

RAMCO GERSHENSON PROPERTIES TRUST

Form 10-K

February 29, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

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

For the fiscal year ended December 31, 2015

OR

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

For the transition period from _____ to _____

Commission file number 1-10093

RAMCO-GERSHENSON PROPERTIES TRUST
(Exact Name of Registrant as Specified in its Charter)

Maryland

(State or Other Jurisdiction of

Incorporation or Organization)

13-6908486

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

31500 Northwestern Highway, Suite 300

Farmington Hills, Michigan

(Address of Principal Executive Offices)

48334

(Zip Code)

Registrant's Telephone Number, Including Area Code: 248-350-9900

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange On Which Registered
Common Shares of Beneficial Interest, (\$0.01 Par Value Per Share)	New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the 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. [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 definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer [X] Accelerated Filer [] Non-Accelerated Filer [] Small Reporting Company []

(Do not check if small reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [] No [X]

The aggregate market value of the common equity held by non-affiliates of the registrant as of the last business day of the registrant's most recently completed second fiscal quarter (June 30, 2015) was \$1,267,495,868. As of February 16, 2016 there were outstanding 79,178,042 shares of Common Stock.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the proxy statement for the annual meeting of shareholders to be held May 11, 2016 are in incorporated by reference into Part III.

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Forward-Looking Statements

This document contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements represent our expectations, plans or beliefs concerning future events and may be identified by terminology such as “may,” “will,” “should,” “believe,” “expect,” “estimate,” “anticipate,” “continue,” “predict” or similar terms. Although the forward-looking statements made in this document are based on our good-faith beliefs, reasonable assumptions and our best judgment based upon current information, certain factors could cause actual results to differ materially from those in the forward-looking statements, including: our success or failure in implementing our business strategy; economic conditions generally and in the commercial real estate and finance markets specifically; the cost and availability of capital, which depends in part on our asset quality and our relationships with lenders and other capital providers; our business prospects and outlook; changes in governmental regulations, tax rates and similar matters; our continuing to qualify as a real estate investment trust (“REIT”); and other factors discussed elsewhere in this document and our other filings with the Securities and Exchange Commission (the “SEC”). Given these uncertainties, you should not place undue reliance on any forward-looking statements. Except as required by law, we assume no obligation to update these forward-looking statements, even if new information becomes available in the future.

PART I

Item 1. Business

The terms “Company,” “we,” “our” or “us” refer to Ramco-Gershenson Properties Trust, Ramco-Gershenson Properties, L.P., and/or its subsidiaries, as the context may require.

General

Ramco-Gershenson Properties Trust is a fully integrated, self-administered, publicly-traded equity real estate investment trust (“REIT”) organized in Maryland. Our primary business is the ownership and management of large multi-anchored shopping centers primarily in twelve of the largest metropolitan markets in the United States. We aim to own multiple properties in each of these metropolitan areas to leverage our management platform and to operate our centers efficiently in these markets. Our target submarkets are affluent communities where our centers can offer value, convenience and a sense of place to the residents of the trade area.

As of December 31, 2015, our property portfolio consisted of 70 wholly owned shopping centers and one office building comprising approximately 15.3 million square feet. We also have ownership interests, ranging from 7% to 30%, in four joint ventures, three of which own a single shopping center. Our joint ventures are reported using equity method accounting. We earn fees from the joint ventures for managing, leasing, and redeveloping the shopping centers they own. In addition, we own various parcels of land available for development or for sale, the majority of which are adjacent to certain of our existing developed properties.

We conduct substantially all of our business through our operating partnership, Ramco-Gershenson Properties, L.P. (the “Operating Partnership”), a Delaware limited partnership. The Operating Partnership, either directly or indirectly through partnerships or limited liability companies, holds fee title to all owned properties. As general partner of the Operating Partnership, we have the exclusive power to manage and conduct the business of the Operating Partnership. As of December 31, 2015, we owned approximately 97.6% of the interests in the Operating Partnership. The limited partners are reflected as noncontrolling interests in our financial statements and are generally individuals or entities that contributed interests in certain assets or entities to the Operating Partnership in exchange for units of limited partnership interest (“OP Units”). The holders of OP units are entitled to exchange them for our common shares on a 1:1 basis or for cash. The form of payment is at our election.

We operate in a manner intended to qualify as a REIT pursuant to the provisions of the Internal Revenue Code of 1986, as amended (the “Code”). Certain of our operations, including property and asset management, as well as ownership of certain land parcels, are conducted through taxable REIT subsidiaries, (“TRSs”), which are subject to federal and state income taxes.

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Business Objectives, Strategies and Significant Transactions

Our business objective is to own and manage high quality shopping centers that generate cash flow for distribution to our shareholders and that have the potential for capital appreciation. To achieve this objective, we seek to acquire, develop, or redevelop shopping centers that meet our investment criteria. We also seek to recycle capital through the sale of land or shopping centers that we deem to be fully valued or that no longer meet our investment criteria. We use debt to finance our activities and focus on managing the amount, structure, and terms of our debt to limit the risks inherent in debt financing. From time to time, we enter into joint venture arrangements where we believe we can benefit by owning a partial interest in shopping centers and by earning fees for managing the centers for our partners.

We invest primarily in large, multi-anchored shopping centers that include national chain store tenants and market dominant supermarket tenants. National chain anchor tenants in our centers include, among others, TJ Maxx/Marshalls, Bed Bath and Beyond, Home Depot and Dick's Sporting Goods. Supermarket anchor tenants in our centers include, among others, Publix Super Market, Whole Foods, Kroger and Sprouts. Our shopping centers are primarily located in metropolitan markets such as Metro Detroit, Southeast Florida, Greater Denver, Cincinnati, St. Louis, Jacksonville, Tampa/Lakeland, Milwaukee, Chicago and Atlanta.

We also own land which is available for development or sale. At December 31, 2015, we had one project in pre-development and two projects where Phase I of the development was completed. The remaining future phases at those projects are in pre-development. We estimate that if we proceed with the development of the projects, up to approximately 750,000 square feet of gross leasable area ("GLA") could be developed, excluding various outparcels of land. It is our policy to start vertical construction on new development projects only after the project has received entitlements, significant anchor commitments and construction financing, if appropriate.

Our development and construction activities are subject to risks and uncertainties such as our inability to obtain the necessary governmental approvals for a project, our determination that the expected return on a project is not sufficient to warrant continuation of the planned development, or our change in plan or scope for the development. If any of these events occur, we may record an impairment provision.

Operating Strategies and Significant Transactions

Our operating objective is to maximize the risk-adjusted return on invested capital at our shopping centers. We seek to do so by increasing the property operating income of our centers, controlling our capital expenditures, monitoring our tenants' credit risk and taking actions to mitigate our exposure to that tenant credit risk.

During 2015, our consolidated properties reported the following leasing activity:

	Leasing Transactions	Square Footage	Base Rent/SF ⁽¹⁾	Prior Rent/SF	Tenant Improvements/SF	Leasing Commissions/SF
Renewals	202	1,321,966	\$13.51	\$12.47	\$ 0.10	\$ 0.13
New Leases - Comparable	29	101,669	17.72	15.11	5.79	4.08
New Leases - Non-Comparable ⁽²⁾	55	371,416	17.05	N/A	36.21	3.66
Total	286	1,795,051	\$14.48	N/A	\$ 7.89	\$ 1.09

⁽¹⁾ Base rent represents contractual minimum rent under the new lease for the first 12 months of the term.

⁽²⁾ Non-comparable lease transactions include leases for space vacant for greater than 12 months, leases for space which has been combined from smaller spaces or demised from larger spaces, and leases structured differently from the prior lease. As a result, there is no comparable prior rent per square foot to compare to the base rent per square foot of the new lease.

Investing Strategies and Significant Transactions

Our investing objective is to generate an attractive risk-adjusted return on capital invested in acquisitions and developments. In addition, we seek to sell land or shopping centers that we deem to be fully valued or that no longer meet our investment criteria. We underwrite acquisitions based upon current cash flow, projections of future cash flow, and scenario analyses that take into account the risks and opportunities of ownership. We underwrite development of new shopping centers on the same basis, but also take into account the unique risks of entitling land, constructing buildings, and leasing newly built space.

At December 31, 2015, we had ten redevelopment, expansion or re-anchoring projects in process with an anticipated cost of \$76.8 million, of which \$51.5 million remained to be invested. Completion dates are anticipated during 2016 and early 2017.

In July 2015, we acquired our partner's 80% interest in six properties held in the Ramco 450 Venture LLC ("Ramco 450") and subsequently own 100% of the related properties. We consolidated the six properties based upon a value of approximately \$191.1 million, together with the assumption of three mortgage loans with unpaid principal balances totaling approximately \$60.1 million, plus any related assets and liabilities. Total consideration paid for the properties was approximately \$105.8 million, including closing costs. As part of the same transaction, we sold our 20% interest in one property owned by the same joint venture to our partner, which generated net cash proceeds to us of \$10.6 million. The remaining property in the joint venture was sold to a third party in October 2015, generating net proceeds to us of \$5.9 million.

In August 2015, we acquired our partner's 70% interest in one property held in the Ramco/Lion Venture L.P. ("RLV"). We consolidated the property based upon a value of approximately \$47.0 million, with total consideration paid of \$41.6 million, including approximately \$8.7 million of our proportionate share of \$29.8 million debt repaid at closing.

As a result of the above transactions, we gained control of the properties and recognized a gain on remeasurement of unconsolidated joint ventures of \$7.9 million which represents the difference between the carrying value and the fair value of our previously held equity investment in the properties. Refer to [Note 7](#) for additional information regarding our joint venture activity.

In addition to the above, we completed \$16.1 million of acquisitions and \$49.8 million of dispositions in 2015. Refer to Note 4 for additional information related to acquisitions and dispositions.

Financing Strategies and Significant Transactions

Our financing objective is to maintain a strong and flexible balance sheet in order to ensure access to capital at a competitive cost. In general, we seek to increase our financial flexibility by increasing our pool of unencumbered properties and borrowing on an unsecured basis. In keeping with our objective, we routinely benchmark our balance sheet on a variety of measures to our peers in the shopping center sector and to REITs in general.

Specifically, we completed the following financing transactions:

Debt

During 2015, we issued \$150.0 million in senior unsecured notes, repaid \$86.5 million in mortgage notes and assumed \$60.1 million in mortgage notes related to our acquisitions. Refer to [Note 9](#) for additional information related to our debt.

Equity

Through our controlled equity offering we issued 0.9 million common shares at an average share price of \$19.28 and received approximately \$17.1 million in net proceeds during the twelve months ended December 31, 2015. As of December 31, 2015, there were 3.1 million shares remaining under this program.

In April 2015, we converted preferred shares with a liquidation preference of \$7.6 million into 532,628 common shares pursuant to the terms set forth in the convertible preferred shares prospectus supplement dated April 27, 2011 and incurred conversion costs of approximately \$0.5 million.

As of December 31, 2015 we had net debt to total market capitalization of 42.3% as compared to 35.7%, at December 31, 2014. At December 31, 2015 and 2014 we had \$286.5 million and \$335.9 million, respectively, available to draw under our unsecured revolving line of credit.

Competition

See page 6 of Item 1A. "Risk Factors" for a description of competitive conditions in our business.

Environmental Matters

See page 12 of Item 1A. "Risk Factors" for a description of environmental risks for our business.

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Employment

As of December 31, 2015, we had 120 full-time employees. None of our employees are represented by a collective bargaining unit. We believe that our relations with our employees are good.

Available Information

All reports we electronically file with, or furnish to, the SEC, including our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to such reports, are available, free of charge, on our website at www.rgpt.com, as soon as reasonably practicable after we electronically file such reports with, or furnish those reports to, the SEC. Our Corporate Governance Guidelines, Code of Business Conduct and Ethics and Board of Trustees' committee charters also are available on our website.

Shareholders may request free copies of these documents from:

Ramco-Gershenson Properties Trust
Attention: Investor Relations
31500 Northwestern Highway, Suite 300
Farmington Hills, MI 48334

Item 1A. Risk Factors

You should carefully consider each of the risks and uncertainties described below and elsewhere in this Annual Report on Form 10-K, as well as any amendments or updates reflected in subsequent filings with the SEC. We believe these risks and uncertainties, individually or in the aggregate, could cause our actual results to differ materially from expected and historical results and could materially and adversely affect our business operations, results of operations and financial condition. Further, additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our results and business operations.

Operating Risks

National economic conditions and retail sales trends may adversely affect the performance of our properties.

Demand to lease space in our shopping centers generally fluctuates with the overall economy. Economic downturns often result in a lower rate of retail sales growth, or even declines in retail sales. In response, retailers that lease space in shopping centers typically reduce their demand for retail space during such downturns. As a result, economic downturns and unfavorable retail sales trends may diminish the income, cash flow, and value of our properties.

Our concentration of properties in Michigan and Florida makes us more susceptible to adverse market conditions in these states.

Our performance depends on the economic conditions in the markets in which we operate. In 2015, our wholly-owned properties located in Michigan and Florida accounted for approximately 29%, and 21%, respectively, of our annualized base rent. In 2014 Michigan and Florida accounted for approximately 29% and 23%, respectively. To the extent that market conditions in these or other states in which we operate deteriorate, the performance or value of our properties may be adversely affected.

Changes in the supply and demand for the type of space we lease to our tenants could affect the income, cash flow, and value of our properties.

Our shopping centers generally compete for tenants with similar properties located in the same neighborhood, community, or region. Although we believe we own high quality centers, competing centers may be newer, better located, or have a better tenant mix. In addition, new centers or retail stores may be developed, increasing the supply of retail space competing with our centers or taking retail sales from our tenants. Our tenants also compete with alternate forms of retailing, including on-line shopping, home shopping networks, and mail order catalogs. Alternate forms of retailing may reduce the demand for space in our shopping centers.

As a result, we may not be able to renew leases or attract replacement tenants as leases expire. When we do renew tenants or attract replacement tenants, the terms of renewals or new leases may be less favorable to us than current lease terms. In order to lease our vacancies, we often incur costs to reconfigure or modernize our properties to suit the needs of a particular tenant. Under competitive circumstances, such costs may exceed our budgets. If we are unable to lease vacant space promptly, if the rental rates upon a renewal or new lease are lower than expected, or if the costs incurred to lease space exceed our expectations, then the income and cash flow of our properties will decrease.

Our reliance on key tenants for significant portions of our revenues exposes us to increased risk of tenant bankruptcies that could adversely affect our income and cash flow.

As of December 31, 2015, we received 39.5% of our combined annualized base rents from our top 25 tenants, including our top four tenants: TJ Maxx/Marshalls (4.1%), Bed Bath & Beyond (2.8%), LA Fitness (2.4%) and Dick's

Sporting Goods (2.0%). No other tenant represented more than 2.0% of our total annualized base rent. The credit risk posed by our major tenants varies.

If any of our major tenants experiences financial difficulties or files for bankruptcy protection, our operating results could be adversely affected. Bankruptcy filings by our tenants or lease guarantors generally delay our efforts to collect pre-bankruptcy receivables and could ultimately preclude full collection of these sums. If a tenant rejects a lease, we would have only a general unsecured claim for damages, which may be collectible only to the extent that funds are available and only in the same percentage as is paid to all other holders of unsecured claims. In 2015, no key tenant of ours filed for bankruptcy protection.

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Our properties generally rely on anchor tenants to attract customers. The loss of anchor tenants may adversely impact the performance of our properties.

If any of our anchor tenants becomes insolvent, suffers a downturn in business, abandons occupancy, or decides not to renew its lease, such event would adversely impact the performance of the affected center. An abandonment or lease termination by an anchor tenant may give other tenants in the same shopping center the right to terminate their leases or pay less rent pursuant to the terms of their leases. Our leases with anchor tenants may, in certain circumstances, permit them to transfer their leases to other retailers. The transfer to a new anchor tenant could result in lower customer traffic to the center, which would affect our other tenants. In addition, a transfer of a lease to a new anchor tenant could give other tenants the right to make reduced rental payments or to terminate their leases.

We may be restricted from leasing vacant space based on existing exclusivity lease provisions with some of our tenants.

In a number of cases, our leases give a tenant the exclusive right to sell clearly identified types of merchandise or provide specific types of services at a particular shopping center. In other cases, leases with a tenant may limit the ability of other tenants to sell similar merchandise or provide similar services to that tenant. When leasing a vacant space, these restrictions may limit the number and types of prospective tenants suitable for that space. If we are unable to lease space on satisfactory terms, our operating results would be adversely impacted.

Increases in operating expenses could adversely affect our operating results.

Our operating expenses include, among other items, property taxes, insurance, utilities, repairs, and the maintenance of the common areas of our shopping centers. We may experience increases in our operating expenses, some or all of which may be out of our control. Most of our leases require that tenants pay for a share of property taxes, insurance and common area maintenance costs. However, if any property is not fully occupied or if recovery income from tenants is not sufficient to cover operating expenses, then we could be required to expend our own funds for operating expenses. In addition, we may be unable to renew leases or negotiate new leases with terms requiring our tenants to pay all the property tax, insurance, and common area maintenance costs that tenants currently pay, which would adversely affect our operating results.

If we suffer losses that are uninsured or in excess of our insurance coverage limits, we could lose invested capital and anticipated profits.

Catastrophic losses, such as losses resulting from wars, acts of terrorism, earthquakes, floods, hurricanes, and tornadoes or other natural disasters, pollution or environmental matters, generally are either uninsurable or not economically insurable, or may be subject to insurance coverage limitations, such as large deductibles or co-payments. Although we currently maintain “all risk” replacement cost insurance for our buildings, rents and personal property, commercial general liability insurance, and pollution and environmental liability insurance, our insurance coverage may be inadequate if any of the events described above occurs to, or causes the destruction of, one or more of our properties. Under that scenario, we could lose both our invested capital and anticipated profits from that property.

Our real estate assets may be subject to additional impairment provisions based on market and economic conditions.

On a periodic basis, we assess whether there are any indicators that the value of our real estate properties and other investments may be impaired. Under generally accepted accounting principles (“GAAP”) a property’s value is impaired only if the estimate of the aggregate future cash flows (undiscounted and without interest charges) to be generated by the property is less than the carrying value of the property. In our estimate of cash flows, we consider factors such as

expected future operating income, trends and prospects, the effects of demand, competition and other factors. We are required to make subjective assessments as to whether there are impairments in the value of our real estate properties and other investments.

No assurance can be given that we will be able to recover the current carrying amount of all of our properties and those of our unconsolidated joint ventures. There can be no assurance that we will not take charges in the future related to the impairment of our assets. Any future impairment could have a material adverse effect on our results of operations in the period in which the charge is taken. We recorded an impairment provision of \$2.5 million in 2015 related to our real estate properties. Refer to Note 1 Organization and Summary of Significant Accounting Policies - Accounting for the Impairment of Long-Lived Assets of the notes to the consolidated financial statements for a further information related to impairment provisions.

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We do not control all decisions related to the activities of joint ventures in which we are invested, and we may have conflicts of interest with our joint venture partners.

As of December 31, 2015, we had interests in unconsolidated joint ventures that collectively own three shopping centers. Although we manage the properties owned by these joint ventures, we do not control the decisions for the joint ventures. Accordingly, we may not be able to resolve in our favor any issues which arise, or we may have to provide financial or other inducements to our joint venture partners to obtain such favorable resolution.

Various restrictive provisions and rights govern sales or transfers of interests in our joint ventures. We may be required to make decisions as to the purchase or sale of interests in our joint ventures at a time that is disadvantageous to us. In addition, a bankruptcy filing of one of our joint venture partners could adversely affect us because we may make commitments that rely on our partners to fund capital from time to time. The profitability of shopping centers held in a joint venture could also be adversely affected by the bankruptcy of one of our joint venture partners if, because of certain provisions of the bankruptcy laws, we were unable to make important decisions in a timely fashion or were to become subject to additional liabilities.

We may invest in additional joint ventures, the terms of which may differ from our existing joint ventures. In general, we would expect to share the rights and obligations to make major decisions regarding the venture with our partners, which would expose us to the risks identified above.

Our equity investment in each of our unconsolidated joint ventures is subject to impairment testing in the event of certain triggering events, such as a change in market conditions or events at properties held by those joint ventures. If the fair value of our equity investment is less than our net book value on an other than temporary basis, an impairment charge is required to be recognized under generally accepted accounting principles. Refer to Note 7 of the notes to the consolidated financial statements for further information related to our equity investments.

Market and economic conditions may impact our partners' ability to perform in accordance with our real estate joint venture and partnership agreements resulting in a change in control.

Changes in control of our investments could result from events such as amendments to our real estate joint venture and partnership agreements, changes in debt guarantees or changes in ownership due to required capital contributions. Any changes in control will result in the revaluation of our investments to fair value, which could lead to impairment. We are unable to predict whether, or to what extent, a change in control may occur or what the impact of adverse market and economic conditions might be to our partners.

Our redevelopment projects may not yield anticipated returns, which would adversely affect our operating results.

Our redevelopment activities generally call for a capital commitment and project scope greater than that required to lease vacant space. To the extent a significant amount of construction is required, we are susceptible to risks such as permitting, cost overruns and timing delays as a result of the lack of availability of materials and labor, the failure of tenants to commit or fulfill their commitments, weather conditions, and other factors outside of our control. Any substantial unanticipated delays or expenses would adversely affect the investment returns from these redevelopment projects and adversely impact our operating results.

Investing Risks

We face competition for the acquisition and development of real estate properties, which may impede our ability to grow our operations or may increase the cost of these activities.

We compete with many other entities for the acquisition of shopping centers and land suitable for new developments, including other REITs, private institutional investors and other owner-operators of shopping centers. In particular, larger REITs may enjoy competitive advantages that result from, among other things, a lower cost of capital. These competitors may increase the market prices we would have to pay in order to acquire properties. If we are unable to acquire properties that meet our criteria at prices we deem reasonable, our ability to grow will be adversely affected.

Commercial real estate investments are relatively illiquid, which could hamper our ability to dispose of properties that no longer meet our investment criteria or respond to adverse changes in the performance of our properties.

Because real estate investments are relatively illiquid, our ability to promptly sell one or more properties in our portfolio in response to changing economic, financial and investment conditions is limited. The real estate market is affected by many factors, such as general economic conditions, supply and demand, availability of financing, interest rates and other factors that are beyond our

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control. We cannot be certain that we will be able to sell any property for the price and other terms we seek, or that any price or other terms offered by a prospective purchaser would be acceptable to us. We also cannot estimate with certainty the length of time needed to find a willing purchaser and to complete the sale of a property. We may be required to expend funds to correct defects or to make improvements before a property can be sold. Factors that impede our ability to dispose of properties could adversely affect our financial condition and operating results.

We are seeking to develop new properties, an activity that has inherent risks including cost overruns related to entitling land, improving the site, constructing buildings, and leasing new space.

We are seeking to develop and construct retail properties at several land parcels we own. Our development and construction activities are subject to the following risks:

- The pre-construction phase for a development project typically extends over several years, and the time to obtain anchor commitments, zoning and regulatory approvals, and financing can vary significantly from project to project; We may not be able to obtain the necessary zoning or other governmental approvals for a project, or we may determine that the expected return on a project is not sufficient. If we abandon our development activities with respect to a particular project, we may incur an impairment loss on our investment;

- Construction and other project costs may exceed our original estimates because of increases in material and labor costs, delays and costs to obtain anchor and other tenant commitments;

- We may not be able to obtain financing for construction;

- Occupancy rates and rents at a completed project may not meet our projections;
- and

- The time frame required for development, construction and lease-up of these properties means that we may have to wait years for a significant cash return.

If any of these events occur, our development activities may have an adverse effect on our results of operations, including additional impairment provisions. For a detailed discussion of development projects, refer to Notes 3 and 6 of the notes to the consolidated financial statements.

Financing Risks

We have no corporate debt limitations.

Our management and Board of Trustees (“Board”) have discretion to increase the amount of our outstanding debt at any time. Subject to existing financial covenants, we could become more highly leveraged, resulting in an increase in debt service costs that could adversely affect our cash flow and the amount available for distribution to our shareholders. If we increase our debt, we may also increase the risk of default on our debt.

Our debt must be refinanced upon maturity, which makes us reliant on the capital markets on an ongoing basis.

We are not structured in a manner to generate and retain sufficient cash flow from operations to repay our debt at maturity. Instead, we expect to refinance our debt by raising equity, debt, or other capital prior to the time that it matures. As of December 31, 2015, we had \$1.1 billion of outstanding indebtedness, net of deferred financing costs, including \$1.1 million of capital lease obligations. The availability and price of capital can vary significantly. If we seek to refinance maturing debt when capital market conditions are restrictive, we may find capital scarce, costly, or unavailable. Refinancing debt at a higher cost would affect our operating results and cash available for distribution. The failure to refinance our debt at maturity would result in default and the exercise by our lenders of the remedies available to them, including foreclosure and, in the case of recourse debt, liability for unpaid amounts. Increases in interest rates may affect the cost of our variable-rate borrowings, our ability to refinance maturing debt, and the cost of any such refinancings.

As of December 31, 2015, we had seven interest rate swap agreements in effect for an aggregate notional amount of \$210.0 million converting our floating rate corporate debt to fixed rate debt. In addition we have entered into three forward starting interest rate swap agreements for an aggregate notional amount of \$75.0 million. After accounting for these interest rate swap agreements, we had \$87.4 million of variable rate debt outstanding, net of deferred financing costs. Increases in interest rates on our existing

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indebtedness would increase our interest expense, which would adversely affect our cash flow and our ability to distribute cash to our shareholders. For example, if market rates of interest on our variable rate debt outstanding as of December 31, 2015 increased by 1.0%, the increase in interest expense on our existing variable rate debt would decrease future earnings and cash flows by approximately \$0.9 million annually. Interest rate increases could also constrain our ability to refinance maturing debt because lenders may reduce their advance rates in order to maintain debt service coverage ratios.

Our mortgage debt exposes us to the risk of loss of property, which could adversely affect our financial condition.

As of December 31, 2015, we had \$322.5 million of mortgage debt, net of unamortized deferred financing costs, encumbering our properties. A default on any of our mortgage debt may result in foreclosure actions by lenders and ultimately our loss of the mortgaged property. We have entered into mortgage loans which are secured by multiple properties and contain cross-collateralization and cross-default provisions. Cross-collateralization provisions allow a lender to foreclose on multiple properties in the event that we default under the loan. Cross-default provisions allow a lender to foreclose on the related property in the event a default is declared under another loan. For federal income tax purposes, a foreclosure of any of our properties would be treated as a sale of the property for a purchase price equal to the outstanding balance of the debt secured by the mortgage. If the outstanding balance of the debt secured by the mortgage exceeds our tax basis in the property, we would recognize taxable income on foreclosure but would not receive any cash proceeds.

Financial covenants may restrict our operating, investing, or financing activities, which may adversely impact our financial condition and operating results.

The financial covenants contained in our mortgages and debt agreements reduce our flexibility in conducting our operations and create a risk of default on our debt if we cannot continue to satisfy them. The mortgages on our properties contain customary negative covenants such as those that limit our ability, without the prior consent of the lender, to further mortgage the applicable property or to discontinue insurance coverage. In addition, if we breach covenants in our debt agreements, the lender can declare a default and require us to repay the debt immediately and, if the debt is secured, can ultimately take possession of the property securing the loan.

Our outstanding line of credit contains customary restrictions, requirements and other limitations on our ability to incur indebtedness, including limitations on the maximum ratio of total liabilities to assets, the minimum fixed charge coverage, and the minimum tangible net worth. Our ability to borrow under our line of credit is subject to compliance with these financial and other covenants. We rely on our ability to borrow under our line of credit to finance acquisition, development, and redevelopment activities and for working capital. If we are unable to borrow under our line of credit, our financial condition and results of operations would be adversely impacted.

Because we must distribute a substantial portion of our income annually in order to maintain our REIT status, we may not retain sufficient cash from operations to fund our investing needs.

As a REIT, we are subject to annual distribution requirements under the Code. In general, we must distribute at least 90% of our REIT taxable income annually, excluding net capital gains, to our shareholders to maintain our REIT status. We intend to make distributions to our shareholders to comply with the requirements of the Code.

Differences in timing between the recognition of taxable income and the actual receipt of cash could require us to sell assets or borrow funds on a short-term or long-term basis to meet the 90% distribution requirement. In addition, the distribution requirement reduces the amount of cash we retain for use in funding our capital requirements and our growth. As a result, we have historically funded our acquisition, development and redevelopment activities by any of the following: selling assets that no longer meet our investment criteria; selling common shares and preferred shares;

borrowing from financial institutions; and entering into joint venture transactions with third parties. Our failure to obtain funds from these sources could limit our ability to grow, which could have a material adverse effect on the value of our securities.

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There may be future dilution of our common shares

Our Declaration of Trust authorizes our Board to, among other things, issue additional common or preferred shares, or securities convertible or exchangeable into equity securities, without shareholder approval. We may issue such additional equity or convertible securities to raise additional capital. The issuance of any additional common or preferred shares or convertible securities could be dilutive to holders of our common shares. Moreover, to the extent that we issue restricted shares, options or warrants to purchase our common shares in the future and those options or warrants are exercised or the restricted shares vest, our shareholders may experience further dilution. Holders of our common shares have no preemptive rights that entitle them to purchase a pro rata share of any offering of shares of any class or series and, therefore, such sales or offerings could result in increased dilution to our shareholders.

We may issue debt and equity securities or securities convertible into equity securities, any of which may be senior to our common shares as to distributions and in liquidation, which could negatively affect the value of our common shares.

During 2015 we issued 0.9 million common shares through our controlled equity offering. In addition, there were 327,732 shares of unvested restricted common shares and options to purchase 107,165 common shares outstanding at December 31, 2015.

Corporate Risks

The price of our common shares may fluctuate significantly.

The market price of our common shares fluctuates based upon numerous factors, many of which are outside of our control. A decline in our share price, whether related to our operating results or not, may constrain our ability to raise equity in pursuit of our business objectives. In addition, a decline in price may affect the perceptions of lenders, tenants, or others with whom we transact. Such parties may withdraw from doing business with us as a result. An inability to raise capital at a suitable cost or at any cost, or to do business with certain tenants or other parties, would affect our operations and financial condition.

Our failure to qualify as a REIT would result in higher taxes and reduced cash available for distribution to our shareholders.

We intend to operate in a manner so as to qualify as a REIT for federal income tax purposes. Our continued qualification as a REIT will depend on our satisfaction of certain asset, income, investment, organizational, distribution, shareholder ownership and other requirements on a continuing basis. Our ability to satisfy the asset requirements depends upon our analysis of the fair market values of our assets, some of which are not susceptible to a precise determination, and for which we will not obtain independent appraisals. In addition, our compliance with the REIT income and asset requirements depends upon our ability to manage successfully the composition of our income and assets on an ongoing basis. Moreover, the proper classification of an instrument as debt or equity for federal income tax purposes may be uncertain in some circumstances, which could affect the application of the REIT qualification requirements. Accordingly, there can be no assurance that the Internal Revenue Service (“IRS”) will not contend that our interests in subsidiaries or other issuers constitute a violation of the REIT requirements. Moreover, future economic, market, legal, tax or other considerations may cause us to fail to qualify as a REIT.

If we were to fail to qualify as a REIT in any taxable year, we would be subject to federal income tax, including any applicable alternative minimum tax, on our taxable income at regular corporate rates, and distributions to shareholders would not be deductible by us in computing our taxable income. Any such corporate tax liability could be substantial and would reduce the amount of cash available for distribution to our shareholders, which in turn could have an

adverse impact on the value of, and trading prices for, our common shares. Unless entitled to relief under certain Code provisions, we also would be disqualified from taxation as a REIT for the four taxable years following the year during which we ceased to qualify as a REIT.

Even as a REIT, we may be subject to various federal income and excise taxes, as well as state and local taxes.

Even as a REIT, we may be subject to federal income and excise taxes in various situations, such as if we fail to distribute all of our REIT taxable income. We also will be required to pay a 100% tax on non-arm's length transactions between us and our TRSs and on any net income from sales of property that the IRS successfully asserts was property held for sale to customers in the ordinary course of business. Additionally, we may be subject to state or local taxation in various state or local jurisdictions, including those in which we transact business. The state and local tax laws may not conform to the federal income tax treatment. Any taxes imposed on us would reduce our operating cash flow and net income.

The rules dealing with federal income taxation are constantly under review by persons involved in the legislative process and by the IRS and the United States Treasury Department. Changes to tax laws, which may have retroactive application, could adversely affect our shareholders or us. We cannot predict how changes in tax laws might affect our shareholders or us.

We are party to litigation in the ordinary course of business, and an unfavorable court ruling could have a negative effect on us.

We are the defendant in a number of claims brought by various parties against us. Although we intend to exercise due care and consideration in all aspects of our business, it is possible additional claims could be made against us. We maintain insurance coverage including general liability coverage to help protect us in the event a claim is awarded; however, some claims may be uninsured. In the event that claims against us are successful and uninsured or underinsured, or we elect to settle claims that we determine are in our interest to settle, our operating results and cash flow could be adversely impacted. In addition, an increase in claims and/or payments could result in higher insurance premiums, which could also adversely affect our operating results and cash flow.

We are subject to various environmental laws and regulations which govern our operations and which may result in potential liability.

Under various federal, state and local laws, ordinances and regulations relating to the protection of the environment, a current or previous owner or operator of real estate may be liable for the costs of removal or remediation of certain hazardous or toxic substances disposed, stored, released, generated, manufactured or discharged from, on, at, onto, under or in such property. Environmental laws often impose such liability without regard to whether the owner or operator knew of, or was responsible for, the presence or release of such hazardous or toxic substance. The presence of such substances, or the failure to properly remediate such substances when present, released or discharged, may adversely affect the owner's ability to sell or rent such property or to borrow using such property as collateral. The cost of any required remediation and the liability of the owner or operator therefore as to any property is generally not limited under such environmental laws and could exceed the value of the property and/or the aggregate assets of the owner or operator. Persons who arrange for the disposal or treatment of hazardous or toxic substances may also be liable for the cost of removal or remediation of such substances at a disposal or treatment facility, whether or not such facility is owned or operated by such persons. In addition to any action required by federal, state or local authorities, the presence or release of hazardous or toxic substances on or from any property could result in private plaintiffs bringing claims for personal injury or other causes of action.

In connection with ownership (direct or indirect), operation, management and development of real properties, we have the potential to be liable for remediation, releases or injury. In addition, environmental laws impose on owners or operators the requirement of ongoing compliance with rules and regulations regarding business-related activities that may affect the environment. Such activities include, for example, the ownership or use of transformers or underground tanks, the treatment or discharge of waste waters or other materials, the removal or abatement of asbestos-containing materials ("ACMs") or lead-containing paint during renovations or otherwise, or notification to various parties concerning the potential presence of regulated matters, including ACMs. Failure to comply with such requirements could result in difficulty in the lease or sale of any affected property and/or the imposition of monetary penalties, fines or other sanctions in addition to the costs required to attain compliance. Several of our properties have or may contain ACMs or underground storage tanks; however, we are not aware of any potential environmental liability which could reasonably be expected to have a material impact on our financial position or results of operations. No assurance can be given that future laws, ordinances or regulations will not impose any material environmental requirement or liability, or that a material adverse environmental condition does not otherwise exist.

Our business and operations would suffer in the event of system failures or cyber security attacks.

We rely upon information technology network and systems, some of which are managed by third parties, to process, transmit and store electronic information, and to manage and support a variety of business processes and activities. Despite the implementation of security measures and the existence of a Disaster Recovery Plan for our internal

information technology systems, our systems are vulnerable to damages from any number of sources, including energy blackouts, natural disasters, terrorism, war, telecommunication failures and cyber security attacks, such as computer viruses or unauthorized access. Any system failure or accident that causes interruptions in our operations could result in a material disruption to our business. We may also incur additional costs to remedy damages caused by such disruptions. Risks that could result from a cyber incident include operational interruption, damage to our relationships with tenants and private data disclosures including, personally identifiable, confidential or proprietary information. Any compromise of our security could result in a violation of applicable privacy and other laws, significant legal and financial exposure, damage to our reputation, loss or misuse of the information and a loss of confidence in our security measures, which could harm our business.

Restrictions on the ownership of our common shares are in place to preserve our REIT status.

Our Declaration of Trust restricts ownership by any one shareholder to no more than 9.8% of our outstanding common shares, subject to certain exceptions granted by our Board. The ownership limit is intended to ensure that we maintain our REIT status

given that the Code imposes certain limitations on the ownership of the stock of a REIT. Not more than 50% in value of our outstanding shares of beneficial interest may be owned, directly or indirectly by five or fewer individuals (as defined in the Code) during the last half of any taxable year. If an individual or entity were found to own constructively more than 9.8% in value of our outstanding shares, then any excess shares would be transferred by operation of our Declaration of Trust to a charitable trust, which would sell such shares for the benefit of the shareholder in accordance with procedures specified in our Declaration of Trust.

The ownership limit may discourage a change in control, may discourage tender offers for our common shares, and may limit the opportunities for our shareholders to receive a premium for their shares. Upon due consideration, our Board previously has granted limited exceptions to this restriction for certain shareholders who requested an increase in their ownership limit. However, the Board has no obligation to grant such limited exceptions in the future. Certain anti-takeover provisions of our Declaration of Trust and Bylaws may inhibit a change of our control.

Certain provisions contained in our Declaration of Trust and Bylaws and the Maryland General Corporation Law, as applicable to Maryland REITs, may discourage a third party from making a tender offer or acquisition proposal to us. These provisions and actions may delay, deter or prevent a change in control or the removal of existing management. These provisions and actions also may delay or prevent the shareholders from receiving a premium for their common shares of beneficial interest over then-prevailing market prices.

These provisions and actions include:

- the REIT ownership limit described above;
- authorization of the issuance of our preferred shares of beneficial interest with powers, preferences or rights to be determined by our Board;
- special meetings of our shareholders may be called only by the chairman of our Board, the president, one-third of the Trustees, or the secretary upon the written request of the holders of shares entitled to cast not less than a majority of all the votes entitled to be cast at such meeting;
- a two-thirds shareholder vote is required to approve some amendments to our Declaration of Trust;
- our Bylaws contain advance-notice requirements for proposals to be presented at shareholder meetings; and
- our Board, without the approval of our shareholders, may from time to time (i) amend our Declaration of Trust to increase or decrease the aggregate number of shares of beneficial interest, or the number of shares of beneficial interest of any class, that we have authority to issue, and (ii) reclassify any unissued shares of beneficial interest into one or more classes or series of shares of beneficial interest.

In addition, the Trust, by Board action, may elect to be subject to certain provisions of the Maryland General Corporation Law that inhibit takeovers such as the provision that permits the Board by way of resolution to classify itself, notwithstanding any provision our Declaration of Trust or Bylaws.

Certain officers and trustees may have potential conflicts of interests with respect to properties contributed to the Operating Partnership in exchange for OP Units.

Certain of our officers and members of our Board of Trustees own OP Units obtained in exchange for contributions of their partnership interests in properties to the Operating Partnership. By virtue of this exchange, these individuals may have been able to defer some, if not all, of the income tax liability they could have incurred if they sold the properties for cash. As a result, these individuals may have potential conflicts of interest with respect to these properties, such as sales or refinancings that might result in federal income tax consequences.

Our success depends on key personnel whose continued service is not guaranteed.

We depend on the efforts and expertise of our senior management team to manage our day-to-day operations and strategic business direction. While we have retention and severance agreements with certain members of our executive management team that provide for certain payments in the event of a change of control or termination without cause, we do not have employment agreements with all of the members of our executive management team. Therefore, we cannot guarantee their continued service. The loss of their services, and our inability to find suitable replacements, could have an adverse effect on our operations.

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Changes in accounting standards may adversely impact our financial results.

The Financial Accounting Standards Board, in conjunction with the SEC, has several key projects on its agenda that could impact how we currently account for 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, results of operations and financial ratios required by our debt covenants.

Item 1B. Unresolved Staff Comments.

None.

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Item 2. Properties

As of December 31, 2015, we owned and managed a portfolio of 73 shopping centers and one office building with approximately 15.9 million square feet ("SF") of GLA. Our wholly-owned properties consist of 70 shopping centers and one office building comprising approximately 15.3 million SF.

Property Name	Location City	State	Ownership	Year Built / Acquired / Redeveloped	Total GLA	% Leased	Average base rent per leased SF (1)	Anchor Tenants (2)
Colorado (3)								
Front Range Village	Fort Collins	CO	100	% 2008/2014/NA	459,307	95.1	% \$19.56	CA Technologies, Inc., Charming Charlie, Cost Plus World Markets, DSW Shoe Warehouse, Microsoft Corporation, Party City, Sports Authority, Sprouts Farmers Market, Staples, Toys "R" Us, Ulta Beauty, (Fort Collins Library), (Lowe's), (Target) Best Buy, Dick's Sporting Goods, Dollar Tree, DSW Shoe Warehouse, Staples
Harvest Junction North	Longmont	CO	100	% 2006/2012/NA	183,155	100	% 16.88	Bed Bath & Beyond, Marshalls, Michaels, Petco, Ross Dress for Less, (Lowe's)
Harvest Junction South	Longmont	CO	100	% 2006/2012/NA	176,960	97.2	% 14.79	
Florida (16)								
Coral Creek Shops	Coconut Creek	FL	100	% 1992/2002/NA	109,312	92.7	% 17.90	Publix
Cypress Point	Clearwater	FL	100	% 1983/2007/NA	167,280	95.3	% 12.27	Burlington Coat Factory, Chuck E. Cheese's, The Fresh Market
Lakeland Park Center	Lakeland	FL	100	% 2014	210,422	98.1	% 13.63	Dick's Sporting Goods, Floor & Décor, Old Navy,

Marketplace of Delray	Delray Beach	FL	100	%	1981/2005/2010	241,715	95.8	%	13.80	PetSmart, Ross Dress for Less, Shoe Carnival, Ulta Beauty
Mission Bay Plaza	Boca Raton	FL	100	%	1989/2004/NA	264,704	97.5	%	21.27	Beall's Outlet, Dollar Tree, Office Depot, Ross Dress for Less, Winn-Dixie
Parkway Shops	Jacksonville	FL	100	%	2013/2011/NA	144,114	100	%	11.15	The Fresh Market, Golfsmith, LA Fitness, OfficeMax, Toys "R" Us
River City Marketplace	Jacksonville	FL	100	%	2005/2005/NA	557,087	99.1	%	17.19	Dick's Sporting Goods, Marshalls Ashley Furniture HomeStore, Bed Bath & Beyond, Best Buy, Cracker Barrel, Gander Mountain, Michaels, OfficeMax, Old Navy, PetSmart, Ross Dress for Less, Hollywood Theaters, (Lowe's), (Wal-Mart Supercenter)
River Crossing Centre	New Port Richey	FL	100	%	1998/2003/NA	62,038	98.5	%	12.69	Publix
Rivertowne Square	Deerfield Beach	FL	100	%	1980/1998/2010	150,321	88.6	%	9.97	Beall's, Winn-Dixie

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Property Name	Location City	State	Ownership	Year Built %Acquired / Redeveloped	Total GLA	% Leased	Average base rent per leased SF ⁽¹⁾	Anchor Tenants ⁽²⁾
Shoppes of Lakeland	Lakeland	FL	100	% 1985/1996/NA	183,842	93.3	% \$12.34	Ashley Furniture HomeStore, Dollar Tree, Michaels, Petco, Staples, T.J. Maxx, (Target)
The Crossroads	Royal Palm Beach	FL	100	% 1988/2002/NA	121,509	97.2	% 15.98	Dollar Tree, Publix, Walgreens
Treasure Coast Commons	Jensen Beach	FL	100	% 1996/2004/NA	92,979	100	% 12.26	Barnes & Noble, OfficeMax, Sports Authority
Village Lakes Shopping Center	Land O' Lakes	FL	100	% 1987/1997/NA	168,751	83.1	% 8.64	Beall's Outlet, Dollar Tree, Marshalls, Ross Dress for Less, You Fit Health Club
Village Plaza	Lakeland	FL	100	% 1989/2004/NA	158,956	95.1	% 11.62	Big Lots, Hobby Lobby, Party City
Vista Plaza	Jensen Beach	FL	100	% 1998/2004/NA	109,761	100	% 13.59	Bed Bath & Beyond, Michaels, Total Wine & More
West Broward Shopping Center	Plantation	FL	100	% 1965/2005/NA	152,973	100	% 11.33	Badcock, DD's Discounts, Dollar Tree, Save-A-Lot, US Postal Service, Walgreens
Georgia (4)								
Centre at Woodstock	Woodstock	GA	100	% 1997/2004/NA	86,748	98.6	% 12.04	Publix
Holcomb Center	Roswell	GA	100	% 1986/1996/2010	106,003	71.5	% 12.58	Studio Movie Grill
Peachtree Hill	Duluth	GA	100	% 1986/2007/NA	154,700	98.8	% 13.34	Kroger, LA Fitness
Promenade at Pleasant Hill	Duluth	GA	100	% 1993/2004/NA	261,808	95.0	% 9.67	Farmers Home Furniture, K1 Speed, LA Fitness, Publix
Illinois (5)								
Deer Grove Centre	Palatine	IL	100	% 1997/2013/2013	237,876	88.1	% 8.46	Petco, Ross Dress for Less ⁽⁴⁾ , T.J. Maxx, (Target), Hobby Lobby ⁽⁴⁾
Liberty Square Market Plaza	Wauconda	IL	100	% 1987/2010/2008	107,427	83.3	% 13.70	Jewel-Osco
	Glen Ellyn	IL	100	% 1965/2007/2009	163,054	95.1	% 15.53	Jewel-Osco, Ross Dress for Less,

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Mount Prospect Plaza	Mount Prospect	IL	100	%	1962/2013/2013	300,682	89.5	%	12.05	Staples Aldi, Dollar Tree, LA Fitness, Marshalls, Petco, Ross Dress for Less, Walgreens Dollar Tree, Jewel-Osco,
Rolling Meadows Shopping Center	Rolling Meadows	IL	100	%	1956/2008/1995	134,012	90.7	%	11.50	Northwest Community Hospital
Indiana (1)										
Merchants' Square	Carmel	IN	100	%	1970/2010/2014	248,369	78.6	%	12.91	Bang Fitness, Cost Plus, Flix Brewhouse, Hancock Fabrics, Petco, Tuesday Morning, (Marsh Supermarket)
Kentucky (1)										
Buttermilk Towne Center	Crescent Springs	KY	100	%	2005/2014/NA	277,533	100	%	9.22	Field & Stream, Home Depot, LA Fitness, Remke Market
Maryland (1)										
Crofton Centre	Crofton	MD	100	%	1974/1996/NA	252,230	97.3	%	8.29	Gold's Gym, Goodwill, Hibachi Grill & Supreme Buffet, Kmart, Shoppers Food Warehouse, United Tile and Granite
Michigan (22)										
Clinton Pointe	Clinton Township	MI	100	%	1992/2003/NA	135,330	97.6	%	9.66	Famous Footwear, OfficeMax, Planet Fitness, Sports Authority, (Target) DSW Shoe Warehouse,
Clinton Valley	Sterling Heights	MI	100	%	1977/1996/2009	205,435	98.2	%	12.04	Famous Furniture, Hobby Lobby, Office Depot, OptimEyes

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Property Name	Location City	State	Ownership	Year Built / Acquired / Redeveloped	Total GLA	% Leased	Average base rent per leased SF ⁽¹⁾	Anchor Tenants ⁽²⁾
Gaines Marketplace	Gaines Township	MI	100	% 2004/2004/NA	60,576	100	% \$ 15.94	Staples, (Target), (Meijer)
Hoover Eleven	Warren	MI	100	% 1989/2003/NA	280,719	84.5	% 11.61	CVS, Dollar Tree, Dress Barn/Dress Barn Woman, Dunham's, Kroger, Marshalls
Hunter's Square	Farmington Hills	MI	100	% 1988/2005/NA	353,951	99.1	% 16.60	Bed Bath & Beyond, buybuy Baby, Marshalls, Old Navy, T.J. Maxx, Saks Fifth Avenue(4)
Jackson Crossing	Jackson	MI	100	% 1967/1996/2002	420,530	92.6	% 11.39	Bed Bath & Beyond, Best Buy, Citi Trends, Dollar Tree, Jackson 10 Theater, Kohl's, MC Sporting Goods, T.J. Maxx, Toys "R" Us, Ulta Beauty, (Sears), (Target)
Jackson West	Jackson	MI	100	% 1996/1996/1999	209,800	97.7	% 7.41	GFS Marketplace, Lowe's, Michaels, OfficeMax, PetSmart
Lakeshore Marketplace	Norton Shores	MI	100	% 1996/2003/NA	342,991	96.0	% 8.75	Barnes & Noble, Dollar Tree, DSW Shoe Warehouse, Dunham's, Gordmans, Hobby Lobby, Old Navy, Petco, T.J. Maxx, Toys "R" Us, (Target)
Livonia Plaza	Livonia	MI	100	% 1988/2003/NA	137,391	98.6	% 11.29	Kroger, T.J. Maxx
Millennium Park	Livonia	MI	100	% 2000/2005/NA	272,568	100	% 14.44	Five Below, Home Depot, Marshalls, Michaels, PetSmart, Ulta Beauty, (Costco), (Meijer)
New Towne Plaza	Canton Township	MI	100	% 1975/1996/2005	192,587	99.0	% 10.93	DSW Shoe Warehouse, Jo-Ann, Kohl's

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Oak Brook Square	Flint	MI	100	%	1982/1996/2008	152,073	96.5	%	9.57	Dollar Tree, Hobby Lobby, T.J. Maxx CVS, Dollar Tree, Five Below, Marshalls, (Wal-Mart) Best Buy, Citi Trends, David's Bridal, Dollar Tree, (Burlington Coat Factory), (Target) Big Lots, Burlington Coat Factory, Forman Mills Best Buy, DSW Shoe Warehouse, Lowe's, Meijer, Michaels, Office Depot, PetSmart, Pier1 Imports Jo-Ann, Staples, (Best Buy), (Costco), (Meijer), (Target) Plum Market, Witbeck Home Appliance Airtime, Golfsmith, LA Fitness, Nordstrom Rack, PetSmart, Total Hockey, (REI) Big Lots, David's Bridal, DSW Shoe Warehouse, Gander Mountain, Home Goods & Michaels-Sublease of JLPK-Novu LLC, Old Navy, Party City Jo-Ann, Marshalls, (Bed Bath & Beyond), (Kohl's), (Toys "R" Us), (Value City Furniture)
Roseville Towne Center	Roseville	MI	100	%	1963/1996/2004	76,998	100	%	12.05	
Shoppes at Fairlane Meadows	Dearborn	MI	100	%	1987/2003/2007	157,225	100	%	13.53	
Southfield Plaza	Southfield	MI	100	%	1969/1996/2003	190,099	100	%	8.87	
Tel-Twelve	Southfield	MI	100	%	1968/1996/2005	523,411	100	%	11.27	
The Auburn Mile 1	Auburn Hills	MI	100	%	2000/1999/NA	90,553	100	%	11.05	
The Shops at Old Orchard	West Bloomfield	MI	100	%	1972/2007/2011	96,768	100	%	18.04	
Troy Marketplace	Troy	MI	100	%	2000/2005/2010	217,754	100	%	17.10	
West Oaks I	Novi	MI	100	%	1979/1996/2004	252,170	95.3	%	12.65	
West Oaks II	Novi	MI	100	%	1986/1996/2000	167,954	97.1	%	17.79	

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Property Name	Location City	State	Ownership	Year Built / Redeveloped	Total GLA	% Leased	Average base rent per leased SF ⁽¹⁾	Anchor Tenants ⁽²⁾
Winchester Center	Rochester Hills	MI	100	% 1980/2005/NA	320,121	95.5	% \$10.47	Bed Bath & Beyond, Dick's Sporting Goods, Famous Furniture, Legacy Volleyball Club, Marshalls, Michaels, Party City, PetSmart, Pier 1 Imports, Stein Mart
Minnesota (1)								
Woodbury Lakes	Woodbury	MN	100	% 2005/2014/NA	305,086	89.7	% 22.31	buybuy Baby, Charming Charlie, DSW Shoe Warehouse, Gap, H & M, Michaels, Victoria's Secret (Trader Joe's)
Missouri (4)								
Central Plaza	Ballwin	MO	100	% 1970/2012/2012	166,431	100	% 11.60	buybuy Baby, Five Below, Jo-Ann, OfficeMax, Ross Dress for Less, Tuesday Morning
Deer Creek Shopping Center	Maplewood	MO	100	% 1975/2013/2013	208,144	93.6	% 10.38	buybuy Baby, GFS Marketplace, Jo-Ann, Marshalls, Ross Dress for Less, Shoe Carnival
Heritage Place	Creve Coeur (St Louis)	MO	100	% 1989/2011/2005	269,105	92.5	% 13.50	Dierbergs Markets, Marshalls, Office Depot, Petco, T.J. Maxx
Town & Country Crossing Ohio (8)	Town & Country	MO	100	% 2008/2011/2011	145,830	87.1	% 26.25	Whole Foods Market, (Target)
Bridgewater Falls	Hamilton	OH	100	%	503,502	93.7	% 14.07	Bed Bath & Beyond, Best Buy, Dick's Sporting Goods, J.C. Penney, Michaels, Old Navy, Party City,

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Crossroads Centre 1	Rossford	OH	100	%	2001/2001/NA	344,045	98.6	%	8.83	PetSmart, Staples, T.J. Maxx, Ulta Beauty, (Target) Giant Eagle ⁽³⁾ , Home Depot, Michaels, T.J. Maxx, Tuesday Morning, (Target) Ashley Furniture HomeStore, Bed Bath & Beyond, buybuy Baby, Charming Charlie's,
Deerfield Towne Center	Mason	OH	100	%	2004/2013/2013	462,396	91.8	%	19.29	Dick's Sporting Goods, Regal Cinemas, Ulta Beauty, Whole Foods Market, Crunch Fitness Eurolife Furniture, Marshalls, Metro Fitness, Micro Center, Columbus Asia
Olentangy Plaza	Columbus	OH	100	%	1981/2007/1997	253,204	94.9	%	11.25	Market-Sublease of SuperValu, Tuesday Morning
Rossford Pointe	Rossford	OH	100	%	2006/2005/NA	47,477	100	%	10.20	MC Sporting Goods, PetSmart Ashley Furniture HomeStore, Big Lots, Dollar Tree, Guitar Center, OfficeMax, Party City, PetSmart, T.J. Maxx, (Best Buy), (Dick's Sporting Goods), (Sam's Club), (Target) Bed Bath & Beyond, Pier 1 Imports, Ulta, Whole Foods Market
Spring Meadows Place	Holland	OH	100	%	1987/1996/2005	311,396	81.9	%	10.79	Kohl's, Petco, (Wal-Mart Supercenter)
The Shops on Lane Avenue	Upper Arlington	OH	100	%	1952/2007/2004	169,035	92.3	%	22.00	
Troy Towne Center ⁽⁵⁾	Troy	OH	100	%	1990/1996/2003	144,485	96.5	%	7.23	

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Property Name	Location City	State	Ownership	Year Built / Acquired / Redeveloped	Total GLA	% Leased	Average base rent per leased SF (1)	Anchor Tenants (2)
Wisconsin (4)								
East Town Plaza	Madison	WI	100	% 1992/2000/2000	208,472	82.3	% \$9.79	Burlington Coat Factory, DSW Shoe Warehouse, Jo-Ann, Kirkland's Home, Marshalls, Party City, Ulta Beauty, (Shopko), (Babies "R" Us) Kohl's, Marshalls, Sports Authority, (Sentry Foods) Hobby Lobby, Petco, Pick 'n Save, T.J. Maxx, Ulta Beauty, (Target) Burlington Coat Factory, Citi Trends, Dollar Tree, Harbor Freight Tools, Kmart, Lumber Liquidators, Party City, Ross Dress for Less, Xperience Fitness
Nagawaukee Center	Delafield	WI	100	% 1994/2012-13/NA	219,538	97.4	% 14.15	
The Shoppes at Fox River	Waukesha	WI	100	% 2009/2010/2011	237,392	100	% 14.48	
West Allis Towne Centre	West Allis	WI	100	% 1987/1996/2011	326,265	92.6	% 8.93	
WHOLLY OWNED SHOPPING CENTERS TOTAL/AVERAGE					15,224,435	94.7	% \$13.22	
Virginia (1)								
The Town Center at Aquia Office	Stafford	VA	100	% 1989/1998/2009	99,393	65.0	% 26.34	Cask Technologies, Davis Defense Group
CONSOLIDATED PORTFOLIO / AVERAGE					15,323,828	94.6	% \$13.28	
JOINT VENTURE PORTFOLIO								
Kissimmee West	Osceola	FL	7	% 2005/2005/NA	115,586	97.2	% \$12.69	Jo-Ann, Marshalls, (Super

Nora Plaza	Marion	IN	7	%	1958/2007/2002	139,753	94.3	%	13.92	Target) Firestone, Marshalls, Whole Foods Market, (Target) Home Depot, Old Time Pottery, Paradise Home & Patio, Staples, Walgreens
Martin Square	Martin	FL	30	%	1981/2005/NA	330,134	85.6	%	6.64	
Total/Average						585,473	90.0	%	\$9.75	
CONSOLIDATED AND JV PORTFOLIO TOTAL / AVERAGE						15,909,301	94.4	%	\$13.16	

Footnotes

(1) Average base rent per leased SF is calculated based on annual minimum contractual base rent pursuant to the tenant lease, excluding percentage rent, recovery income from tenants, and is net of tenant concessions. Percentage rent and recovery income from tenants is presented separately in our consolidated statements of operations and comprehensive income (loss) statement.

(2) Anchor tenant is defined as any tenant leasing 10,000 square feet or more. Tenants in parenthesis represent non-company owned GLA.

(3) Tenant closed - lease obligated.

(4) Space delivered to tenant.

(5) Center sold subsequent to December 31, 2015 in February 2016.

Our leases for tenant space under 10,000 square feet generally have terms ranging from three to five years. Tenant leases greater than or equal to 10,000 square feet generally have lease terms of five years or longer, and are considered anchor leases. Many of the anchor leases contain provisions allowing the tenant the option of extending the lease term at expiration at contracted rental rates that often include fixed rent increases, consumer price index adjustments or other market rate adjustments from the prior base rent. The majority of our leases provide for monthly payment of base rent in advance, percentage rent based on the tenant's sales volume, reimbursement of the tenant's allocable real estate taxes, insurance and common area maintenance ("CAM") expenses and reimbursement for utility costs if not directly metered.

Major Tenants

The following table sets forth as of December 31, 2015 the GLA, of our existing properties leased to tenants for our wholly owned properties portfolio:

Type of Tenant	Annualized Base Rent	% of Total Annualized Base Rent	GLA ⁽²⁾	% of Total GLA ⁽²⁾	
Anchor ⁽¹⁾	\$110,167,972	57.6	% 10,807,484	70.5	%
Retail (non-anchor)	81,085,431	42.4	% 4,516,344	29.5	%
Total	\$191,253,403	100	% 15,323,828	100	%

⁽¹⁾ Anchor tenant is defined as any tenant leasing 10,000 square feet or more.

⁽²⁾ GLA owned directly by us or our unconsolidated joint ventures.

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The following table depicts, as of December 31, 2015, information regarding leases with the 25 largest retail tenants (in terms of annualized base rent) for our wholly owned properties portfolio:

Tenant Name	Credit Rating S&P/Moody's (1)	Number of Leases	GLA	% of Total GLA	Total Annualized Base Rent	Annualized Base Rent PSF	% of Annualized Base Rent	
TJX Companies ⁽²⁾	A+/A2	27	836,570	5.5	% \$7,909,159	\$9.45	4.1	%
Bed Bath & Beyond ⁽³⁾	BBB+/Baa1	16	466,700	3.1	% 5,273,035	11.30	2.8	%
LA Fitness	B/B2	6	252,000	1.6	% 4,501,820	17.86	2.4	%
Dick's Sporting Goods ⁽⁴⁾	--/--	7	353,764	2.3	% 3,825,418	10.81	2.0	%
Office Depot ⁽⁵⁾	B-/B2	11	262,801	1.7	% 3,287,371	12.51	1.7	%
Ascena Retail ⁽⁶⁾	BB/Ba2	29	162,384	1.1	% 3,197,068	19.69	1.7	%
Home Depot	A/A2	3	354,295	2.3	% 3,047,250	8.60	1.6	%
Petsmart	B+/-	10	208,863	1.4	% 3,040,114	14.56	1.6	%
Michaels Stores	-/B2	11	250,321	1.6	% 2,871,807	11.47	1.5	%
ULTA Salon	--/--	12	125,025	0.8	% 2,829,856	22.63	1.5	%
DSW Designer Shoe Warehouse	--/--	9	169,773	1.1	% 2,814,845	16.58	1.5	%
Dollar Tree	BB/Ba2	28	292,943	1.9	% 2,814,369	9.61	1.5	%
Best Buy	BB+/Baa1	6	201,895	1.3	% 2,758,634	13.66	1.4	%
Hobby Lobby	--/--	7	395,310	2.6	% 2,716,021	6.87	1.4	%
Regal Cinemas	B+/B1	2	119,080	0.8	% 2,468,623	20.73	1.3	%
Jo-Ann Fabric and Craft Stores	B/B3	6	198,947	1.3	% 2,429,479	12.21	1.3	%
Ross Stores ⁽⁷⁾	A-/A3	12	307,232	2.0	% 2,428,890	7.91	1.3	%
Petco ⁽⁸⁾	B/B3	11	160,366	1.0	% 2,368,568	14.77	1.2	%
Whole Foods	BBB-/Baa3	3	118,879	0.8	% 2,342,617	19.71	1.2	%
Kohl's	BBB/Baa1	6	363,081	2.4	% 2,292,253	6.31	1.2	%
Burlington Coat Factory	BB/--	4	277,315	1.8	% 2,285,421	8.24	1.2	%
Gap, Inc. ⁽⁹⁾	BBB-/Baa2	9	131,575	0.9	% 2,080,859	15.82	1.1	%
Gander Mountain	--/--	2	142,354	0.9	% 1,994,898	14.01	1.0	%
Sports Authority	--/Caa3	4	172,705	1.1	% 1,989,264	11.52	1.0	%
Lowe's Home Centers	A-/A3	2	270,394	1.8	% 1,919,646	7.10	1.0	%
Sub-Total top 25 tenants		243	6,594,572	43.1	% \$75,487,285	\$11.45	39.5	%
Remaining tenants		1,358	7,806,691	50.9	% 115,766,119	14.83	60.5	%
Sub-Total all tenants		1,601	14,401,263	94.0	% \$191,253,404	\$13.28	100	%
Leased / Vacant		240	922,565	6.0	% N/A	N/A	N/A	
Total including vacant		1,841	15,323,828	100	% \$191,253,404	N/A	100	%

- (1) Source: Latest Company filings, as of December 31, 2015, per CreditRiskMonitor.
- (2) Marshalls (15) / TJ Maxx (12)
- (3) Bed Bath & Beyond (9) / Buy Buy Baby (5) / Cost Plus World Market (2)
- (4) Dick's Sporting Goods (6) / Field & Stream (1)
- (5) OfficeMax (7) / Office Depot (4)
- (6) Ann Taylor (3) / Catherine's (3) / Dress Barn (6) / Justice (5) / Lane Bryant (6) / Maurice's (6)
- (7) Ross Dress for Less (11) / DD's Discounts (1)
- (8) Petco (10) / Unleashed (1)
- (9) Old Navy (6) / Gap (2) / Banana Republic / (1)

Lease Expirations

The following tables set forth a schedule of lease expirations, for our wholly owned portfolio, for the next ten years and thereafter, assuming that no renewal options are exercised:

ALL TENANTS

Expiring Leases As of December 31, 2015

Year	Number of Leases	GLA ⁽¹⁾	Average Annualized Base Rent (per square foot)	Total Annualized Base Rent ⁽²⁾	% of Total Annualized Base Rent	
(3)	46	148,856	\$10.01	\$1,490,750	0.7	%
2016	236	1,164,981	14.40	16,780,738	6.7	%
2017	258	1,590,652	14.81	23,565,221	14.6	%
2018	258	1,420,174	15.58	22,126,998	12.9	%
2019	191	1,424,017	13.99	19,924,036	10.3	%
2020	184	1,556,763	12.67	19,724,988	9.7	%
2021	122	1,552,029	12.31	19,098,606	7.9	%
2022	58	880,516	12.07	10,626,087	5.8	%
2023	73	1,168,594	12.60	14,724,454	5.8	%
2024	52	768,750	11.40	8,761,993	7.8	%
2025	50	805,162	13.41	10,795,112	4.6	%
2026	28	727,642	12.27	8,926,361	4.0	%
2027+	45	1,193,127	12.33	14,708,059	9.2	%
Sub-Total	1,601	14,401,263	\$13.28	\$191,253,403	100	%
Leased ⁽⁴⁾	9	87,985	N/A	N/A	N/A	
Vacant	231	834,580	N/A	N/A	N/A	
Total	1,841	15,323,828	\$13.28	\$191,253,403	100	%

ANCHOR TENANTS (greater than or equal to 10,000 square feet)

Expiring Anchor Leases As of December 31, 2015

Year	Number of Leases	GLA ⁽¹⁾	Average Annualized Base Rent (per square foot)	Total Annualized Base Rent ⁽²⁾	% of Total Annualized Base Rent	
(3)	3	47,010	\$6.23	\$293,000	0.3	%
2016	22	604,072	9.41	5,683,463	5.2	%
2017	41	977,791	11.24	10,988,911	10.0	%
2018	34	824,684	11.56	9,530,471	8.7	%
2019	31	890,899	10.09	8,991,994	8.2	%
2020	35	1,093,586	9.35	10,220,929	9.3	%
2021	47	1,302,629	10.68	13,916,454	12.6	%
2022	24	755,265	10.42	7,873,216	7.1	%
2023	28	924,225	10.46	9,665,271	8.8	%
2024	20	640,133	9.77	6,252,221	5.7	%
2025	20	647,675	11.46	7,424,425	6.6	%
2026	13	668,377	11.02	7,366,643	6.7	%
2027+	21	1,095,603	10.92	11,960,974	10.8	%

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Sub-Total	339	10,471,949	\$10.52	\$110,167,972	100	%
Leased ⁽⁴⁾	3	63,934	N/A	N/A	N/A	
Vacant	16	271,601	N/A	N/A	N/A	
Total	358	10,807,484	\$10.52	\$110,167,972	100	%

(1) GLA owned directly by us or our unconsolidated joint ventures.

(2) Annualized Base Rent is based upon rents currently in place.

(3) Tenants currently under month to month lease or in the process of renewal.

(4) Lease has been executed, but space has not yet been delivered.

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NON-ANCHOR TENANTS (less than 10,000 square feet)

Expiring Non-Anchor Leases As of December 31, 2015

Year	Number of Leases	GLA ⁽²⁾	Average Annualized Base Rent (per square foot)	Total Annualized Base Rent ⁽¹⁾	% of Total Annualized Base Rent	
⁽³⁾	43	101,846	\$11.76	\$1,197,750	1.5	%
2016	214	560,909	19.78	11,097,275	13.7	%
2017	217	612,861	20.52	12,576,310	15.5	%
2018	224	595,490	21.15	12,596,527	15.5	%
2019	160	533,118	20.51	10,932,042	13.5	%
2020	149	463,177	20.52	9,504,059	11.7	%
2021	75	249,400	20.78	5,182,152	6.4	%
2022	34	125,251	21.98	2,752,871	3.4	%
2023	45	244,369	20.70	5,059,183	6.2	%
2024	32	128,617	19.51	2,509,772	3.1	%
2025	30	157,487	21.40	3,370,687	4.2	%
2026	15	59,265	26.32	1,559,718	1.9	%
2027+	24	97,524	28.17	2,747,085	3.4	%
Sub-Total	1,262	3,929,314	\$20.64	\$81,085,431	100	%
Leased ⁽⁴⁾	6	24,051	N/A	N/A	N/A	
Vacant	215	562,979	N/A	N/A	N/A	
Total	1,483	4,516,344	\$20.64	\$81,085,431	100	%

⁽¹⁾ GLA owned directly by us or our unconsolidated joint ventures.

⁽²⁾ Annualized Base Rent is based upon rents currently in place.

⁽³⁾ Tenants currently under month to month lease or in the process of renewal.

⁽⁴⁾ Lease has been executed, but space has not yet been delivered.

Land Available for Development and/or Sale

At December 31, 2015, we had one project in pre-development and two projects where Phase I of the development was completed. The remaining future phases at those projects are in pre-development. We estimate that if we proceed with the development of the projects, up to approximately 750,000 square feet of GLA could be developed, excluding various outparcels of land. It is our policy to start vertical construction on new development projects only after the project has received entitlements, significant anchor commitments and construction financing, if appropriate.

Our development and construction activities are subject to risks and uncertainties such as our inability to obtain the necessary governmental approvals for a project, our determination that the expected return on a project is not sufficient to warrant continuation of the planned development, or our change in plan or scope for the development. If any of these events occur, we may record an impairment provision.

During 2015, we recorded an impairment provision of \$2.5 million. We recorded impairment provisions of \$23.3 million and \$0.3 million in 2014 and 2013, respectively, related to developable land that we decided to market for sale. Refer to Note 1 Organization and Summary of Significant Accounting Policies - Accounting for the Impairment of Long-Lived Assets of the notes to the consolidated financial statements for a further information related to impairment provisions.

Insurance

Our tenants are generally responsible under their leases for providing adequate insurance on the spaces they lease. In addition we believe our our properties are adequately covered by commercial general liability, fire, flood, terrorism, environmental, and where necessary, hurricane and windstorm insurance coverages, which are all provided by reputable companies, with commercially reasonable exclusions, deductibles and limits.

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Item 3. Legal Proceedings

We are currently involved in certain litigation arising in the ordinary course of business.

Item 4. Mine Safety Disclosures

Not Applicable

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PART II

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

Market Information

Our common shares are currently listed and traded on the New York Stock Exchange ("NYSE") under the symbol "RPT". On February 16, 2016, the closing price of our common shares on the NYSE was \$16.85.

Shareholder Return Performance Graph

The following line graph sets forth the cumulative total return on a \$100 investment (assuming the reinvestment of dividends) in each of our common shares, the NAREIT Equity Index, and the S&P 500 Index for the period December 31, 2010 through December 31, 2015. The stock price performance shown is not necessarily indicative of future price performance.

The following table depicts high/low closing prices and dividends declared per share for each quarter in 2015 and 2014:

Quarter Ended	Stock Price		Dividends	
	High	Low		
December 31, 2015	\$16.80	\$16.61	\$0.21000	(1)
September 30, 2015	\$15.15	\$14.92	\$0.21000	
June 30, 2015	\$16.44	\$16.19	\$0.20000	
March 31, 2015	\$18.85	\$18.57	\$0.20000	
December 31, 2014	\$18.99	\$15.86	\$0.20000	(2)
September 30, 2014	\$17.35	\$16.25	\$0.20000	
June 30, 2014	\$17.03	\$15.94	\$0.18750	
March 31, 2014	\$16.76	\$15.35	\$0.18750	

(1) Paid on January 4, 2016

(2) Paid on January 2, 2015

Holders

The number of holders of record of our common shares was 1,395 at February 16, 2016. A substantially greater number of holders are beneficial owners whose shares of record are held by banks, brokers and other financial institutions.

Dividends

Under the Code, a REIT must meet requirements, including a requirement that it distribute to its shareholders at least 90% of its REIT taxable income annually, excluding net capital gain. Distributions paid by us are at the discretion of our Board and depend on our actual net income available to common shareholders, cash flow, financial condition, capital requirements, the annual distribution requirements under REIT provisions of the Code and such other factors as the Board deems relevant.

Distributions on our 7.25% Series D Cumulative Convertible Perpetual Preferred Shares declared in 2015 totaled \$3.625 per share. We do not believe that the preferential rights available to the holders of our preferred shares or the financial covenants contained in our debt agreements had or will have an adverse effect on our ability to pay dividends in the normal course of business to our common shareholders or to distribute amounts necessary to maintain our qualification as a REIT.

For information on our equity compensation plans as of December 31, 2015, refer to Item 12 of Part III of this report and Note 16 of the notes to the consolidated financial statements for further information regarding our share-based compensation and other benefit plans.

Item 6. Selected Financial Data

The following table sets forth our selected consolidated financial data and should be read in conjunction with the consolidated financial statements and notes to the consolidated financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") included elsewhere in this report.

	Year Ended December 31,				
	2015	2014	2013	2012	2011
	(In thousands, except per share)				
Operating Data:					
Total revenue	\$251,790	\$218,363	\$170,068	\$125,225	\$114,386
Operating income	65,497	23,330	35,460	30,385	942
Income (loss) from continuing operations	66,895	(2,412)	8,371	7,171	(29,418)
Gain on sale of depreciable real estate	13,529	10,022	2,120	336	7,197
Gain on sale of land	4,041	835	4,279	69	2,440
Net income (loss)	66,895	(2,412)	11,462	7,092	(28,500)
Net (income) loss attributable to noncontrolling partner interest	(1,786)	48	(465)	112	1,742
Preferred share dividends	(6,838)	(7,250)	(7,250)	(7,250)	(5,244)
Net income (loss) available to common shareholders	57,771	(9,614)	3,747	(46)	(32,002)
Earnings (loss) per common share, basic					
Continuing operations	\$0.73	\$(0.14)	\$0.01	\$—	\$(0.85)
Discontinued operations	—	—	0.05	—	0.01
Basic Earnings (loss)	\$0.73	\$(0.14)	\$0.06	\$—	\$(0.84)
Earnings (loss) per common share, diluted					
Continuing operations	\$0.73	\$(0.14)	\$0.01	\$—	\$(0.85)
Discontinued operations	—	—	0.05	—	0.01
Diluted earnings (loss)	\$0.73	\$(0.14)	\$0.06	\$—	\$(0.84)
Weighted average shares outstanding:					
Basic	78,848	72,118	59,336	44,101	38,466
Diluted	79,035	72,118	59,728	44,101	38,466
Cash dividends declared per RPT preferred share	\$0.004	\$0.004	\$0.004	\$0.004	\$—
Cash dividends declared per RPT common share	\$0.8200	\$0.7750	\$0.7115	\$0.6600	\$0.6530
Cash distributions to RPT preferred shareholders	\$6,977	\$7,250	\$7,250	\$7,250	\$3,432
Cash distributions to RPT common shareholders	\$63,972	\$54,149	\$40,108	\$28,333	\$25,203
Balance Sheet Data (at December 31):					
Investment in real estate (before accumulated depreciation)	2,184,481	1,934,032	1,625,217	1,119,171	996,908
Total assets	2,128,671	1,944,332	1,645,735	1,159,218	1,043,258
Total notes payable, net	1,083,711	917,658	746,661	535,208	512,947
Total liabilities	1,222,334	1,046,053	847,775	599,386	562,084
Total RPT shareholders' equity	884,223	872,357	770,097	529,783	449,075
Noncontrolling interest	22,114	25,922	27,863	30,049	32,099
Total shareholders' equity	906,337	898,279	797,960	559,832	481,174
Other Data:					
Funds from operations ("FFO") available to common shareholders ⁽¹⁾	\$119,556	\$70,324	\$79,861	\$47,816	\$29,509

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Net cash provided by operating activities	105,158	110,592	85,583	62,194	44,703
Net cash used in investing activities	(154,333)	(315,723)	(355,752)	(173,210)	(79,747)
Net cash provided by financing activities	46,484	208,671	271,731	103,094	37,024

⁽¹⁾ Under the NAREIT definition, FFO represents net income available to common shareholders (computed in accordance with accounting principles generally accepted in the United States of America (“GAAP”), excluding gains (losses) from sales of depreciable property and impairment provisions on depreciable property or on equity investments in depreciable property plus real estate related depreciation and amortization (excluding amortization of financing costs), and adjustments for unconsolidated partnerships and joint ventures. See “Funds From Operations” in Item 7 for a discussion of FFO and a reconciliation of FFO to net income.

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

The following discussion should be read in conjunction with the consolidated financial statements, the notes thereto, and the comparative summary of selected financial data appearing elsewhere in this report. Discontinued operations are discussed in Note 5 of the notes to the consolidated financial statements in Item 8. The financial information in this MD&A is based on results from continuing operations.

Overview

We are a fully integrated, self-administered, publicly-traded REIT specializing in the ownership, management, development and redevelopment of community shopping centers. Most of our properties are multi-anchored by supermarkets and/or national chain stores. Our primary business is managing and leasing space to tenants in the shopping centers we own. We also manage centers for our unconsolidated joint ventures for which we charge fees. Our credit risk, therefore, is concentrated in the retail industry.

At December 31, 2015, we owned and managed, either directly or through our interest in real estate joint ventures, a total of 73 shopping centers and one office building, with approximately 15.9 million square feet of gross leasable area owned by us and our joint ventures. We also own various parcels of land available for development or for sale, the majority of which are adjacent to certain of our existing developed properties.

We are predominantly a community shopping center company with a focus on managing and adding value to our portfolio of centers that are primarily multi-anchored by grocery stores and/or nationally recognized discount department stores. We believe that centers with a grocery and/or discount component attract consumers seeking value-priced products. Since these products are required to satisfy everyday needs, customers often visit the centers on a weekly basis. Over half of our shopping centers are anchored by tenants that sell groceries. Supermarket anchor tenants in our centers include, among others, Publix Super Market, Whole Foods, Kroger and Sprouts. National chain anchor tenants in our centers include, among others, TJ Maxx/Marshalls, Bed Bath and Beyond, Home Depot and Dick's Sporting Goods.

Our shopping centers are primarily located in a number of the largest metropolitan markets in the central United States. Our focus on these markets has enabled us to develop a thorough understanding of their unique characteristics. Throughout our primary regions, we have concentrated a number of centers in reasonable proximity to each other in order to achieve efficiencies in management, leasing and acquiring new properties.

Critical Accounting Policies

Management's Discussion and Analysis of Financial Condition and Results of Operations is based on our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. Our estimates are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies require our most subjective judgment and use of estimates in the preparation of our consolidated financial statements.

Revenue Recognition and Accounts Receivable

Most of our leases contain non-contingent rent escalations for which we recognize income on a straight-line basis over the non-cancelable lease term. This method results in rental income in the early years of a lease being higher than

actual cash received, creating a straight-line rent receivable asset which is included in the “Other Assets” line item in our consolidated balance sheets. We review our unbilled straight-line rent receivable balance to determine the future collectability of revenue that will not be billed to or collected from tenants due to early lease terminations, lease modifications, bankruptcies and other factors. An allowance to write down the straight-line receivable balance is taken in the period that future collectability is uncertain.

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Additionally, we provide for bad debt expense based upon the allowance method of accounting. We continuously monitor the collectability of our accounts receivable from specific tenants, analyze historical bad debts, customer creditworthiness, current economic trends and changes in tenant payment terms when evaluating the adequacy of the allowance for bad debts. Allowances are taken for those balances that we have reason to believe will be uncollectible.

For more information refer to Note 1 Organization and Summary of Significant Accounting Policies, Revenue Recognition and Accounts Receivable subtopics of the notes to the consolidated financial statements.

Acquisitions

Acquisitions of properties are accounted for utilizing the acquisition method and, accordingly, the results of operations of an acquired property are included in our results of operations from the date of acquisition. Estimates of fair values are based upon future cash flows and other valuation techniques in accordance with our fair value measurements policy, which are used to allocate the purchase price of acquired property among land, buildings on an “as if vacant” basis, tenant improvements, identifiable intangibles and any gain on purchase. Identifiable intangible assets and liabilities include the effect of above-and below-market leases, the value of having leases in place (“as-is” versus “as if vacant” and absorption costs), other intangible assets such as assumed tax increment revenue bonds and out-of-market assumed mortgages. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of 40 years for buildings, and over the remaining terms of any intangible asset contracts and the respective tenant leases, which may include bargain review options. The impact of these estimates, including incorrect estimates in connection with acquisition values and estimated useful lives, could result in significant differences related to the purchased assets, liabilities and subsequent depreciation or amortization expense. For more information, refer to Note 1, Organization and Summary of Significant Accounting Policies - Real Estate of the notes to the consolidated financial statements.

Impairment

We review our investment in real estate, including any related intangible assets, for impairment on a property-by-property basis whenever events or changes in circumstances indicate that the carrying value of the property may not be recoverable. These changes in circumstances include, but are not limited to, changes in occupancy, rental rates, tenant sales, net operating income, geographic location, real estate values and expected holding period. The viability of all projects under construction or development, including those owned by unconsolidated joint ventures, is regularly evaluated under applicable accounting requirements, including requirements relating to abandonment of assets or changes in use. To the extent a project, or individual components of the project, are no longer considered to have value, the related capitalized costs are charged against operations.

Impairment provisions resulting from any event or change in circumstances, including changes in our intentions or our analysis of varying scenarios, could be material to our consolidated financial statements.

We recognize an impairment of an investment in real estate when the estimated discounted or undiscounted cash flow is less than the net carrying value of the property. If it is determined that an investment in real estate is impaired, then the carrying value is reduced to the estimated fair value as determined by cash flow models and discount rates or comparable sales in accordance with our fair value measurement policy. Refer to Note 1 Organization and Summary of Significant Accounting Policies - Accounting for the Impairment of Long-Lived Assets for further information regarding impairment provisions.

Results of Operations

Comparison of the Year Ended December 31, 2015 to the Year Ended December 31, 2014

The following summarizes certain line items from our audited statements of operations which we believe are important in understanding our operations and/or those items that have significantly changed during the year ended December 31, 2015 as compared to 2014:

	Year Ended December 31,		Dollar Change	Percent Change	
	2015	2014			
	(In thousands)				
Total revenue	\$251,790	\$218,363	\$33,427	15.3	%
Operating expenses	34,875	30,952	3,923	12.7	%
Real estate taxes	38,737	31,474	7,263	23.1	%
Depreciation and amortization	89,439	81,182	8,257	10.2	%
General and administrative expense	20,077	21,670	(1,593)	(7.4))%
Provision for impairment	2,521	27,865	(25,344)	(91.0))%
Gain on sale of real estate	17,570	10,857	6,713	61.8	%
Earnings from unconsolidated joint ventures	17,696	75	17,621	NM	
Interest expense and amortization of deferred financing fees	42,211	35,188	7,023	20.0	%
Gain on remeasurement of unconsolidated joint ventures	7,892	117	7,775	NM	
Gain (loss) on extinguishment of debt	1,414	(860)	2,274	NM	

NM - Not Meaningful

Total revenue in 2015 increased \$33.4 million, or 15.3% from 2014. The increase is primarily due to the following:

\$32.3 million increase related to acquisitions completed in 2015 and 2014;

\$2.9 million increase due to the completion of Phase I of Lakeland Park Center;

\$4.0 million increase at existing centers primarily related to redevelopment and re-tenanting activities; offset by

\$5.8 million decrease related to properties sold in 2014 and reduced management fee income and lower office tenant revenue in 2015.

Operating expense in 2015 increased \$3.9 million, or 12.7%, from 2014 primarily due to our 2015 and 2014 acquisitions.

Real estate tax expense in 2015 increased \$7.3 million, or 23.1%, from 2014, primarily due to our 2015 and 2014 acquisitions.

Depreciation and amortization expense in 2015 increased \$8.3 million, or 10.2%, from 2014. The increase was primarily related to a \$14.8 million increase from our acquisitions in 2015 and 2014, new development completion and other capital activities offset by a decrease of \$6.5 million related to sold properties and accelerated depreciation for demolition of certain centers undergoing redevelopment in 2014.

General and administrative expense in 2015 decreased \$1.6 million, or 7.4%, from 2014. The decrease was primarily due to lower costs associated with our long-term incentive plans which are based on our stock price performance relative to a group of our peers. The reversal of share based and long-term compensation expense related to the previous Chief Financial Officer offset in part by a bonus payment for a new Chief Financial Officer.

Impairment provisions of \$2.5 million, recorded in 2015, related to developable land that was subsequently sold in the second quarter of 2015. The adjustment was triggered by unforeseen increases in development costs and changes in the associated sales price assumptions. In 2014 our impairment provisions totaled \$27.9 million related to our plan to sell certain land parcels that we had previously intended to develop. Refer to Note 1 Organization and Summary of

Significant Accounting Policies - Accounting for the Impairment of Long-Lived Assets of the notes to the consolidated financial statements for further information related to impairment provisions.

Gain on sale of real estate was \$17.6 million in 2015. In the comparable period in 2014 we had a gain of \$10.9 million. Refer to Note 4 of the notes to the consolidated financial statements for further detail on dispositions.

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Earnings from unconsolidated joint ventures in 2015 increased \$17.6 million from 2014. The increase was primarily related to our proportionate share of gains totaling \$16.5 million generated by the sale of ten properties owned by two of our joint ventures. In addition, in 2014, we recorded accelerated depreciation expense as a result of the demolition of a portion of centers for redevelopment and additional proceeds related to the 2011 sale of a joint venture property. Refer to Note 7 of the notes to the consolidated financial statements for additional information regarding our unconsolidated joint venture sales activity.

Interest expense and amortization of deferred financing fees increased in 2015 by \$7.0 million, or 20.0% from 2014, primarily due to the issuance of new senior unsecured notes and higher average loan balances on our credit facility. Gain on remeasurement of unconsolidated joint ventures in 2015 was \$7.9 million, triggered by our acquisition of our partner's equity interest in seven properties. The gain on remeasurement represents the difference between the carrying value and the fair value of our previously held equity investment in the properties. In 2014 we recognized a similar gain of \$0.1 million.

Gain on extinguishment of debt of approximately \$1.4 million in 2015 was related to the write-off of debt premiums associated with two mortgages that were repaid compared to a loss of \$0.9 million in 2014 related to the write-off of deferred financing costs associated with the early payoff of unsecured term loan debt.

Comparison of the Year Ended December 31, 2014 to the Year Ended December 31, 2013

The following summarizes certain line items from our audited statements of operations which we believe are important in understanding our operations and/or those items which have significantly changed during the year ended December 31, 2014 as compared to 2013:

	Year Ended December 31,		Dollar Change	Percent Change	
	2014	2013			
	(In thousands)				
Total revenue	\$218,363	\$170,068	\$48,295	28.4	%
Operating expense	30,952	23,200	7,752	33.4	%
Real Estate Tax	31,474	23,161	8,313	35.9	%
Depreciation and amortization	81,182	56,305	24,877	44.2	%
General and administrative expense	21,670	20,951	719	3.4	%
Provision for impairment	27,865	9,669	18,196	188.2	%
Gain on sale of real estate	10,857	4,279	6,578	153.7	%
Earnings (loss) from unconsolidated joint ventures	75	(4,759)	4,834	101.6	%
Interest expense and amortization of deferred financing fees	35,188	30,522	4,666	15.3	%
Gain on remeasurement of unconsolidated joint ventures	117	5,282	(5,165)	) NM	
Loss on extinguishment of debt	(860)	) (340)	) (520)	) NM	

NM - Not meaningful

Total revenue in 2014 increased \$48.3 million, or 28.4%, from 2013. The increase is primarily due to the following: \$43.7 million increase related to acquisitions completed in 2014 and 2013;

- \$4.6 million increase at existing centers;
- and

\$1.8 million increase in lease termination income primarily due to the early departure of an office tenant at our office building; offset by

\$1.8 million decrease related to properties sold in 2014, reduced management fee income and properties in redevelopment.

Operating expense in 2014 increased \$7.8 million, or 33.4%, from 2013. The increase is primarily due to the following:

\$5.7 million related to increases in recoverable operating expenses due to our 2014 and 2013 acquisitions; and \$1.5 million related to increase in recoverable operating expenses at existing centers.

Real estate tax expense in 2014 increased \$8.3 million, or 35.9%, from 2013, primarily due to our 2014 and 2013 acquisitions.

Depreciation and amortization expense in 2014 increased \$24.9 million, or 44.2%, from 2013. The increase was primarily due to our acquisitions in 2014 and 2013, new development completion and other capital activities.

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General and administrative expense in 2014 increased \$0.7 million, or 3.4%, from 2013. The increase was primarily due to:

\$0.9 million related to an increase in costs associated with our long-term incentive plans which are based on our stock price performance relative to a group of our peers (see Note 16 of the notes to the consolidated financial statements for additional information); offset in part by

higher capitalization of development and leasing salaries and related costs in 2014. Salaries capitalized in 2014 and 2013 represented approximately 19% and 18%, respectively, of total salaries.

Impairment provisions of \$27.9 million recorded in 2014 related to the decision to market certain income-producing properties for sale that we had previously planned to develop and adjustments to the sales price assumptions for certain undeveloped land parcels available for sale at several of our development properties. In 2013 our impairment provisions totaled \$9.7 million. Refer to Note 1 Organization and Summary of Significant Accounting Policies - Accounting for the Impairment of Long-Lived Assets of the notes to the consolidated financial statements for further information related to impairment provisions.

Gain on sale of real estate was \$10.9 million in 2014 primarily due to the sale of five income-producing properties and four individual outparcel sales. In the comparable period in 2013 we had a gain of \$4.3 million. Refer to Note 4 of the notes to the consolidated financial statements for further detail on dispositions.

Earnings from unconsolidated joint ventures in 2014 increased \$4.8 million from 2013. In 2013 we acquired our partner's 70% interest in 12 shopping centers held in the Ramco/Lion Venture LP. The sale resulted in a loss of \$21.5 million to the joint venture of which our share was \$6.4 million.

Interest expense and amortization of deferred financing fees increased in 2014 by \$4.7 million, or 15.3% from 2013, primarily due to the following:

- \$6.1 million increase in loan interest due to the issuance of \$200.0 million in senior unsecured notes in the second half of 2014; offset in part by
- \$0.6 million increase in the amortization of mortgage premiums; and
- \$0.7 million increase in capitalized interest due to our development/redevelopment projects.

In 2014 we recorded a deferred gain of \$0.1 million which related to a property sold in 2007 to a joint venture in which we had a 20% non-controlling interest. Due to our continuing involvement we deferred the portion of the gain related to our 20% interest. The property was conveyed to the lender in 2014 and we recognized the previously deferred gain. In 2013, we recorded a deferred gain of \$5.3 million.

Loss on extinguishment of debt of approximately \$0.9 million in 2014 related to the write-off of unamortized deferred financing costs associated with the early payoff of \$120.0 million in unsecured term loan debt. In 2013 we recorded a loss of \$0.3 million related to a prepayment penalty incurred to repay two mortgages.

Liquidity and Capital Resources

The majority of our cash is generated from operations and is dependent on the rents that we are able to charge and collect from our tenants. The principal uses of our liquidity and capital resources are for operations, developments, redevelopments, including expansion and renovation programs, acquisitions, and debt repayment. In addition, we make quarterly dividend payments in accordance with REIT requirements for distributing the substantial majority of our taxable income on an annual basis. We anticipate that the combination of cash on hand, cash from operations, availability under our credit facilities, additional financings, equity offerings, and the sale of existing properties will satisfy our expected working capital requirements through at least the next 12 months. Although we believe that the combination of factors discussed above will provide sufficient liquidity, no such assurance can be given.

At December 31, 2015 and 2014, we had \$15.4 million and \$17.5 million, respectively, in cash and cash equivalents and restricted cash. Restricted cash was comprised primarily of funds held in escrow by lenders to pay real estate taxes, insurance premiums, and certain capital expenditures.

Short-Term Liquidity Requirements

Our short-term liquidity needs are met primarily from rental income and recoveries and consist primarily of funds necessary to pay operating expenses associated with our operating properties, interest and scheduled principal payments on our debt, quarterly dividend payments (including distributions to OP unit holders) and capital expenditures related to tenant improvements and

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redevelopment activities. We believe that our retained cash flow from operations along with availability under our revolving credit facility is sufficient to meet these obligations.

We have two mortgages maturing in June 2016 totaling \$35.8 million, which includes scheduled amortization payments. As opportunities arise and market conditions permit, we will look to repay these mortgages by issuing unsecured debt, utilizing cash flow from operating activities or funding from availability under our credit facility. As of December 31, 2015 we had \$286.5 million available to be drawn on our \$350.0 million unsecured revolving credit facility subject to our compliance with certain covenants.

We will continue to pursue the strategy of selling mature properties or non-core assets that no longer meet our investment criteria. Our ability to obtain acceptable selling prices and satisfactory terms and financing will impact the timing of future sales. We anticipate using net proceeds from the sale of properties to reduce outstanding debt and support current and future growth initiatives.

We continually search for investment opportunities that may require additional capital and/or liquidity. As of December 31, 2015, we had no proposed property acquisitions under contract and one property disposition under contract, subject to due diligence contingencies.

Long-Term Liquidity Requirements

Our long-term liquidity needs consist primarily of funds necessary to pay indebtedness at maturity, potential acquisitions of properties, redevelopment of existing properties, the development of land and non-recurring capital expenditures.

The following is a summary of our cash flow activities:

	Year Ended December 31,		
	2015	2014	2013
	(In thousands)		
Cash provided by operating activities	\$ 105,158	\$ 110,592	\$ 85,583
Cash used in investing activities	(154,333)	(315,723)	(355,752)
Cash provided by financing activities	46,484	208,671	271,731

Operating Activities

We anticipate that cash on hand, operating cash flows, borrowings under our revolving credit facility, issuance of equity, as well as other debt and equity alternatives, will provide the necessary capital that we require to operate. Net cash flow provided by operating activities decreased \$5.4 million in 2015 compared to 2014 primarily due to:

- Operating income, adjusted for non-cash activity, increased \$17.4 million as a result of our acquisitions (net of dispositions), redevelopment and leasing activities at our shopping centers;
- net accounts receivable increased \$4.4 million;
- accounts payable and other liabilities decreased approximately \$8.5 million;
- long-term and share-based compensation expense decreased \$3.0 million; and
- net interest expense increased approximately \$7.0 million primarily due to higher average loan balances as a result of acquisitions.

Investing Activities

Net cash used for investing activities decreased \$161.4 million compared to 2014 primarily due to:

- Acquisitions of real estate decreased \$111.5 million;
- Additions to real estate decreased \$19.8 million due to lower new construction activity;
- Net proceeds from the sale of real estate increased \$11.8 million; and
- Distributions from sales of joint venture properties increased \$14.1 million; and

Restricted cash decreased \$4.2 million.

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Financing Activities

Cash flows provided by financing activities were \$46.5 million as compared to \$208.7 million in 2014. This difference of \$162.2 million is primarily explained by:

- net proceeds from common share issuances decreased \$153.3 million;
- an increase in cash dividends to common shareholders of \$9.8 million due to additional shares issued as well as an increase in our per share quarterly dividend payment; and
- an increase in cash paid for OP unit conversions of \$3.7 million; offset in part by
- an increase in net borrowings of \$5.3 million.

As of December 31, 2015, \$286.5 million was available to be drawn on our \$350.0 million unsecured revolving credit facility subject to our compliance with certain covenants. It is anticipated that additional funds borrowed under our credit facilities will be used for general corporate purposes, including working capital, capital expenditures, the repayment of indebtedness or other corporate activities. For further information on the credit facilities and other debt, refer to [Note 9](#) of notes to the consolidated financial statements for further information regarding debt.

Dividends and Equity

We currently qualify, and intend to continue to qualify in the future, as a REIT under the Code. As a REIT, we must distribute to our shareholders at least 90% of our REIT taxable income annually, excluding net capital gain.

Distributions paid are at the discretion of our Board and depend on our actual net income available to common shareholders, cash flow, financial condition, capital requirements, restrictions in financing arrangements, the annual distribution requirements under REIT provisions of the Code and such other factors as our Board deems relevant.

We paid cash dividends of \$0.81 per common share to shareholders in 2015. In the third quarter we increased our quarterly dividend 5.0% to \$0.21 per share, or an annualized amount of \$0.84 per share. Cash dividends for 2014 and 2013 were \$0.7625 and \$0.6923 per common share, respectively. Our dividend policy is to make distributions to shareholders of at least 90% of our REIT taxable income, excluding net capital gain, in order to maintain qualification as a REIT. On an annualized basis, our current dividend is above our estimated minimum required distribution. Distributions paid by us are funded from cash flows from operating activities. To the extent that cash flows from operating activities were insufficient to pay total distributions for any period, alternative funding sources would be used. Examples of alternative funding sources may include proceeds from sales of real estate and bank borrowings. Although we may use alternative sources of cash to fund distributions in a given period, we expect that distribution requirements for an entire year will be met with cash flows from operating activities.

	Year Ended December 31,		
	2015	2014	2013
	(In thousands)		
Cash provided by operating activities	\$105,158	\$110,592	\$85,583
Cash distributions to preferred shareholders	(6,977)	(7,250)	(7,250)
Cash distributions to common shareholders	(63,972)	(54,149)	(40,108)
Cash distributions to operating partnership unit holders	(1,804)	(1,716)	(1,580)
Total distributions	\$(72,753)	\$(63,115)	\$(48,938)
Surplus	\$32,405	\$47,477	\$36,645

In addition, during 2015, we issued 0.9 million common shares through our controlled equity offering generating \$17.2 million in net proceeds, after sales commissions and fees of \$0.3 million. We used the net proceeds for general corporate purposes including the repayment of debt. We have registered up to 8.0 million common shares for issuance from time to time, at our sole discretion, through our controlled equity offering sales agreement, of which 3.1 million shares remained unsold as of December 31, 2015. The shares issued in the controlled equity offering are

registered with the Securities and Exchange Commission (“SEC”) on our registration statement on Form S-3.

Off Balance Sheet Arrangements

Real Estate Joint Ventures

We consolidate entities in which we own less than 100% equity interest if we have a controlling interest or are the primary beneficiary in a variable interest entity, as defined in the Consolidation Topic of FASB ASC 810. From time to time, we enter into joint venture arrangements from which we believe we can benefit by owning a partial interest in one or more properties.

As of December 31, 2015, our investments in unconsolidated joint ventures were approximately \$4.3 million representing our ownership interest in three shopping centers. We accounted for these entities under the equity method. Refer to Note 7 of the notes to the consolidated financial statements for further information regarding our equity investments in unconsolidated joint ventures.

We are engaged by our joint ventures to provide asset management, property management, leasing and investing services for such ventures' respective properties. We receive fees for our services, including a property management fee calculated as a percentage of gross revenues received.

Contractual Obligations

The following are our contractual cash obligations as of December 31, 2015:

Contractual Obligations	Payments due by period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
	(In thousands)				
Mortgages and notes payable:					
Scheduled amortization	\$21,942	\$3,396	\$8,747	\$5,060	\$4,739
Payments due at maturity	1,058,640	32,449	285,341	211,717	529,133
Total mortgages and notes payable ⁽¹⁾	1,080,582	35,845	294,088	216,777	533,872
Interest expense ⁽²⁾	292,365	45,911	101,730	49,828	94,896
Employment contracts	2,677	1,244	1,433	—	—
Capital lease	1,700	100	300	200	1,100
Operating leases	2,316	620	1,696	—	—
Construction commitments	10,602	10,602	—	—	—
Total contractual obligations	\$1,390,242	\$94,322	\$399,247	\$266,805	\$629,868

⁽¹⁾ Excludes \$6.9 million of unamortized mortgage debt premium and \$3.8 million in deferred financing costs.

⁽²⁾ Variable rate debt interest is calculated using rates at December 31, 2015.

We anticipate that the combination of cash on hand, cash provided from operating activities, the availability under our credit facility (\$286.5 million at December 31, 2015 subject to our compliance with certain covenants), our access to the capital markets and the sale of existing properties will satisfy our expected working capital requirements through at least the next 12 months.

At December 31, 2015, we did not have any contractual obligations that required or allowed settlement, in whole or in part, with consideration other than cash.

Mortgages and notes payable

See the analysis of our debt included in "Liquidity and Capital Resources" above.

Employment Contracts

At December 31, 2015, we had employment contracts with our Chief Executive, Chief Financial and Chief Operating Officers, that contain minimum guaranteed compensation. All other employees are subject to at-will employment.

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Operating and Capital Leases

We lease office space for our corporate headquarters under an operating lease that expires in August 2019.

We have a capital lease at our Buttermilk Towne Center with the City of Crescent Springs, Kentucky. The lease provides for fixed annual payments of \$0.1 million through maturity in December 2032, at which time we can acquire the center for one dollar.

Construction Costs

In connection with the development and expansion of various shopping centers as of December 31, 2015, we have entered into agreements for construction activities with an aggregate cost of approximately \$10.6 million.

Planned Capital Spending

We are focused on our core strength of enhancing the value of our existing portfolio of shopping centers through successful leasing efforts and the completion of our redevelopment projects currently in process.

For 2016, we anticipate spending approximately \$62.5 million for capital expenditures, of which \$10.6 million is reflected in the construction commitments in the above contractual obligations table. The total anticipated spending relates to redevelopment projects, tenant improvements, and leasing costs. Estimates for future spending will change as new projects are approved.

Capitalization

At December 31, 2015 our total market capitalization was \$2.5 billion and is detailed below:

	(In thousands)	
Net debt (including property-specific mortgages, unsecured revolving credit facility, term loans and capital lease obligation net of \$6.6 million in cash)	\$ 1,075,046	
Common shares, OP units, and dilutive securities based on market price of \$16.61 at December 31, 2015	1,351,224	
Convertible perpetual preferred shares based on market price of \$61.15 at December 31, 2015	113,066	
Total market capitalization	\$2,539,336	
Net debt to total market capitalization	42.3	%

At December 31, 2015, noncontrolling interests represented a 2.4% ownership in the Operating Partnership. The OP Units may, under certain circumstances, be exchanged for our common shares of beneficial interest on a one-for-one basis. We, as sole general partner of the Operating Partnership, have the option, but not the obligation, to settle exchanged OP Units held by others in cash. Assuming the exchange of all OP Units, there would have been 81,163,819 of our common shares of beneficial interest outstanding at December 31, 2015, with a market value of approximately \$1.3 billion.

Non-GAAP Financial Measures

Certain of our key performance indicators are considered non-GAAP financial measures. Management uses these measures along with our GAAP financial statements in order to evaluate our operations results. We believe these additional measures provide users of our financial information additional comparable indicators of our industry, as well as our performance.

Funds From Operations

We consider funds from operations, also known as “FFO”, to be an appropriate supplemental measure of the financial performance of an equity REIT. Under the NAREIT definition, FFO represents net income (computed in accordance with generally accepted accounting principles), excluding gains (or losses) from sales of depreciable property and impairment provisions on depreciable real estate or on investments in non-consolidated investees that are driven by measurable decreases in the fair value of depreciable real estate held by the investee, plus depreciation and amortization, (excluding amortization of financing costs). Adjustments for unconsolidated partnerships and joint ventures are calculated to reflect funds from operations on the same basis.

In addition to FFO available to common shareholders, we include Operating FFO available to common shareholders as an additional measure of our financial and operating performance. Operating FFO excludes acquisition costs and periodic items such as impairment provisions on land available for development or sale, bargain purchase gains, and gains or losses on extinguishment of debt that are not adjusted under the current NAREIT definition of FFO. We provide a reconciliation of FFO to Operating FFO. FFO and Operating FFO should not be considered alternatives to GAAP net income available to common shareholders or as alternatives to cash flow as measures of liquidity.

While we consider FFO available to common shareholders and Operating FFO available to common shareholders useful measures for reviewing our comparative operating and financial performance between periods or to compare our performance to different REITs, our computations of FFO and Operating FFO may differ from the computations utilized by other real estate companies, and therefore, may not be comparable.

We recognize the limitations of FFO and Operating FFO when compared to GAAP net income available to common shareholders. FFO and Operating FFO available to common shareholders do not represent amounts available for needed capital replacement or expansion, debt service obligations, or other commitments and uncertainties. In addition, FFO and Operating FFO do not represent cash generated from operating activities in accordance with GAAP and are not necessarily indicative of cash available to fund cash needs, including the payment of dividends. FFO and Operating FFO are simply used as additional indicators of our operating performance. The following table illustrates the calculations of FFO and Operating FFO:

	Years Ended December 31,		
	2015	2014	2013
	(In thousands, except per share data)		
Net income (loss) available to common shareholders	\$57,771	\$(9,614)	\$3,747
Adjustments:			
Rental property depreciation and amortization expense	89,289	80,826	56,316
Pro-rata share of real estate depreciation from unconsolidated joint ventures	1,782	4,719	3,689
Gain on sale of depreciable real estate	(13,529)	(10,022)	(2,120)
(Gain) loss on sale of joint venture depreciable real estate ⁽¹⁾	(16,489)	—	6,454
Provision for impairment on income-producing properties	—	4,580	9,342
Gain on remeasurement of unconsolidated joint ventures ⁽²⁾	(7,892)	(117)	(5,282)
Noncontrolling interest in Operating Partnership ⁽³⁾	1,786	(48)	465
FFO	\$112,718	\$70,324	\$72,611
Preferred share dividends (assuming conversion) ⁽⁴⁾	6,838	—	7,250
FFO available to common shareholders	119,556	70,324	79,861
Provision for impairment for land available for development or sale	2,521	23,285	327
(Gain) loss on extinguishment of debt	(1,414)	860	340
Gain on extinguishment of joint venture debt, net of RPT expenses ⁽¹⁾	—	(106)	—
Acquisition costs	644	1,890	1,322
Preferred share dividends (assuming conversion) and conversion costs ⁽⁵⁾	500	7,250	—
Operating FFO available to common shareholders	\$121,807	\$103,503	\$81,850
Weighted average common shares	78,848	72,118	59,336
Shares issuable upon conversion of Operating Partnership Units ⁽³⁾	2,187	2,250	2,257
Dilutive effect of securities	187	217	392
	81,222	74,585	61,985
Shares issuable upon conversion of preferred shares ^{(4) (5)}	6,692	7,019	6,940
Weighted average equivalent shares outstanding, diluted	87,914	81,604	68,925
Diluted earnings per share ⁽⁶⁾	\$0.73	\$(0.14)	\$0.06
FFO per share adjustments to net income available to common shareholders including preferred share dividends	0.63	1.08	1.10
FFO per share, diluted ⁽⁷⁾	\$1.36	\$0.94	\$1.16
Per share adjustments to FFO	0.03	0.33	0.03
Operating FFO per share, diluted	\$1.39	\$1.27	\$1.19

⁽¹⁾ Amount included in earnings (loss) from unconsolidated joint ventures.

During the third quarter 2015, we purchased our partner's interest in six properties owned by Ramco 450 Venture

⁽²⁾ LLC and one property owned by Ramco/Lion Venture L.P. The total gain of \$7.9 million represents the difference between the carrying value and the fair value of our previously held equity investment in the properties.

- (3) The total noncontrolling interest reflects OP units convertible 1:1 into common shares.
Series D convertible preferred shares were dilutive for FFO for the years ended December 31, 2015 and 2013 and were anti-dilutive for the comparable period in 2014. In 2015, our Series D convertible preferred shares paid annual dividends of \$6.7 million and are currently convertible into approximately 6.7 million shares of common stock. They are dilutive only when earnings or FFO exceed approximately \$1.04 per diluted share per year. The conversion ratio is subject to adjustment based upon a number of factors, and such adjustment could affect the dilutive impact of the Series D convertible preferred shares on FFO and earnings per share in future periods.
- (4)
- (5) Series D convertible preferred shares were dilutive for Operating FFO for year ended December 31, 2014.
- (6) The denominator to calculate diluted earnings per share excludes shares issuable upon conversion of Operating Partnership Units and preferred shares for all periods reported.
- (7) The year ended December 31, 2015 includes \$0.04 per share primarily attributable to gain on sale of land at Gaines Marketplace.

Same Property Operating Income

Same Property Operating Income ("Same Property NOI") is a supplemental non-GAAP financial measure of real estate companies' operating performance. Same Property NOI is considered by management to be a relevant performance measure of our operations because it includes only the NOI of comparable properties for the reporting period. Same Property NOI is calculated using consolidated operating income as defined by GAAP adjusted to exclude management and other fee income, depreciation and amortization, acquisition costs, general and administrative expense, provision for impairment, GAAP income adjustments such as straight-line rents, net of reserves, above/below market rents, other non-comparable operating income/expense adjustments, and the effect of lease termination income/expense.

Same Property NOI should not be considered an alternative to net income in accordance with GAAP or as a measure of liquidity. Our method of calculating Same Property NOI may differ from methods used by other REITs and, accordingly, may not be comparable to such other REITs.

The following is a summary of our wholly owned properties by classification:

	Three Months Ended December 31, 2015	Twelve Months Ended December 31, 2015
Property Designation		
Same property	57	52
Acquisitions ⁽¹⁾	7	11
Completed developments ⁽¹⁾	1	1
Non-retail properties ⁽²⁾	1	1
Redevelopment ⁽³⁾	5	6
Total wholly owned properties	71	71

⁽¹⁾ Properties were not owned in both comparable periods.

⁽²⁾ Office building.

⁽³⁾ Properties under construction primarily related to re-tenanting resulting in reduced rental income.

Acquisition and redevelopment/development properties removed from the pool will not be added until owned and operated or construction is complete for the entirety of both periods being compared.

The following is a reconciliation of our Operating Income to Same Property NOI:

	Three Months Ended December 31, 2015		Twelve Months Ended December 31, 2014	
	2015	2014	2015	2014
	(in thousands)			
Operating income (loss)	\$16,102	\$(10,587)	\$65,497	\$23,330
Adjustments:				
Management and other fee income	(331)	(531)	(1,753)	(2,059)
Depreciation and amortization	25,042	20,605	89,439	81,182
Acquisition costs	70	168	644	1,890
General and administrative expenses	5,709	5,575	20,077	21,670
Provision for impairment	—	27,865	2,521	27,865
Properties excluded from pool - Acquisitions	(4,370)	—	(29,760)	(8,108)
	(5,038)	(4,845)	(21,136)	(18,453)

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Properties excluded from pool - Development/Redevelopment				
Properties excluded from pool - All others	(550) (819) (2,920) (6,502
Non-comparable income/expense adjustments ⁽¹⁾	(2,167	) (3,225	) (7,273	) (7,939
Pro-rata share of joint venture properties NOI	956	838	3,634	3,473
Same Property NOI	\$35,423	\$35,044	\$118,970	\$116,349

Includes adjustments for items that affect the comparability of the same center NOI results. Such items include ⁽¹⁾ straight-line rents, net of reserves, above/below market rents, other non-comparable operating income/expense adjustments, and the effect of lease termination income/expense.

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Inflation

Inflation has been relatively low in recent years and has not had a significant detrimental impact on the results of our operations. Should inflation rates increase in the future, substantially all of our tenant leases contain provisions designed to partially mitigate the negative impact of inflation in the near term. Such lease provisions include clauses that require our tenants to reimburse us for real estate taxes and many of the operating expenses we incur. Also, many of our leases provide for periodic increases in base rent which are either of a fixed amount or based on changes in the consumer price index and/or percentage rents (where the tenant pays us rent based on a percentage of its sales). Significant inflation rate increases over a prolonged period of time may have a material adverse impact on our business.

Recent Accounting Pronouncements

Refer to Note 2 of the notes to the consolidated financial statements for a discussion of Recent Accounting Pronouncements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We have exposure to interest rate risk on our variable rate debt obligations. Based on market conditions, we may manage our exposure to interest rate risk by entering into interest rate swap agreements to hedge our variable rate debt. We are not subject to any foreign currency exchange rate risk or commodity price risk, or other material rate or price risks. Based on our debt and interest rates and interest rate swap agreements in effect at December 31, 2015, a 100 basis point change in interest rates would impact our future earnings and cash flows by approximately \$0.9 million annually. We believe that a 100 basis point increase in interest rates would decrease the fair value of our total outstanding debt by approximately \$7.4 million at December 31, 2015.

We had interest rate swap agreements with an aggregate notional amount of \$285.0 million as of December 31, 2015. The agreements provided for fixed rates ranging from 1.2% to 2.2% and had expirations ranging from April 2016 to May 2021.

The following table sets forth information as of December 31, 2015 concerning our long-term debt obligations, including principal cash flows by scheduled maturity, weighted average interest rates of maturing amounts and fair market value. Net debt premium and unamortized deferred financing costs of approximately \$3.1 million are excluded:

	2016	2017	2018	2019	2020	Thereafter	Total	Fair Value	
(In thousands)									
Fixed-rate debt	\$35,845	\$129,096	\$99,132	\$5,860	\$102,269	\$620,255	\$992,457	\$1,010,980	
Average interest rate	5.8	% 5.5	% 3.9	% 6.8	% 3.9	% 4.2	% 4.4	% 4.1	%
Variable-rate debt	\$—	\$—	\$60,000	\$—	\$—	\$28,125	\$88,125	\$88,125	
Average interest rate	—	% —	% 1.6	% —	% —	% 3.6	% 2.3	% 2.3	%

We estimated the fair value of our fixed rate mortgages using a discounted cash flow analysis, based on borrowing rates for similar types of borrowing arrangements with the same remaining maturity. Considerable judgment is required to develop estimated fair values of financial instruments. The table incorporates only those exposures that

exist at December 31, 2015 and does not consider those exposures or positions which could arise after that date or firm commitments as of such date. Therefore, the information presented therein has limited predictive value. Our actual interest rate fluctuations will depend on the exposures that arise during the period and on market interest rates at that time.

Item 8. Financial Statements and Supplementary Data

Our consolidated financial statements and supplementary data are included as a separate section in this Annual Report on Form 10-K commencing on page F-1 and are incorporated herein by reference.

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

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in our reports under the Securities Exchange Act of 1934, as amended (“Exchange Act”), such as this report on Form 10-K, is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the design control objectives, and management was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

We carried out an assessment as of December 31, 2015 of the effectiveness of the design and operation of our disclosure controls and procedures. This assessment was done under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer. Based on such evaluation, our management, including our Chief Executive Officer and Chief Financial Officer, concluded that such disclosure controls and procedures were effective at the reasonable assurance level as of December 31, 2015.

Statement of Our Management

Our management has issued a report on its assessment of the Trust’s internal control over financial reporting, which appears on page F-2 of this Annual Report on Form 10-K.

Statement of Our Independent Registered Public Accounting Firm

Grant Thornton LLP, our independent registered public accounting firm that audited the financial statements included in this Annual Report on Form 10-K, has issued an attestation report on the Trust’s internal control over financial reporting, which appears on page F-3 of this Annual Report on Form 10-K.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting during the most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None.

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PART III

Item 10. Directors, Executive Officers and Corporate Governance

Incorporated by reference from our definitive proxy statement to be filed within 120 days after the end of our fiscal year covered by this Form 10-K.

Item 11. Executive Compensation

Incorporated by reference from our definitive proxy statement to be filed within 120 days after the end of our fiscal year covered by this Form 10-K.

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

The following table sets forth information regarding our equity compensations plans as of December 31, 2015:

Plan Category	(A) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(B) Weighted-average exercise price of outstanding options, warrants and rights	(C) Number of securities remaining available for future issuances under equity compensation plans (excluding securities reflected in column (A))
Equity compensation plans approved by security holders	121,098	\$32.13	1,559,160
Equity compensation plans not approved by security holders	—	—	—
Total	121,098	\$32.13	1,559,160

The total in Column (A) above consisted of options to purchase 107,165 common shares and 13,933 deferred common shares (see Note 16 of the notes to the consolidated financial statements for further information regarding options).

Additional information required by this Item is incorporated by reference from our definitive proxy statement to be filed within 120 days after the end of our fiscal year covered by this Form 10-K.

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

Incorporated by reference from our definitive proxy statement to be filed within 120 days after the end of our fiscal year covered by this Form 10-K.

Item 14. Principal Accountant Fees and Services

Incorporated by reference from our definitive proxy statement to be filed within 120 days after the end of our fiscal year covered by this Form 10-K.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a)(1) Consolidated financial statements. See “Item 8 – Financial Statements and Supplementary Data.”

(2) Financial statement schedule. See “Item 8 – Financial Statements and Supplementary Data.”

(3) Exhibits

- 3.1 Articles of Restatement of Declaration of Trust of the Company, effective June 8, 2010, incorporated by reference Appendix A to the Company's 2010 Proxy dated April 30, 2010.
- 3.2* Amended and Restated Bylaws of the Company, effective February 23, 2012.
- 3.3 Articles of Amendment, as filed with the State Department of Assessments and Taxation of Maryland on April 5, 2011, incorporated by reference to Exhibit 3.1 to the Company's Form 8-K dated April 6, 2011.
- 3.4 Articles Supplementary, as filed with the State Department of Assessments and Taxation of Maryland on April 5, 2011, incorporated by reference to Exhibit 3.2 to the Company's Form 8-K dated April 6, 2011.
- 3.5 Articles Supplementary, as filed with the State Department of Assessments and Taxation of Maryland on April 28, 2011, incorporated by reference to Exhibit 3.1 to the Company's Form 8-K dated April 28, 2011.
- 3.6 Articles of Amendment, as filed with the State Department of Assessments and Taxation of Maryland on July 31, 2013, incorporated by reference to Exhibit 3.1 to the Company's Form 8-K dated July 31, 2013.
- Amended and Restated Fixed Rate Note (\$110 million), dated March 30, 2007, by and between Ramco
- 4.1 Jacksonville LLC and JPMorgan Chase Bank, N.A., incorporated by reference to Exhibit 4.1 to Registrant's Form 8-K dated April 16, 2007.
- Amended and Restated Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, dated
- 4.2 March 30, 2007, by and between Ramco Jacksonville LLC and JPMorgan Chase Bank, N.A., incorporated by reference to Exhibit 4.2 to Registrant's Form 8-K dated April 16, 2007.
- 4.3 Assignment of Leases and Rents, dated March 30, 2007, by and between Ramco Jacksonville LLC and JPMorgan Chase Bank, N.A., incorporated by reference to Exhibit 4.3 to Registrant's Form 8-K dated April 16, 2007.
- Environmental Liabilities Agreement, dated March 30, 2007, by and between Ramco Jacksonville LLC and
- 4.4 JPMorgan Chase Bank, N.A., incorporated by reference to Exhibit 4.4 to Registrant's Form 8-K dated April 16, 2007.
- Acknowledgment of Property Manager, dated March 30, 2007 by and between Ramco-Gershenson, Inc. and
- 4.5 JPMorgan Chase Bank, N.A., incorporated by reference to Exhibit 4.6 to Registrant's Form 8-K dated April 16, 2007.
- Registration Rights Agreement, dated as of May 10, 1996, among the Company, Dennis Gershenson, Joel
- 10.1 Gershenson, Bruce Gershenson, Richard Gershenson, Michael A. Ward U/T/A dated 2/22/77, as amended, and each of the Persons set forth on Exhibit A attached thereto, incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 1996.
- Exchange Rights Agreement, dated as of May 10, 1996, by and among the Company and each of the Persons
- 10.2 whose names are set forth on Exhibit A attached thereto, incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 1996.

- 10.3 Amended and Restated Limited Partnership Agreement of Ramco/Lion Venture LP, dated as of December 29, 2004, by Ramco-Gershenson Properties, L.P., as a limited partner, Ramco Lion LLC, as a general partner, CLPF-Ramco, L.P. as a limited partner, and CLPF-Ramco GP, LLC as a general partner, incorporated by reference Exhibit 10.62 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2004.
- 10.4 Second Amended and Restated Limited Liability Company Agreement of Ramco Jacksonville LLC, dated March 1, 2005, by Ramco-Gershenson Properties, L.P. and SGC Equities LLC., incorporated by reference Exhibit 10.65 to the Registrant's Quarterly Report on Form 10-Q for the period ended March 31, 2005.
- 10.5 Employment Agreement, dated as of August 1, 2007, between the Company and Dennis Gershenson, incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2007.**
- 10.6 Restricted Share Award Agreement Under 2008 Restricted Share Plan for Non-Employee Trustee, incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2008.**
- 10.7 Restricted Share Plan for Non-Employee Trustees, incorporated by reference to Appendix A of the Company's 2008 Proxy Statement filed on April 30, 2008.**
- 10.8* Summary of Trustee Compensation Program.**
- 10.9 Ramco-Gershenson Properties Trust 2012 Omnibus Long-Term Incentive Plan, incorporated by reference to Exhibit 10.1 to Registrant's Form 8-K, dated June 12, 2012. **
- 10.10 Change in Control Policy, dated May 14, 2013, incorporated by reference to Exhibit 10.1 to Registrant's Form 8-K dated May 16, 2013.
- 10.11 Form of Non-Qualified Option Agreement Under 2012 Omnibus Long-Term Incentive Plan, incorporated by reference to Exhibit 10.1 to Registrant's Form 8-K dated June 12, 2012**
- 10.12 Form of Restricted Stock Award Agreement Under 2012 Omnibus Long-Term Incentive Plan, incorporated by reference to Exhibit 10.1 to Registrant's Form 8-K dated June 6, 2012**
- 10.13 Unsecured Term Loan Agreement, dated as of September 30, 2011 among Ramco-Gershenson Properties, L.P., as Borrower, Ramco-Gershenson Properties Trust, as Guarantor, KeyBank National Association, The Huntington National Bank, PNC Bank, National Association, KeyBank National Association, as Agent, and KeyBanc Capital Markets, as Sole Lead Manager and Arranger incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2011.
- 10.14 Unconditional Guaranty of Payment and Performance, dated as of September 30, 2011, by Ramco-Gershenson Properties Trust, in favor of KeyBank National Association and the other lenders under the Unsecured Term Loan Agreement incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2011.
- 10.15 2015 Executive Incentive Plan, dated February 23, 2015, incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated February 27, 2015.
- 10.16 Third Amended and Restated Unsecured Master Loan Agreement dated as of July 19, 2012 among Ramco-Gershenson Properties, L.P., as Borrower, Ramco-Gershenson Properties Trust, as a Guarantor, KeyBank National Association, as a Bank, the Other Banks which are a Party to this Agreement, the Other Banks which may become Parties to this Agreement, KeyBank National Association, as Agent, KeyBanc Capital Markets, as Sole Lead Manager and Arranger, JPMorgan Chase Bank, N.A. and Bank of America, N.A. as Co-Syndication Agents, and Deutsche Bank Securities Inc. and PNC Bank, National Association, as Co Documentation Agents incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q ended June 30, 2012.
- 10.17 Third Amended and Restated Unconditional Guaranty of Payment and Performance, dated as of July 19, 2012 by Ramco-Gershenson Properties Trust, as Guarantor, in favor of KeyBank National Association and certain other lenders incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q ended June 30, 2012.

- 10.18 \$110 Million Note Purchase Agreement, by Ramco-Gershenson Properties, L.P. incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated July 2, 2013.
- 10.18 Agreement for the Acquisition of Partnership and Limited Liability Company Interests, dated March 5, 2013, between CLPF-Ramco, LLC, CLPF-Ramco L.P., Ramco Lion, LLC, Ramco-Gershenson Properties, L.P. and Ramco GP incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q ended March 31, 2013.
- 10.20 Unsecured Term Loan Agreement, dated May 16, 2013 among Ramco-Gershenson Properties, L.P., as borrower, Ramco-Gershenson Properties Trust, as Guarantor, Capital One, National Association, as bank, The Other Banks Which Are A Party To this Agreement, The Other Banks Which May Become Parties To This Agreement, Capital One, National Association, as Agent and Capital One, National Association, as Sole Lead Manager and Arranger incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q ended June 30, 2013.
- 10.21 First Amendment To Third Amended And Restated Unsecured Master Loan Agreement, dated March 29, 2013 by and among Ramco-Gershenson Properties, L.P. and KeyBank National Association incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q ended June 30, 2013.
- 10.22 Third Amendment To Unsecured Term Loan Agreement by and among Ramco-Gershenson Properties, L.P. and KeyBank National Association incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q ended June 30, 2013.
- 10.23 Second Amendment To Third Amended And Restated Unsecured Master Loan Agreement, dated June 26, 2013 by and among Ramco-Gershenson Properties, L.P. and KeyBank National Association incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q ended September 30, 2013.
- 10.24 Third Amendment To Third Amended And Restated Unsecured Master Loan Agreement, dated August 27, 2013 by and among Ramco-Gershenson Properties, L.P. and KeyBank National Association incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q ended September 30, 2013.
- 10.25 \$100 Million Note Purchase Agreement, by Ramco-Gershenson Properties, L.P. dated May 28, 2014 incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q ended June 30, 2014.
- 10.26 Unsecured Term Loan Agreement, dated May 29, 2014 among Ramco-Gershenson Properties, L.P., as borrower, Ramco-Gershenson Properties Trust, as a Guarantor, Capital One, National Association, as a Bank, The Other Banks Which Are A Party To This Agreement, The Other Banks Which May Become Parties To This Agreement, Capital One, National Association, as Administrative Agent, and Capital One, National Association, as Sole Lead Arranger and Sole Bookrunner incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q ended June 30, 2014.
- 10.27 \$100 Million Note Purchase Agreement, by Ramco-Gershenson Properties, L.P. dated September 8, 2014 incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q ended September 30, 2014.
- 10.28 Fourth Amendment to Third Amended and Restated Unsecured Master Loan Agreement, dated October 10, 2014 by and among Ramco-Gershenson Properties, L.P. and KeyBank National Association incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q ended September 30, 2014.
- 10.29 Employment Agreement dated April 20, 2015, between Ramco-Gershenson Properties Trust and John Hendrickson incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated April 23, 2015.
- 10.30 Agreement for Partial Liquidation of Joint Venture between Ramco HMW LLC, Ramco Gershenson Properties, L.P., Ramco 450 Venture LLC and the State Board of Administration of Florida dated June 29, 2015 incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q ended June 30, 2015.

\$100 Million Note Purchase Agreement, by Ramco-Gershenson Properties, L.P. dated September 30, 2015
10.31 incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q ended September 30, 2015.

Employment Agreement, dated December 16, 2015, between Ramco-Gershenson Properties Trust and Geoffrey
10.32 Bedrosian incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated December 18, 2015.

12.1* Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Share Dividends.

21.1* Subsidiaries

23.1* Consent of Grant Thornton LLP.

31.1* Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2* Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.2* Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS⁽¹⁾ XBRL Instance Document

101.SCH⁽¹⁾ XBRL Taxonomy Extension Schema

101.CAL⁽¹⁾ XBRL Extension Calculation

101.DEF⁽¹⁾ XBRL Extension Definition

101.LAB⁽¹⁾ XBRL Taxonomy Extension Label

101.PRE⁽¹⁾ XBRL Taxonomy Extension Presentation

* Filed herewith

** Management contract or compensatory plan or arrangement

⁽¹⁾ Pursuant to Rule 406T of Regulations S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of Sections 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability thereunder.

15(b) The exhibits listed at item 15(a)(3) that are noted 'filed herewith' are hereby filed with this report.

15(c) The financial statement schedules listed at Item 15(a)(2) are hereby filed with this report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Ramco-Gershenson Properties Trust

Dated: February 29, 2016 By: /s/ Dennis E. Gershenson
Dennis E. Gershenson,
President and Chief Executive Officer

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

Dated: February 29, 2016 By: /s/ Stephen R. Blank
Stephen R. Blank,
Chairman

Dated: February 29, 2016 By: /s/ Dennis E. Gershenson
Dennis E. Gershenson,
Trustee, President and Chief Executive Officer
(Principal Executive Officer)

Dated: February 29, 2016 By: /s/ Alice M. Connell
Alice M. Connell
Trustee

Dated: February 29, 2016 By: /s/ Arthur H. Goldberg
Arthur H. Goldberg,
Trustee

Dated: February 29, 2016 By: /s/ David J. Nettina
David J. Nettina,
Trustee

Dated: February 29, 2016 By: /s/ Joel M. Pashcow
Joel M. Pashcow,
Trustee

Dated: February 29, 2016 By: /s/ Mark K. Rosenfeld
Mark K. Rosenfeld,
Trustee

Dated: February 29, 2016 By: /s/ Laurie M. Shahon
Laurie M. Shahon,
Trustee

Dated: February 29, 2016 By: /s/ Michael A. Ward
Michael A. Ward,
Trustee

Dated: February 29, 2016 By: /s/ Geoffrey Bedrosian
Geoffrey Bedrosian,

Chief Financial Officer and Secretary
(Principal Financial Officer)

Dated: February 29, 2016

By: /s/ Deborah R. Cheek
Deborah R. Cheek
Chief Accounting Officer
(Principal Accounting Officer)

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RAMCO-GERSHENSON PROPERTIES TRUST

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<u>Report of Independent Registered Public Accounting Firm</u>	<u>F-4</u>
<u>Consolidated Balance Sheets - December 31, 2015 and 2014</u>	<u>F-5</u>
<u>Consolidated Statements of Operations and Comprehensive Income (Loss) - Years Ended December 31, 2015, 2014, and 2013</u>	<u>F-6</u>
<u>Consolidated Statements of Shareholders' Equity - Years Ended December 31, 2015, 2014, and 2013</u>	<u>F-7</u>
<u>Consolidated Statements of Cash Flows – Years Ended December 31, 2015, 2014, and 2013</u>	<u>F-8</u>
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Management's Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining effective internal control over financial reporting as such term is defined under Rule 13a-15(f) promulgated under the Securities Exchange Act of 1934, as amended.

Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and preparation of our consolidated financial statements for external purposes in accordance with generally accepted accounting principles.

Internal control over financial reporting includes those policies and procedures that pertain to our ability to record, process, summarize and report reliable financial data. Management recognizes that there are inherent limitations in the effectiveness of any internal control and effective internal control over financial reporting can provide only reasonable assurance with respect to financial statement preparation. Additionally, because of changes in conditions, the effectiveness of internal control over financial reporting may vary over time.

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.

Our management conducted an assessment of our internal controls over financial reporting as of December 31, 2015 using the framework established in 2013 by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control – Integrated Framework. Based on this assessment, management has concluded that our internal control over financial reporting was effective as of December 31, 2015.

Our independent registered public accounting firm, Grant Thornton LLP, has issued an attestation report on our internal control over financial reporting. Their report appears on page F-3 of this Annual Report on Form 10-K.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Trustees and Shareholders
Ramco-Gershenson Properties Trust

We have audited the internal control over financial reporting of Ramco-Gershenson Properties Trust (a Maryland corporation) and subsidiaries (the “Company”) as of December 31, 2015, based on criteria established in the 2013 Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company’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, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and 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, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in the 2013 Internal Control-Integrated Framework issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements of the Company as of and for the year ended December 31, 2015, and our report dated February 29, 2016 expressed an unqualified opinion on those financial statements.

/s/ GRANT THORNTON LLP

Southfield, Michigan
February 29, 2016

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Trustees and Shareholders
Ramco-Gershenson Properties Trust

We have audited the accompanying consolidated balance sheets of Ramco-Gershenson Properties Trust (a Maryland corporation) and subsidiaries (the “Company”) as of December 31, 2015 and 2014, and the related consolidated statements of operations and comprehensive income (loss), shareholders’ equity, and cash flows for each of the three years in the period ended December 31, 2015. Our audits of the basic consolidated financial statements included the financial statement schedule listed in the index appearing under Item 15. These financial statements and financial statement schedule are the responsibility of the Company’s management. Our responsibility is to express an opinion on these 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 Ramco-Gershenson Properties Trust and subsidiaries as of December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company’s internal control over financial reporting as of December 31, 2015, based on criteria established in the 2013 Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 29, 2016 expressed an unqualified opinion.

As discussed in Note 2 to the consolidated financial statements, the Company adopted new accounting guidance in 2015 and 2014, related to the presentation of deferred financing costs.

/s/GRANT THORNTON LLP

Southfield, Michigan
February 29, 2016

RAMCO-GERSHENSON PROPERTIES TRUST
CONSOLIDATED BALANCE SHEETS
(In thousands, except per share amounts)

	December 31,	
	2015	2014
ASSETS		
Income producing properties, at cost:		
Land	\$392,352	\$341,388
Buildings and improvements	1,792,129	1,592,644
Less accumulated depreciation and amortization	(331,520)	(287,177)
Income producing properties, net	1,852,961	1,646,855
Construction in progress and land available for development or sale	60,166	74,655
Real estate held for sale	453	—
Net real estate	1,913,580	1,721,510
Equity investments in unconsolidated joint ventures	4,325	28,733
Cash and cash equivalents	6,644	9,335
Restricted cash	8,708	8,163
Accounts receivable, net	18,705	11,997
Acquired lease intangibles, net	88,819	77,045
Other assets, net	87,890	87,549
TOTAL ASSETS	\$2,128,671	\$1,944,332
LIABILITIES AND SHAREHOLDERS' EQUITY		
Notes payable, net	\$1,083,711	\$917,658
Capital lease obligation	1,108	1,828
Accounts payable and accrued expenses	44,480	44,232
Acquired lease intangibles, net	64,193	54,278
Other liabilities	10,035	10,106
Distributions payable	18,807	17,951
TOTAL LIABILITIES	1,222,334	1,046,053
Commitments and Contingencies		
Ramco-Gershenson Properties Trust ("RPT") Shareholders' Equity:		
Preferred shares, \$0.01 par, 2,000 shares authorized: 7.25% Series D Cumulative Convertible Perpetual Preferred Shares, (stated at liquidation preference \$50 per share), 1,849 and 2,000 shares issued and outstanding as of December 31, 2015 and 2014, respectively	92,427	100,000
Common shares of beneficial interest, \$0.01 par, 120,000 shares authorized, 79,162 and 77,573 shares issued and outstanding as of December 31, 2015 and 2014, respectively	792	776
Additional paid-in capital	1,156,345	1,130,262
Accumulated distributions in excess of net income	(363,937)	(356,715)
Accumulated other comprehensive loss	(1,404)	(1,966)
TOTAL SHAREHOLDERS' EQUITY ATTRIBUTABLE TO RPT	884,223	872,357
Noncontrolling interest	22,114	25,922
TOTAL SHAREHOLDERS' EQUITY	906,337	898,279
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$2,128,671	\$1,944,332

The accompanying notes are an integral part of these consolidated financial statements.

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RAMCO-GERSHENSON PROPERTIES TRUST
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

(In thousands, except per share amounts)

	Year Ended December 31,			
	2015	2014	2013	
REVENUE				
Minimum rent	\$183,198	\$157,691	\$124,169	
Percentage rent	539	264	209	
Recovery income from tenants	61,561	52,828	40,018	
Other property income	4,739	5,521	3,337	
Management and other fee income	1,753	2,059	2,335	
TOTAL REVENUE	251,790	218,363	170,068	
EXPENSES				
Real estate taxes	38,737	31,474	23,161	
Recoverable operating expense	30,604	27,319	20,194	
Other non-recoverable operating expense	4,271	3,633	3,006	
Depreciation and amortization	89,439	81,182	56,305	
Acquisitions costs	644	1,890	1,322	
General and administrative expense	20,077	21,670	20,951	
Provision for impairment	2,521	27,865	9,669	
TOTAL EXPENSES	186,293	195,033	134,608	
OPERATING INCOME	65,497	23,330	35,460	
OTHER INCOME AND EXPENSES				
Other expense, net	(624) (689) (965)
Gain on sale of real estate	17,570	10,857	4,279	
Earnings (loss) from unconsolidated joint ventures	17,696	75	(4,759)
Interest expense	(40,778) (33,742) (29,075)
Amortization of deferred financing fees	(1,433) (1,446) (1,447)
Gain on remeasurement of unconsolidated joint ventures	7,892	117	5,282	
Gain (loss) on extinguishment of debt	1,414	(860) (340)
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE TAX	67,234	(2,358) 8,435)
Income tax provision	(339) (54) (64)
INCOME (LOSS) FROM CONTINUING OPERATIONS	66,895	(2,412) 8,371)
DISCONTINUED OPERATIONS				
Gain on sale of real estate	—	—	2,120	
Income from discontinued operations	—	—	971	
INCOME FROM DISCONTINUED OPERATIONS	—	—	3,091	
NET INCOME (LOSS)	66,895	(2,412) 11,462)
Net (income) loss attributable to noncontrolling partner interest	(1,786) 48	(465)
NET INCOME (LOSS) ATTRIBUTABLE TO RPT	65,109	(2,364) 10,997)
Preferred share dividends	(6,838) (7,250) (7,250)
Preferred share conversion costs	(500) —	—)
NET INCOME (LOSS) AVAILABLE TO COMMON SHAREHOLDERS	\$57,771	\$(9,614) \$3,747)
EARNINGS (LOSS) PER COMMON SHARE, BASIC				
Continuing operations	\$0.73	\$(0.14) \$0.01)

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Discontinued operations	—	—	0.05
	\$0.73	\$(0.14)) \$0.06
EARNINGS (LOSS) PER COMMON SHARE, DILUTED			
Continuing operations	\$0.73	\$(0.14)	) \$0.01
Discontinued operations	—	—	0.05
	\$0.73	\$(0.14)	) \$0.06
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING			
Basic	78,848	72,118	59,336
Diluted	79,035	72,118	59,728
OTHER COMPREHENSIVE INCOME (LOSS)			
Net income (loss)	\$66,895	\$(2,412)	) \$11,462
Other comprehensive income (loss):			
Gain (loss) on interest rate swaps	570	(2,115)	) 5,520
Comprehensive income (loss)	67,465	(4,527)	) 16,982
Comprehensive (income) loss attributable to noncontrolling interest	(1,794)	) 113	(660)
COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO RPT	\$65,671	\$(4,414)	) \$16,322

The accompanying notes are an integral part of these consolidated financial statements.

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RAMCO-GERSHENSON PROPERTIES TRUST
 CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(In thousands, except share amounts)

	Shareholders' Equity of Ramco-Gershenson Properties Trust							
	Preferred Shares	Common Shares	Additional Paid-in Capital	Accumulated Distributions in Excess of Net Income	Accumulated Other Comprehensive (Loss) Income	Noncontrolling Interest	Total Shareholders' Equity	
Balance, December 31, 2012	\$ 100,000	\$ 485	\$ 683,609	\$ (249,070)	\$ (5,241)	\$ 30,049	\$ 559,832	
Issuance of common shares	—	181	273,568	—	—	—		