARE							
Pike Creek	Philadelphia-Camden-Wilmington		1998	1981	—	231,562	92.0%
Shoppes of Graylyn	Philadelphia-Camden-Wilmington	40%	2005	1971	—	66,808	90.1%
Subtotal/Weighted Average (DE)					—	298,370	91.8%
FLORIDA							
Anastasia Plaza	Jacksonville		1993	1988	—	102,342	93.7%
Aventura Shopping Center	Miami-Fort Lauderdale-Miami Beach		1994	1974	—	102,876	75.5%
Berkshire Commons	Naples-Marco Island		1994	1992	7,500	110,062	95.9%
Bloomingdale Square	Tampa-St. Petersburg-Clearwater		1998	1987	—	267,736	97.7%
Boynton Lakes Plaza	Miami-Fort Lauderdale-Miami Beach		1997	1993	—	105,820	94.6%
	Jacksonville		2013	2013	—	49,994	84.3%

Brooklyn Station on Riverside (fka Shoppes on Riverside) [4]

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Property Name	CBSA (1)	Ownership Interest (2)	Year Acquired	Year Construct-ed or Last Renovated	Mortgages or Encumberances (in 000's)	Gross Leasable Area (GLA)	Percent Leased (3)	Average Base Rent (Per Sq Ft)(5)	Groce Majo Tenar >40,0 Ft (6)
Caligo Crossing (7)	Miami-Fort Lauderdale-Miami Beach		2007	2007	—	10,763	100.0%	43.78	(Kohl
Canopy Oak Center	Ocala	50%	2006	2006	—	90,041	91.8%	18.80	Publix
Carriage Gate	Tallahassee		1994	1978	—	74,330	88.5%	21.06	Trade Joe's
Chasewood Plaza	Miami-Fort Lauderdale-Miami Beach		1993	1986	—	151,157	93.6%	23.35	Publix
Corkscrew Village	Cape Coral-Fort Myers		2007	1997	7,923	82,011	97.3%	13.23	Publix
Courtyard Shopping Center	Jacksonville		1993	1987	—	137,256	100.0%	3.33	(Publi Targe
Fleming Island	Jacksonville		1998	2000	—	132,163	98.2%	14.41	Publix (Targ
Fountain Square (4)	Miami-Fort Lauderdale-Miami Beach		2013	2013	—	177,231	88.8%	23.63	Publix
Garden Square	Miami-Fort Lauderdale-Miami Beach		1997	1991	—	90,258	98.7%	15.87	Publix
Grande Oak	Cape Coral-Fort Myers		2000	2000	—	78,784	98.2%	14.84	Publix
Hibernia Pavilion	Jacksonville		2006	2006	—	51,298	87.1%	15.53	Publix
Hibernia Plaza	Jacksonville		2006	2006	—	8,400	—%	—	
John's Creek Center	Jacksonville	20%	2003	2004	7,739	75,101	98.1%	13.46	Publix
Julington Village	Jacksonville	20%	1999	1999	9,500	81,820	100.0%	14.93	Publix
Lynnhaven	Panama City-Lynn Haven	50%	2001	2001	—	63,871	95.6%	12.33	Publix
Marketplace Shopping Center	Tampa-St. Petersburg-Clearwater		1995	1983	—	90,296	82.5%	17.96	LA Fi
Millhopper Shopping Center	Gainesville		1993	1974	—	75,621	100.0%	16.11	Publix
Naples Walk	Naples-Marco Island		2007	1999	15,022	124,973	86.9%	14.91	Publix

Shopping Center									
Newberry Square	Gainesville		1994	1986	—	180,524	83.2%	7.03	Publi K-Ma
Nocatee Town Center	Jacksonville		2007	2007	—	79,209	96.0%	14.73	Publi
Northgate Square	Tampa-St. Petersburg-Clearwater		2007	1995	—	75,495	100.0%	13.49	Publi
Oakleaf Commons	Jacksonville		2006	2006	—	73,717	92.4%	13.72	Publi
Ocala Corners (7)	Tallahassee		2000	2000	5,025	86,772	100.0%	14.05	Publi
Old St Augustine Plaza	Jacksonville		1996	1990	—	232,459	92.5%	7.75	Publi Burlin Coat Facto Hobb Lobb
Pebblebrook Plaza	Naples-Marco Island	50%	2000	2000	—	76,767	100.0%	14.06	Publi
Pine Tree Plaza	Jacksonville		1997	1999	—	63,387	97.8%	13.05	Publi
Plantation Plaza	Jacksonville	20%	2004	2004	10,500	77,747	93.3%	15.38	Publi

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Property Name	CBSA [1]	Ownership Interest [2]	Year Acquired	Year Construct-ed or Last Renovated	Mortgages or Encumberances (in 000's)	Gross Leasable Area (GLA)	Percent Leased [3]	Average Base Rent (Per Sq Ft)[5]
Regency Square	Tampa-St. Petersburg-Clearwater		1993	1986	—	351,687	98.3%	15.39
Seminole Shoppes	Jacksonville	50%	2009	2009	9,958	76,821	98.2%	21.55
Shoppes @ 104	Miami-Fort Lauderdale-Miami Beach		1998	1990	—	108,192	96.7%	16.79
Shoppes at Bartram Park	Jacksonville	50%	2005	2004	—	126,483	100.0%	17.59
Shops at John's Creek	Jacksonville		2003	2004	—	15,490	100.0%	19.02
Starke [7]	Other		2000	2000	—	12,739	100.0%	24.65
Suncoast Crossing [7]	Tampa-St. Petersburg-Clearwater		2007	2007	—	117,885	92.0%	6.00
Town Square	Tampa-St. Petersburg-Clearwater		1997	1999	—	44,380	100.0%	28.09
Village Center	Tampa-St. Petersburg-Clearwater		1995	2014	—	186,605	95.0%	17.79
Welleby Plaza	Miami-Fort Lauderdale-Miami Beach		1996	1982	—	109,949	93.4%	12.17
Wellington Town Square	Miami-Fort Lauderdale-Miami Beach		1996	1982	12,800	107,325	94.3%	20.39
Westchase	Tampa-St. Petersburg-Clearwater		2007	1998	7,243	78,998	98.5%	14.41
Willa Springs	Orlando	20%	2000	2000	7,021	89,930	100.0%	18.43
Subtotal/Weighted Average (FL)					100,231	4,706,765	94.0%	14.81
GEORGIA								
Ashford Place	Atlanta-Sandy Springs-Marietta		1997	1993	—	53,449	100.0%	19.92
Briarcliff La Vista	Atlanta-Sandy Springs-Marietta		1997	1962	—	39,204	100.0%	19.67
Briarcliff Village [7]	Atlanta-Sandy Springs-Marietta		1997	1990	—	189,634	98.4%	15.23

Brighten Park (fka Loehmanns Plaza Georgia)	Atlanta-Sandy Springs-Marietta	1997	1986	—	137,815	84.5%	22.65
Buckhead Court	Atlanta-Sandy Springs-Marietta	1997	1984	—	48,317	80.8%	15.98

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Property Name	CBSA [1]	Ownership Interest [2]	Year Acquired	Year Construct-ed or Last Renovated	Mortgages or Encumberances (in 000's)	Gross Leasable Area (GLA)	Percent Leased [3]	Avera Base Rent (Per S Ft)[5]
Cambridge Square	Atlanta-Sandy Springs-Marietta		1996	1979	—	71,429	100.0%	14.03
Cornerstone Square	Atlanta-Sandy Springs-Marietta		1997	1990	—	80,406	100.0%	15.12
Delk Spectrum	Atlanta-Sandy Springs-Marietta		1998	1991	—	98,675	90.4%	14.43
Dunwoody Hall	Atlanta-Sandy Springs-Marietta	20%	1997	1986	6,856	85,899	100.0%	17.31
Dunwoody Village	Atlanta-Sandy Springs-Marietta		1997	1975	—	120,758	93.4%	17.94
Howell Mill Village [7]	Atlanta-Sandy Springs-Marietta		2004	1984	—	92,294	96.0%	18.92
Paces Ferry Plaza [7]	Atlanta-Sandy Springs-Marietta		1997	1987	—	61,696	70.7%	32.76
Powers Ferry Square	Atlanta-Sandy Springs-Marietta		1997	1987	—	100,076	100.0%	27.02
Powers Ferry Village	Atlanta-Sandy Springs-Marietta		1997	1994	—	78,896	100.0%	12.51
Russell Ridge	Atlanta-Sandy Springs-Marietta		1994	1995	—	101,438	91.6%	12.39
Sandy Springs	Atlanta-Sandy Springs-Marietta		2012	2006	16,079	116,303	92.6%	20.66
Subtotal/Weighted Average (GA)					22,935	1,476,289	93.6%	18.16
ILLINOIS								
Civic Center Plaza	Chicago-Naperville-Joliet	40%	2005	1989	25,751	264,973	98.9%	10.98
Clybourn Commons	Chicago-Naperville-Joliet		2014	1999	—	32,350	100.0%	34.43
Geneva Crossing	Chicago-Naperville-Joliet	20%	2004	1997	10,900	123,182	96.7%	13.27
Glen Gate	Chicago-Naperville-Joliet		2013	2013	—	103,323	94.8%	25.66
Glen Oak Plaza	Chicago-Naperville-Joliet		2010	1967	—	62,616	96.6%	22.59

Hinsdale	Chicago-Naperville-Joliet	1998	1986	—	179,099	93.9%	13.47

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Property Name	CBSA [1]	Ownership Interest [2]	Year Acquired	Year Construct-ed or Last Renovated	Mortgages or Encumberances (in 000's)	Gross Leasable Area (GLA)	Percent Leased [3]	Av Ba Re (Pe Ft)
McHenry Commons Shopping Center	Chicago-Naperville-Joliet	40%	2005	1988	8,958	99,448	91.1%	7.2
Riverside Sq & River's Edge	Chicago-Naperville-Joliet	40%	2005	1986	15,569	169,435	91.1%	15.
Roscoe Square	Chicago-Naperville-Joliet	40%	2005	1981	11,753	140,451	97.5%	19.
Shorewood Crossing	Chicago-Naperville-Joliet	20%	2004	2001	—	87,705	92.2%	14.
Shorewood Crossing II	Chicago-Naperville-Joliet	20%	2007	2005	7,026	86,276	100.0%	13.
Stonebrook Plaza Shopping Center	Chicago-Naperville-Joliet	40%	2005	1984	8,309	95,825	82.0%	11.
Westchester Commons (fka Westbrook Commons)	Chicago-Naperville-Joliet		2001	2014	—	138,632	98.0%	17.
Willow Festival [7]	Chicago-Naperville-Joliet		2010	2007	39,505	403,876	97.9%	16.
Subtotal/Weighted Average (IL)					127,772	1,987,191	96.1%	16.
INDIANA								
Airport Crossing	Chicago-Naperville-Joliet	88%	2006	2006	—	11,924	88.6%	17.
Augusta Center	Chicago-Naperville-Joliet	96%	2006	2006	—	14,533	90.1%	22.
Shops on Main	Chicago-Naperville-Joliet	91%	2013	2013	—	213,988	96.9%	14.
Willow Lake Shopping Center	Indianapolis	40%	2005	1987	—	85,923	87.6%	16.
Willow Lake West Shopping Center	Indianapolis	40%	2005	2001	8,949	52,961	100.0%	24.

Subtotal/Weighted Average (IN)	8,949	379,329	95.4%	16.
MASSACHUSETTS				

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Property Name	CBSA [1]	Ownership Interest [2]	Year Acquired	Year Construct-ed or Last Renovated	Mortgages or Encumberances (in 000's)	Gross Leasable Area (GLA)	Percen Leased [3]
Fellsway Plaza	Boston-Cambridge-Quincy	75%	2013	1959	29,839	157,717	89.9%
Shops at Saugus	Boston-Cambridge-Quincy		2006	2006	—	86,855	90.9%
Twin City Plaza	Boston-Cambridge-Quincy		2006	2004	39,745	274,280	94.4%
Subtotal/Weighted Average (MA)					69,584	518,852	92.5%
MARYLAND							
Bowie Plaza	Washington-Arlington-Alexandria	40%	2005	1966	—	102,904	96.1%
Burnt Mills [7]	Washington-Arlington-Alexandria	20%	2013	2004	7,028	31,316	100.0%
Clinton Park	Washington-Arlington-Alexandria	20%	2003	2003	—	206,050	72.2%
Cloppers Mill Village	Washington-Arlington-Alexandria	40%	2005	1995	—	137,098	98.6%
Festival at Woodholme	Baltimore-Towson	40%	2005	1986	21,632	81,016	90.7%
Firstfield Shopping Center	Washington-Arlington-Alexandria	40%	2005	2014	—	22,328	95.5%
King Farm Village Center	Washington-Arlington-Alexandria	25%	2004	2001	27,500	118,326	90.8%
Parkville Shopping Center	Baltimore-Towson	40%	2005	1961	11,995	162,434	98.6%
Southside Marketplace	Baltimore-Towson	40%	2005	1990	14,908	125,146	96.2%
Takoma Park	Washington-Arlington-Alexandria	40%	2005	1960	—	104,079	97.6%
Valley Centre	Baltimore-Towson	40%	2005	1987	19,313	219,549	99.0%

Village at Lee Airpark [7]	Baltimore-Towson		2005	2005	—	113,469	97.2%
Watkins Park Plaza	Washington-Arlington-Alexandria	40%	2005	1985	—	111,142	100.0%
Woodmoor Shopping Center	Washington-Arlington-Alexandria	40%	2005	1954	6,747	68,886	98.1%

Property Name	CBSA [1]	Ownership Interest [2]	Year Acquired	Year Construct-ed or Last Renovated	Mortgages or Encumberances (in 000's)	Gross Leasable Area (GLA)	Percent Leased [3]	Average Base Rent (Per Sq Ft)[5]	Gro Ma Ter >4(Ft (
Subtotal/Weighted Average (MD)					109,123	1,603,743	95.6%	20.62	
MICHIGAN									
Fenton Marketplace	Flint		1999	1999	—	97,275	95.7%	6.93	Far Far Ho
State Street Crossing	Ann Arbor		2006	2006	—	21,049	100.0%	18.98	(W
Subtotal/Weighted Average (MI)					—	118,324	96.4%	9.15	
MISSOURI									
Brentwood Plaza	St. Louis		2007	2002	—	60,452	100.0%	10.27	Sch
Bridgeton	St. Louis		2007	2005	—	70,762	100.0%	11.96	Sch Sch (Ho De
Dardenne Crossing	St. Louis		2007	1996	—	67,430	100.0%	10.83	Sch
Kirkwood Commons	St. Louis		2007	2000	11,038	209,703	100.0%	9.73	Wa (Ta (Lo
Subtotal/Weighted Average (MO)					11,038	408,347	100.0%	10.38	
MINNESOTA									
Apple Valley Square	Minneapolis-St. Paul-Bloomington	25%	2006	1998	16,000	184,841	100.0%	12.18	Rai Foo Jo- Fab (Bu Co Fac
Calhoun Commons	Minneapolis-St. Paul-Bloomington	25%	2011	1999	3,685	66,150	100.0%	24.18	Wh Foo
Colonial Square	Minneapolis-St. Paul-Bloomington	40%	2005	2014	9,946	93,248	100.0%	21.65	Lu

Rockford Road Plaza	Minneapolis-St. Paul-Bloomington	40%	2005	1991	—	204,157	99.4%	11.94	Ko
Rockridge Center	Minneapolis-St. Paul-Bloomington	20%	2011	2006	14,255	125,213	97.0%	13.18	Cu
Subtotal/Weighted Average (MN)					43,886	673,609	99.4%	14.89	

Property Name	CBSA (1)	Ownership Interest (2)	Year Acquired	Year Construct-ed or Last Renovated	Mortgages or Encumberances (in 000's)	Gross Leasable Area (GLA)	Percent Leased (3)	Av Bas Re (Pe Ft)
NORTH CAROLINA								
Cameron Village	Raleigh-Cary	30%	2004	2014	60,000	555,547	94.0%	19.
Carmel Commons	Charlotte-Gastonia-Concord		1997	1979	—	132,651	94.4%	18.
Cochran Commons	Charlotte-Gastonia-Concord	20%	2007	2003	5,748	66,020	95.6%	15.
Colonnade Center	Raleigh-Cary		2009	2009	—	57,637	98.1%	26.
Glenwood Village	Raleigh-Cary		1997	1983	—	42,864	100.0%	14.
Harris Crossing	Raleigh-Cary		2007	2007	—	65,150	92.9%	8.6
Holly Park	Raleigh-Cary	99%	2013	1969	—	159,871	99.3%	14.
Lake Pine Plaza	Raleigh-Cary		1998	1997	—	87,690	95.2%	11.
Maynard Crossing	Raleigh-Cary	20%	1998	1997	8,934	122,782	84.5%	14.
Phillips Place	Charlotte-Gastonia-Concord	50%	2012	2005	44,500	133,059	100.0%	31.

Providence Commons	Charlotte-Gastonia-Concord	25%	2010	1994	—	74,315	100.0%	17.
Shops at Erwin Mill (fka Erwin Square)	Durham-Chapel Hill	55%	2012	2012	10,000	87,340	95.4%	16.
Shoppes of Kildaire	Raleigh-Cary	40%	2005	1986	18,207	145,101	96.1%	16.
Southpoint Crossing	Durham-Chapel Hill		1998	1998	—	103,240	100.0%	15.
Sutton Square	Raleigh-Cary	20%	2006	1985	—	101,025	100.0%	16.
Village Plaza	Durham-Chapel Hill	20%	2012	1975	8,000	74,530	100.0%	16.
Willow Oaks [(4)]	Charlotte-Gastonia-Concord		2014	2014	—	68,798	71.4%	14.
Woodcroft Shopping Center	Durham-Chapel Hill		1996	1984	—	89,833	96.2%	12.
Subtotal/Weighted Average (NC)					155,389	2,167,453	95.1%	16.

Property Name	CBSA [1]	Ownership Interest [2]	Year Acquired	Year Construct-ed or Last Renovated	Mortgages or Encumberances (in 000's)	Gross Leasable Area (GLA)	Perce Lease [3]
NEW JERSEY							
Plaza Square	New York-Northern New Jersey-Long Island	40%	2005	1990	13,809	103,891	98.1%
Haddon Commons	Philadelphia-Camden-Wilmington	40%	2005	1985	1,509	53,889	87.5%
Subtotal/Weighted Average (NJ)					15,318	157,780	94.5%
NEW YORK							
Lake Grove Commons	New York-Northern New Jersey-Long Island	40%	2012	2008	32,618	141,382	100.0
Subtotal/Weighted Average (NY)					32,618	141,382	100.0
OHIO							
Cherry Grove	Cincinnati-Middletown		1998	1997	—	195,513	100.0
East Pointe	Columbus		1998	2014	—	103,860	100.0
Hyde Park	Cincinnati-Middletown		1997	1995	—	396,720	98.1%
Kroger New Albany Center	Columbus	50%	1999	1999	—	93,286	100.0
Maxtown Road (Northgate)	Columbus		1998	1996	—	85,100	100.0
Red Bank Village	Cincinnati-Middletown		2006	2006	—	164,318	99.2%
Regency Commons	Cincinnati-Middletown		2004	2004	—	34,315	95.0%
Westchester Plaza	Cincinnati-Middletown		1998	1988	—	88,181	96.9%
Windmiller Plaza Phase I	Columbus		1998	1997	—	145,563	98.6%

Subtotal/Weighted Average (OH)	—	1,306,856	98.8%

OREGON

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Property Name	CBSA [1]	Ownership Interest [2]	Year Acquired	Year Construct-ed or Last Renovated	Mortgages or Encumberances (in 000's)	Gross Leasable Area (GLA)	Perce Lease [3]
Corvallis Market Center	Corvallis		2006	2006	—	84,535	100.0
Greenway Town Center	Portland-Vancouver-Beaverton	40%	2005	2014	9,877	93,101	98.1%
Murrayhill Marketplace	Portland-Vancouver-Beaverton		1999	1988	—	148,967	96.1%
Northgate Marketplace	Medford	94%	2011	2011	—	80,953	100.0
Sherwood Crossroads	Portland-Vancouver-Beaverton		1999	1999	—	87,966	97.1%
Tanasbourne Market [7]	Portland-Vancouver-Beaverton		2006	2006	—	71,000	100.0
Walker Center	Portland-Vancouver-Beaverton		1999	1987	—	89,610	91.8%
Subtotal/Weighted Average (OR)					9,877	656,132	97.3%
PENNSYLVANIA							
Allen Street Shopping Center	Allentown-Bethlehem-Easton	40%	2005	1958	—	46,228	92.0%
City Avenue Shopping Center	Philadelphia-Camden-Wilmington	40%	2005	1960	20,870	159,406	77.3%
Gateway Shopping Center	Philadelphia-Camden-Wilmington		2004	1960	—	214,423	99.3%
Hershey [7]	Harrisburg-Carlisle		2000	2000	—	6,000	100.0
Kulpsville Village Center	Philadelphia-Camden-Wilmington		2006	2006	—	14,820	100.0
Lower Nazareth Commons	Allentown-Bethlehem-Easton		2007	2007	—	90,210	100.0
Mercer Square Shopping Center	Philadelphia-Camden-Wilmington	40%	2005	1988	11,202	91,400	100.0
Newtown Square Shopping Center	Philadelphia-Camden-Wilmington	40%	2005	1970	11,008	140,789	86.1%
Stefko Boulevard Shopping Center [7]	Allentown-Bethlehem-Easton	40%	2005	1976	—	133,899	96.6%
	Philadelphia-Camden-Wilmington	40%	2005	1999	9,850	89,680	98.0%

Warwick Square Shopping Center			
Subtotal/Weighted Average (PA)	52,930	986,855	95.3%

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Property Name	CBSA [1]	Ownership Interest [2]	Year Acquired	Year Construct-ed or Last Renovated	Mortgages or Encumberances (in 000's)	Gross Leasable Area (GLA)	Perce Lease [3]
SOUTH CAROLINA							
Buckwalter Village	Hilton Head Island-Beaufort		2006	2006	—	59,601	100.0
Merchants Village	Charleston-North Charleston	40%	1997	1997	9,996	79,649	97.0%
Queensborough Shopping Center	Charleston-North Charleston	50%	1998	1993	—	82,333	100.0
Subtotal/Weighted Average (SC)					9,996	221,583	99.3%
TENNESSEE							
Harpeth Village Fieldstone	Nashville-Davidson--Murfreesboro		1997	1998	—	70,091	100.0
Northlake Village	Nashville-Davidson--Murfreesboro		2000	1988	—	137,807	91.0%
Peartree Village	Nashville-Davidson--Murfreesboro		1997	1997	7,465	109,506	100.0
Subtotal/Weighted Average (TN)					7,465	317,404	96.1%
TEXAS							
Alden Bridge	Houston-Baytown-Sugar Land	20%	2002	1998	12,871	138,935	98.8%
Bethany Park Place	Dallas-Fort Worth-Arlington	20%	1998	1998	5,746	98,906	100.0
CityLine Market [4]	Dallas-Fort Worth-Arlington		2014	2014	—	79,718	76.0%
Cochran's Crossing	Houston-Baytown-Sugar Land		2002	1994	—	138,192	96.0%
Hancock	Austin-Round Rock		1999	1998	—	410,438	98.2%
Hickory Creek Plaza	Dallas-Fort Worth-Arlington		2006	2006	—	28,134	93.6%

Property Name	CBSA [1]	Ownership Interest [2]	Year Acquired	Year Construct-ed or Last Renovated	Mortgages or Encumberances (in 000's)	Gross Leasable Area (GLA)	Percent Leased [3]	Average Base Rent (Per Sq Ft)[5]
Hillcrest Village	Dallas-Fort Worth-Arlington		1999	1991	—	14,530	100.0%	44.40
Indian Springs Center	Houston-Baytown-Sugar Land		2002	2003	—	136,625	100.0%	22.31
Keller Town Center	Dallas-Fort Worth-Arlington		1999	1999	—	120,319	95.8%	14.72
Lebanon/Legacy Center	Dallas-Fort Worth-Arlington		2000	2002	—	56,435	94.7%	22.86
Market at Preston Forest	Dallas-Fort Worth-Arlington		1999	1990	—	96,353	100.0%	19.58
Market at Round Rock	Austin-Round Rock		1999	1987	—	122,646	87.3%	17.85
Mockingbird Common	Dallas-Fort Worth-Arlington		1999	1987	10,300	120,321	95.4%	16.09
North Hills	Austin-Round Rock		1999	1995	—	144,020	97.7%	21.27
Panther Creek	Houston-Baytown-Sugar Land		2002	1994	—	166,077	97.8%	18.20
Prestonbrook	Dallas-Fort Worth-Arlington		1998	1998	6,800	91,537	100.0%	13.69
Preston Oaks [7]	Dallas-Fort Worth-Arlington		2013	1991	—	103,503	93.8%	29.78
Shiloh Springs	Dallas-Fort Worth-Arlington	20%	1998	1998	6,856	110,040	91.6%	14.34
Shops at Mira Vista	Austin-Round Rock		2014	2002	257	68,340	100.0%	19.97
Signature Plaza	Dallas-Fort Worth-Arlington		2003	2004	—	32,414	84.6%	20.64
Southpark at Cinco Ranch	Houston-Baytown-Sugar Land		2012	2012	—	260,167	95.5%	11.92
Sterling Ridge	Houston-Baytown-Sugar Land		2002	2000	13,900	128,643	100.0%	19.21
Sweetwater Plaza	Houston-Baytown-Sugar Land	20%	2001	2000	11,248	134,045	100.0%	16.69

Tech Ridge Center	Austin-Round Rock		2011	2001	9,644	187,350	94.8%	20.70
Weslayan Plaza East	Houston-Baytown-Sugar Land	40%	2005	1969	—	169,693	99.0%	16.48
Weslayan Plaza West	Houston-Baytown-Sugar Land	40%	2005	1969	39,296	185,963	100.0%	17.62

Property Name	CBSA [1]	Ownership Interest [2]	Year Acquired	Year Construct-ed or Last Renovated	Mortgages or Encumberances (in 000's)	Gross Leasable Area (GLA)	Perce Lease [3]
Westwood Village	Houston-Baytown-Sugar Land		2006	2006	—	183,547	99.0%
Woodway Collection	Houston-Baytown-Sugar Land	40%	2005	2014	9,011	96,224	88.8%
Subtotal/Weighted Average (TX)					125,930	3,623,115	96.2%
VIRGINIA							
Ashburn Farm Market Center	Washington-Arlington-Alexandria		2000	2000	—	91,905	100.0
Ashburn Farm Village Center	Washington-Arlington-Alexandria	40%	2005	1996	—	88,897	97.3%
Belmont Shopping Center [4]	Washington-Arlington-Alexandria		2014	2014	—	90,608	80.8%
Braemar Shopping Center	Washington-Arlington-Alexandria	25%	2004	2004	11,814	96,439	100.0
Centre Ridge Marketplace	Washington-Arlington-Alexandria	40%	2005	1996	13,790	104,100	97.3%
Culpeper Colonnade	Culpeper		2006	2006	—	171,446	100.0
Fairfax Shopping Center	Washington-Arlington-Alexandria		2007	1955	—	75,711	86.3%
Festival at Manchester Lakes [7]	Washington-Arlington-Alexandria	40%	2005	1990	23,659	168,630	100.0
Fox Mill Shopping Center	Washington-Arlington-Alexandria	40%	2005	1977	16,563	103,269	100.0
Gayton Crossing	Richmond	40%	2005	1983	—	158,317	89.5%
Greenbriar Town Center	Washington-Arlington-Alexandria	40%	2005	1972	51,276	339,939	96.2%

Hanover Village Shopping Center	Richmond	40%	2005	1971	—	88,006	100.0
Hollymead Town Center	Charlottesville	20%	2003	2004	21,283	153,739	96.0%
Kamp Washington Shopping Center	Washington-Arlington-Alexandria	40%	2005	1960	—	71,924	95.0%
Kings Park Shopping Center	Washington-Arlington-Alexandria	40%	2005	1966	13,996	92,905	100.0

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Property Name	CBSA [1]	Ownership Interest [2]	Year Acquired	Year Construct-ed or Last Renovated	Mortgages or Encumberances (in 000's)	Gross Leasable Area (GLA)	Perce Lease [3]
Lorton Station Marketplace	Washington-Arlington-Alexandria	20%	2006	2005	24,375	132,445	100.0
Saratoga Shopping Center	Washington-Arlington-Alexandria	40%	2005	1977	11,298	113,013	98.2%
Shops at County Center	Washington-Arlington-Alexandria		2005	2005	—	96,695	96.8%
Shops at Stonewall	Washington-Arlington-Alexandria		2007	2011	—	314,355	97.2%
Signal Hill	Washington-Arlington-Alexandria	20%	2003	2004	12,576	95,172	100.0
Town Center at Sterling Shopping Center	Washington-Arlington-Alexandria	40%	2005	1980	—	186,531	97.4%
Village Center at Dulles	Washington-Arlington-Alexandria	20%	2002	1991	42,320	297,572	99.2%
Village Shopping Center	Richmond	40%	2005	1948	16,306	111,177	96.3%
Willston Centre I	Washington-Arlington-Alexandria	40%	2005	1952	—	105,376	95.9%
Willston Centre II	Washington-Arlington-Alexandria	40%	2005	1986	27,000	135,862	95.4%
Subtotal/Weighted Average (VA)					286,256	3,484,033	96.3%
WASHINGTON							
Aurora Marketplace	Seattle-Tacoma-Bellevue	40%	2005	1991	11,829	106,921	92.4%
Broadway Market [7]	Seattle-Tacoma-Bellevue	20%	2014	1988	10,000	140,240	94.0%
Cascade Plaza	Seattle-Tacoma-Bellevue	20%	1999	1999	14,620	214,872	96.6%

Eastgate Plaza	Seattle-Tacoma-Bellevue	40%	2005	1956	10,428	78,230	100.0
Grand Ridge	Seattle-Tacoma-Bellevue		2012	2012	11,309	326,243	100.0
Inglewood Plaza	Seattle-Tacoma-Bellevue		1999	1985	—	17,253	100.0
Overlake Fashion Plaza (7)	Seattle-Tacoma-Bellevue	40%	2005	1987	12,340	80,555	94.7%

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Property Name	CBSA [1]	Ownership Interest [2]	Year Acquired	Year Construct-ed or Last Renovated	Mortgages or Encumberances (in 000's)	Gross Leasable Area (GLA)	Percen Lease [3]
Pine Lake Village	Seattle-Tacoma-Bellevue		1999	1989	—	102,900	99.1%
Sammamish-Highlands	Seattle-Tacoma-Bellevue		1999	1992	—	101,289	99.5%
Southcenter	Seattle-Tacoma-Bellevue		1999	1990	—	58,282	100.0
Subtotal/Weighted Average (WA)					70,526	1,226,785	98.8%
WISCONSIN							
Whitnall Square Shopping Center	Milwaukee-Waukesha-West Allis	40%	2005	1989	—	133,421	92.8%
Subtotal/Weighted Average (WI)					—	133,421	92.8%
Total/Weighted Average					$2,005,705	38,200,241	95.4%

[1] CBSA refers to Core Based Statistical Area.
[2] Represents our ownership interest in the property, if not wholly owned.
[3] Includes properties where we have not yet incurred at least 90% of the expected costs to complete and 95% occupied or 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 95.9% for our Combined Portfolio of shopping centers.
[4] Property in development.
[5] Average base rent per SFT is calculated based on annual minimum contractual base rent per the tenant lease, excluding percentage rent and recovery revenue.
[6] A retailer that supports our shopping center and in which we have no ownership is indicated by parentheses.
[7] The ground underlying the building and improvements are not owned by Regency or its unconsolidated real estate partnerships, but is subject to a ground lease.

Item 3. Legal Proceedings

We are a party to various legal proceedings that 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 is traded on the New York Stock Exchange under the symbol "REG." The following table sets forth the high and low sales prices and the cash dividends declared on our common stock by quarter for 2014 and 2013.

	2014			2013		
Quarter Ended	High Price	Low Price	Cash Dividends Declared	High Price	Low Price	Cash Dividends Declared
March 31	$51.49	45.41	0.47	$53.55	47.19	0.4625
June 30	56.11	50.55	0.47	59.35	45.32	0.4625
September 30	57.99	53.28	0.47	54.69	45.63	0.4625
December 31	65.72	53.55	0.47	53.48	45.31	0.4625

We have determined that the dividends paid during 2014 and 2013 on our common stock qualify for the following tax treatment:

	Total Distribution per Share	Ordinary Dividends	Total Capital Gain Distributions	Nontaxable Distributions	Qualified Dividends (included in Ordinary Dividends)	Unrecapt Sec 1250 Gain
2014	$1.8800	1.3160	0.3008	0.2632	—	0.0564
2013	1.8500	1.7390	0.1110	—	0.4440	—

As of January 27, 2015, there were approximately 12,436 holders of common equity.

We intend to pay regular quarterly distributions to Regency Centers Corporation's 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 deems 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. We have a dividend reinvestment plan under which shareholders may elect to reinvest their dividends automatically in common

stock. Under the plan, we 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, and we did not repurchase any of our equity securities during the quarter ended December 31, 2014.

The following table represents information with respect to purchases by the Parent Company of its common stock during the months in the three month period ended December 31, 2014:

Period	Total number of shares purchased [1]	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number or approximate dollar value of shares that may yet be purchased under the plans or programs
October 1, 2014 through October 31, 2014	—	$—	—	$—
November 1, 2014 through November 30, 2014	53	$62.19	—	$—
December 1, 2014 through December 31, 2014	102	$61.88	—	$—

[1] Represents shares delivered in payment of withholding taxes in connection with option exercises or restricted stock vesting by participants under Regency's Long-Term Omnibus Plan.

The performance graph furnished below shows Regency's cumulative total stockholder return to the S&P 500 Index and the FTSE NAREIT Equity REIT Index since December 31, 2009. 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.

	12/09	12/10	12/11	12/12	12/13	12/14
Regency Centers Corporation	$100.00	126.63	117.96	153.79	156.57	223.17
S&P 500	100.00	115.06	117.49	136.30	180.44	205.14
FTSE NAREIT Equity REITs	100.00	127.96	138.57	163.60	167.63	218.16
FTSE NAREIT Equity Shopping Centers	100.00	130.78	129.83	162.31	170.41	221.47

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, 2014 (in thousands except per share data). This historical Selected Financial Data has been derived from the audited consolidated financial statements. 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

		2014	2013	2012	2011	2010
Operating data:						
Revenues	$	537,898	489,007	473,929	470,449	440,725
Operating expenses		353,348	324,687	307,493	303,976	292,413
Total other expense (income) [3]		83,046	111,741	131,240	136,317	140,275
Income before equity in income of investments in real estate partnerships and income taxes		101,504	52,579	35,196	30,156	8,037
Equity in income of investments in real estate partnerships		31,270	31,718	23,807	9,643	(12,884)
Income tax (benefit) expense of taxable REIT subsidiary		(996)	—	13,224	2,994	(1,333)
Income from continuing operations [3]		133,770	84,297	45,779	36,805	(3,514)
Income (loss) from discontinued operations [4]		—	65,285	(21,728)	16,579	15,522
Gain on sale of real estate, net of tax		55,077	1,703	2,158	2,404	993
Net income		188,847	151,285	26,209	55,788	13,001
Income attributable to noncontrolling interests		(1,457)	(1,481)	(342)	(4,418)	(4,185)
Net income attributable to the Company		187,390	149,804	25,867	51,370	8,816
Preferred stock dividends		(21,062)	(21,062)	(32,531)	(19,675)	(19,675)
Net income (loss) attributable to common stockholders	$	166,328	128,742	(6,664)	31,695	(10,859)
FFO[1]		269,149	240,621	222,100	220,318	151,321
Core FFO [1]		261,506	241,619	230,937	213,148	199,357
Income (loss) per common share - diluted (note 15):						
Continuing operations	$	1.80	0.69	0.16	0.16	(0.33)
Discontinued operations [4]		—	0.71	(0.24)	0.19	0.19
Net income (loss) attributable to common stockholders	$	1.80	1.40	(0.08)	0.35	(0.14)
Other information:						
Net cash provided by operating activities	$	277,742	250,731	257,215	217,633	138,459
Net cash (used in) provided by investing activities		(210,290)	(9,817)	3,623	(77,723)	(184,457)
Net cash used in financing activities		(34,360)	(182,579)	(249,891)	(145,569)	(32,797)
Dividends paid to common stockholders		172,900	168,095	164,747	160,479	149,117
Common dividends declared per share		1.88	1.85	1.85	1.85	1.85
Common stock outstanding including exchangeable operating partnership units		94,262	92,499	90,572	90,099	81,717
Ratio of earnings to fixed charges [2]		2.6	1.8	1.6	1.5	1.3
Ratio of earnings to combined fixed charges and preference dividends [2]		2.2	1.5	1.4	1.3	1.1
Balance sheet data:						
Real estate investments before accumulated depreciation	$	4,743,053	4,385,380	4,352,839	4,488,794	4,417,746
Total assets		4,197,170	3,913,516	3,853,458	3,987,071	3,994,539
Total debt		2,021,357	1,854,697	1,941,891	1,982,440	2,094,469
Total liabilities		2,260,688	2,052,382	2,107,547	2,117,417	2,250,137
Total stockholders’ equity		1,906,592	1,843,354	1,730,765	1,808,355	1,685,177

Total noncontrolling interests	29,890	17,780	15,146	61,299	59,225

[1] See Item 7, Supplemental Earnings Information, for the definition of funds from operations and core funds from operations and a reconciliation to the nearest GAAP measure.
[2] See Exhibit 12.1 for additional information regarding the computations of ratio of earnings to fixed charges and ratio of earnings to combined fixed charges and preference dividends.
[3] During the year ended December 31, 2014, the Company recognized a gain on remeasurement of investment in real estate partnership of $18.3 million, which is included in Total other expense (income) and Income from continuing operations, upon the acquisition of the remaining 50% interest in a single operating property, resulting in consolidation of the property as a business combination. The gain on remeasurement was calculated based on the difference between the carrying value and the fair value of the previously held equity interest.
[4] On January 1, 2014, the Company prospectively adopted Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") No. 2014-08, Presentation of Financial Statements (Topic 205) and Property, Plant and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity, which changes the requirements for reporting discontinued operations. Under the new guidance, only disposals representing a strategic shift in operations should be presented as discontinued operations. No property disposals in 2014 qualify as discontinued operations, therefore prior period amounts were not reclassified for 2014 property sales.

Operating Partnership

	2014	2013	2012	2011	2010
Operating data:					
Revenues	$ 537,898	489,007	473,929	470,449	440,725
Operating expenses	353,348	324,687	307,493	303,976	292,413
Total other expense (income) [3]	83,046	111,741	131,240	136,317	140,275
Income before equity in income of investments in real estate partnerships and income taxes	101,504	52,579	35,196	30,156	8,037
Equity in income of investments in real estate partnerships	31,270	31,718	23,807	9,643	(12,884)
Income tax (benefit) expense of taxable REIT subsidiary	(996)	—	13,224	2,994	(1,333)
Income from continuing operations [3]	133,770	84,297	45,779	36,805	(3,514)
Income (loss) from discontinued operations [4]	—	65,285	(21,728)	16,579	15,522
Gain on sale of real estate, net of tax	55,077	1,703	2,158	2,404	993
Net income	188,847	151,285	26,209	55,788	13,001
Income attributable to noncontrolling interests	(1,138)	(1,205)	(865)	(590)	(376)
Net income attributable to the Partnership	187,709	150,080	25,344	55,198	12,625
Preferred unit distributions	(21,062)	(21,062)	(31,902)	(23,400)	(23,400)
Net income (loss) attributable to common unit holders	$ 166,647	129,018	(6,558)	31,798	(10,775)
FFO [1]	269,149	240,621	222,100	220,318	151,321
Core FFO [1]	261,506	241,619	230,937	213,148	199,357
Income (loss) per common unit - diluted (note 15):					
Continuing operations	$ 1.80	0.69	0.16	0.16	(0.33)
Discontinued operations [4]	—	0.71	(0.24)	0.19	0.19
Net income (loss) attributable to common unit holders	$ 1.80	1.40	(0.08)	0.35	(0.14)
Other information:					
Net cash provided by operating activities	$ 277,742	250,731	257,215	217,633	138,459
Net cash (used in) provided by investing activities	(210,290)	(9,817)	3,623	(77,723)	(184,457)
Net cash used in financing activities	(34,360)	(182,579)	(249,891)	(145,569)	(32,797)
Distributions paid on common units	172,900	168,095	164,747	160,479	149,117
Ratio of earnings to fixed charges [2]	2.6	1.8	1.6	1.5	1.3
Ratio of combined fixed charges and preference dividends to earnings [2]	2.2	1.5	1.4	1.3	1.1
Balance sheet data:					
Real estate investments before accumulated depreciation	$ 4,743,053	4,385,380	4,352,839	4,488,794	4,417,746
Total assets	4,197,170	3,913,516	3,853,458	3,987,071	3,994,539
Total debt	2,021,357	1,854,697	1,941,891	1,982,440	2,094,469
Total liabilities	2,260,688	2,052,382	2,107,547	2,117,417	2,250,137
Total partners' capital	1,904,678	1,841,928	1,729,612	1,856,550	1,733,573
Total noncontrolling interests	31,804	19,206	16,299	13,104	10,829

[1] See Item 7, Supplemental Earnings Information, for the definition of funds from operations and core funds from operations and a reconciliation to the nearest GAAP measure.

(2) See Exhibit 12.1 for additional information regarding the computations of ratio of earnings to fixed charges and ratio of earnings to combined fixed charges and preference dividends.
(3) During the year ended December 31, 2014, the Company recognized a gain on remeasurement of investment in real estate partnership of $18.3 million, which is included in Total other expense (income) and Income from continuing operations, upon the acquisition of the remaining 50% interest in a single operating property, resulting in consolidation of the property as a business combination. The gain on remeasurement was calculated based on the difference between the carrying value and the fair value of the previously held equity interest.
(4) On January 1, 2014, the Company prospectively adopted Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") No. 2014-08, Presentation of Financial Statements (Topic 205) and Property, Plant and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity, which changes the requirements for reporting discontinued operations. Under the new guidance, only disposals representing a strategic shift in operations should be presented as discontinued operations. No property disposals in 2014 qualify as discontinued operations, therefore prior period amounts were not reclassified for 2014 property sales.

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

Overview

Regency Centers Corporation began its operations as a REIT in 1993 and is the managing general partner of Regency Centers, L.P. All of our operating, investing, and financing activities are performed through the Operating Partnership, its wholly-owned subsidiaries, and through its co-investment partnerships. As of December 31, 2014, the Parent Company owned approximately 99.8% of the outstanding common partnership units of the Operating Partnership.

As of December 31, 2014, we directly owned 202 Consolidated Properties located in 21 states representing 23.2 million square feet of GLA. Through co-investment partnerships, we own partial ownership interests in 120 Unconsolidated Properties located in 23 states and the District of Columbia representing 15.0 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, restaurants, side-shop retailers, and service providers, as well as ground leasing or selling out-parcels to these same types of tenants. We experience growth in revenues by increasing occupancy and rental rates in our existing shopping centers and by acquiring and developing new shopping centers.

We grow our shopping center portfolio through acquisitions of operating centers and new shopping center development. We will continue to use our development capabilities, market presence, and anchor relationships to invest in value-added new developments and redevelopments of existing centers. We fund our acquisition and development activity from various capital sources including operating cash flow, property sales, equity offerings, new financing, and co-investment real estate partnerships. Co-investment real estate partnerships provide us with an additional capital source for shopping center acquisitions, developments, and redevelopments, as well as the opportunity to earn fees for asset management, property management, and other investing and financing services.

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 as of 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 and expected future results, current market conditions, and interpretation of 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 and Straight Line Rent

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 and straight line rent reserve. Although we estimate uncollectible receivables and provide for them through charges against income, actual experience may differ from those estimates.

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Real Estate Investments

Acquisition of Real Estate Investments

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 and in-place leases), 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.

We strategically co-invest with partners to own, manage, acquire, develop and redevelop operating properties. We analyze our investments in real estate partnerships in order to determine whether the entity should be consolidated. If it is determined that these investments do not require consolidation because the entities are not variable interest entities (“VIEs”), we are not considered the primary beneficiary of the entities determined to be VIEs, we do not have voting control, and/or the limited partners (or non-managing members) have substantive participatory rights, then the selection of the accounting method used to account for our investments in real estate partnerships is generally determined by our voting interests and the degree of influence we have over the entity. Management uses its judgment when making these determinations. We use the equity method of accounting for investments in real estate partnerships when we own 20% or more of the voting interests and have significant influence but do not have a controlling financial interest, or if we own less than 20% of the voting interests but have determined that we have significant influence. Under the equity method, we record our investments in and advances to these entities as investments in real estate partnerships in our consolidated balance sheets, and our proportionate share of earnings or losses earned by the joint venture is recognized in equity in income (loss) of investments in real estate partnerships in our consolidated statements of operations.

Development of Real Estate Assets and Cost Capitalization

We capitalize the acquisition of land, the construction of buildings, and other specifically identifiable development costs incurred by recording them in properties in development in our accompanying Consolidated Balance Sheets. Other specifically identifiable development costs include pre-development costs essential to the development process, as well as, interest, real estate taxes, and direct employee costs incurred during the development period. Once a development property is substantially complete and held available for occupancy, these indirect costs are no longer capitalized.

- 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. If we determine it is probable that a specific project undergoing due diligence will not be developed, we immediately expense all related capitalized pre-development costs not considered recoverable.
- Interest costs are capitalized to 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 the anchor opens for business. During the

years ended December 31, 2014, 2013, and 2012, we capitalized interest of $7.1 million, $6.1 million, and $3.7 million, respectively, on our development projects.

- Real estate taxes are capitalized to each development project over the same period as we capitalize interest.
- 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. The capitalization of costs is directly related to the actual level of development activity occurring. During the years ended December 31, 2014, 2013, and 2012, we capitalized $16.1 million, $11.7 million, and $10.3 million, respectively, of direct internal costs incurred to support our development program.

Valuation of Real Estate Investments

We evaluate whether there are any indicators that have occurred, including property operating performance and general market conditions, that would result in us determining that the carrying value of our real estate properties (including any related amortizable intangible assets or liabilities) may not be recoverable. If such indicators occur, 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 the resulting impairment, if any, could differ from the actual gain or loss recognized upon ultimate sale in an arm's length transaction. If 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.

We evaluate our investments in real estate partnerships for impairment whenever there are indicators, including underlying property operating performance and general market conditions, that the value of our investments in real estate partnerships may be impaired. An investment in a real estate partnerships is considered impaired only if we determine that its fair value is less than the net carrying value of the investment in that real estate partnerships on an other-than-temporary basis. Cash flow projections for the investments consider property level factors, such as expected future operating income, trends and prospects, as well as the effects of demand, competition and other factors. We consider various qualitative factors to determine if a decrease in the value of our investment is other-than-temporary. These factors include the age of the real estate partnerships, our intent and ability to retain our investment in the entity, the financial condition and long-term prospects of the entity and relationships with our partners and banks. If we believe that the decline in the fair value of the investment is temporary, no impairment charge is recorded. If our analysis indicates that there is an other-than-temporary impairment related to the investment in a particular real estate partnership, the carrying value of the investment will be adjusted to an amount that reflects the estimated fair value of the investment.

The fair value of real estate investments is 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 or the traditional discounted cash flow methods. 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 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.

Derivative Instruments

The Company utilizes financial derivative instruments to manage risks associated with changing interest rates. 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. For additional information on the Company’s use and accounting for derivatives, see Notes 1 and 10 to the Consolidated Financial Statements.

The Company assesses effectiveness of our cash flow hedges both at inception and on an ongoing basis. The effective portion of changes in fair value of the interest rate swaps associated with our cash flow hedges is recorded in other comprehensive income which is included in accumulated other comprehensive loss on our consolidated balance sheet and our consolidated statement of equity. Our cash flow hedges become ineffective if critical terms of the hedging instrument and the debt instrument do not perfectly match such as notional amounts, settlement dates, reset dates, calculation period and LIBOR rate. If a cash flow hedge is deemed ineffective, the ineffective portion of changes in fair value of the interest rate swaps associated with our cash flow hedges is recognized in earnings in the period affected.

The fair value of the Company's interest rate derivatives 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.

Recent Accounting Pronouncements

See Note 1 to Consolidated Financial Statements.

Shopping Center Portfolio

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

	December 31, 2014	December 31, 2013
Number of properties	202	202
Properties in development	7	6
Gross leasable area	23,200	22,472
% leased - operating and development	95.3%	94.5%
% leased - operating	95.9%	95.0%
Weighted average annual effective rent per SqFT [1]	$18.30	17.40

[1] Net of tenant concessions.

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

	December 31, 2014	December 31, 2013
Number of properties	120	126
Gross leasable area	15,000	15,508
% leased - operating	96.0%	96.2%
Weighted average annual effective rent per SqFT [1]	$17.85	17.34

[1] Net of tenant concessions.

The following table summarizes pro-rata occupancy rates of our combined Consolidated and Unconsolidated shopping center portfolio:

	December 31, 2014	December 31, 2013
% Leased – Operating	95.9%	95.2%
≥ 10,000 SqFT	98.8%	98.6%
< 10,000 SqFT	91.2%	89.9%

Leasing activity was strong in 2014 with pro-rata occupancy gains of 70 basis points driven primarily by new leasing in the less than 10,000 SqFT category, but also supported by high renewal activity of expiring leases in both categories as summarized in the leasing activity table below, and lower than historical move-out rates. We believe our high-quality, grocery anchored shopping centers located in densely populated, desirable infill trade areas create attractive spaces for retail tenants. Improvements in the economy, combined with historically low levels of new supply and robust tenant demand, allow us to focus on merchandising of our centers to ensure the right mix of operators and unique retailers, which draws more retail customers to our centers.

The following table summarizes leasing activity for the years ended December 31, 2014 and 2013, including our pro-rata share of activity within the portfolio of our co-investment partnerships:

2014

	Leasing Transactions [1]	SqFT (in thousands)	Base Rent PSF [2]	Tenant Improvements PSF [2]	Leasing Commissions PSF [2]
New leases					
≥ 10,000 SqFT	28	793	$14.49	$5.54	$4.62
< 10,000 SqFT	477	828	$29.24	$8.76	$13.72
Total New Leases	505	1,621	$22.02	$7.19	$9.27
Renewals					
≥ 10,000 SqFT	59	1,173	$11.80	$0.20	$1.07
< 10,000 SqFT	854	1,281	$28.80	$0.76	$3.61
Total Renewal Leases	913	2,454	$20.67	$0.49	$2.39

2013

	Leasing Transactions [1]	SqFT (in thousands)	Base Rent PSF [2]	Tenant Improvements PSF [2]	Leasing Commissions PSF [2]
New leases					
≥ 10,000 SqFT	30	629	$14.51	$5.10	$3.68
< 10,000 SqFT	573	1,012	$25.94	$8.26	$11.18
Total New Leases	603	1,641	$21.56	$6.72	$8.30
Renewals					
≥ 10,000 SqFT	55	1,141	$11.12	$0.24	$1.02
< 10,000 SqFT	913	1,301	$28.69	$0.49	$3.67
Total Renewal Leases	968	2,442	$20.48	$0.36	$2.44

(1) Number of leasing transactions reported at 100%; all other statistics reported at pro-rata share.
(2) Totals for base rent, tenant improvements, and leasing commissions reflect the weighted average per square foot ("PSF").

In the greater than or equal to 10,000 SqFT category, base rent PSF on new leases remained constant in 2014. In the under 10,000 SqFT category for both new new leases and renewals, base rent PSF continued to increase on leases executed in 2014.

Significant Tenants and Concentrations of Risk

We seek to reduce our operating and leasing risks through geographic diversification and by avoiding dependence on any single property, market, or tenant. The following table summarizes our three most significant tenants, each of which is a grocery tenant, occupying our shopping centers at December 31, 2014:

Grocery Anchor	Number of Stores [1]	Percentage of Company Owned GLA [2]	Percentage of Annualized Base Rent [2]

Kroger	55	8.5%	4.5%
Publix	46	6.5%	3.8%
Safeway	44	4.1%	2.3%

(1) Includes stores owned by grocery anchors that are attached to our centers.
(2) Includes our pro-rata share of Unconsolidated Properties and excludes those owned by anchors.

In January 2015, Safeway Inc. and AB Acquisition LLC (Albertsons) completed their proposed merger announced in March 2014. In addition to the centers anchored by Safeway above, we have 12 shopping centers anchored by Albertsons, representing 1.4% of company owned GLA and 1.0% of annualized base rent on a pro-rata basis. The Federal Trade Commission ("FTC") is requiring that they divest 168 stores. Of these, six are in our shopping centers and are under contract to be purchased by Haggen.

Bankruptcies

Although base rent is supported by long-term lease contracts, tenants who file bankruptcy may 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 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 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.

Our management team devotes significant time to monitoring consumer preferences, shopping behaviors, and demographics to anticipate both challenges and opportunities in the changing retail industry that may affect our tenants. 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.

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. The following table represents the remaining available capacity under our at the market ("ATM") equity program and our unsecured credit facilities as of December 31, 2014 (in thousands):

	December 31, 2014
ATM equity program (see note 12) (1)	
Total capacity	$200,000
Remaining capacity	$96,000
Term Loan (see note 9) (2)	
Total capacity	$165,000
Remaining capacity	$90,000
Line of Credit (the "Line") (see note 9)	
Total capacity	$800,000
Remaining capacity (3)	$794,096
Maturity (4)	September 2016

(1) Pursuant to the Forward Sale Agreement dated January 14, 2015, we have agreed that, subject to certain limited exceptions, we will not directly or indirectly for 60 days after the issuance of our forward equity offering on January 14, 2015 (1) sell or otherwise transfer or dispose of any shares of common stock or any securities exercisable or exchangeable for common stock or (2) enter into any swap or other arrangement that transfers to another any economic consequences of ownership of the common stock.

Notwithstanding the foregoing, if (1) during the last 17 days of the 60-day restricted period, we issue an earnings release, material news or a material event relating to our company occurs; or (2) prior to the expiration of the 60-day restricted period, we announce that we will release earnings results during the 16-day period beginning on the last day of the 60-day period, the restrictions described above will continue to apply until the expiration of the 18-day period beginning on the issuance of the earnings release or the occurrence of the material news or material event.

Accordingly, we are prohibited from issuing shares under our ATM program during the period stated above.

(2) On June 27, 2014, the Company amended its existing senior unsecured term loan facility (the "Term Loan"). The amendment established a new Term Loan size of $165.0 million, extended the maturity date to June 27, 2019 and reduced the applicable interest rate. The Term Loan bears interest at LIBOR plus a ratings based margin of 1.15% per annum, subject to adjustment from time to time based on changes to the Company's corporate credit rating, and is subject to a fee of 0.20% per annum on the undrawn balance. The Company has $75.0 million outstanding and may utilize the additional $90.0 million through August 31, 2015.

(3) Net of letters of credit.
(4) May be extended to September 2017 for a fee, at the Company's option.

In January 2015, the Parent Company entered into an underwritten public offering for 2.875 million shares of its common stock at a price of $67.40 per share which will result in gross proceeds of approximately $193.8 million, before any underwriting discount and offering expenses. In connection with this offering, the Parent Company entered

into a forward sale agreement with an affiliate of Wells Fargo Securities, LLC for the underwritten shares. The forward sale agreement will settle on one or more dates occurring no later than approximately 12 months after the date of the offering.

The following table summarizes net cash flows related to operating, investing, and financing activities of the Company for the years ended December 31, 2014, 2013, and 2012 (in thousands):

	2014	2013	2012
Net cash provided by operating activities	$277,742	250,731	257,215
Net cash (used in) provided by investing activities	(210,290)	(9,817)	3,623
Net cash used in financing activities	(34,360)	(182,579)	(249,891)
Net increase in cash and cash equivalents	33,092	58,335	10,947
Total cash and cash equivalents	$113,776	80,684	22,349

Net cash provided by operating activities:

Net cash provided by operating activities increased by $27.0 million for the year ended December 31, 2014, as compared to the year ended December 31, 2013 due to:

- $27.9 million increase in cash from operating income; offset by
- $3.0 million net decrease in cash due to timing of cash receipts and payments related to operating activities;
- $2.6 million decrease in operating cash flow distributions from our unconsolidated real estate partnerships due to liquidating three partnerships and reinvesting cash in another; and
- $4.6 million received upon settlement of the treasury hedges in May 2014 in connection with our bond issuance.

We operate our business such that we expect net cash provided by operating activities will provide the necessary funds to pay our distributions to our common and preferred stock and unit holders, which were $194.0 million and $189.2 million for the years ended December 31, 2014 and 2013, respectively. Our dividend distribution policy is set by our Board of Directors who monitor our financial position. Our Board of Directors recently declared our common stock quarterly dividend of $0.485 per share, payable on March 5, 2015. Future dividends will be declared at the discretion of our Board of Directors and will be subject to capital requirements and availability. 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.

Net cash used in investing activities:

Net cash used in investing activities increased by $200.5 million due to lower real estate dispositions during 2014 within our consolidated and unconsolidated portfolio coupled with a slight increase in acquisitions and development activity, which were funded from sales proceeds and financing activity.

	2014	2013	Change
Cash flows from investing activities:			
Acquisition of operating real estate	$ (112,120)	(107,790)	(4,330)
Real estate development and capital improvements	(238,237)	(213,282)	(24,955)
Proceeds from sale of real estate investments	118,787	212,632	(93,845)
Collection (issuance) of notes receivable	—	27,354	(27,354)
Investments in real estate partnerships (note 4)	(23,577)	(10,883)	(12,694)
Distributions received from investments in real estate partnerships	37,152	87,111	(49,959)
Dividends on investments	243	194	49
Acquisition of securities	(23,760)	(19,144)	(4,616)
Proceeds from sale of securities	31,222	13,991	17,231
Net cash used in investing activities	$ (210,290)	(9,817)	(200,473)

Significant investing and divesting activities included:

- We acquired four shopping centers in 2014, compared to three during 2013;

- We sold eleven shopping centers and six out-parcels in 2014, compared to twelve shopping centers and ten out-parcels during 2013;
- We received proceeds of $27.4 million upon the collection and sale of notes receivable in 2013;

- We invested $23.6 million in our unconsolidated partnerships to acquire an operating property and to fund redevelopment activity during 2014. In 2013, we invested $10.9 million primarily for mortgage maturities, one operating property acquisition, and redevelopment activity.

- Distributions from our unconsolidated partnerships in 2014 were primarily driven by real estate sales proceeds of $32.1 million and $5.1 million from refinancing a loan. Distributions in 2013 were primarily from real estate sales proceeds of $32.7 million, $6.9 million net proceeds from debt refinancing, and $47.5 million distributions upon redemption of preferred interest.

- Acquisition of securities and proceeds from sale of securities include investments in equity securities. In 2014, we paid $14.3 million for the acquisition of AmREIT, Inc. ("AmREIT") common stock, and received $22.1 million in proceeds upon the subsequent sale. The remaining securities investing activity, during both 2014 and 2013, primarily relates to our deferred compensation plan.

We plan to continue developing and redeveloping shopping centers for long-term investment purposes and have a staff of employees who directly support our development and redevelopment program. Internal costs attributable to these development and redevelopment activities are capitalized as part of each project. During 2014, we paid $238.2 million for the development, redevelopment, and improvement of our real estate properties as comprised of the following (in thousands):

	2014	2013	Change
Capital expenditures:			
Land acquisitions for development / redevelopment	$ 34,650	28,320	6,330
Building and tenant improvements	35,759	43,196	(7,437)
Redevelopment costs	48,853	19,964	28,889
Development costs	98,367	104,662	(6,295)
Capitalized interest	7,141	6,078	1,063
Capitalized direct compensation	13,467	11,062	2,405
Real estate development and capital improvements	$ 238,237	213,282	24,955

- During 2014 we acquired six land parcels for new development projects as compared to five in 2013.

- Building and tenant improvements decreased $7.4 million during the year ended December 31, 2014 primarily related to timing of capital projects and renovations.

- The $28.9 million increase in redevelopment costs were due to an increase in the number and magnitude of redevelopments, primarily driven by our Westlake and Westchester redevelopment projects.

- The $6.3 million decrease in our development projects expenditures was due to the size of and progress on developments. See the tables below for a detail of current and recently completed development projects.

- Capitalized direct compensation represents overhead costs of our development and construction team directly related to the development projects, with the majority of capitalizable direct compensation costs incurred at or near inception of a development project. The increased number and size of projects starting in 2014 as compared to 2013 resulted in the increase in capitalized compensation costs. During 2014 we started $239.2 million of development and redevelopment projects as compared to $194.3 million in 2013. Changes in the level of future development and redevelopment activity could adversely impact results of operations by reducing the amount of internal costs for development and redevelopment projects that may be capitalized. A 10% reduction in development and redevelopment activity without a corresponding reduction in the compensation costs directly related to our

development and redevelopment activities could result in an additional charge to net income of approximately $1.6 million.

As of December 31, 2014, we had seven development projects that were either under construction or in lease up, compared to six such development projects as of December 31, 2013. The following table summarizes our development projects as of December 31, 2014 (in thousands, except cost per SqFT):

Property Name	Location	Development Start Date	Estimated Net Development Costs After JV Buyout [1]	% of Costs Incurred	GLA	Cost PSF GLA		Estimated/Actual Anchor Opens
Fountain Square	Miami, FL	Q3-13	$56,309	77%	177	$318		Dec-14
Brooklyn Station on Riverside	Jacksonville, FL	Q4-13	15,129	66%	50	303		Oct-14
Persimmon Place	Dublin, CA	Q1-14	59,976	58%	153	392		May-15
Willow Oaks Crossing	Concord, NC	Q2-14	12,888	31%	69	187		Sept-15
Belmont Shopping Center	Ashburn, VA	Q3-14	28,189	30%	91	310		Aug-15
CityLine Market	Richardson, TX	Q3-14	26,606	26%	80	333		Feb-16
The Village at La Floresta	Brea, CA	Q4-14	33,116	26%	87	381		Jan-16
Total			$232,213	50%	707	$328	[2]	

[1] Amount represents costs, including leasing costs, net of tenant reimbursements.

[2] Amount represents a weighted average.

The following table summarizes our development projects completed during the year ended December 31, 2014 (in thousands, except cost per SqFT):

Property Name	Location	Completion Date	Net Development Costs [1]	GLA	Cost PSF GLA
Juanita Tate Marketplace	Los Angeles, CA	Q2-14	$17,289	77	$225
Shops at Erwin Mill	Durham, NC	Q3-14	14,530	87	167
Shops on Main	Schererville, IN	Q4-14	37,867	214	177
Glen Gate	Glenview, IL	Q4-14	29,390	103	285
Total			$99,076	481	$206

[1] Includes leasing costs, net of tenant reimbursements.

Net cash used in financing activities:

Net cash used in financing activities decreased by $148.2 million primarily due to proceeds from the net issuance of unsecured notes in 2014 and net repayments on the credit facilities in 2013. The following table presents changes in our primary categories of financing activity:

		2014		2013		Change	
Cash flows from financing activities:							
Equity issuances	$	102,453		99,753		2,700	
Stock redemption		(300	)	—		(300	)
(Distributions to) contributions from limited partners in consolidated partnerships, net		(5,303	)	1,514		(6,817	)
Dividend payments		(193,962	)	(189,157	)	(4,805	)
Unsecured credit facilities, net		—		(95,000	)	95,000	

Debt issuance	258,378	35,767	222,611
Debt repayment	(195,626)	(35,490)	(160,136)
Other	—	34	(34)
Net cash used in financing activities	$ (34,360)	(182,579)	148,219

Significant financing activities during the year ended December 31, 2014 include:

- During 2014, the Parent Company issued approximately 1.7 million shares of common stock through our ATM program at an average price of $60.00 per share, as compared to 1.9 million shares at $53.35 per share in 2013. In both years, the proceeds were used to fund investment activities.

- The $6.8 million change in net distributions to limited partners is primarily related to 2014 distribution of proceeds from sales and debt financing.

- During 2014 we increased our dividend distribution rates on our common stock and operating partnership units.

- During 2013, we paid down our Line and Term Loan $95.0 million, net.

- The $222.6 million net change in debt issuance is primarily related to the $250 million of new 3.75% ten-year unsecured public debt issued in May 2014, which matures in June 2024. In connection with the bond offering, we settled the previously locked forward starting interest rate swaps, receiving net cash proceeds of $4.6 million. These proceeds will offset bond interest expense over the life of the bonds, resulting in a lower effective interest rate of 3.59%.

- The $160.1 million net change in debt repayment is primarily driven by the repayment of $150 million of 4.95% ten-year unsecured public debt at maturity. in April 2014.

We endeavor to maintain a high percentage of unencumbered assets. As of December 31, 2014, 76.8% of our wholly-owned real estate assets were unencumbered. Such assets allow us to access the secured and unsecured debt markets and to maintain significant availability on the Line. Our coverage ratio, including our pro-rata share of our partnerships, was 2.5 times for the year ended December 31, 2014, as compared to 2.4 times for the year ended December 31, 2013. We define our coverage ratio as earnings before interest, taxes, investment transaction profits net of deal costs, depreciation and amortization (“Core EBITDA”) divided by the sum of the gross interest and scheduled mortgage principal paid to our lenders plus dividends paid to our preferred stockholders.

Through 2015, we estimate that we will require approximately $622.7 million of cash, including $179.2 million to complete in-process developments and redevelopments, $426.2 million to repay maturing debt, and approximately $17.3 to fund our pro-rata share of estimated capital contributions to our co-investment partnerships for repayment of debt. If we start new developments or redevelop additional shopping centers, our cash requirements will increase. If we refinance maturing debt, our cash requirements will decrease. To meet our cash requirements, we will utilize cash generated from operations, borrowings from our Line and Term Loan, proceeds from the sale of real estate, cash receipts from our forward equity offering, and when the capital markets are favorable, proceeds from the sale of equity and the issuance of debt.

We have $350.0 million of fixed rate, unsecured debt maturing in August 2015 and $400.0 million of fixed rate, unsecured debt maturing in June 2017. In order to mitigate the risk of interest rate volatility, we previously entered into $220.0 million of forward starting interest rate swaps to partially hedge the new debt expected to be issued in 2015 and an additional $220.0 million of forward starting interest rate swaps to partially hedge the new debt expected to be issued in 2017. These interest rate swaps lock in the 10-year treasury rate and swap spread at a weighted average fixed rate of 2.67% and 3.48%, respectively. A current market based credit spread applicable to Regency will be added to the locked in fixed rate at time of issuance that will determine the final bond yield. We will cash settle these forward starting interest rate swaps when we issue the new debt. The actual cash settlement may differ from the current fair value of these interest rate swaps based on movements in interest rates.

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, and the number of high quality, unencumbered properties that we own which could collateralize borrowings, we currently expect that we will successfully issue new secured or unsecured debt to fund our obligations, as needed.

Our Line, Term Loan, and unsecured loans require we remain in compliance with various covenants, which are described in Note 9 to the Consolidated Financial Statements. We are in compliance with these covenants at December 31, 2014 and expect to remain in compliance.

Investments in Real Estate Partnerships

As of December 31, 2014 and 2013, we had investments in real estate partnerships of $333.2 million and $358.8 million, respectively, as discussed further in Note 4 to the Consolidated Financial Statements. The following table is a summary of unconsolidated combined assets and liabilities of these co-investment partnerships and our pro-rata share as of December 31, 2014 and 2013 (dollars in thousands):

	2014	2013
Number of co-investment partnerships	13	17
Regency's ownership	20%-50%	20%-50%
Number of properties	120	126
Combined assets	$2,807,502	2,939,599
Combined liabilities	$1,558,874	1,617,920
Combined equity	$1,248,628	1,321,679
Regency's Share of[1]:		
Assets	$981,359	1,035,842
Liabilities	$539,310	567,743
Equity [2]	$442,049	468,099

[1] 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 our operations, which includes such items on a single line presentation under the equity method in its consolidated financial statements.

[2] The difference between our share of the net assets of the co-investment partnerships and our 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 the Consolidated Financial Statements.

In addition to earning our pro-rata share of net income or loss in each of these co-investment partnerships, we receive fees, as shown below, for each of the years ended December 31, 2014, 2013, and 2012 (dollars in thousands):

	2014	2013	2012
Asset management, property management, leasing, and investment and financing services	$22,983	24,153	25,423

Contractual Obligations

We have debt obligations related to our mortgage loans, unsecured notes, unsecured credit facilities and interest rate swap obligations as described further below and in Note 9 and Note 10 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 following table of Contractual Obligations summarizes our debt maturities, including our pro-rata share of obligations within co-investment partnerships, (in thousands) as of December 31, 2014, and excludes the following:

- Recorded debt premiums or discounts that are not obligations;
- Obligations related to construction or development contracts, since payments are only due upon satisfactory performance under the contracts;
- Letters of credit of $5.9 million issued to cover performance obligations on certain development projects, which will be satisfied upon completion of the development projects; and,
- Obligations for retirement savings plans due to uncertainty around timing of participant withdrawals, which are solely within the control of the participant, and are further discussed in Note 14 to the Consolidated Financial Statements.

	Payments Due by Period						
	2015	2016	2017	2018	2019	Beyond 5 Years	Total
Notes payable:							
Regency [1]	$515,481	129,207	586,415	109,253	225,273	841,876	$2,407,505
Regency's share of joint ventures [1] [2]	50,928	134,186	44,069	44,418	36,882	320,460	630,943
Operating leases:							
Regency	4,382	3,847	2,135	989	732	1,572	13,657
Subleases:							
Regency	(106)	(32)	—	—	—	—	(138)
Ground leases:							
Regency	3,959	3,978	3,939	4,017	4,022	193,420	213,335
Regency's share of joint ventures	336	336	336	336	336	20,175	21,855
Total	$574,980	271,522	636,894	159,013	267,245	1,377,503	$3,287,157

[1] Includes interest payments.

[2] We are obligated to contribute our pro-rata share to fund maturities if they are not refinanced. We believe that our partners are financially sound and have sufficient capital or access thereto to fund future capital requirements. 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.

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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. We have no guarantees related to these loans.

Results from Operations

Comparison of the years ended December 31, 2014 and 2013:

Our revenues increased in 2014, as compared to 2013, as summarized in the following table (in thousands):

	2014	2013	Change
Minimum rent	$390,697	353,833	36,864
Percentage rent	3,488	3,583	(95)
Recoveries from tenants and other income	119,618	106,494	13,124
Management, transaction, and other fees	24,095	25,097	(1,002)
Total revenues	$537,898	489,007	48,891

Minimum rent increased as follows:

- $29.1 million increase due to the acquisitions of operating properties and operations beginning at development properties;
- $9.9 million increase in minimum rent from same properties, which was driven by rental rate and occupancy growth and increases from contractual rent steps in existing leases. Same property includes operating properties owned for the entirety of both periods being presented;
- These increases were offset by a $2.2 decrease from operating properties sold in 2014 that no longer are reported as discontinued operations.

Recoveries from tenants and other income represent reimbursements from tenants for their pro-rata share of the operating, maintenance, and real estate tax expenses that we incur to operate our shopping centers, as well as other income earned at our operating properties. Increases are due to the following:

- $6.9 million increase due to the acquisition of operating properties and operations beginning at development properties during 2014 and 2013; and,
- $6.2 million increase in recoveries at same properties, which was driven by an increase in occupancy and by an increase in recoverable costs, and $1.4 million increase in other income primarily related to settlements and termination fees;
- Offset by a $1.4 million decrease from operating properties sold in 2014 that no longer are reported as discontinued operations.

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

	2014	2013	Change
Asset management fees	$6,013	6,205	(192)
Property management fees	13,020	13,692	(672)
Leasing commissions and other fees	5,062	5,200	(138)
	$24,095	25,097	(1,002)

Asset and property management fees decreased due to the liquidation of one unconsolidated real estate partnership consisting of nine properties during the third quarter of 2013, partially offset by higher asset and property management fees from our other partnerships.

Our operating expenses increased in 2014, as compared to 2013, as summarized in the following table (in thousands):

	2014	2013	Change
Depreciation and amortization	$147,791	130,630	17,161
Operating and maintenance	77,788	71,018	6,770
General and administrative	60,242	61,234	(992)
Real estate taxes	59,031	53,726	5,305
Other operating expenses	8,496	8,079	417
Total operating expenses	$353,348	324,687	28,661

Depreciation and amortization increased $17.2 million. The increase is largely attributable to the following: $9.9 million from acquisitions, $5.5 million from new development operations and $2.6 million at same properties due to redevelopments and capital improvements, offset by a decrease of approximately $800,000 from disposals.

Operating and maintenance increased $6.8 million. The increase relates to the following: $2.0 million from acquisitions, $2.6 million from new development operations, and $2.4 million at same property driven by an increase in snow removal costs, offset by approximately $200,000 from sold properties.

General and administrative expenses decreased approximately $1.0 million largely due to greater capitalization of development overhead costs by $4.4 million, stemming from higher volume of development projects, offset by an increase of $4.6 million of higher incentive compensation expense during 2014. Additionally, changes in participant obligations within the deferred compensation plan resulted in a $1.9 million decrease in expense.

Real estate taxes increased $5.3 million. The increase largely consists of the following: $2.6 million from acquisitions, $1.6 million from new development operations, and $1.4 million at same properties from higher assessed values, partially offset by approximately $300,000 from sold properties.

The following table presents the components of other expense (income) (in thousands):

	2014	2013	Change
Interest expense, net	$109,491	108,966	525
Provision for impairment	1,257	6,000	(4,743)
Early extinguishment of debt	18	32	(14)
Net investment (income) loss	(9,449)	(3,257)	(6,192)
Gain on remeasurement of investment in real estate partnership	(18,271)	—	(18,271)
Total other expense (income)	$83,046	111,741	(28,695)

See table below for a discussion of interest expense.

During the year ended December 31, 2014, we recognized a $175,000 impairment on two parcels of land held and $1.1 million of loss on the disposal of one operating property and one land parcel. During the year ended December 31, 2013, we recognized a $6.0 million impairment on a single operating property.

Net investment income increased $6.2 million, largely driven by an $8.1 million gain realized on the sale of available for sale securities offset by a $1.9 million decrease in net investment income from deferred compensation plan related to the change in the fair value of plan assets.

During the year ended December 31, 2014, we acquired the remaining 50% interest and gained control of a previously unconsolidated investment in real estate partnership that owns a single operating property. As the operating property constitutes a business, acquisition of control was accounted for as a step acquisition, and the net assets acquired were recognized at fair value. The gain of $18.3 million was recognized as the difference between the fair value and carrying value of the Company's previously held equity interest, using an income approach to measure fair value.

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

	2014	2013	Change
Interest on notes payable	$104,938	103,143	1,795
Interest on unsecured credit facilities	3,539	3,937	(398)
Capitalized interest	(7,142)	(6,078)	(1,064)
Hedge interest	9,366	9,607	(241)
Interest income	(1,210)	(1,643)	433
	$109,491	108,966	525

Our total interest expense increased mainly due to the $77.8 million of mortgage debt assumed with the Fairfield Portfolio acquisition in the first quarter of 2014.

Our equity in income of investments in real estate partnerships increased in 2014, as compared to 2013, as follows (in thousands):

	Ownership	2014	2013	Change
GRI - Regency, LLC (GRIR)	40.00%	$13,727	12,789	938
Macquarie CountryWide-Regency III, LLC (MCWR III) [1]	—%	—	53	(53)
Columbia Regency Retail Partners, LLC (Columbia I)	20.00%	1,431	1,727	(296)
Columbia Regency Partners II, LLC (Columbia II)	20.00%	233	1,274	(1,041)
Cameron Village, LLC (Cameron)	30.00%	1,008	662	346
RegCal, LLC (RegCal)	25.00%	966	332	634
Regency Retail Partners, LP (the Fund) [2]	20.00%	27	7,749	(7,722)
US Regency Retail I, LLC (USAA)	20.01%	567	487	80
BRE Throne Holdings, LLC (BRET) [3]	—%	—	4,499	(4,499)
Other investments in real estate partnerships	50.00%	13,311	2,146	11,165
Total investments in real estate partnerships		$31,270	31,718	(448)

[1] As of December 31, 2012, our ownership interest in MCWR III was 24.95%. The liquidation of MCWR III was complete effective March 20, 2013.
[2] On August 13, 2013, Regency Retail Partners, LP (the "Fund") sold 100% of its interest in its entire portfolio of shopping centers to a third party. The Fund was dissolved following the final distribution of proceeds in 2014.
[3] On October 23, 2013, the Company sold 100% of its interest in the BRET unconsolidated real estate partnership and received a capital distribution of $47.5 million, its share of the undistributed income of the partnership, and a redemption premium. Regency no longer has any interest in the BRET partnership.

The decrease in our equity in income of investments in real estate partnerships is principally due to the following:

- $947,000 of pro-rata gains on one operating property disposed of within GRIR.

- $1.0 million decrease within Columbia II due to $424,000 of pro-rata impairment losses recognized upon sale of two properties in 2014 and $830,000 of gains recognized in 2013 on the sale of 4 operating properties and one land parcel;
- $654,000 of pro-rata gains on one operating property disposed of within RegCal in 2014;
- The Fund sold all its operating properties in August 2013 for pro-rata gains of $7.4 million. The only activity in 2014 was collection of remaining receivables and the final distribution;
- $4.5 million decrease from liquidating our ownership interest in BRET in October 2013; and,
- $11.2 million increase within our Other investment partnerships driven by the 2014 gains on sale of two land parcels and two operating properties.

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The following represents the remaining components that comprised net income attributable to the common stockholders and unit holders for the year ended December 31, 2014, as compared to the year ended December 31, 2013, (in thousands):

	2014	2013	Change
Income from continuing operations before tax	$132,774	84,297	48,477
Income tax (benefit) expense of taxable REIT subsidiary	(996)	—	(996)
Discontinued operations			
Gain on sale of operating properties, net of tax	—	57,953	(57,953)
Operating income	—	7,332	(7,332)
Income (loss) from discontinued operations	—	65,285	(65,285)
Gain on sale of real estate, net of tax	55,077	1,703	53,374
Income attributable to noncontrolling interests	(1,457)	(1,481)	24
Preferred stock dividends	(21,062)	(21,062)	—
Net income (loss) attributable to common stockholders	$166,328	128,742	37,586
Net income attributable to exchangeable operating partnership units	319	276	43
Net income (loss) attributable to common unit holders	$166,647	129,018	37,629

A $1.0 million tax benefit was recognized in 2014 upon the receipt of a state tax refund from amending our prior tax returns. We recognized $55.1 million of gains on sale of real estate, net of taxes, in 2014 attributable to the sale of eleven operating properties and six land parcels.

Comparison of the years ended December 31, 2013 and 2012:

Our revenues increased as summarized in the following table (in thousands):

	2013	2012	Change
Minimum rent	$353,833	340,940	12,893
Percentage rent	3,583	3,323	260
Recoveries from tenants and other income	106,494	103,155	3,339
Management, transaction, and other fees	25,097	26,511	(1,414)
Total revenues	$489,007	473,929	15,078

Minimum rent increased as follows:

- $22.5 million increase due to the acquisitions of operating properties and operations beginning at development properties; and

- $8.2 million increase in minimum rent from same properties, which was driven by rental rate and occupancy growth and increases from contractual rent steps in existing leases. Same property includes operating properties owned for the entirety of both periods being presented.

- These increases were offset by a $17.8 million decrease due to the sale of a 15-property portfolio in July 2012 not considered discontinued operations.

Recoveries from tenants and other income represent reimbursements from tenants for their pro-rata share of the operating, maintenance, and real estate tax expenses that we incur to operate our shopping centers, as well as other income earned at our operating properties. Increases are due to the following:

- $4.7 million increase due to the acquisition of operating properties and operations beginning at development properties during 2013 and 2012; and
- $6.1 million increase in recoveries at same properties, which was driven primarily by an increase in occupancy and an increase in recoverable costs.

- These increases were offset by a $5.1 million decrease due to the sale of a 15-property portfolio in July 2012 not considered discontinued operations.

Other income decreased by $2.2 million as a result of final distributions from our terminated third party managed captive insurance program and establishing a consolidated captive insurance subsidiary during 2012.

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

	2013	2012	Change
Asset management fees	$6,205	6,488	(283)
Property management fees	13,692	14,224	(532)
Leasing commissions and other fees	5,200	5,799	(599)
	$25,097	26,511	(1,414)

Asset and property management fees decreased approximately $815,000 due to the liquidation of two unconsolidated real estate partnerships during 2013, resulting in $1.1 million reduction in asset and property management fees, partially offset by higher asset and property management fees from our other partnerships. Leasing commissions and other fees decreased during 2013, as compared to 2012, due to the two liquidations discussed above and a decrease in leasing activities performed for co-investment partnerships and third parties during 2013, as occupancy levels stabilize and less vacant GLA was available for lease.

Our operating expenses increased as summarized in the following table (in thousands):

	2013	2012	Change
Depreciation and amortization	$130,630	119,008	11,622
Operating and maintenance	71,018	66,687	4,331
General and administrative	61,234	61,700	(466)
Real estate taxes	53,726	52,911	815
Other operating expenses	8,079	7,187	892
Total operating expenses	$324,687	307,493	17,194

Depreciation and amortization increased $11.6 million. The increase is largely attributable to the following: $8.3 million from acquisitions, $6.5 million at same properties, and $4.7 million from new development operations, offset by $7.5 million decrease from the sale of a 15 property portfolio in July 2012 not considered discontinued operations.

Operating and maintenance increased $4.3 million. The increase substantially relates to the following: $4.0 million from acquisitions, $1.6 million from new development operations, and $3.0 million at same properties, offset by $4.3 million from the sale of a 15 property portfolio in July 2012 not considered discontinued operations.

General and administrative expenses decreased approximately $466,000 largely due to greater capitalization of development overhead costs of approximately $1.4 million, due to higher volume of development projects, offset by a decrease in capitalization of leasing overhead costs of $1.2 million as occupancy levels stabilize and less vacant GLA was available to lease. The net change in compensation and other overhead costs resulted in additional savings of approximately $200,000.

Real estate taxes increased approximately $815,000. The increase largely consists of the following: $2.4 million from acquisitions and new development operations, $1.3 million at same properties from higher assessed values, offset by $2.9 million from the sale of a 15 property portfolio in July 2012 not considered discontinued operations.

Other operating expenses increased approximately $892,000 primarily due to an increase in environmental remediation reserves, offset by decreases in bad debt expense and acquisition and pursuit costs.

The following table presents the components of other expense (income) (in thousands):

	2013	2012	Change
Interest expense, net	$108,966	112,129	(3,163)
Provision for impairment	6,000	20,316	(14,316)
Early extinguishment of debt	32	852	(820)
Net investment (income) loss	(3,257)	(2,057)	(1,200)
Total other expense (income)	$111,741	131,240	(19,499)

See table below for a discussion of interest expense.

During the year ended December 31, 2013, we recognized a $6.0 million impairment on a single operating property. During the year ended December 31, 2012, we recognized total impairments of $20.3 million, including $18.1 million related to the 15-property portfolio sold in July 2012, and $2.2 million related to three land parcels.

During 2013, we repaid two mortgages early with minimal remaining unamortized loan costs. On July 20, 2012, we repaid $150.0 million of our Term Loan, and as a result of this early extinguishment of debt, we expensed approximately $852,000 in remaining unamortized loan costs.

The $1.2 million increase in net investment income from deferred compensation plan related to the change in the fair value of plan assets from December 31, 2012 to December 31, 2013 and is consistent with the change in plan liabilities, included in general and administrative expenses above.

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

	2013	2012	Change
Interest on notes payable	$103,143	103,610	(467)
Interest on unsecured credit facilities	3,937	4,388	(451)
Capitalized interest	(6,078)	(3,686)	(2,392)
Hedge interest	9,607	9,492	115
Interest income	(1,643)	(1,675)	32
	$108,966	112,129	(3,163)

Our interest expense decreased primarily due to paying down our unsecured credit facilities and mortgages, coupled with greater interest capitalization on development projects, driven by the increase in cumulative development project costs over the prior year.

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Our equity in income of investments in real estate partnerships increased in 2013, as compared to 2012, as follows (in thousands):

	Ownership	2013	2012	Change
GRI - Regency, LLC (GRIR)	40.00%	$12,789	9,311	3,478
Macquarie CountryWide-Regency III, LLC (MCWR III) [1]	—%	53	(22)	75
Columbia Regency Retail Partners, LLC (Columbia I)	20.00%	1,727	8,480	(6,753)
Columbia Regency Partners II, LLC (Columbia II)	20.00%	1,274	290	984
Cameron Village, LLC (Cameron)	30.00%	662	596	66
RegCal, LLC (RegCal)	25.00%	332	540	(208)
Regency Retail Partners, LP (the Fund) [2]	20.00%	7,749	297	7,452
US Regency Retail I, LLC (USAA)	20.01%	487	297	190
BRE Throne Holdings, LLC (BRET) [3]	—%	4,499	2,211	2,288
Other investments in real estate partnerships	50.00%	2,146	1,807	339
Total investments in real estate partnerships		$31,718	23,807	7,911

[1] As of December 31, 2012, our ownership interest in MCWR III was 24.95%. The liquidation of MCWR III was complete effective March 20, 2013.
[2] On August 13, 2013, Regency Retail Partners, LP (the "Fund") sold 100% of its interest in its entire portfolio of shopping centers to a third party. The Fund will be dissolved following the final distribution of proceeds.
[3] On October 23, 2013, the Company sold 100% of its interest in the BRET unconsolidated real estate partnership and received a capital distribution of $47.5 million, its share of the undistributed income of the partnership, and a redemption premium. Regency no longer has any interest in the BRET partnership.

The increase in our equity in income in investments in real estate partnerships is principally due to the following:

- $3.5 million increase from the GRIR partnership due to various factors, including: increased tenant percentage rent, recovery revenue rates, and settlement proceeds; coupled with lower interest expense as a result of paying off debt in 2012 and the loss on debt extinguishment and provision for impairment in 2012 that did not occur in 2013. These increases are offset by higher depreciation expense from redevelopments.

- $6.8 million decrease from the Columbia I partnership primarily due to our $6.9 million pro-rata gain on sale of an operating property that was sold in April 2012,

- $7.5 million increase from the Fund due to recognizing $7.4 million pro-rata gain on the sale of all operating properties within the Fund in August 2013, and

- $2.3 million increase from our ownership interest retained in BRET, as part of the 15-property portfolio sale completed in July 2012, which we redeemed 100% of our ownership interest for cash in October 2013.

The following represents the remaining components that comprised net income attributable to the common stockholders and unit holders for the year ended December 31, 2013, as compared to the year ended December 31, 2012, (in thousands):

	2013	2012	Change
Income from continuing operations before tax	$84,297	59,003	25,294
Income tax (benefit) expense of taxable REIT subsidiary	—	13,224	(13,224)
Discontinued operations			
Gain on sale of operating properties, net of tax	57,953	21,855	36,098
Provision for impairment	—	54,500	(54,500)
Operating income	7,332	10,917	(3,585)
(Loss) income from discontinued operations	65,285	(21,728)	87,013
Gain on sale of real estate, net of tax	1,703	2,158	(455)
Income attributable to noncontrolling interests	(1,481)	(342)	(1,139)
Preferred stock dividends	(21,062)	(32,531)	11,469
Net income (loss) attributable to common stockholders	$128,742	(6,664)	135,406
Net income attributable to exchangeable operating partnership units	276	106	170
Net income (loss) attributable to common unit holders	$129,018	(6,558)	135,576

The decrease in income tax expense of taxable REIT subsidiary is due to the large expense recognized during 2012 as a full valuation allowance was established on the balance of our deferred tax assets.

Income from discontinued operations of $65.3 million for the year ended December 31, 2013 included $58.0 million in gains, net of taxes, from the sale of twelve properties and the operations of the shopping centers sold. Loss from discontinued operations of $21.7 million for the year ended December 31, 2012 included the operations of the shopping centers sold during 2012 and 2013, and $21.9 million in gains, net of taxes, from the sale of five properties; offset by $54.5 million of impairment losses.

The decrease in preferred stock dividends is attributable to the $9.3 million non-cash charges recognized during 2012 upon redemption of the Series 3, 4 and 5 Preferred Stock.

Supplemental Earnings Information

We use certain non-GAAP performance measures, in addition to the required GAAP presentations, as we believe these measures are beneficial to us in improving the understanding of our operational results among the investing public. We believe such measures make comparisons of other REITs' operating results to ours more meaningful. We continually evaluate the usefulness, relevance, and calculation of our reported non-GAAP performance measures to determine how best to provide relevant information to the public, and thus such reported measures could change.

The following are our definitions of Same Property Net Operating Income ("NOI"), Funds from Operations ("FFO"), and Core FFO, which we believe to be beneficial non-GAAP performance measures used in understanding our operational results:

- NOI is calculated as total property revenues (minimum rent, percentage rents, and recoveries from tenants and other income) less direct property operating expenses (operating and maintenance and real estate taxes) from the properties owned by us, and excludes corporate-level income (including management, transaction, and other fees), for the entirety of the periods presented. NOI excludes straight-line rental income, net of reserves, above and below market rent amortization, banking charges, and other fees

- Pro-Rata information includes 100% of our consolidated properties plus our ownership interest in our unconsolidated real estate investment partnerships.

- Same Property information is provided for operating properties that were owned and operated for the entirety of both periods being compared and excludes all Properties in Development and Non-Same Properties. A Non-Same Property is a property acquired during either period being compared, a development completion that is less than 90% funded and 95% leased or features less than two years of anchor operations. Same Property also excludes projects in development, which represent projects owned and intended to be developed, including partially operating properties acquired specifically for redevelopment and excluding land held for future development. See note 1 to the consolidated financial statements for an expanded definition of properties in development.

- Same Property NOI includes NOI for Same Property, which is a key measure used by management in evaluating the performance of our properties.

- FFO is a commonly used measure of REIT performance, which the National Association of Real Estate Investment Trusts ("NAREIT") defines as net income, computed in accordance with GAAP, excluding gains and losses from sales of depreciable property, net of tax, excluding operating real estate impairments, plus depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. We compute FFO for all periods presented in accordance with NAREIT's definition. Many companies use different depreciable lives and methods, and real estate values historically fluctuate with market conditions. Since FFO excludes depreciation and amortization and gains and losses from depreciable property dispositions, and impairments, it can provide a performance measure that, when compared year over year, reflects the impact on operations from trends in occupancy rates, rental rates, operating costs, acquisition and development activities, and financing costs. This provides a perspective of our financial performance not immediately apparent from net income determined in accordance with GAAP. Thus, FFO is a supplemental non-GAAP financial measure of our operating performance, which does not represent cash generated from operating activities in accordance with GAAP and therefore, should not be considered an alternative for cash flow as a measure of liquidity.

- Core FFO is an additional performance measure used by Regency as the computation of FFO includes certain non-cash and non-comparable items that affect the Company's period-over-period performance. Core FFO excludes

from FFO, but is not limited to: (a) transaction related gains, income or expense; (b) impairments on land; (c) gains or losses from the early extinguishment of debt; and (d) other non-core amounts as they occur. The Company provides a reconciliation of FFO to Core FFO below.

Our reconciliation of property revenues and property expenses to Same Property NOI, on a pro-rata basis, for the years ended December 31, 2014 and 2013 is as follows (in thousands):

	2014 Same Property	Other [1]	Total	2013 Same Property	Other [1]	Total
Income from continuing operations, before tax	$212,088	(79,314)	132,774	184,819	(100,522)	84,297
Less:						
Management, transaction, and other fees	—	24,095	24,095	—	25,097	25,097
Other [2]	6,062	3,668	9,730	6,511	1,727	8,238
Plus:						
Depreciation and amortization	120,735	27,056	147,791	118,176	12,454	130,630
General and administrative	—	60,242	60,242	—	61,234	61,234
Other operating expense, excluding provision for doubtful accounts	614	5,690	6,304	2,586	3,702	6,288
Other expense (income)	28,064	54,982	83,046	35,334	76,407	111,741
Equity in income (loss) of investments in real estate excluded from NOI [3]	60,030	(2,236)	57,794	64,439	(5,033)	59,406
NOI from discontinued operations	—	—	—	—	10,866	10,866
Pro-rata NOI	$415,469	38,657	454,126	398,843	32,284	431,127

[1] Includes revenues and expenses attributable to non-same property, sold property, development property, and corporate activities.
[2] Includes straight-line rental income, net of reserves, above and below market rent amortization, banking charges, and other fees.
[3] Includes non-NOI expenses incurred at our unconsolidated real estate partnerships, including those separated out above for our consolidated properties.

Our same property pool includes the following property count, pro-rata GLA (in thousands), and changes therein during the years ended December 31, 2014 and 2013:

	2014 Property Count	GLA	2013 Property Count	GLA
Beginning same property count	304	25,109	323	25,803
Acquired properties owned for entirety of comparable periods	6	560	6	476
Developments that reached completion by beginning of earliest comparable period presented	5	360	4	359
Disposed properties	(17)	(680)	(29)	(1,683)
SqFT adjustments [1]	—	177	—	154
Ending same property count	298	25,526	304	25,109

[1] SqFT adjustments arise from remeasurements or redevelopments.

The major components of pro-rata same property NOI growth of 4.2% include the following:

	2014	2013	Change
Base rent	$433,332	420,334	12,998
Percentage rent	4,813	4,862	(49)
Recovery revenue	126,929	119,454	7,475
Other income	8,543	6,885	1,658
Operating expenses	158,148	152,692	5,456

Pro-rata same property NOI	$415,469	398,843	16,626

Pro-rata same property base rent increased $13.0 million, driven by $5.1 million increase in contractual rent steps and $7.9 million increase in rental rate growth and changes in occupancy.

Pro-rata same property recovery revenue increased $7.5 million due to greater recovery rates driven by market rates and occupancy improvements, as well as increases in recoverable costs.

Pro-rata same property operating expenses increased $5.5 million due to increases in real estate tax assessments and increased common area expenses primarily related to snow removal costs associated with the inclement winter weather in 2014.

Our reconciliation of net income available to common shareholders to FFO and Core FFO for the years ended December 31, 2014 and 2013 is as follows (in thousands, except share information):

	2014	2013
Reconciliation of Net income to FFO		
Net income (loss) attributable to common stockholders	$ 166,328	128,742
Adjustments to reconcile to FFO:		
Depreciation and amortization [1]	184,750	173,497
Provision for impairment [2]	983	6,000
Gain on sale of operating properties, net of tax [2]	(64,960)	(67,894)
Gain on remeasurement of investment in real estate partnership	(18,271)	—
Exchangeable partnership units	319	276
FFO	$ 269,149	240,621
Reconciliation of FFO to Core FFO		
FFO	$ 269,149	240,621
Adjustments to reconcile to Core FFO:		
Development and acquisition pursuit costs [2][3]	2,598	1,344
Income tax	(996)	
Gain on sale of land [2]	(3,731)	—
Provision for impairment to land [2]	699	—
Interest rate swap ineffectiveness [2]	30	(21)
Early extinguishment of debt [2]	51	(325)
Gain on sale of AmREIT stock, net of costs [3]	(5,960)	—
Dividends from investments	(334)	—
Core FFO	$ 261,506	241,619

[1] Includes Regency's pro-rata share of unconsolidated co-investment partnerships, net of pro-rata share attributable to noncontrolling interests.
[2] Includes Regency's pro-rata share of unconsolidated co-investment partnerships.
[3] Development and acquisition pursuit costs exclude AmREIT pursuit costs of $1.8 million, which are shown net with the gain on sale of AmREIT stock.

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 more environmentally friendly 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.

As of December 31, 2014 we had accrued liabilities of $10.2 million for our pro-rata share of environmental remediation. 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, inflation may become a greater concern in the future. Substantially all of our long-term leases contain provisions designed to mitigate the adverse impact of inflation. 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. 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. 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 an $800.0 million Line commitment and a $165.0 million 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 an annual rate of LIBOR plus 117.5 basis points and our Term Loan has a variable rate of LIBOR plus 115 basis points and both are subject to a fee on the undrawn balances. LIBOR rates charged on our Line and 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 program 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.

We have $350.0 million and $400.0 million of fixed rate, unsecured debt maturing in August 2015 and June 2017, respectively. In order to mitigate the risk of interest rate volatility, we previously entered into $220.0 million of forward starting interest rate swaps to partially hedge the new debt expected to be issued in 2015 and an additional $220.0 million of forward starting interest rate swaps to partially hedge the new debt expected to be issued in 2017. These interest rate swaps lock in the 10-year treasury rate and swap spread at a weighted average fixed rate of 2.67%

and 3.48%, respectively. A current market based credit spread applicable to Regency will be added to the locked in fixed rate at time of issuance that will determine the final bond yield.

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 unsecured credit facilities, 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.

Our interest rate risk is monitored using a variety of techniques. The table below presents the principal cash flows, weighted average interest rates of remaining debt, and the fair value of total debt as of December 31, 2014 (dollars in thousands). The table is presented 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 as of December 31, 2014 and are subject to change on a monthly basis. Further, the table below incorporates only those exposures that exist as of December 31, 2014 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.

	2015	2016	2017	2018	2019	Thereafter	Total	Fair Value
Fixed rate debt	$432,483	47,577	521,309	61,400	109,012	739,986	1,911,767	2,086,000
Average interest rate for all fixed rate debt [1]	5.48 %	5.47 %	5.20 %	5.13 %	4.75 %	4.75 %	—	—
Variable rate LIBOR debt	$—	—	297	410	75,431	28,700	104,838	105,000
Average interest rate for all variable rate debt [1]	1.41 %	1.41 %	1.40 %	1.40 %	1.66 %	1.66 %	—	—

[1] 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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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, 2014 and 2013, and the related consolidated statements of operations, comprehensive income, equity, and cash flows for each of the years in the three-year period ended December 31, 2014. 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, 2014 and 2013, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2014, 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.

As discussed in Note 1 to the financial statements, the Company has prospectively changed its method of reporting discontinued operations in 2014 due to the adoption of ASU 2014-08, Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity.

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, 2014, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 20, 2015 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

February 20, 2015
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 internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control - Integrated Framework (2013) 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, 2014, based on criteria established in Internal Control - Integrated Framework (2013) 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, 2014 and 2013, and the related consolidated statements of operations, comprehensive income, equity, and cash flows for each of the years in the three-year period ended December 31, 2014, and our report dated February 20, 2015 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

February 20, 2015
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, 2014 and 2013, and the related consolidated statements of operations, comprehensive income, capital, and cash flows for each of the years in the three-year period ended December 31, 2014. 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, 2014 and 2013, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2014, 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.

As discussed in Note 1 to the financial statements, the Company has prospectively changed its method of reporting discontinued operations in 2014 due to the adoption of ASU 2014-08, Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity.

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, 2014, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 20, 2015 expressed an unqualified opinion on the effectiveness of the Partnership's internal control over financial reporting.

/s/ KPMG LLP

February 20, 2015
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 internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control - Integrated Framework (2013) 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, 2014, based on criteria established in Internal Control - Integrated Framework (2013) 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, 2014 and 2013, and the related consolidated statements of operations, comprehensive income, capital, and cash flows for each of the years in the three-year period ended December 31, 2014, and our report dated February 20, 2015 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

February 20, 2015
Jacksonville, Florida
Certified Public Accountants

REGENCY CENTERS CORPORATION
Consolidated Balance Sheets
December 31, 2014 and 2013
(in thousands, except share data)

	2014	2013
Assets		
Real estate investments at cost (notes 2 and 3):		
Land	$1,380,211	1,249,779
Buildings and improvements	2,790,137	2,590,302
Properties in development	239,538	186,450
	4,409,886	4,026,531
Less: accumulated depreciation	933,708	844,873
	3,476,178	3,181,658
Investments in real estate partnerships (note 4)	333,167	358,849
Net real estate investments	3,809,345	3,540,507
Cash and cash equivalents	113,776	80,684
Restricted cash	8,013	9,520
Accounts receivable, net of allowance for doubtful accounts of $4,523 and $3,922 at December 31, 2014 and 2013, respectively	30,999	26,319
Straight-line rent receivable, net of reserve of $652 and $547 at December 31, 2014 and 2013, respectively	55,768	50,612
Notes receivable (note 5)	12,132	11,960
Deferred costs, less accumulated amortization of $81,822 and $73,231 at December 31, 2014 and 2013, respectively	71,502	69,963
Acquired lease intangible assets, less accumulated amortization of $36,112 and $25,591 at December 31, 2014 and 2013, respectively (note 6)	52,365	44,805
Trading securities held in trust, at fair value (note 14)	28,134	26,681
Other assets	15,136	52,465
Total assets	$4,197,170	3,913,516
Liabilities and Equity		
Liabilities:		
Notes payable (note 9)	$1,946,357	1,779,697
Unsecured credit facilities (note 9)	75,000	75,000
Accounts payable and other liabilities	181,197	147,045
Acquired lease intangible liabilities, less accumulated accretion of $13,993 and $10,102 at December 31, 2014 and 2013, respectively (note 6)	32,143	26,729
Tenants' security and escrow deposits and prepaid rent	25,991	23,911
Total liabilities	2,260,688	2,052,382
Commitments and contingencies (notes 16 and 17)	—	—
Equity:		
Stockholders' equity (notes 12 and 13):		
Preferred stock, $0.01 par value per share, 30,000,000 shares authorized; 13,000,000 Series 6 and 7 shares issued and outstanding at December 31, 2014 and December 31, 2013, with liquidation preferences of $25 per share	325,000	325,000
Common stock $0.01 par value per share,150,000,000 shares authorized; 94,108,061 and 92,333,161 shares issued at December 31, 2014 and 2013, respectively	941	923
Treasury stock at cost, 425,246 and 373,042 shares held at December 31, 2014 and 2013, respectively	(19,382)	(16,726)

Additional paid in capital	2,540,153	2,426,477
Accumulated other comprehensive loss	(57,748)	(17,404)
Distributions in excess of net income	(882,372)	(874,916)
Total stockholders' equity	1,906,592	1,843,354
Noncontrolling interests (note 12):		
Exchangeable operating partnership units, aggregate redemption value of $9,833 and $7,676 at December 31, 2014 and 2013, respectively	(1,914)	(1,426)
Limited partners' interests in consolidated partnerships	31,804	19,206
Total noncontrolling interests	29,890	17,780
Total equity	1,936,482	1,861,134
Total liabilities and equity	$4,197,170	3,913,516

See accompanying notes to consolidated financial statements.

REGENCY CENTERS CORPORATION
Consolidated Statements of Operations
For the years ended December 31, 2014, 2013, and 2012
(in thousands, except per share data)

	2014	2013	2012
Revenues:			
Minimum rent	$390,697	353,833	340,940
Percentage rent	3,488	3,583	3,323
Recoveries from tenants and other income	119,618	106,494	103,155
Management, transaction, and other fees	24,095	25,097	26,511
Total revenues	537,898	489,007	473,929
Operating expenses:			
Depreciation and amortization	147,791	130,630	119,008
Operating and maintenance	77,788	71,018	66,687
General and administrative	60,242	61,234	61,700
Real estate taxes	59,031	53,726	52,911
Other operating expenses	8,496	8,079	7,187
Total operating expenses	353,348	324,687	307,493
Other expense (income):			
Interest expense, net of interest income of $1,210, $1,643, and $1,675 in 2014, 2013, and 2012, respectively (note 9)	109,491	108,966	112,129
Provision for impairment	1,257	6,000	20,316
Early extinguishment of debt	18	32	852
Net investment income, including unrealized losses (gains) of $1,058, $(2,231), and $(888) in 2014, 2013, and 2012, respectively (notes 8 and 14)	(9,449)	(3,257)	(2,057)
Gain on remeasurement of investment in real estate partnership	(18,271)	—	—
Total other expense (income)	83,046	111,741	131,240
Income before equity in income of investments in real estate partnerships and income taxes	101,504	52,579	35,196
Equity in income of investments in real estate partnerships (note 4)	31,270	31,718	23,807
Income tax (benefit) expense of taxable REIT subsidiary	(996)	—	13,224
Income from continuing operations	133,770	84,297	45,779
Discontinued operations, net (note 3):			
Operating income (loss)	—	7,332	(43,583)
Gain on sale of operating properties, net of tax	—	57,953	21,855
Income (loss) from discontinued operations	—	65,285	(21,728)
Gain on sale of real estate, net of tax	55,077	1,703	2,158
Net income	188,847	151,285	26,209
Noncontrolling interests:			
Preferred units	—	—	629
Exchangeable operating partnership units	(319)	(276)	(106)
Limited partners' interests in consolidated partnerships	(1,138)	(1,205)	(865)
Income attributable to noncontrolling interests	(1,457)	(1,481)	(342)
Net income attributable to the Company	187,390	149,804	25,867
Preferred stock dividends	(21,062)	(21,062)	(32,531)
Net income (loss) attributable to common stockholders	$166,328	128,742	(6,664)
Income (loss) per common share - basic (note 15):			
Continuing operations	$1.80	0.69	0.16
Discontinued operations	—	0.71	(0.24)

Net income (loss) attributable to common stockholders	$1.80	1.40	(0.08)
Income (loss) per common share - diluted (note 15):			
Continuing operations	$1.80	0.69	0.16
Discontinued operations	—	0.71	(0.24)
Net income (loss) attributable to common stockholders	$1.80	1.40	(0.08)

See accompanying notes to consolidated financial statements.

REGENCY CENTERS CORPORATION
Consolidated Statements of Comprehensive Income
For the years ended December 31, 2014, 2013, and 2012
(in thousands)

	2014	2013	2012
Net income	$188,847	151,285	26,209
Other comprehensive income:			
Loss on settlement of derivative instruments:			
Amortization of loss on settlement of derivative instruments recognized in net income	8,747	9,466	9,466
Effective portion of change in fair value of derivative instruments:			
Effective portion of change in fair value of derivative instruments	(49,968)	30,985	4,220
Less: reclassification adjustment for change in fair value of derivative instruments included in net income	606	(33)	25
Available for sale securities			
Unrealized gain on available-for-sale securities	7,765	—	—
Less: realized gains on sale of available-for-sale securities recognized in net income	(7,765)	—	—
Other comprehensive income	(40,615)	40,418	13,711
Comprehensive income	148,232	191,703	39,920
Less: comprehensive (loss) income attributable to noncontrolling interests:			
Net income attributable to noncontrolling interests	1,457	1,481	342
Other comprehensive (loss) income attributable to noncontrolling interests	(271)	107	(3)
Comprehensive income attributable to noncontrolling interests	1,186	1,588	339
Comprehensive income attributable to the Company	$147,046	190,115	39,581

See accompanying notes to consolidated financial statements.

REGENCY CENTERS CORPORATION
Consolidated Statements of Equity
For the years ended December 31, 2014, 2013, and 2012
(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				Total Equity
								Preferred Units	Exchangeable Operating Partnership Units	Limited Partners' Interest in Consolidated Partnerships	Total Noncontrolling Interests	
Balance at December 31, 2011	$275,000	899	(15,197)	2,281,817	(71,429)	(662,735)	1,808,355	49,158	(963)	13,104	61,299	1,869,6
Net income	—	—	—	—	—	25,867	25,867	(629)	106	865	342	26,209
Other comprehensive income	—	—	—	—	13,714	—	13,714	—	28	(31)	(3)	13,711
Deferred compensation plan, net	—	—	273	(261)	—	—	12	—	—	—	—	12
Amortization of restricted stock issued	—	—	—	11,526	—	—	11,526	—	—	—	—	11,526
Common stock redeemed for taxes withheld for stock based compensation, net	—	—	—	(1,474)	—	—	(1,474)	—	—	—	—	(1,474
Common stock issued for dividend reinvestment plan	—	—	—	988	—	—	988	—	—	—	—	988
Common stock issued for stock offerings, net of issuance costs	—	5	—	21,537	—	—	21,542	—	—	—	—	21,542
Redemption of preferred units	—	—	—	—	—	—						