

FEDERAL REALTY INVESTMENT TRUST  
Form 10-Q  
July 30, 2008

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

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO THE SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2008

**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: 1-07533

**FEDERAL REALTY INVESTMENT TRUST**

(Exact Name of Registrant as Specified in its Declaration of Trust)

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**Maryland**  
(State of Organization)

**52-0782497**  
(IRS Employer Identification No.)

**1626 East Jefferson Street, Rockville, Maryland**  
(Address of Principal Executive Offices)

**20852**  
(Zip Code)

**(301) 998-8100**

(Registrant's Telephone Number, Including Area Code)

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

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer  (Do not check if a smaller reporting company)

Smaller 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

The number of Registrant's common shares outstanding on July 28, 2008 was 58,913,384.

**FEDERAL REALTY INVESTMENT TRUST**

**QUARTERLY REPORT ON FORM 10-Q**

**QUARTER ENDED JUNE 30, 2008**

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**PART 1 FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

The following balance sheet as of December 31, 2007, which has been derived from audited financial statements, and the unaudited interim financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and note disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles (GAAP) have been omitted pursuant to those rules and regulations, although the company believes that the disclosures made are adequate to make the information not misleading. It is suggested that these financial statements be read in conjunction with the financial statements and notes thereto included in the company's latest Annual Report on Form 10-K. In the opinion of management, all adjustments (consisting of normal, recurring adjustments) necessary for a fair presentation for the periods presented have been included. The results of operations for the three and six months ended June 30, 2008 are not necessarily indicative of the results that may be expected for the full year.

## Federal Realty Investment Trust

## Consolidated Balance Sheets

|   | June 30,<br>2008                                 | December 31,<br>2007 |
|---|--|----------------------|
|   | (In thousands, except share data)<br>(Unaudited) |                      |
| <b>ASSETS</b>   |  |                      |
| Real estate, at cost  |  |                      |
| Operating   | \$ 3,458,460                                     | \$ 3,304,922         |
| Construction-in-progress  | 110,929  | 147,925              |
|   | 3,569,389  | 3,452,847            |
| Less accumulated depreciation and amortization  | (801,752)  | (756,703)            |
| Net real estate   | 2,767,637  | 2,696,144            |
| Cash and cash equivalents   | 20,281   | 50,691               |
| Accounts and notes receivable   | 66,431   | 61,108               |
| Mortgage notes receivable   | 40,488   | 40,638               |
| Investment in real estate partnership   | 29,400   | 29,646               |
| Prepaid expenses and other assets   | 95,757   | 103,620              |
| Debt issuance costs, net of accumulated amortization of \$5,715 and \$4,815, respectively   | 6,553  | 7,450                |
| <b>TOTAL ASSETS</b>   | <b>\$ 3,026,547</b>                              | <b>\$ 2,989,297</b>  |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>   |  |                      |
| <b>Liabilities</b>  |  |                      |
| Mortgages payable   | \$ 370,942                                       | \$ 373,975           |
| Capital lease obligations   | 75,589   | 76,109               |
| Notes payable   | 241,933  | 210,820              |
| Senior notes and debentures   | 977,470  | 977,556              |
| Accounts payable and accrued expenses   | 99,861   | 99,360               |
| Dividends payable   | 36,297   | 36,142               |
| Security deposits payable   | 11,074   | 10,703               |
| Other liabilities and deferred credits  | 70,100   | 58,182               |
| Total liabilities   | 1,883,266  | 1,842,847            |
| Minority interests  | 32,037   | 31,818               |
| Commitments and contingencies (Note E)  |  |                      |
| <b>Shareholders' equity</b>   |  |                      |
| Preferred stock, authorized 15,000,000 shares, \$.01 par: 5.417% Series 1 Cumulative Convertible Preferred Shares, (stated at liquidation preference \$25 per share), 399,896 shares issued and outstanding | 9,997  | 9,997                |
| Common shares of beneficial interest, \$.01 par, 100,000,000 shares authorized, 60,392,445 and 60,133,270 issued, respectively  | 604  | 601                  |
| Additional paid-in capital  | 1,550,612  | 1,541,020            |
| Accumulated dividends in excess of net income   | (420,469)  | (407,376)            |
| Treasury shares at cost, 1,488,310 and 1,487,605 shares, respectively   | (28,807)   | (28,807)             |
| Notes receivable from issuance of common shares   | (647)  | (803)                |
| Accumulated other comprehensive loss  | (46)   |                      |
| Total shareholders' equity  | 1,111,244  | 1,114,632            |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>   | <b>\$ 3,026,547</b>                              | <b>\$ 2,989,297</b>  |

The accompanying notes are integral part of these consolidated statements.



**Federal Realty Investment Trust**  
**Consolidated Statements of Operations**  
**(Unaudited)**

|  | Three Months Ended<br>June 30,        |                  |
|--|---------------------------------------|------------------|
|  | 2008                                  | 2007             |
|  | (In thousands, except per share data) |                  |
| <b>REVENUE</b>   |                                       |                  |
| Rental income  | \$ 123,952                            | \$ 115,281       |
| Other property income  | 4,624                                 | 2,546            |
| Mortgage interest income   | 1,118                                 | 1,127            |
| <b>Total revenue</b>   | <b>129,694</b>                        | <b>118,954</b>   |
| <b>EXPENSES</b>  |                                       |                  |
| Rental expenses  | 26,306                                | 23,501           |
| Real estate taxes  | 14,346                                | 11,215           |
| General and administrative   | 7,039                                 | 6,114            |
| Depreciation and amortization                                      | 27,795                                | 25,493           |
| <b>Total operating expenses</b>                                    | <b>75,486</b>                         | <b>66,323</b>    |
| <b>OPERATING INCOME</b>  | <b>54,208</b>                         | <b>52,631</b>    |
| Other interest income  | 209                                   | 207              |
| Interest expense   | (24,476)                              | (28,178)         |
| Income from real estate partnership                                | 442                                   | 363              |
| <b>INCOME FROM CONTINUING OPERATIONS BEFORE MINORITY INTERESTS</b> | <b>30,383</b>                         | <b>25,023</b>    |
| Minority interests   | (1,409)                               | (1,384)          |
| <b>INCOME FROM CONTINUING OPERATIONS</b>                           | <b>28,974</b>                         | <b>23,639</b>    |
| <b>DISCONTINUED OPERATIONS</b>                                     |                                       |                  |
| Income from discontinued operations                                |                                       | 1,230            |
| Gain on sale of real estate from discontinued operations           |                                       | 1,849            |
| <b>Results from discontinued operations</b>                        |                                       | <b>3,079</b>     |
| <b>NET INCOME</b>  | <b>28,974</b>                         | <b>26,718</b>    |
| Dividends on preferred stock                                       | (135)                                 | (135)            |
| <b>NET INCOME AVAILABLE FOR COMMON SHAREHOLDERS</b>                | <b>\$ 28,839</b>                      | <b>\$ 26,583</b> |
| <b>EARNINGS PER COMMON SHARE, BASIC</b>                            |                                       |                  |
| Continuing operations  | \$ 0.49                               | \$ 0.42          |
| Discontinued operations  |                                       | 0.05             |
|  | <b>\$ 0.49</b>                        | <b>\$ 0.47</b>   |
| <b>EARNINGS PER COMMON SHARE, DILUTED</b>                          |                                       |                  |
| Continuing operations  | \$ 0.49                               | \$ 0.42          |
| Discontinued operations  |                                       | 0.05             |

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



**Federal Realty Investment Trust**  
**Consolidated Statements of Operations**  
**(Unaudited)**

|  | Six Months Ended<br>June 30,          |                  |
|--|---------------------------------------|------------------|
|  | 2008                                  | 2007             |
|  | (In thousands, except per share data) |                  |
| <b>REVENUE</b>   |                                       |                  |
| Rental income  | \$ 246,673                            | \$ 227,045       |
| Other property income  | 8,010                                 | 4,916            |
| Mortgage interest income   | 2,234                                 | 2,257            |
| <b>Total revenue</b>   | <b>256,917</b>                        | <b>234,218</b>   |
| <b>EXPENSES</b>  |                                       |                  |
| Rental expenses  | 53,633                                | 47,799           |
| Real estate taxes  | 26,909                                | 21,783           |
| General and administrative   | 13,973                                | 11,722           |
| Depreciation and amortization                                      | 53,195                                | 50,405           |
| <b>Total operating expenses</b>                                    | <b>147,710</b>                        | <b>131,709</b>   |
| <b>OPERATING INCOME</b>  | <b>109,207</b>                        | <b>102,509</b>   |
| Other interest income  | 550                                   | 432              |
| Interest expense   | (48,829)                              | (55,515)         |
| Income from real estate partnership                                | 773                                   | 647              |
| <b>INCOME FROM CONTINUING OPERATIONS BEFORE MINORITY INTERESTS</b> | <b>61,701</b>                         | <b>48,073</b>    |
| Minority interests   | (2,741)                               | (2,681)          |
| <b>INCOME FROM CONTINUING OPERATIONS</b>                           | <b>58,960</b>                         | <b>45,392</b>    |
| <b>DISCONTINUED OPERATIONS</b>                                     |                                       |                  |
| Income from discontinued operations                                |                                       | 2,613            |
| Gain on sale of real estate from discontinued operations           |                                       | 1,849            |
| <b>Results from discontinued operations</b>                        |                                       | <b>4,462</b>     |
| <b>NET INCOME</b>  | <b>58,960</b>                         | <b>49,854</b>    |
| Dividends on preferred stock                                       | (271)                                 | (171)            |
| <b>NET INCOME AVAILABLE FOR COMMON SHAREHOLDERS</b>                | <b>\$ 58,689</b>                      | <b>\$ 49,683</b> |
| <b>EARNINGS PER COMMON SHARE, BASIC</b>                            |                                       |                  |
| Continuing operations  | \$ 1.00                               | \$ 0.81          |
| Discontinued operations  |                                       | 0.08             |
|  | \$ 1.00                               | \$ 0.89          |
| <b>EARNINGS PER COMMON SHARE, DILUTED</b>                          |                                       |                  |
| Continuing operations  | \$ 1.00                               | \$ 0.80          |
| Discontinued operations  |                                       | 0.08             |

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

Federal Realty Investment Trust

Consolidated Statement of Shareholders Equity

(Unaudited)

|  | For the Six Months Ended June 30, 2008 |               |            |                            |              |   |                 |                                  |                                      |                           |              |
|--|--|---------------|------------|----------------------------|--------------|---|-----------------|----------------------------------|--------------------------------------|---------------------------|--------------|
|  | Preferred Stock                        | Common Shares |            | Additional Paid-in Capital |              | Accumulated Dividends in Excess of Net Income | Treasury Shares | Notes Receivable from the Issuer | Accumulated Other Comprehensive Loss | Total Shareholders Equity |              |
|  | Shares                                 | Amount        | Shares     | Amount                     | Capital      | Income  | Shares          | Amount                           | Common Shares                        | Loss                      | Equity       |
| BALANCE AT DECEMBER 31, 2007                       | 399,896                                | \$ 9,997      | 60,133,270 | \$ 601                     | \$ 1,541,020 | \$ (407,376)                                  | (1,487,605)     | \$ (28,807)                      | \$ (803)                             | \$                        | \$ 1,114,632 |
| Comprehensive income:                              |  |               |            |                            |              |   |                 |                                  |                                      |                           |              |
| Net income   |  |               |            |                            |              | 58,960  |                 |                                  |                                      |                           | 58,960       |
| Change in valuation of interest rate swaps         |  |               |            |                            |              |   |                 |                                  |                                      | (46)                      | (46)         |
| Total comprehensive income                         |  |               |            |                            |              |   |                 |                                  |                                      |                           | 58,914       |
| Dividends declared to common shareholders          |  |               |            |                            |              | (71,782)                                      |                 |                                  |                                      |                           | (71,782)     |
| Dividends declared to preferred shareholders       |  |               |            |                            |              | (271)   |                 |                                  |                                      |                           | (271)        |
| Common shares issued                               |  |               | 117        |                            |              | 9   |                 |                                  |                                      |                           | 9            |
| Exercise of stock options                          |  |               | 142,445    | 1                          |              | 4,112   |                 |                                  |                                      |                           | 4,113        |
| Shares issued under dividend reinvestment plan     |  |               | 18,266     |                            |              | 1,356   |                 |                                  |                                      |                           | 1,356        |
| Share-based compensation expense (SFAS No 123 (R)) |  |               | 98,347     | 2                          |              | 4,175   |                 |                                  |                                      |                           | 4,177        |
| Conversion and redemption of OP units              |  |               |            |                            |              | (60)  |                 |                                  |                                      |                           | (60)         |
| Unvested shares forfeited                          |  |               |            |                            |              |   | (705)           |                                  |                                      |                           | (705)        |
| Loans paid   |  |               |            |                            |              |   |                 |                                  | 156                                  |                           | 156          |
| BALANCE AT JUNE 30, 2008                           | 399,896                                | \$ 9,997      | 60,392,445 | \$ 604                     | \$ 1,550,612 | \$ (420,469)                                  | (1,488,310)     | \$ (28,807)                      | \$ (647)                             | \$ (46)                   | \$ 1,111,244 |

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

**Federal Realty Investment Trust**  
**Consolidated Statements of Cash Flows**  
**(Unaudited)**

|   | <b>Six Months Ended<br/>June 30,</b> |                  |
|---|--------------------------------------|------------------|
|   | <b>2008</b>                          | <b>2007</b>      |
|   | <b>(In thousands)</b>                |                  |
| <b>OPERATING ACTIVITIES</b>   |                                      |                  |
| Net income  | \$ 58,960                            | \$ 49,854        |
| Adjustment to reconcile net income to net cash provided by operating activities     |                                      |                  |
| Depreciation and amortization, including discontinued operations                    | 53,195                               | 53,385           |
| Gain on sale of real estate   |                                      | (1,849)          |
| Income from real estate partnership   | (773)                                | (647)            |
| Minority interests  | 2,741                                | 2,681            |
| Other, net  | 303                                  | (1,853)          |
| Changes in assets and liabilities, net of effects of acquisitions and dispositions: |                                      |                  |
| (Increase) decrease in accounts receivable  | (1,809)                              | 176              |
| Decrease in prepaid expenses and other assets                                       | 6,088                                | 9,439            |
| Decrease in accounts payable and accrued expenses                                   | (3,583)                              | (2,440)          |
| Increase in security deposits and other liabilities                                 | 7,861                                | 1,485            |
| <b>Net cash provided by operating activities</b>                                    | <b>122,983</b>                       | <b>110,231</b>   |
| <b>INVESTING ACTIVITIES</b>   |                                      |                  |
| Acquisition of real estate  | (42,630)                             | (49,498)         |
| Capital expenditures - development and redevelopment                                | (48,828)                             | (63,009)         |
| Capital expenditures - other  | (12,569)                             | (7,106)          |
| Proceeds from sale of real estate   |                                      | 51,857           |
| Investment in real estate partnership   |                                      | (20,414)         |
| Distribution from real estate partnership in excess of earnings                     | 203                                  | 408              |
| Leasing costs   | (5,484)                              | (5,238)          |
| (Issuance) repayment of mortgage and other notes receivable, net                    | (349)                                | 253              |
| <b>Net cash used in investing activities</b>  | <b>(109,657)</b>                     | <b>(92,747)</b>  |
| <b>FINANCING ACTIVITIES</b>   |                                      |                  |
| Net borrowings under revolving credit facility, net of costs                        | 29,000                               | 49,000           |
| Repayment of mortgages, capital leases and notes payable                            | (3,758)                              | (3,656)          |
| Issuance of common shares   | 5,634                                | 4,732            |
| Dividends paid to common and preferred shareholders                                 | (71,896)                             | (64,229)         |
| Distributions to minority interests   | (2,716)                              | (3,108)          |
| <b>Net cash used in financing activities</b>  | <b>(43,736)</b>                      | <b>(17,261)</b>  |
| (Decrease) increase in cash and cash equivalents                                    | (30,410)                             | 223              |
| Cash and cash equivalents at beginning of year                                      | 50,691                               | 11,495           |
| <b>Cash and cash equivalents at end of period</b>                                   | <b>\$ 20,281</b>                     | <b>\$ 11,718</b> |

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

**Federal Realty Investment Trust**

**Notes to Consolidated Financial Statements**

**June 30, 2008**

**(Unaudited)**

**NOTE A SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Business and Organization**

Federal Realty Investment Trust (the Trust) is an equity real estate investment trust specializing in the ownership, management, development and redevelopment of retail and mixed-use properties. Our properties are located primarily in densely populated and affluent communities in strategically selected metropolitan markets in the Mid-Atlantic and Northeast regions of the United States, as well as in California. As of June 30, 2008, we owned or had a majority interest in community and neighborhood shopping centers and mixed-use properties which are operated as 83 predominantly retail real estate projects.

We operate in a manner intended to enable us to qualify as a real estate investment trust (or REIT) for federal income tax purposes. A REIT that distributes at least 90% of its REIT taxable income to its shareholders each year and meets certain other conditions is not taxed on that portion of its taxable income which is distributed to its shareholders. Therefore, federal income taxes on our REIT taxable income have been and are generally expected to be immaterial. We are obligated to pay state taxes, generally consisting of franchise or gross receipts taxes in certain states. Such state taxes also have not been material.

We have elected to treat certain of our subsidiaries as taxable REIT subsidiaries, which we refer to as a TRS. In general, a TRS may engage in any real estate business and certain non-real estate businesses, subject to certain limitations under the Internal Revenue Code of 1986, as amended (the Code). A TRS is subject to federal and state income taxes. The sales of condominiums at Santana Row, which occurred between August 2005 and August 2006, and the sales of Bath Shopping Center, Key Road Plaza and Riverside Plaza in 2007 were conducted through a TRS. Other than these sales, our TRS activities have not been material.

**Basis of Presentation**

Our consolidated financial statements include the accounts of the Trust, its corporate subsidiaries, and all entities in which the Trust has a controlling interest or has been determined to be the primary beneficiary of a variable interest entity. The equity interests of other investors are reflected as minority interests. All significant intercompany transactions and balances are eliminated in consolidation. We account for our interests in joint ventures, which we do not control or manage, using the equity method of accounting. Certain amounts in the 2007 consolidated financial statements have been reclassified to conform to current period presentation.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America, referred to as GAAP, requires management to make estimates and assumptions that in certain circumstances affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, and revenues and expenses. These estimates are prepared using management's best judgment, after considering past, current and expected events and economic conditions. Actual results could differ from these estimates.

**Consolidated Statements of Cash Flows Supplemental Disclosures**

The following table provides supplemental disclosures related to the Consolidated Statements of Cash Flows:

|  | Six Months Ended June 30, |                  |
|--|---------------------------|------------------|
|  | 2008                      | 2007             |
|  | (In thousands)            |                  |
| <b>SUPPLEMENTAL DISCLOSURES:</b>                             |                           |                  |
| Total interest costs incurred                                | \$ 52,098                 | \$ 63,305        |
| Interest capitalized   | (3,269)                   | (4,086)          |
| Interest expense related to discontinued operations          |                           | (3,704)          |
| <b>Interest expense</b>                                      | <b>\$ 48,829</b>          | <b>\$ 55,515</b> |
| Cash paid for interest, net of amounts capitalized           | \$ 46,142                 | \$ 58,622        |
| Cash paid for income taxes                                   | \$ 354                    | \$ 1,532         |
| <b>NON-CASH FINANCING AND INVESTING TRANSACTIONS:</b>        |                           |                  |
| Decrease in valuation of interest rate swap                  | \$ (46)                   | \$               |
| Note payable issued with acquisition                         | \$ 2,221                  | \$               |
| Mortgage loans assumed with acquisition                      | \$                        | \$ 79,987        |
| Common shares issued with acquisition                        | \$                        | \$ 77,957        |
| Preferred shares issued with acquisition                     | \$                        | \$ 9,997         |
| DownREIT operating partnership units issued with acquisition | \$                        | \$ 16,358        |

**New Accounting Pronouncements**

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements ( SFAS No. 157 ). SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS No. 157 applies to accounting pronouncements that require or permit fair value measurements, except for share-based payments under SFAS No. 123(R). We adopted the recognition and disclosure provisions of SFAS No. 157 for financial assets and financial liabilities and for nonfinancial assets and nonfinancial liabilities that are re-measured at least annually effective January 1, 2008; the adoption did not have a material impact on our financial position, results of operations or cash flows. In accordance with FSP SFAS No. 157-2, Effective Date of FASB Statement No. 157 , we are required to adopt the provisions of SFAS No. 157 for all other nonfinancial assets and nonfinancial liabilities effective January 1, 2009 and do not expect the adoption to have a material impact on our financial position, results of operations or cash flows.

SFAS No. 157 establishes a hierarchy for inputs used in measuring fair value as follows:

1. Level 1 Inputs quoted prices in active markets for identical assets or liabilities
2. Level 2 Inputs observable inputs other than quoted prices in active markets for identical assets and liabilities
3. Level 3 Inputs unobservable inputs

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement. Our derivative instruments, as further discussed in Note D, are measured using Level 2 inputs.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115 ( SFAS No. 159 ). This standard permits entities to choose to measure many financial instruments and certain other items at fair value and is effective for the first fiscal year beginning after November 15, 2007. We did not make this fair value election when we adopted SFAS No. 159 effective January 1, 2008, and, therefore, it did not have an impact on our financial position, results of operations, or cash flows.

In March 2008, the FASB issued SFAS No. 161, Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133 ( SFAS No. 161 ). SFAS No. 161 requires enhanced disclosures about an entity's derivative instruments and hedging activities and is effective for fiscal years beginning after November 15, 2008. We do not expect the adoption of SFAS No. 161 to have a material impact

on our consolidated financial statements.

**NOTE B REAL ESTATE**

The following table provides a summary of the significant acquisition we made during the six months ended June 30, 2008:

| Date         | Property        | City, State    | Gross<br>Leasable Area<br>(In square feet) | Purchase Price<br>(In millions) |
|--------------|-----------------|----------------|--|---------------------------------|
| May 30, 2008 | Del Mar Village | Boca Raton, FL | 154,000                                    | \$ 41.7                         |

As part of the preliminary purchase price allocation, approximately \$2.6 million and \$6.6 million of the net assets acquired were allocated to other assets for above market leases and liabilities for below market leases, respectively. This allocation will be finalized after various valuation studies are complete.

In conjunction with the acquisition, we entered into a Reverse Section 1031 like-kind exchange agreement with a third party intermediary. The exchange agreement is for a maximum of 180 days and allows us to defer gains on sale of other properties sold within this period. Until the earlier of termination of this exchange agreement or November 26, 2008, the third party intermediary is the legal owner of the property, although we control the property and retain all of the economic benefits and risks associated with the property. This property is held in a variable interest entity for which we are the primary beneficiary. Accordingly, as of May 30, 2008, we consolidated the property and its operations.

During the six months ended June 30, 2008, we had no dispositions. The revenues from all properties included in discontinued operations were \$6.1 million and \$13.8 million for the three and six months ended June 30, 2007, respectively.

**NOTE C REAL ESTATE PARTNERSHIP**

We have a joint venture arrangement ( the Partnership ) with affiliates of a discretionary fund created and advised by ING Clarion ( Clarion ). We own 30% of the equity in the Partnership, and Clarion owns 70%. We are the manager of the Partnership and its properties, earning fees for acquisitions, dispositions, management, leasing, and financing. We also have the opportunity to receive performance-based earnings through our Partnership interest. We account for our interest in the Partnership using the equity method.

The following tables provide summarized operating results and the financial position of the Partnership:

|  | Three Months Ended<br>June 30, |          | Six Months Ended<br>June 30, |          |
|--|--------------------------------|----------|------------------------------|----------|
|  | 2008                           | 2007     | 2008                         | 2007     |
| (In thousands)                                       |                                |          |                              |          |
| <b>OPERATING RESULTS</b>                             |                                |          |                              |          |
| Revenue  | \$ 4,806                       | \$ 4,437 | \$ 9,486                     | \$ 7,968 |
| Expenses   |                                |          |                              |          |
| Other operating expenses                             | 1,166                          | 1,041    | 2,505                        | 1,946    |
| Depreciation and amortization                        | 1,192                          | 1,162    | 2,377                        | 2,137    |
| Interest expense                                     | 1,135                          | 1,132    | 2,270                        | 2,206    |
| Total expenses                                       | 3,493                          | 3,335    | 7,152                        | 6,289    |
| Net income   | \$ 1,313                       | \$ 1,102 | \$ 2,334                     | \$ 1,679 |
| Our share of net income from real estate partnership | \$ 442                         | \$ 363   | \$ 773                       | \$ 647   |



|  | June 30,<br>2008  | December 31,<br>2007 |
|--|-------------------|----------------------|
|  | (In thousands)    |                      |
| <b>BALANCE SHEETS</b>                          |                   |                      |
| Real estate, net                               | \$ 189,656        | \$ 191,747           |
| Cash   | 2,484             | 1,453                |
| Other assets                                   | 6,516             | 7,173                |
| <b>Total assets</b>                            | <b>\$ 198,656</b> | <b>\$ 200,373</b>    |
| Mortgages payable                              | \$ 81,454         | \$ 81,540            |
| Other liabilities                              | 7,624             | 8,691                |
| Partners' capital                              | 109,578           | 110,142              |
| <b>Total liabilities and partners' capital</b> | <b>\$ 198,656</b> | <b>\$ 200,373</b>    |
| Our share of unconsolidated debt               | \$ 24,436         | \$ 24,462            |
| Our investment in real estate partnership      | \$ 29,400         | \$ 29,646            |

**NOTE D DEBT**

We use derivative instruments to manage exposure to variable interest rate risk. We generally enter into interest rate swaps to manage our exposure to variable interest rate risk and treasury locks to manage the risk of interest rates rising prior to the issuance of debt. We enter into derivative instruments that qualify as cash flow hedges under SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities and do not enter into derivative instruments for speculative purposes.

On February 21, 2008, we entered into two interest rate swap agreements to fix the variable portion of our \$200 million term note through November 6, 2008. The first swap fixed the variable rate at 2.725% on a notional amount of \$100 million and the second swap fixed the variable rate at 2.852% on a notional amount of \$100 million for a combined fixed rate of 2.789%. Both swaps were designated and qualified as cash flow hedges and are recorded at fair value.

We assess effectiveness of our cash flow hedges both at inception and on an ongoing basis. The effective portion of changes in fair value of our cash flow hedges is recorded in other comprehensive income, and the ineffective portion of changes in the fair value of our cash flow hedges is recognized in earnings in the period affected. Hedge ineffectiveness did not have an impact on earnings for the six months ended June 30, 2008. The fair value of these swaps at June 30, 2008 is a liability of \$46,000, which is included in accounts payable and accrued expenses on the balance sheet and accumulated other comprehensive loss in the statement of shareholders' equity. The fair value of the interest rate swap agreements are based upon the estimated amounts we would receive or pay to terminate the contracts at the reporting date and are determined using interest rate market pricing models and observable inputs. Amounts reported in accumulated other comprehensive loss will be reclassified to interest expense as interest payments are made on the variable rate debt through the termination date of November 6, 2008.

During the three and six months ended June 30, 2008, the maximum amount of borrowings outstanding under our \$300 million revolving credit facility was \$48.0 million. The weighted average amount of borrowings outstanding was \$18.0 million and \$9.4 million for the three months and six months ended June 30, 2008, respectively. Our revolving credit facility had a weighted average interest rate, before amortization of debt fees, of 2.98% and 3.04% for the three and six months ended June 30, 2008, respectively.

Our credit facility and certain notes require us to comply with various financial covenants, including the maintenance of minimum shareholders' equity and debt coverage ratios and a maximum ratio of debt to net worth. As of June 30, 2008, we were in compliance with all loan covenants.

On June 16, 2008, we received notice that a holder of our 7.48% debentures will redeem \$20.8 million of the outstanding balance on August 15, 2008. The notice period for additional redemptions on the debentures expired as of June 30, 2008.

**NOTE E COMMITMENTS AND CONTINGENCIES**

We are currently a party to various legal proceedings. Other than as described below, we do not believe that the ultimate outcome of these matters, either individually or in the aggregate, could have a material adverse effect on our financial position or overall trends in results of operations; however, litigation is subject to inherent uncertainties. Also under our leases, tenants are typically obligated to indemnify us from and against all liabilities, costs and expenses imposed upon or asserted against us (1) as owner of the properties due to certain matters relating to

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the operation of the properties by the tenant, and (2) where appropriate, due to certain matters relating to the ownership of the properties prior to their acquisition by us.

We have a litigation matter filed against us in May 2003 which alleges that a one page document entitled Final Proposal, which included language that it was subject to approval of formal documentation, constituted a ground lease of a parcel of property located adjacent to our Santana Row property and gave the plaintiff the option to require that we acquire the property at a price determined in accordance with a formula included in the Final Proposal. A trial as to liability only was held in June 2006 and a jury rendered a verdict against us. A trial on the issue of damages was held in April 2008; however, the judge has not yet issued a ruling. Reports from our experts and the plaintiff's experts show potential damages ranging from \$600,000 to \$24 million. Pending the judge's ruling, we cannot make a reasonable estimate of potential damages. We intend to appeal the jury verdict; however, no appeal of the judgment can be taken until the judge issues his ruling on damages. If we are not successful in overturning the jury verdict, we will be liable for damages. Depending on the amount of damages awarded, it is possible there could be a material adverse impact on our net income in the period in which it becomes both probable that we will have to pay the damages and such damages can be reasonably estimated.

We are also involved in a litigation matter relating to a shopping center in New Jersey where a former tenant has alleged that we and our management agent acted improperly by failing to disclose a condemnation action at the property that was pending when the lease was signed. A trial as to liability only was concluded in April 2007, and in May 2008, a judgment was entered that ruled in our favor on certain legal issues and against us on other legal issues. As to those matters where the court ruled against us and determined that we are liable, a trial as to damages will be held but no trial date has yet been set. Because we have not completed discovery on the issue of damages, we cannot make a reasonable estimate of potential damages at this time. In lieu of pursuing an indemnification claim against the third party management agent that negotiated the lease on our behalf, we have entered into an agreement with the management agent that provides a framework for sharing litigation costs and payment of any damages that may be awarded to the plaintiff. Depending on the amount of damages actually awarded in this matter, and subject to the arrangement in place with the third party management agent, it is possible that there may be a material adverse impact on our net income in the period in which it becomes both probable that we will have to pay the damages and such damages can be reasonably estimated.

In any event, management does not believe that either matter, individually or in the aggregate, will have a material impact on our financial position.

#### NOTE F SHAREHOLDERS EQUITY

The following table provides a summary of dividends declared and paid per share:

|  | Six Months Ended June 30,<br>2008 |          | Six Months Ended June 30,<br>2007 |             |
|--|-----------------------------------|----------|-----------------------------------|-------------|
|  | Declared                          | Paid     | Declared                          | Paid        |
| Common shares                                    | \$ 1.220                          | \$ 1.220 | \$ 1.150                          | \$ 1.150    |
| 5.417% Series 1 Cumulative Convertible Preferred | \$ 0.677                          | \$ 0.677 | \$ 0.429(1)                       | \$ 0.090(1) |

- (1) The Series 1 Preferred Shares were issued on March 8, 2007. The dividend declared on the Series 1 Preferred Shares is for the period from March 8, 2007 through and including June 30, 2007. The dividend paid is for the period March 8, 2007 through and including June 30, 2007.

#### NOTE G COMPONENTS OF RENTAL INCOME

The principal components of rental income are as follows:

|                       | Three Months Ended<br>June 30, |           | Six Months Ended<br>June 30, |            |
|-----------------------|--------------------------------|-----------|------------------------------|------------|
|                       | 2008                           | 2007      | 2008                         | 2007       |
|                       | (In thousands)                 |           |                              |            |
| Minimum rents         |                                |           |                              |            |
| Retail and commercial | \$ 91,759                      | \$ 87,378 | \$ 182,046                   | \$ 170,295 |
| Residential           | 4,112                          | 3,733     | 8,125                        | 7,342      |
| Cost reimbursement    | 24,980                         | 21,077    | 49,724                       | 43,102     |
| Percentage rent       | 1,761                          | 1,644     | 4,139                        | 3,567      |
| Other                 | 1,340                          | 1,449     | 2,639                        | 2,739      |

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|                     |            |            |            |            |
|---------------------|------------|------------|------------|------------|
| Total rental income | \$ 123,952 | \$ 115,281 | \$ 246,673 | \$ 227,045 |
|---------------------|------------|------------|------------|------------|

Minimum rents include \$1.4 million and \$2.7 million for the three months ended June 30, 2008 and 2007, respectively, and \$3.0 million and \$4.4 million for the six months ended June 30, 2008 and 2007, respectively, to recognize minimum rents on a straight-line basis. In addition, minimum rents include \$0.7 million and \$0.4 million for the three months ended June 30, 2008 and 2007,

respectively, and \$1.3 million for each of the six months ended June 30, 2008 and 2007, to recognize income from the amortization of in-place leases in accordance with SFAS No. 141. Residential minimum rents consist of the rental amounts for residential units at Rollingwood Apartments, the Crest at Congressional Plaza Apartments, Santana Row, and for 2008, Arlington East (Bethesda Row). The first rental units at Arlington East were delivered and became rent paying in late May 2008. Lease-up of these rental units will continue through 2008.

**NOTE H SHARE-BASED COMPENSATION PLANS**

A summary of share-based compensation expense included in net income is as follows:

|                                      | Three Months Ended<br>June 30, |          | Six Months Ended<br>June 30, |          |
|--------------------------------------|--------------------------------|----------|------------------------------|----------|
|                                      | 2008                           | 2007     | 2008                         | 2007     |
|                                      | (In thousands)                 |          |                              |          |
| Share-based compensation incurred    |                                |          |                              |          |
| Grants of common shares              | \$ 1,605                       | \$ 1,468 | \$ 3,451                     | \$ 3,042 |
| Grants of options                    | 403                            | 302      | 726                          | 551      |
|                                      | 2,008                          | 1,770    | 4,177                        | 3,593    |
| Capitalized share-based compensation | (306)                          | (207)    | (603)                        | (409)    |
| Share-based compensation expense     | \$ 1,702                       | \$ 1,563 | \$ 3,574                     | \$ 3,184 |

**NOTE I EARNINGS PER SHARE**

The following table provides a reconciliation between basic and diluted earnings per share:

|   | Three Months Ended<br>June 30,        |           | Six Months Ended<br>June 30, |           |
|---|---------------------------------------|-----------|------------------------------|-----------|
|   | 2008                                  | 2007      | 2008                         | 2007      |
|   | (In thousands, except per share data) |           |                              |           |
| <b>NUMERATOR</b>  |                                       |           |                              |           |
| Income from continuing operations                                   | \$ 28,974                             | \$ 23,639 | \$ 58,960                    | \$ 45,392 |
| Preferred stock dividends   | (135)                                 | (135)     | (271)                        | (171)     |
| Income from continuing operations available for common shareholders | 28,839                                | 23,504    | 58,689                       | 45,221    |
| Results from discontinued operations                                |                                       | 3,079     |                              | 4,462     |
| Net income available for common shareholders, basic and diluted     | \$ 28,839                             | \$ 26,583 | \$ 58,689                    | \$ 49,683 |
| <b>DENOMINATOR</b>  |                                       |           |                              |           |
| Weighted average common shares outstanding basic                    | 58,636                                | 56,168    | 58,570                       | 55,797    |
| Effect of dilutive securities:                                      |                                       |           |                              |           |
| Stock options   | 270                                   | 374       | 273                          | 390       |
| Unvested stock  | 28                                    | 49        | 29                           | 71        |
| Weighted average common shares outstanding diluted (1)              | 58,934                                | 56,591    | 58,872                       | 56,258    |
| <b>EARNINGS PER COMMON SHARE, BASIC</b>                             |                                       |           |                              |           |
| Continuing operations   | \$ 0.49                               | \$ 0.42   | \$ 1.00                      | \$ 0.81   |
| Discontinued operations   |                                       | 0.05      |                              | 0.08      |
|   | \$ 0.49                               | \$ 0.47   | \$ 1.00                      | \$ 0.89   |

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| EARNINGS PER COMMON SHARE, DILUTED |         |         |         |         |
|------------------------------------|---------|---------|---------|---------|
| Continuing operations              | \$ 0.49 | \$ 0.42 | \$ 1.00 | \$ 0.80 |
| Discontinued operations            |         | 0.05    |         | 0.08    |
|                                    | \$ 0.49 | \$ 0.47 | \$ 1.00 | \$ 0.88 |

- (1) The conversions of downREIT operating partnership units and Series 1 Preferred Shares are anti-dilutive for all periods presented. Accordingly, downREIT operating partnership units and Series 1 Preferred Shares have been excluded from the weighted average common shares used to compute diluted earnings per share.

**NOTE J SEGMENT INFORMATION**

We operate our portfolio of properties in two geographic operating regions: East and West, which constitute our segments under Statement of Financial Accounting Standard No. 131, Disclosures about Segments of an Enterprise and Related Information.

A summary of our operations by geographic region is presented below:

|   | <b>Three Months Ended June 30, 2008</b> |             |              |              |
|---|---|-------------|--------------|--------------|
|   | <b>East</b>                             | <b>West</b> | <b>Other</b> | <b>Total</b> |
|   | <b>(In thousands)</b>                   |             |              |              |
| Rental income   | \$ 96,935                               | \$ 27,017   | \$           | \$ 123,952   |
| Other property income                                       | 3,711                                   | 913         |              | 4,624        |
| Mortgage interest income                                    | 731                                     | 387         |              | 1,118        |
| Rental expenses   | (18,308)                                | (7,998)     |              | (26,306)     |
| Real estate taxes   | (11,742)                                | (2,604)     |              | (14,346)     |
| Property operating income                                   | 71,327                                  | 17,715      |              | 89,042       |
| General and administrative expense                          |   |             | (7,039)      | (7,039)      |
| Depreciation and amortization                               | (19,649)                                | (7,943)     | (203)        | (27,795)     |
| Other interest income                                       | 142                                     | 67          |              | 209          |
| Interest expense  |   |             | (24,476)     | (24,476)     |
| Income from real estate partnership                         |   |             | 442          | 442          |
| Income from continuing operations before minority interests | 51,820                                  | 9,839       | (31,276)     | 30,383       |
| Minority interests  |   |             | (1,409)      | (1,409)      |
| Net income  | \$ 51,820                               | \$ 9,839    | \$ (32,685)  | \$ 28,974    |
| Total assets at end of period                               | \$ 2,018,555                            | \$ 925,749  | \$ 82,243    | \$ 3,026,547 |

|   | <b>Three Months Ended June 30, 2007</b> |             |              |              |
|---|---|-------------|--------------|--------------|
|   | <b>East</b>                             | <b>West</b> | <b>Other</b> | <b>Total</b> |
|   | <b>(In thousands)</b>                   |             |              |              |
| Rental income   | \$ 89,205                               | \$ 26,076   | \$           | \$ 115,281   |
| Other property income                                       | 1,800                                   | 746         |              | 2,546        |
| Mortgage interest income                                    | 738                                     | 389         |              | 1,127        |
| Rental expenses   | (16,237)                                | (7,264)     |              | (23,501)     |
| Real estate taxes   | (9,001)                                 | (2,214)     |              | (11,215)     |
| Property operating income                                   | 66,505                                  | 17,733      |              | 84,238       |
| General and administrative expense                          |   |             | (6,114)      | (6,114)      |
| Depreciation and amortization                               | (17,689)                                | (7,560)     | (244)        | (25,493)     |
| Other interest income                                       | 169                                     | 38          |              | 207          |
| Interest expense  |   |             | (28,178)     | (28,178)     |
| Income from real estate partnership                         |   |             | 363          | 363          |
| Income from continuing operations before minority interests | 48,985                                  | 10,211      | (34,173)     | 25,023       |
| Minority interests  |   |             | (1,384)      | (1,384)      |
| Income from discontinued operations                         |   |             | 1,230        | 1,230        |
| Gain on sale of real estate from discontinued operations    |   |             | 1,849        | 1,849        |
| Net income  | \$ 48,985                               | \$ 10,211   | \$ (32,478)  | \$ 26,718    |





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|   | Six Months Ended June 30, 2008 |            |             |              |
|---|--------------------------------|------------|-------------|--------------|
|   | East                           | West       | Other       | Total        |
|   | (In thousands)                 |            |             |              |
| Rental income   | \$ 192,392                     | \$ 54,281  | \$          | \$ 246,673   |
| Other property income                                       | 6,509                          | 1,501      |             | 8,010        |
| Mortgage interest income                                    | 1,468                          | 766        |             | 2,234        |
| Rental expenses   | (38,851)                       | (14,782)   |             | (53,633)     |
| Real estate taxes   | (21,835)                       | (5,074)    |             | (26,909)     |
| Property operating income                                   | 139,683                        | 36,692     |             | 176,375      |
| General and administrative expense                          |                                |            | (13,973)    | (13,973)     |
| Depreciation and amortization                               | (37,414)                       | (15,391)   | (390)       | (53,195)     |
| Other interest income                                       | 399                            | 151        |             | 550          |
| Interest expense  |                                |            | (48,829)    | (48,829)     |
| Income from real estate partnership                         |                                |            | 773         | 773          |
| Income from continuing operations before minority interests | 102,668                        | 21,452     | (62,419)    | 61,701       |
| Minority interests  |                                |            | (2,741)     | (2,741)      |
| Net income  | \$ 102,668                     | \$ 21,452  | \$ (65,160) | \$ 58,960    |
| Total assets at end of period                               | \$ 2,018,555                   | \$ 925,749 | \$ 82,243   | \$ 3,026,547 |

|   | Six Months Ended June 30, 2007 |           |             |            |
|---|--------------------------------|-----------|-------------|------------|
|   | East                           | West      | Other       | Total      |
|   | (In thousands)                 |           |             |            |
| Rental income   | \$ 175,470                     | \$ 51,575 | \$          | \$ 227,045 |
| Other property income                                       | 3,360                          | 1,556     |             | 4,916      |
| Mortgage interest income                                    | 1,475                          | 782       |             | 2,257      |
| Rental expenses   | (33,944)                       | (13,855)  |             | (47,799)   |
| Real estate taxes   | (17,444)                       | (4,339)   |             | (21,783)   |
| Property operating income                                   | 128,917                        | 35,719    |             | 164,636    |
| General and administrative expense                          |                                |           | (11,722)    | (11,722)   |
| Depreciation and amortization                               | (35,040)                       | (15,163)  | (202)       | (50,405)   |
| Other interest income                                       | 353                            | 79        |             | 432        |
| Interest expense  |                                |           | (55,515)    | (55,515)   |
| Income from real estate partnership                         |                                |           | 647         | 647        |
| Income from continuing operations before minority interests | 94,230                         | 20,635    | (66,792)    | 48,073     |
| Minority interests  |                                |           | (2,681)     | (2,681)    |
| Income from discontinued operations                         |                                |           | 2,613       | 2,613      |
| Gain on sale of real estate from discontinued operations    |                                |           | 1,849       | 1,849      |
| Net income  | \$ 94,230                      | \$ 20,635 | \$ (65,011) | \$ 49,854  |

**NOTE K SUBSEQUENT EVENTS**

On July 1, 2008, we paid off the \$9.6 million mortgage loan on Leesburg Plaza which had an original maturity date of October 1, 2008. This loan was repaid with funds borrowed on our \$300 million revolving credit facility.

On July 11, 2008, we acquired the fee interest in 7015 and 7045 Beracasa Way in Boca Raton, Florida, for \$6.7 million. These two buildings total approximately 25,000 square feet and are adjacent to our Del Mar Village shopping center.

On July 15, 2008, we exercised a one-year extension for our \$200 million term note and extended the maturity date to November 6, 2009.

On July 16, 2008, we acquired the fee interest in Phase 2 of Chelsea Commons, which is located in the Boston suburb of Chelsea, Massachusetts, for \$8.0 million. This property includes four pad sites that total approximately 26,000 square feet and is adjacent to our Chelsea Commons property.

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**  
**Forward-Looking Statements**

The following discussion should be read in conjunction with the consolidated interim financial statements and notes thereto appearing in Item 1 of this report and the more detailed information contained in our Annual Report on Form 10-K for the year ended December 31, 2007 filed with the Securities and Exchange Commission on February 27, 2008.

This Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. When we refer to forward-looking statements or information, sometimes we use words such as may, will, could, should, plans, intends, expects, believes, estimates, anticipates. Forward-looking statements are not historical facts or guarantees of future performance and involve certain known and unknown risks, uncertainties, and other factors, many of which are outside our control, that could cause actual results to differ materially from those we describe.

Given these uncertainties, readers are cautioned not to place undue reliance on any forward-looking statements that we make, including those in this Quarterly Report on Form 10-Q. Except as may be required by law, we make no promise to update any of the forward-looking statements as a result of new information, future events or otherwise. You should carefully review the risks and the risk factors included in our Annual Report on Form 10-K for the year ended December 31, 2007, before making any investments in us.

**Overview**

We are an equity real estate investment trust ( REIT ) specializing in the ownership, management, development and redevelopment of high quality retail and mixed-use properties located primarily in densely populated and affluent communities in strategically selected metropolitan markets in the Northeast and Mid-Atlantic regions of the United States, as well as in California. As of June 30, 2008, we owned or had a majority interest in community and neighborhood shopping centers and mixed-use properties which are operated as 83 predominantly retail real estate projects comprising approximately 18.4 million square feet. In total, the real estate projects were 95.8% leased and 94.3% occupied at June 30, 2008. A joint venture in which we own a 30% interest owned seven retail real estate projects totaling approximately 1.0 million square feet as of June 30, 2008. In total, the joint venture properties in which we own an interest were 97.9% leased and 97.7% occupied at June 30, 2008.

**2008 Property Acquisitions**

The following table provides a summary of the significant acquisition we made during the six months ended June 30, 2008:

| Date         | Property        | City, State    | Gross Leasable Area (In square feet) | Purchase Price (In millions) |
|--------------|-----------------|----------------|--------------------------------------|------------------------------|
| May 30, 2008 | Del Mar Village | Boca Raton, FL | 154,000                              | \$ 41.7                      |

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As part of the preliminary purchase price allocation, approximately \$2.6 million and \$6.6 million of the net assets acquired were allocated to other assets for above market leases and liabilities for below market leases, respectively. This allocation will be finalized after various valuation studies are complete.

In conjunction with the acquisition, we entered into a Reverse Section 1031 like-kind exchange agreement with a third party intermediary. The exchange agreement is for a maximum of 180 days and allows us to defer gains on sale of other properties sold within this period. Until the earlier of termination of this exchange agreement or November 26, 2008, the third party intermediary is the legal owner of the property, although we control the property and retain all of the economic benefits and risks associated with the property. This property is held in a variable interest entity for which we are the primary beneficiary. Accordingly, as of May 30, 2008, we consolidated the property and its operations.

#### **2008 Significant Debt, Equity and Other Transactions**

On February 21, 2008, we entered into two interest rate swap agreements to fix the variable portion of our \$200 million term note through November 6, 2008. The first swap fixed the variable rate at 2.725% on a notional amount of \$100 million and the second swap fixed the variable rate at 2.852% on a notional amount of \$100 million for a combined fixed rate of 2.789%. Both swaps were designated and qualified as cash flow hedges and are recorded at fair value, which was a liability of \$46,000 at June 30, 2008.

On June 16, 2008, we received notice that a holder of our 7.48% debentures will redeem \$20.8 million of the outstanding balance on August 15, 2008. The notice period for additional redemptions on the debentures has expired as of June 30, 2008.

#### **Outlook**

We seek growth in earnings, funds from operations, and cash flows primarily through a combination of the following:

growth in our same-center portfolio,

growth in our portfolio from property redevelopments, and

expansion of our portfolio through property acquisitions.

Our same-center growth is primarily driven by increases in rental rates on new leases. The infill nature and strong demographics of our properties provide a strategic advantage allowing us to maintain high occupancy and continue to increase rental rates. We seek to maintain a mix of strong national, regional, and local retailers. At June 30, 2008, no single tenant accounted for more than 2.7% of annualized base rent.

We continue to see a positive impact from redevelopment of our shopping centers. In 2008 and 2009, we have redevelopment projects with projected costs of approximately \$93 million and \$73 million, respectively, stabilizing. As redevelopment properties are completed, spaces that were out of service and newly created spaces begin generating revenue. In addition, spaces that were not out of service and that have expiring leases may generate higher revenue because we generally receive higher rent on new leases at improved centers.

We continue to review acquisition opportunities in our primary markets in the East and West regions that complement our portfolio and provide long term opportunities. Additionally, in May 2008, we acquired our first property in South Florida and continue to evaluate further acquisitions in the South Florida market. Generally, our acquisitions do not initially contribute significantly to earnings growth; however, they provide long term re-leasing growth, redevelopment opportunities, and other strategic opportunities. Any growth from acquisitions is contingent on our ability to find properties that meet our qualitative standards at prices that meet our financial hurdles. Changes in interest rates may affect our success in achieving earnings growth through acquisitions by affecting both the price that must be paid to acquire a property, as well as our ability to economically finance the property acquisition.

The current economic environment may impact the success of our tenants' retail operations and therefore the amount of rent and expense reimbursements we receive from our tenants. Any reduction in our tenants' ability to pay base rent, percentage rent or other charges, including the filing by any of our tenants for bankruptcy protection, may adversely affect our financial condition and results of operations. We believe the locations of our centers and diverse tenant base should minimize the negative impact of the economic environment; however, we continue to monitor our tenants' operating performance as well as trends in the retail industry.

We continue to maintain a strong balance sheet and a conservative capital structure. We seek to maintain a staggered schedule of debt maturities such that a disproportionate amount of debt maturities does not occur in any one year.

At June 30, 2008, the leasable square feet in our shopping centers was 94.3% occupied and 95.8% leased. The leased rate is higher than the occupied rate due to leased spaces that are being redeveloped or improved or that are awaiting permits and, therefore, are not yet ready to be

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occupied. Our occupancy and leased rates are subject to variability over time due to factors including acquisitions, the timing of the start and stabilization of our redevelopment projects, lease expirations and tenant bankruptcies.

**Same-Center**

Throughout this section, we have provided certain information on a same-center basis. Information provided on a same-center basis includes the results of properties that we owned and operated for the entirety of both periods being compared except for properties for which significant development, redevelopment or expansion occurred during either of the periods being compared and properties classified as discontinued operations.

**RESULTS OF OPERATIONS THREE MONTHS ENDED JUNE 30, 2008 AND 2007**

|   | 2008                          | 2007             | Change          |              |
|---|-------------------------------|------------------|-----------------|--------------|
|   | (Dollar amounts in thousands) |                  |                 |              |
|   |                               |                  | Dollars         | %            |
| Rental income   | \$ 123,952                    | \$ 115,281       | \$ 8,671        | 7.5%         |
| Other property income                                       | 4,624                         | 2,546            | 2,078           | 81.6%        |
| Mortgage interest income                                    | 1,118                         | 1,127            | (9)             | -0.8%        |
| <b>Total property revenue</b>                               | <b>129,694</b>                | <b>118,954</b>   | <b>10,740</b>   | <b>9.0%</b>  |
| Rental expenses   | 26,306                        | 23,501           | 2,805           | 11.9%        |
| Real estate taxes   | 14,346                        | 11,215           | 3,131           | 27.9%        |
| <b>Total property expenses</b>                              | <b>40,652</b>                 | <b>34,716</b>    | <b>5,936</b>    | <b>17.1%</b> |
| Property operating income                                   | 89,042                        | 84,238           | 4,804           | 5.7%         |
| Other interest income                                       | 209                           | 207              | 2               | 1.0%         |
| Income from real estate partnership                         | 442                           | 363              | 79              | 21.8%        |
| Interest expense  | (24,476)                      | (28,178)         | 3,702           | -13.1%       |
| General and administrative expense                          | (7,039)                       | (6,114)          | (925)           | 15.1%        |
| Depreciation and amortization                               | (27,795)                      | (25,493)         | (2,302)         | 9.0%         |
| <b>Total other, net</b>                                     | <b>(58,659)</b>               | <b>(59,215)</b>  | <b>556</b>      | <b>-0.9%</b> |
| Income from continuing operations before minority interests | 30,383                        | 25,023           | 5,360           | 21.4%        |
| Minority interests  | (1,409)                       | (1,384)          | (25)            | 1.8%         |
| Income from discontinued operations                         |                               | 1,230            | (1,230)         | -100.0%      |
| Gain on sale of real estate from discontinued operations    |                               | 1,849            | (1,849)         | -100.0%      |
| <b>Net income</b>   | <b>\$ 28,974</b>              | <b>\$ 26,718</b> | <b>\$ 2,256</b> | <b>8.4%</b>  |

**Property Revenues**

Total property revenue increased \$10.7 million, or 9.0%, to \$129.7 million in the three months ended June 30, 2008 compared to \$119.0 million in the three months ended June 30, 2007. The percentage occupied at our shopping centers decreased slightly to 94.3% at June 30, 2008 compared to 94.7% at June 30, 2007. Changes in the components of property revenue are discussed below.

*Rental Income*

Rental income consists primarily of minimum rent, cost reimbursements from tenants and percentage rent. Rental income increased \$8.7 million, or 7.5%, to \$124.0 million in the three months ended June 30, 2008 compared to \$115.3 million in the three months ended June 30, 2007 due primarily to the following:

an increase of \$4.8 million at same-center properties due to increased rental rates on new leases, increased cost reimbursements and increased percentage rent,

an increase of \$2.2 million at redevelopment properties due primarily to increased rental rates on new leases and increased cost reimbursements, and

an increase of \$1.7 million attributable to properties acquired in 2007 and 2008.

*Other Property Income*

Other property income increased \$2.1 million, or 81.6%, to \$4.6 million in the three months ended June 30, 2008 compared to \$2.5 million in the three months ended June 30, 2007. Included in other property income are items which, although recurring, tend to fluctuate more than rental income from period to period, such as lease termination fees. This increase is due primarily to an increase in lease termination fees at same-center and redevelopment properties.

### **Property Expenses**

Total property expenses increased \$5.9 million, or 17.1%, to \$40.7 million in the three months ended June 30, 2008 compared to \$34.7 million in the three months ended June 30, 2007. Changes in the components of property expenses are discussed below.

#### *Rental Expenses*

Rental expenses increased \$2.8 million, or 11.9%, to \$26.3 million in the three months ended June 30, 2008 compared to \$23.5 million in the three months ended June 30, 2007. This increase is due primarily to the following:

an increase of \$1.8 million in repairs and maintenance at same-center and redevelopment properties,

an increase of \$0.5 million attributable to properties acquired in 2007 and 2008, and

an increase of \$0.4 million in bad debt expense at same-center and redevelopment properties, partially offset by

a decrease of \$0.4 million in insurance expense at same-center properties.

As a result of the changes in rental income, rental expenses and other property income described above, rental expenses as a percentage of rental income plus other property income increased to 20.5% in the three months ended June 30, 2008 from 19.9% in the three months ended June 30, 2007.

#### *Real Estate Taxes*

Real estate tax expense increased \$3.1 million, or 27.9%, to \$14.3 million in the three months ended June 30, 2008 compared to \$11.2 million in the three months ended June 30, 2007. This increase is due primarily to an increase of \$2.7 million related to higher tax assessments at same-center and redevelopment properties and an increase of \$0.4 million related to properties acquired in 2007 and 2008.

### **Property Operating Income**

Property operating income increased \$4.8 million, or 5.7%, to \$89.0 million in the three months ended June 30, 2008 compared to \$84.2 million in the three months ended June 30, 2007. This increase is due primarily to the following:

growth in same-center earnings,

earnings attributable to properties acquired in 2007 and 2008, and

growth in earnings at redevelopment properties.

### **Other**

#### *Interest Expense*

Interest expense decreased \$3.7 million, or 13.1%, to \$24.5 million in the three months ended June 30, 2008 compared to \$28.2 million in the three months ended June 30, 2007. This decrease is due primarily to the following:



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a decrease of \$1.6 million due to lower borrowings,

a decrease of \$1.4 million due to the termination of the Mid-Pike and Huntington capital leases on October 26, 2007, as part of the acquisition of the fee interests in these properties, and

a decrease of \$1.3 million due to a lower overall weighted average borrowing rate, partially offset by

a decrease of \$0.7 million in capitalized interest.

Gross interest costs were \$26.0 million and \$30.3 million in the three months ended June 30, 2008 and 2007, respectively. Capitalized interest was \$1.5 million and \$2.2 million in the three months ended June 30, 2008 and 2007, respectively.

### *General and Administrative Expense*

General and administrative expense increased \$0.9 million, or 15.1%, to \$7.0 million in the three months ended June 30, 2008 compared to \$6.1 million in the three months ended June 30, 2007. Approximately \$0.5 million of the increase is due to legal and other fees related to the litigation over a parcel of land adjacent to Santana Row and other legal matters.

*Depreciation and Amortization*

Depreciation and amortization expense increased \$2.3 million, or 9.0%, to \$27.8 million in the three months ended June 30, 2008 from \$25.5 million in the three months ended June 30, 2007. This increase is due primarily to capital improvements at same-center and redevelopment properties.

*Income from Discontinued Operations*

Income from discontinued operations represents the operating income of properties that have been disposed or will be disposed, which is required to be reported separately from results of ongoing operations. No properties were sold for the three months ended June 30, 2008. The reported operating income of \$1.2 million for the three months ended June 30, 2007, represents the operating income for the period during which we owned properties sold in 2007.

*Gain on Sale of Real Estate from Discontinued Operations*

No properties were sold in the three months ended June 30, 2008. The gain on sale of real estate from discontinued operations of \$1.8 million for the three months ended June 30, 2007 was due to the sales of Bath Shopping Center, Key Road Plaza and Riverside Plaza.

**Segment Results**

We operate our business on an asset management model, where asset management teams are responsible for a portfolio of assets. We manage our portfolio as two operating regions: East and West. Asset management teams consist of asset managers, leasing agents, development staff and financial personnel, each of whom has responsibility for a distinct portfolio.

The following table provides selected key segment data for the three months ended June 30, 2008 and 2007. The results of properties classified as discontinued operations have been excluded for rental income, total revenue and property operating income from the following table.

|   | <b>Three Months Ended June 30,</b>            |             |
|---|---|-------------|
|   | <b>2008</b>                                   | <b>2007</b> |
|   | <b>(Dollars and square feet in thousands)</b> |             |
| <b>East</b>   |   |             |
| Rental income   | \$ 96,935                                     | \$ 89,205   |
| Total revenue   | \$ 101,377                                    | \$ 91,743   |
| Property operating income (1)                           | \$ 71,327                                     | \$ 66,505   |
| Property operating income as a percent of total revenue | 70.4%   | 72.5%       |
| Gross leasable area (square feet)                       | 15,769  | 16,842      |
| <b>West</b>   |   |             |
| Rental income   | \$ 27,017                                     | \$ 26,076   |
| Total revenue   | \$ 28,317                                     | \$ 27,211   |
| Property operating income (1)                           | \$ 17,715                                     | \$ 17,733   |
| Property operating income as a percent of total revenue | 62.6%   | 65.2%       |
| Gross leasable area (square feet)                       | 2,630   | 2,626       |

- (1) Property operating income consists of rental income, other property income and mortgage interest income, less rental expenses and real estate taxes. This measure is used internally to evaluate the performance of our regional operations, and we consider it to be a significant measure.

*East*

Rental income for the East region increased \$7.7 million, or 8.7%, to \$96.9 million in the three months ended June 30, 2008 compared to \$89.2 million in the three months ended June 30, 2007 due primarily to the following:

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an increase of \$4.0 million at same-center properties due primarily to increased rental rates on new leases and increased cost reimbursements,

an increase of \$2.0 million at redevelopment properties, and

an increase of \$1.7 million attributable to properties acquired in 2007 and 2008.

Property operating income for the East region increased \$4.8 million due primarily to the increase in rental income discussed above and an increase in lease termination income. These increases in income were partially offset by a \$2.1 million increase in rental expense due to increases in expenses at same-center and redevelopment properties and the acquisition of properties, and a

\$2.7 million increase in real estate taxes due primarily to higher assessments and tax rates on our same-center and redevelopment properties and property acquisitions. As a result of these changes, the ratio of property operating income to total revenue for the East region decreased to 70.4% in the three months ended June 30, 2008 from 72.5% in the three months ended June 30, 2007. The gross leaseable area in the East region decreased 1.1 million square feet due primarily to the sale of six properties in New Jersey in October 2007, the results of which are included in discontinued operations.

*West*

Rental income for the West region increased \$0.9 million, or 3.6%, to \$27.0 million in the three months ended June 30, 2008 from \$26.1 million in the three months ended June 30, 2007 due primarily to the following:

an increase of \$0.8 million at same-center properties due primarily to increased residential rental rates at Santana Row, increased rental rates on new retail leases, and increased percentage rent, and

an increase of \$0.2 million at redevelopment projects.

Property operating income for the West region remained constant at \$17.7 million due primarily to the increase in rental income discussed above offset by a \$0.4 million increase in demolition costs in connection with a redevelopment project and a \$0.7 million increase in other rental expenses and real estate taxes. As a result of these changes, the ratio of property operating income to total revenue for the West region decreased to 62.6% in the three months ended June 30, 2008 from 65.2% in the three months ended June 30, 2007.

**RESULTS OF OPERATIONS SIX MONTHS ENDED JUNE 30, 2008 AND 2007**

|  | 2008             | 2007             | Change          |              |
|--|------------------|------------------|-----------------|--------------|
|  |                  |                  | Dollars         | %            |
| (Dollar amounts in thousands)                                      |                  |                  |                 |              |
| Rental income  | \$ 246,673       | \$ 227,045       | \$ 19,628       | 8.6%         |
| Other property income  | 8,010            | 4,916            | 3,094           | 62.9%        |
| Mortgage interest income   | 2,234            | 2,257            | (23)            | -1.0%        |
| <b>Total property revenue</b>                                      | <b>256,917</b>   | <b>234,218</b>   | <b>22,699</b>   | <b>9.7%</b>  |
| Rental expenses  | 53,633           | 47,799           | 5,834           | 12.2%        |
| Real estate taxes  | 26,909           | 21,783           | 5,126           | 23.5%        |
| <b>Total property expenses</b>                                     | <b>80,542</b>    | <b>69,582</b>    | <b>10,960</b>   | <b>15.8%</b> |
| Property operating income  | 176,375          | 164,636          | 11,739          | 7.1%         |
| Other interest income  | 550              | 432              | 118             | 27.3%        |
| Income from real estate partnership                                | 773              | 647              | 126             | 19.5%        |
| Interest expense   | (48,829)         | (55,515)         | 6,686           | -12.0%       |
| General and administrative expense                                 | (13,973)         | (11,722)         | (2,251)         | 19.2%        |
| Depreciation and amortization                                      | (53,195)         | (50,405)         | (2,790)         | 5.5%         |
| <b>Total other, net</b>  | <b>(114,674)</b> | <b>(116,563)</b> | <b>1,889</b>    | <b>-1.6%</b> |
| <b>Income from continuing operations before minority interests</b> | <b>61,701</b>    | <b>48,073</b>    | <b>13,628</b>   | <b>28.3%</b> |
| Minority interests   | (2,741)          | (2,681)          | (60)            | 2.2%         |
| Income from discontinued operations                                |                  | 2,613            | (2,613)         | -100.0%      |
| Gain on sale of real estate from discontinued operations           |                  | 1,849            | (1,849)         | -100.0%      |
| <b>Net income</b>  | <b>\$ 58,960</b> | <b>\$ 49,854</b> | <b>\$ 9,106</b> | <b>18.3%</b> |

**Property Revenues**

Total property revenue increased \$22.7 million, or 9.7%, to \$256.9 million in the six months ended June 30, 2008 compared to \$234.2 million in the six months ended June 30, 2007. The percentage occupied at our shopping centers decreased slightly to 94.3% at June 30, 2008 compared to 94.7% at June 30, 2007. Changes in the components of property revenue are discussed below.

*Rental Income*

Rental income consists primarily of minimum rent, cost reimbursements from tenants and percentage rent. Rental income increased \$19.6 million, or 8.6%, to \$246.7 million in the six months ended June 30, 2008 compared to \$227.0 million in the six months ended June 30, 2007 due primarily to the following:

an increase of \$8.9 million attributable to properties acquired in 2007 and 2008,

an increase of \$7.2 million at same-center properties due to increased rental rates on new leases, increased cost reimbursements and increased percentage rent, and

an increase of \$3.6 million at redevelopment properties due primarily to increased rental rates on new leases and increased cost reimbursements.

#### *Other Property Income*

Other property income increased \$3.1 million, or 62.9%, to \$8.0 million in the six months ended June 30, 2008 compared to \$4.9 million in the six months ended June 30, 2007. Included in other property income are items which, although recurring, tend to fluctuate more than rental income from period to period, such as lease termination fees. This increase is due primarily to an increase in lease termination fees at same-center and redevelopment properties.

#### **Property Expenses**

Total property expenses increased \$11.0 million, or 15.8%, to \$80.5 million in the six months ended June 30, 2008 compared to \$69.6 million in the six months ended June 30, 2007. Changes in the components of property expenses are discussed below.

#### *Rental Expenses*

Rental expenses increased \$5.8 million, or 12.2%, to \$53.6 million in the six months ended June 30, 2008 compared to \$47.8 million in the six months ended June 30, 2007. This increase is due primarily to the following:

an increase of \$2.5 million in repairs and maintenance at same-center and redevelopment properties,

an increase of \$2.0 million attributable to properties acquired in 2007 and 2008,

an increase of \$0.8 million in marketing expense at redevelopment properties,

an increase of \$0.8 million in bad debt expense at same-center and redevelopment properties, partially offset by

a decrease of \$0.7 million in insurance expense at same-center properties.

As a result of the changes in rental income, rental expenses and other property income described above, rental expenses as a percentage of rental income plus other property income increased to 21.1% in the six months ended June 30, 2008 from 20.6% in the six months ended June 30, 2007.

#### *Real Estate Taxes*

Real estate tax expense increased \$5.1 million, or 23.5%, to \$26.9 million in the six months ended June 30, 2008 compared to \$21.8 million in the six months ended June 30, 2007. This increase is due primarily to an increase of \$3.3 million related to higher tax assessments at same-center and redevelopment properties and an increase of \$1.8 million related to properties acquired in 2007 and 2008.

#### **Property Operating Income**

Property operating income increased \$11.7 million, or 7.1%, to \$176.4 million in the six months ended June 30, 2008 compared to \$164.6 million in the six months ended June 30, 2007. This increase is due primarily to the following:

earnings attributable to properties acquired in 2007 and 2008,

growth in same-center earnings, and

growth in earnings at redevelopment properties.

**Other**

*Interest Expense*

Interest expense decreased \$6.7 million, or 12.0%, to \$48.8 million in the six months ended June 30, 2008 compared to \$55.5 million in the six months ended June 30, 2007. This decrease is due primarily to the following:

a decrease of \$2.9 million due to the termination of the Mid-Pike and Huntington capital leases on October 26, 2007, as part of the acquisition of the fee interests in these properties,

a decrease of \$2.4 million due to a lower overall weighted average borrowing rate, and

a decrease of \$2.2 million due to lower borrowings,

partially offset by

a decrease of \$0.8 million in capitalized interest.

Gross interest costs were \$52.1 million and \$59.6 million in the six months ended June 30, 2008 and 2007, respectively. Capitalized interest was \$3.3 million and \$4.1 million in the six months ended June 30, 2008 and 2007, respectively.

#### *General and Administrative Expense*

General and administrative expense increased \$2.3 million, or 19.2%, to \$14.0 million in the six months ended June 30, 2008 compared to \$11.7 million in the six months ended June 30, 2007. Approximately \$1.4 million of the increase is due to legal and other fees related to the litigation over a parcel of land adjacent to Santana Row and other legal matters.

#### *Depreciation and Amortization*

Depreciation and amortization expense increased \$2.8 million, or 5.5%, to \$53.2 million in the six months ended June 30, 2008 from \$50.4 million in the six months ended June 30, 2007. This increase is due primarily to acquisitions and capital improvements at same-center and redevelopment properties.

#### *Income from Discontinued Operations*

Income from discontinued operations represents the operating income of properties that have been disposed or will be disposed, which is required to be reported separately from results of ongoing operations. No properties were sold for the six months ended June 30, 2008. The reported operating income of \$2.6 million for the six months ended June 30, 2007, represents the operating income for the period during which we owned properties sold in 2007.

#### *Gain on Sale of Real Estate from Discontinued Operations*

No properties were sold in the six months ended June 30, 2008. The gain on sale of real estate from discontinued operations of \$1.8 million for the six months ended June 30, 2007 was due to the sales of Bath Shopping Center, Key Road Plaza and Riverside Plaza.

### **Segment Results**

We operate our business on an asset management model, where asset management teams are responsible for a portfolio of assets. We manage our portfolio as two operating regions: East and West. Asset management teams consist of asset managers, leasing agents, development staff and financial personnel, each of whom has responsibility for a distinct portfolio.

The following table provides selected key segment data for the six months ended June 30, 2008 and 2007. The results of properties classified as discontinued operations have been excluded for rental income, total revenue and property operating income from the following table.

|   | <b>Six Months Ended June 30,</b>              |             |
|---|---|-------------|
|   | <b>2008</b>                                   | <b>2007</b> |
|   | <b>(Dollars and square feet in thousands)</b> |             |
| <b>East</b>   |   |             |
| Rental income   | \$ 192,392                                    | \$ 175,470  |
| Total revenue   | \$ 200,369                                    | \$ 180,305  |
| Property operating income (1)                           | \$ 139,683                                    | \$ 128,917  |
| Property operating income as a percent of total revenue | 69.7%   | 71.5%       |
| Gross leasable area (square feet)                       | 15,769  | 16,842      |
| <b>West</b>   |   |             |
| Rental income   | \$ 54,281                                     | \$ 51,575   |
| Total revenue   | \$ 56,548                                     | \$ 53,913   |
| Property operating income (1)                           | \$ 36,692                                     | \$ 35,719   |
| Property operating income as a percent of total revenue | 64.9%   | 66.3%       |



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|                                   |       |       |
|-----------------------------------|-------|-------|
| Gross leasable area (square feet) | 2,630 | 2,626 |
|-----------------------------------|-------|-------|

- (1) Property operating income consists of rental income, other property income and mortgage interest income, less rental expenses and real estate taxes. This measure is used internally to evaluate the performance of our regional operations, and we consider it to be a significant measure.

*East*

Rental income for the East region increased \$16.9 million, or 9.6%, to \$192.4 million in the six months ended June 30, 2008 compared to \$175.5 million in the six months ended June 30, 2007 due primarily to the following:

an increase of \$8.7 million attributable to properties acquired in 2007 and 2008,

an increase of \$5.2 million at same-center properties due primarily to increased rental rates on new leases and increased cost reimbursements, and

an increase of \$3.1 million at redevelopment properties.

Property operating income for the East region increased \$10.8 million due primarily to the increase in rental income discussed above and an increase in lease termination income. These increases in income were partially offset by a \$4.9 million increase in rental expense due to the acquisition of properties and increases in expenses at same-center and redevelopment properties, and a \$4.4 million increase in real estate taxes due primarily to the acquisition of properties and higher assessments on our same-center properties. As a result of these changes, the ratio of property operating income to total revenue for the East region decreased to 69.7% in the six months ended June 30, 2008 from 71.5% in the six months ended June 30, 2007. The gross leaseable area in the East region decreased 1.1 million square feet due primarily to the sale of six properties in New Jersey in October 2007, the results of which are included in discontinued operations.

*West*

Rental income for the West region increased \$2.7 million, or 5.2%, to \$54.3 million in the six months ended June 30, 2008 from \$51.6 million in the six months ended June 30, 2007 due primarily to the following:

an increase of \$2.0 million at same-center properties due primarily to increased residential rental rates at Santana Row, increased rental rates on new retail leases, and increased percentage rent,

an increase of \$0.5 million at redevelopment projects, and

an increase of \$0.1 million attributable to a property acquired in 2007.

Property operating income for the West region increased \$1.0 million due primarily to the increase in rental income discussed above partially offset by a \$0.2 million increase in demolition costs in connection with redevelopment and a \$1.5 million increase in other rental expenses and real estate taxes. As a result of these changes, the ratio of property operating income to total revenue for the West region decreased to 64.9% in the six months ended June 30, 2008 from 66.3% in the six months ended June 30, 2007.

**New Accounting Standards**

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* ( SFAS No. 157 ). SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS No. 157 applies to accounting pronouncements that require or permit fair value measurements, except for share-based payments under SFAS No. 123(R). We adopted the recognition and disclosure provisions of SFAS No. 157 for financial assets and financial liabilities and for nonfinancial assets and nonfinancial liabilities that are re-measured at least annually effective January 1, 2008; the adoption did not have a material impact on our financial position, results of operations or cash flows. In accordance with FSP SFAS No. 157-2, *Effective Date of FASB Statement No. 157*, we are required to adopt the provisions of SFAS No. 157 for all other nonfinancial assets and nonfinancial liabilities effective January 1, 2009 and do not expect the adoption to have a material impact on our financial position, results of operations or cash flows.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115* ( SFAS No. 159 ). This standard permits entities to choose to measure many financial instruments and

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certain other items at fair value and is effective for the first fiscal year beginning after November 15, 2007. We did not make this fair value election when we adopted SFAS No. 159 effective January 1, 2008, and, therefore, it did not have an impact on our financial position, results of operations, or cash flows.

In March 2008, the FASB issued SFAS No. 161, Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133 ( SFAS No. 161 ). SFAS No. 161 requires enhanced disclosures about an entity's derivative instruments and hedging activities and is effective for fiscal years beginning after November 15, 2008. We do not expect the adoption of SFAS No. 161 to have a material impact on our consolidated financial statements.

### **Liquidity and Capital Resources**

Due to the nature of our business and strategy, we generally generate significant amounts of cash from operations. The cash generated from operations is primarily paid to our shareholders in the form of dividends. As a REIT, we must generally make annual distributions to shareholders of at least 90% of our REIT taxable income.

Our short-term liquidity requirements consist primarily of obligations under our capital and operating leases, normal recurring operating expenses, regular debt service requirements (including debt service relating to additional or replacement debt, as well as scheduled debt maturities), recurring expenditures, non-recurring expenditures (such as tenant improvements and redevelopments) and dividends to common and preferred shareholders. Overall capital requirements in 2008 will depend upon acquisition opportunities, the level of improvements and redevelopments on existing properties and the timing and cost of development of future phases of existing properties.

Our long-term capital requirements consist primarily of maturities under our long-term debt, development and redevelopment costs and potential acquisitions. We expect to fund these through a combination of sources which we believe will be available to us, including additional and replacement secured and unsecured borrowings, issuance of additional equity, joint venture relationships relating to existing properties or new acquisitions and property dispositions.

The cash needed to execute our strategy and invest in new properties, as well as to pay our debt at maturity, must come from one or more of the following sources:

cash provided by operations that is not distributed to shareholders,

proceeds from the issuance of new debt or equity securities, or

proceeds from property dispositions.

It is management's intention that we continually have access to the capital resources necessary to expand and develop our business. As a result, we intend to operate with and maintain a conservative capital structure that will allow us to maintain strong debt service coverage and fixed-charge coverage ratios as part of our commitment to investment-grade debt ratings. We may, from time to time, seek to obtain funds by the following means:

additional equity offerings,

unsecured debt financing and/or mortgage financings, and

other debt and equity alternatives, including formation of joint ventures, in a manner consistent with our intention to operate with a conservative debt structure.

The following factors could affect our ability to meet our liquidity requirements:

we may be unable to obtain debt or equity financing on favorable terms, or at all, as a result of our financial condition or market conditions at the time we seek additional financing;

restrictions in our debt instruments or preferred stock equity may prohibit us from incurring debt or issuing equity at all or on acceptable terms under then-prevailing market conditions; and

we may be unable to service additional or replacement debt due to increases in interest rates or a decline in our operating performance.

We seek to maintain a staggered schedule of debt maturities such that a disproportionate amount of debt maturities does not occur in any one year. In July 2008, we extended the maturity date of our \$200 million term loan from November 6, 2008 to November 6, 2009. Consistent therewith, as of June 30, 2008, we had approximately \$35 million of debt maturities occurring through December 31, 2008.

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Cash and cash equivalents were \$20.3 million at June 30, 2008, which is a \$30.4 million decrease from the balance of cash and cash equivalents at December 31, 2007. Cash and cash equivalents are not a good indicator of our liquidity. We have a \$300.0 million unsecured revolving credit facility that matures July 27, 2010, subject to a one-year extension at our option. We utilize our revolving credit facility to finance the initial acquisition of properties and meet other short-term working capital requirements.

*Summary of Cash Flows*

|  | Six Months Ended June 30, |            |
|--|---------------------------|------------|
|  | 2008                      | 2007       |
|  | (In thousands)            |            |
| Cash provided by operating activities            | \$ 122,983                | \$ 110,231 |
| Cash used in investing activities                | (109,657)                 | (92,747)   |
| Cash used in financing activities                | (43,736)                  | (17,261)   |
| (Decrease) increase in cash and cash equivalents | (30,410)                  | 223        |
| Cash and cash equivalents, beginning of year     | 50,691                    | 11,495     |
| Cash and cash equivalents, end of period         | \$ 20,281                 | \$ 11,718  |

Net cash provided by operating activities increased \$12.8 million to \$123.0 million during the six months ended June 30, 2008 from \$110.2 million during the six months ended June 30, 2007. The increase was primarily attributable to \$12.9 million higher net income before gain on sale of real estate, income from real estate partnership, depreciation and amortization, minority interests, and other non-cash expenses.

Net cash used in investing activities increased \$16.9 million to \$109.7 million during the six months ended June 30, 2008 from \$92.7 million during the six months ended June 30, 2007. The increase was primarily attributable to:

\$51.9 million decrease in proceeds from sale of real estate, partially offset by

\$20.4 million decrease in contributions to our unconsolidated real estate partnership due to acquisitions by the real estate partnership in 2007,

\$8.7 million decrease in capital expenditures, and

\$6.9 million decrease in acquisitions of real estate.

Net cash used in financing activities increased \$26.5 million to \$43.7 million during the six months ended June 30, 2008 from \$17.3 million during the six months ended June 30, 2007. The increase was primarily attributable to:

\$20.0 million decrease in net borrowings on our revolving credit facility and

\$7.7 million increase in dividends paid to shareholders due to an increase in the dividend rate and increased number of shares outstanding.

*Off-Balance Sheet Arrangements*

We are joint venture partners in eight restaurants at Santana Row. Our investment balance in the restaurant joint ventures was approximately \$7.9 million at June 30, 2008 and December 31, 2007. Our equity in earnings from the restaurant joint ventures was \$0.5 million and \$0.9 million for the six months ended June 30, 2008 and 2007, respectively.

We have a joint venture arrangement ( the Partnership ) with affiliates of a discretionary fund created and advised by ING Clarion ( Clarion ). We own 30% of the equity in the Partnership, and Clarion owns 70%. We are the manager of the Partnership and its properties, earning fees for

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acquisitions, management, leasing and financing. We also have the opportunity to receive performance-based earnings through our Partnership interest. We account for our interest in the Partnership using the equity method. In total, at June 30, 2008, the Partnership had \$81.5 million of mortgages payable outstanding.

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*Debt Financing Arrangements*

The following is a summary of our total debt outstanding as of June 30, 2008:

| Description of Debt                | Original Debt Issued | Principal Balance as of June 30, 2008 | Stated Interest Rate as of June 30, 2008 | Maturity Date     |
|------------------------------------|----------------------|---------------------------------------|--|-------------------|
| (Dollars in thousands)             |                      |                                       |  |                   |
| <b>Mortgage loans (1)</b>          |                      |                                       |  |                   |
| <i>Secured fixed rate</i>          |                      |                                       |  |                   |
| Leesburg Plaza (2)                 | \$ 9,900             | \$ 9,564                              | 6.510%                                   | October 1, 2008   |
| 164 E. Houston Street              | 345                  | 19                                    | 7.500%                                   | October 6, 2008   |
| White Marsh Other                  | Acquired             | 1,131                                 | 6.060%                                   | December 31, 2008 |
| Mercer Mall                        | Acquired             | 4,409                                 | 8.375%                                   | April 1, 2009     |
| Federal Plaza                      | 36,500               | 33,400                                | 6.750%                                   | June 1, 2011      |
| Tysons Station                     | 7,000                | 6,138                                 | 7.400%                                   | September 1, 2011 |
| White Marsh Plaza (3)              | Acquired             | 10,248                                | 6.040%                                   | April 1, 2013     |
| Crow Canyon                        | Acquired             | 21,404                                | 5.400%                                   | August 11, 2013   |
| Melville Mall (4)                  | Acquired             | 24,780                                | 5.250%                                   | September 1, 2014 |
| THE AVENUE at White Marsh          | Acquired             | 60,533                                | 5.460%                                   | January 1, 2015   |
| Barracks Road                      | 44,300               | 41,712                                | 7.950%                                   | November 1, 2015  |
| Hauppauge                          | 16,700               | 15,724                                | 7.950%                                   | November 1, 2015  |
| Lawrence Park                      | 31,400               | 29,565                                | 7.950%                                   | November 1, 2015  |
| Wildwood                           | 27,600               | 25,987                                | 7.950%                                   | November 1, 2015  |
| Wynnewood                          | 32,000               | 30,130                                | 7.950%                                   | November 1, 2015  |
| Brick Plaza                        | 33,000               | 30,907                                | 7.415%                                   | November 1, 2015  |
| Shoppers World                     | Acquired             | 5,918                                 | 5.910%                                   | January 31, 2021  |
| Mount Vernon (5)                   | 13,250               | 11,803                                | 5.660%                                   | April 15, 2028    |
| Chelsea                            | Acquired             | 8,182                                 | 5.360%                                   | January 15, 2031  |
| Subtotal                           |                      | 371,554                               |  |                   |
| Net unamortized discount           |                      | (612)                                 |  |                   |
| Total mortgage loans               |                      | 370,942                               |  |                   |
| <b>Notes payable</b>               |                      |                                       |  |                   |
| <i>Unsecured fixed rate</i>        |                      |                                       |  |                   |
| Term note (6)                      | 200,000              | 200,000                               | LIBOR + 0.575%                           | November 6, 2009  |
| Other                              | 2,221                | 2,223                                 | 6.50%                                    | April 1, 2012     |
| Perring Plaza renovation           | 3,087                | 1,310                                 | 10.000%                                  | January 31, 2013  |
| <i>Unsecured variable rate</i>     |                      |                                       |  |                   |
| Revolving credit facility (7)      | 300,000              | 29,000                                | LIBOR + 0.425%                           | July 27, 2010     |
| Escondido (Municipal bonds) (8)    | 9,400                | 9,400                                 | 2.125%                                   | October 1, 2016   |
| Total notes payable                |                      | 241,933                               |  |                   |
| <b>Senior notes and debentures</b> |                      |                                       |  |                   |
| <i>Unsecured fixed rate</i>        |                      |                                       |  |                   |
| 8.75% notes                        | 175,000              | 175,000                               | 8.750%                                   | December 1, 2009  |
| 4.50% notes                        | 75,000               | 75,000                                | 4.500%                                   | February 15, 2011 |
| 6.00% notes                        | 175,000              | 175,000                               | 6.000%                                   | July 15, 2012     |
| 5.40% notes                        | 135,000              | 135,000                               | 5.400%                                   | December 1, 2013  |
| 5.65% notes                        | 125,000              | 125,000                               | 5.650%                                   | June 1, 2016      |
| 6.20% notes                        | 200,000              | 200,000                               | 6.200%                                   | January 15, 2017  |
| 7.48% debentures (9)               | 50,000               | 50,000                                | 7.480%                                   | August 15, 2026   |
| 6.82% medium term notes            | 40,000               | 40,000                                | 6.820%                                   | August 1, 2027    |



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|   |                     |         |                      |
|---|---------------------|---------|----------------------|
| Subtotal  | 975,000             |         |                      |
| Net unamortized premium                         | 2,470               |         |                      |
| Total senior notes and debentures               | 977,470             |         |                      |
| <b>Capital lease obligations</b>                |                     |         |                      |
| Various   | 75,589              | Various | Various through 2106 |
| <b>Total debt and capital lease obligations</b> | <b>\$ 1,665,934</b> |         |                      |

- 1) Mortgage loans do not include our 30% share (\$24.4 million) of the \$81.5 million debt of the partnership with Clarion Lion Properties Fund.
- 2) This mortgage loan and accrued interest were paid off on July 1, 2008.
- 3) The interest rate of 6.04% represents the weighted average interest rate for two mortgage loans secured by this property. The loan balance represents an interest only loan of \$4.35 million at a stated rate of 6.18% and the remaining balance at a stated rate of 5.96%.
- 4) We acquired control of Melville Mall through a 20-year master lease and secondary financing. Because we control this property and retain substantially all of the economic benefit and risk associated with it, this property is consolidated and the mortgage loan is reflected on the balance sheet, though it is not our legal obligation.
- 5) The interest rate is fixed at 5.66% for the first ten years and then will be reset to a market rate in 2013. The lender has the option to call the loan on April 15, 2013 or any time thereafter.
- 6) In July 2008, we exercised our option and extended the maturity date from November 6, 2008 to November 6, 2009. On February 21, 2008, we entered into two interest rate swap agreements to fix the variable portion of this debt through November 6, 2008. The first swap fixed the variable rate at 2.725% on a notional amount of \$100 million and the second swap fixed the variable rate at 2.852% on a notional amount of \$100 million for a combined fixed rate of 2.789%. The weighted average effective interest rate, before amortization of debt fees, was 3.41% and 3.81% for the three and six months ended June 30, 2008, respectively.
- 7) The maximum amount drawn under our revolving credit facility during both the three and six months ended June 30, 2008 was \$48.0 million. The weighted average effective interest rate on borrowings under our revolving credit facility, before amortization of debt fees, was 2.98% and 3.04% for the three and six months ended June 30, 2008, respectively. This credit facility is subject to a one-year extension at our option.
- 8) The bonds require monthly interest only payments through maturity. The bonds bear interest at a variable rate determined weekly, which would enable the bonds to be remarketed at 100% of their principal amount. The property is not encumbered by a lien.
- 9) On August 15, 2008, the debentures are redeemable by the holders thereof at the original purchase price of \$1,000 per debenture. On June 16, 2008, we received notice that one of the holders will redeem \$20.8 million on August 15, 2008. The notice period for additional redemptions has expired.

Our credit facility and other debt agreements include financial and other covenants that may limit our operating activities in the future. As of June 30, 2008, we were in compliance with all of the financial and other covenants. If we were to breach any of our debt covenants and did not cure the breach within any applicable cure period, our lenders could require us to repay the debt immediately and, if the debt is secured, could immediately begin proceedings to take possession of the property securing the loan. Many of our debt arrangements, including our public notes and our credit facility, are cross-defaulted, which means that the lenders under those debt arrangements can put us in default and require immediate repayment of their debt if we breach and fail to cure a covenant or default under certain of our other debt obligations. As a result, any default under our debt covenants could have an adverse effect on our financial condition, our results of operations, our ability to meet our obligations and the market value of our shares.

The following is a summary of our debt maturities as of June 30, 2008:

| Secured | Unsecured | Total |
|---------|-----------|-------|
|---------|-----------|-------|

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|                         | <b>Capital Lease</b>  |                  |                     |                        |
|-------------------------|-----------------------|------------------|---------------------|------------------------|
|                         | <b>(In thousands)</b> |                  |                     |                        |
| Remainder of 2008       | \$ 13,808             | \$ 556           | \$ 20,854(1)        | \$ 35,218              |
| 2009                    | 11,232                | 1,216            | 376,141(2)          | 388,589                |
| 2010                    | 7,344                 | 1,305            | 29,861(3)           | 38,510                 |
| 2011                    | 44,646                | 1,399            | 75,720              | 121,765                |
| 2012                    | 7,460                 | 1,500            | 175,728             | 184,688                |
| 2013 and thereafter (3) | 287,064               | 69,613           | 538,629             | 895,306                |
|                         | <b>\$ 371,554</b>     | <b>\$ 75,589</b> | <b>\$ 1,216,933</b> | <b>\$ 1,664,076(4)</b> |

Our organizational documents do not limit the level or amount of debt that we may incur.

- 1) Includes \$20.8 million of unsecured debt that was put to us by one of the holders and is due on August 15, 2008.
- 2) Includes \$200 million outstanding on our term note. In July 2008, we exercised the extension option on the term note such that the maturity date is now November 6, 2009.
- 3) Our \$300 million four-year revolving credit facility is subject to a one-year extension at our option. As of June 30, 2008, there was \$29.0 million drawn under this credit facility.
- 4) Includes \$10.0 million under the Mount Vernon mortgage loan that may be required to be paid on or after April 15, 2013.

- 4) The total debt maturities differs from the total reported on the consolidated balance sheet due to the unamortized net premium or discount on certain mortgage loans, senior notes and debentures as of June 30, 2008.

*Interest Rate Hedging*

We use derivative instruments to manage exposure to variable interest rate risk. We generally enter into interest rate swaps to manage our exposure to variable interest rate risk and treasury locks to manage the risk of interest rates rising prior to the issuance of debt. We enter into derivative instruments that qualify as cash flow hedges under SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities and do not enter into derivative instruments for speculative purposes.

On February 21, 2008, we entered into two interest rate swap agreements to fix the variable portion of our \$200 million term note through November 6, 2008. The first swap fixed the variable rate at 2.725% on a notional amount of \$100 million and the second swap fixed the variable rate at 2.852% on a notional amount of \$100 million for a combined fixed rate of 2.789%. Both swaps were designated and qualified as cash flow hedges and are recorded at fair value.

We assess effectiveness of our cash flow hedges both at inception and on an ongoing basis. The effective portion of changes in fair value of our cash flow hedges is recorded in other comprehensive income, and the ineffective portion of changes in the fair value of our cash flow hedges is recognized in earnings in the period affected. Hedge ineffectiveness did not have an impact on earnings for the six months ended June 30, 2008. The fair value of these swaps at June 30, 2008 is a liability of \$46,000, which is included in accounts payable and accrued expenses on the balance sheet and accumulated other comprehensive loss in the statement of shareholders' equity. The fair value of the interest rate swap agreements are based upon the estimated amounts we would receive or pay to terminate the contracts at the reporting date and are determined using interest rate market pricing models and observable inputs. Amounts reported in accumulated other comprehensive loss will be reclassified to interest expense as interest payments are made on the variable rate debt through the termination date of November 6, 2008.

**Funds From Operations**

Funds from operations ( FFO ) is a supplemental non-GAAP financial measure of real estate companies' operating performance. The National Association of Real Estate Investment Trusts ( NAREIT ) defines FFO as follows: net income, computed in accordance with the U.S. GAAP, plus depreciation and amortization of real estate assets and excluding extraordinary items and gains and losses on the sale of real estate. We compute FFO in accordance with the NAREIT definition, and we have historically reported our FFO available for common shareholders in addition to our net income and net cash provided by operating activities. It should be noted that FFO:

does not represent cash flows from operating activities in accordance with GAAP (which, unlike FFO, generally reflects all cash effects of transactions and other events in the determination of net income);

should not be considered an alternative to net income as an indication of our performance; and

is not necessarily indicative of cash flow as a measure of liquidity or ability to fund cash needs, including the payment of dividends. We consider FFO available for common shareholders a meaningful, additional measure of operating performance primarily because it excludes the assumption that the value of the real estate assets diminishes predictably over time, as implied by the historical cost convention of GAAP and the recording of depreciation. We use FFO primarily as one of several means of assessing our operating performance in comparison with other REITs. Comparison of our presentation of FFO to similarly titled measures for other REITs may not necessarily be meaningful due to possible differences in the application of the NAREIT definition used by such REITs.

An increase or decrease in FFO available for common shareholders does not necessarily result in an increase or decrease in aggregate distributions because our Board of Trustees is not required to increase distributions on a quarterly basis unless necessary for us to maintain REIT status. However, we must distribute at least 90% of our REIT taxable income (including net capital gain) to remain qualified as a REIT. Therefore, a significant increase in FFO will generally require an increase in distributions to shareholders although not necessarily on a proportionate basis.

The reconciliation of net income to FFO available for common shareholders is as follows:

|  | Three Months Ended<br>June 30,        |           | Six Months Ended<br>June 30, |            |
|--|---------------------------------------|-----------|------------------------------|------------|
|  | 2008                                  | 2007      | 2008                         | 2007       |
|  | (In thousands, except per share data) |           |                              |            |
| Net income   | \$ 28,974                             | \$ 26,718 | \$ 58,960                    | \$ 49,854  |
| Gain on sale of real estate  |                                       | (1,849)   |                              | (1,849)    |
| Depreciation and amortization of real estate assets                        | 25,050                                | 24,317    | 48,000                       | 48,259     |
| Amortization of initial direct costs of leases                             | 2,283                                 | 2,107     | 4,305                        | 4,177      |
| Depreciation of joint venture real estate assets                           | 331                                   | 323       | 661                          | 591        |
| Funds from operations  | 56,638                                | 51,616    | 111,926                      | 101,032    |
| Dividends on preferred stock   | (135)                                 | (135)     | (271)                        | (171)      |
| Income attributable to operating partnership units                         | 231                                   | 399       | 463                          | 644        |
| Funds from operations available for common shareholders                    | \$ 56,734                             | \$ 51,880 | \$ 112,118                   | \$ 101,505 |
| Weighted average number of common shares, diluted (1)                      | 59,311                                | 57,149    | 59,251                       | 56,750     |
| Funds from operations available for common shareholders, per diluted share | \$ 0.96                               | \$ 0.91   | \$ 1.89                      | \$ 1.79    |

- (1) The weighted average common shares used to compute FFO per diluted common share includes operating partnership units that were excluded from the computation of diluted EPS. Conversion of these operating partnership units is dilutive in the computation of FFO per diluted common share but is anti-dilutive in the computation of diluted EPS for the periods presented.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our use of financial instruments, such as debt instruments, subjects us to market risk which may affect our future earnings and cash flows, as well as the fair value of our assets. Market risk generally refers to the risk of loss from changes in interest rates and market prices. We manage our market risk by attempting to match anticipated inflow of cash from our operating, investing and financing activities with anticipated outflow of cash to fund debt payments, dividends to common and preferred shareholders, investments, capital expenditures and other cash requirements.

We also enter into certain types of derivative financial instruments to further reduce interest rate risk. We use interest rate protection and swap agreements, for example, to convert some of our variable rate debt to a fixed-rate basis or to hedge anticipated financing transactions. We use derivatives for hedging purposes rather than speculation and do not enter into financial instruments for trading purposes. We are exposed to credit loss in the event of non-performance by the counter party to our interest rate swap agreements used to fix the variable portion of our \$200 million term note. The counter party of these swaps has a long-term debt rating of AA- by Standards and Poor's Rating Service and Aa2 by Moody's Investor Service as of June 30, 2008.

#### Interest Rate Risk

The following discusses the effect of hypothetical changes in market rates of interest on interest expense for our variable rate debt and on the fair value of our total outstanding debt, including our fixed-rate debt. Interest rate risk amounts were determined by considering the impact of hypothetical interest rates on our debt. This analysis does not purport to take into account all of the factors that may affect our debt, such as the effect that a changing interest rate environment could have on the overall level of economic activity or the action that our management might take to reduce our exposure to the change. This analysis assumes no change in our financial structure.

#### *Fixed Interest Rate Debt*

The majority of our outstanding debt obligations (maturing at various times through 2031 or through 2106 including capital lease obligations) have fixed interest rates which limit the risk of fluctuating interest rates. However, interest rate fluctuations may affect the fair value of our fixed rate debt instruments. At June 30, 2008 we had \$1.4 billion of fixed-rate debt outstanding. On February 21, 2008, we entered into two interest

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rate swap agreements to fix the variable portion of our \$200 million term note through November 6, 2008 which effectively fixed the interest rate on the term note. If interest rates on our fixed-rate debt instruments at June 30, 2008 had been 1.0% higher, the fair value of those debt instruments on that date would have decreased by approximately \$55.9 million. If interest rates on our fixed-rate debt instruments at June 30, 2008 had been 1.0% lower, the fair value of those debt instruments on that date would have increased by approximately \$64.9 million.

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*Variable Interest Rate Debt*

We believe that our primary interest rate risk is due to fluctuations in interest rates on our variable rate debt. At June 30, 2008, we had \$38.4 million of variable rate debt outstanding excluding the \$200 million term loan as the interest rate is effectively fixed by our two swap agreements. Based upon this amount of variable rate debt, if interest rates increased 1.0%, our annual interest expense would increase by approximately \$0.4 million, and our net income and cash flows for the year would decrease by approximately \$0.4 million. Conversely, if interest rates decreased 1.0%, our annual interest expense would decrease by approximately \$0.4 million, and our net income and cash flows for the year would increase by approximately \$0.4 million.

**ITEM 4. CONTROLS AND PROCEDURES**

**Periodic Evaluation and Conclusion of Disclosure Controls and Procedures**

An evaluation has been performed, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2008. Based on this evaluation, our management, including our Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective as of June 30, 2008 to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission.

**Changes in Internal Control Over Financial Reporting**

There has been no change in our internal controls over financial reporting during the quarterly period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II OTHER INFORMATION**

**Item 1. Legal Proceedings**

In May 2003, First National Mortgage Company filed a complaint against us in the United States District Court for the Northern District of California. The complaint alleged that a one page document entitled Final Proposal, which included language that it was subject to approval of formal documentation, constituted a ground lease of a parcel of property located adjacent to our Santana Row property and gave First National Mortgage Company the option to require that we acquire the property at a price determined in accordance with a formula included in the Final Proposal. A trial as to liability only was held in June 2006 and a jury rendered a verdict against us. A trial on the issue of damages was held in April 2008; however, the judge has not yet issued a ruling. Reports from our experts and the plaintiff's experts show potential damages ranging from \$600,000 to \$24 million. Pending the judge's ruling, we cannot make a reasonable estimate of potential damages. We intend to appeal the jury verdict; however, no appeal of the judgment can be taken until the judge issues his ruling on damages. If we are not successful in overturning the jury verdict, we will be liable for damages. Depending on the amount of damages awarded, it is possible, there could be a material adverse impact on our net income in the period in which it becomes both probable that we will have to pay the damages and such damages can be reasonably estimated.

We are also involved in a litigation matter relating to a shopping center in New Jersey where a former tenant has alleged that we and our management agent acted improperly by failing to disclose a condemnation action at the property that was pending when the lease was signed. A trial as to liability only was concluded in April 2007, and in May 2008, a judgment was entered that ruled in our favor on certain legal issues and against us on other legal issues. As to those matters where the court ruled against us and determined that we are liable, a trial as to damages will be held but no trial date has yet been set. Because we have not completed discovery on the issue of damages, we cannot make a reasonable estimate of potential damages at this time. In lieu of pursuing an indemnification claim against the third party management agent that negotiated the lease on our behalf, we have entered into an agreement with the management agent that provides a framework for sharing litigation costs and payment of any damages that may be awarded to the plaintiff. Depending on the amount of damages actually awarded in this matter, and subject to the arrangement in place with the third party management agent, it is possible that there may be a material adverse impact on our net income in the period in which it becomes both probable that we will have to pay the damages and such damages can be reasonably estimated.

In any event, management does not believe that either matter, individually or in the aggregate, will have a material impact on our financial position.





**Item 1A. Risk Factors**

There have been no material changes to the risk factors previously disclosed in our Annual Report for the year ended December 31, 2007 filed with the Securities and Exchange Commission on February 27, 2008. These factors include, but are not limited to, the following:

risks that our tenants will not pay rent or that we may be unable to renew leases or re-let space at favorable rents as leases expire;

risks that we may not be able to proceed with or obtain necessary approvals for any redevelopment or renovation project, and that any redevelopment or renovation project that we do pursue may not perform as anticipated;

risks that the number of properties we acquire for our own account, and therefore the amount of capital we invest in acquisitions, may be impacted by our real estate partnership;

risks normally associated with the real estate industry, including risks that:

occupancy levels at our properties and the amount of rent that we receive from our properties may be lower than expected,

completion of anticipated or ongoing property redevelopments or renovations may cost more, take more time to complete, or fail to perform as expected,

new acquisitions may fail to perform as expected,

competition for acquisitions could result in increased prices for acquisitions,

environmental issues may develop at our properties and result in unanticipated costs, and

because real estate is illiquid, we may not be able to sell properties when appropriate;

risks that our growth will be limited if we cannot obtain additional capital;

risks of financing, such as our ability to consummate additional financings or obtain replacement financing on terms which are acceptable to us, our ability to meet existing financial covenants and the limitations imposed on our operations by those covenants, and the possibility of increases in interest rates that would result in increased interest expense; and

risks related to our status as a real estate investment trust, commonly referred to as a REIT, for federal income tax purposes, such as the existence of complex tax regulations relating to our status as a REIT, the effect of future changes in REIT requirements as a result of new legislation, and the adverse consequences of the failure to qualify as a REIT.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

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Under the terms of various operating partnership agreements of certain of our affiliated limited partnerships, the interests of limited partners in those limited partnerships may be redeemed, subject to certain conditions, for cash or an equivalent number of our common shares, at our option. During the three months ended June 30, 2008, the following operating partnership units were redeemed for cash:

### Redemption

| <b>Date</b>   | <b>Number of<br/>Operating Partnership Units</b> | <b>Cash or<br/>Common Shares</b> |
|---------------|--|----------------------------------|
| April 3, 2008 | 348  | Cash                             |
| April 7, 2008 | 2,000  | Cash                             |
| May 13, 2008  | 2,330  | Cash                             |

### Item 3. Defaults Upon Senior Securities

None

**Item 4. Submission of Matters to a Vote of Security Holders**

During the fiscal quarter ended June 30, 2008, we submitted certain matters to a vote of our shareholders through the notice of annual meeting of shareholders and the solicitation of proxies related thereto. The proxy materials related to our annual meeting of shareholders were distributed beginning March 28, 2008, and the annual meeting of shareholders was held on May 7, 2008 in Rockville, Maryland. As of March 19, 2008, the record date prior to such meeting, 58,771,951 of our common shares were outstanding. At the annual shareholders meeting on May 7, 2008, 49,562,184 shares of our common stock were presented in person or by proxy, representing 84.3% of our outstanding shares. The following table sets forth the matters presented for a vote by the shareholders and the votes cast for and against such matters:

| <b>Matter</b>  | <b>Votes for</b> | <b>Votes against</b> | <b>Abstentions</b> |
|--|------------------|----------------------|--------------------|
| (1) Election of Mr. Warren M. Thompson as a Class III Independent Trustee with a term serving until the 2011 Annual Meeting                                      | 48,723,555       | 788,510              | 49,835             |
| (2) Election of Mr. Donald C. Wood as a Class III Non-Independent Trustee with a term serving until the 2011 Annual Meeting                                      | 48,753,854       | 749,638              | 58,404             |
| (3) The ratification of the appointment of Grant Thornton LLP as the Trust's independent registered public accounting firm for the year ending December 31, 2008 | 49,091,113       | 430,171              | 40,898             |
| (4) The consideration of a shareholder proposal to request that our Board of Trustees take the actions necessary to declassify our board of trustees             | 31,676,027       | 8,988,511            | 292,473            |

The terms of office of the following Trustees continued after the meeting: Gail P. Steinel, Joseph S. Vassalluzzo, Jon E. Bortz, David W. Faeder and Kristin Gamble.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

A list of exhibits to this Quarterly Report on Form 10-Q is set forth on the Exhibit Index immediately preceding such exhibits and is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto authorized.

**FEDERAL REALTY INVESTMENT TRUST**

July 30, 2008

**/s/ DONALD C. WOOD**  
**Donald C. Wood,**  
**President, Chief Executive Officer and Trustee**

**(Principal Executive Officer)**

July 30, 2008

**/s/ JOSEPH M. SQUERI**  
**Joseph M. Squeri,**  
**Executive Vice President and**

**Chief Financial Officer (Principal Financial and**

**Accounting Officer)**

## EXHIBIT INDEX

| Exhibit No. | Description   |
|-------------|---|
| 3.1         | Declaration of Trust of Federal Realty Investment Trust dated May 5, 1999 as amended by the Articles of Amendment of Declaration of Trust of Federal Realty Investment Trust dated May 6, 2004, as corrected by the Certificate of Correction of Articles of Amendment of Declaration of Trust of Federal Realty Investment Trust dated June 17, 2004 (previously filed as Exhibit 3.1 to the Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005 (File No. 1-07533) (the 2005 2Q Form 10-Q ) and incorporated herein by reference) |
| 3.2         | Amended and Restated Bylaws of Federal Realty Investment Trust dated February 12, 2003, as amended October 29, 2003, May 5, 2004 and February 17, 2006 (previously filed as Exhibit 3.2 to the Trust's Annual Report on Form 10-K for the year ended December 31, 2005 (File No. 1-07533) (the 2005 Form 10-K ) and incorporated herein by reference)   |
| 4.1         | Specimen Common Share certificate (previously filed as Exhibit 4(i) to the Trust's Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 1-07533) and incorporated herein by reference)   |
| 4.2         | Articles Supplementary relating to the 5.417% Series 1 Cumulative Convertible Preferred Shares of Beneficial Interest (previously filed as Exhibit 4.1 to the Trust's Current Report on Form 8-K filed on March 13, 2007, (File No. 1-07533) and incorporated herein by reference)  |
| 4.3         | Amended and Restated Rights Agreement, dated March 11, 1999, between the Trust and American Stock Transfer & Trust Company (previously filed as Exhibit 1 to the Trust's Registration Statement on Form 8-A/A filed on March 11, 1999 (File No. 1-07533) and incorporated herein by reference)  |
| 4.4         | First Amendment to Amended and Restated Rights Agreement, dated as of November 2003, between the Trust and American Stock Transfer & Trust Company (previously filed as Exhibit 4.5 to the Trust's Annual Report on Form 10-K for the year ended December 31, 2003 (File No. 1-07533) and incorporated herein by reference)   |
| 4.5         | Indenture dated December 13, 1993 related to the Trust's 7.48% Debentures due August 15, 2026; and 6.82% Medium Term Notes due August 1, 2027; (previously filed as Exhibit 4(a) to the Trust's Registration Statement on Form S-3 (File No. 33-51029), and amended on Form S-3 (File No. 33-63687), filed on December 13, 1993 and incorporated herein by reference)   |
| 4.6         | Indenture dated September 1, 1998 related to the Trust's 8.75% Notes due December 1, 2009; 6/8% Notes due November 15, 2007; 4.50% Notes due 2011; 5.65% Notes due 2016; 6.00% Notes due 2012; 6.20% Notes due 2017; and 5.40% Notes due 2013 (previously filed as Exhibit 4(a) to the Trust's Registration Statement on Form S-3 (File No. 333-63619) filed on September 17, 1998 and incorporated herein by reference)  |
| 4.7         | Pursuant to Regulation S-K Item 601(b)(4)(iii), the Trust by this filing agrees, upon request, to furnish to the Securities and Exchange Commission a copy of other instruments defining the rights of holders of long-term debt of the Trust   |
| 10.1        | Amended and Restated 1993 Long-Term Incentive Plan, as amended on October 6, 1997 and further amended on May 6, 1998 (previously filed as Exhibit 10.26 to the Trust's Annual Report on Form 10-K for the year ended December 31, 1998 (File No. 1-07533) and incorporated herein by reference)   |
| 10.2        | Fiscal Agency Agreement dated as of October 28, 1993 between the Trust and Citibank, N.A. (previously filed as an exhibit to the Trust's Quarterly Report on Form 10-Q for the quarter ended September 30, 1993 (File No. 1-07533) and incorporated herein by reference)  |
| 10.3        | Form of Severance Agreement between the Trust and Certain of its Officers dated December 31, 1994 (previously filed as a portion of Exhibit 10 to the Trust's Annual Report on Form 10-K for the year ended December 31, 1994 (File No. 1-07533) and incorporated herein by reference)  |
| 10.4        | Severance Agreement between the Trust and Donald C. Wood dated February 22, 1999 (previously filed as a portion of Exhibit 10 to the Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 1999 (File No. 1-07533) (the 1999 1Q Form 10-Q ) and incorporated herein by reference)   |
| 10.5        | Executive Agreement between Federal Realty Investment Trust and Donald C. Wood dated February 22, 1999 (previously filed as a portion of Exhibit 10 to the 1999 1Q Form 10-Q and incorporated herein by reference)  |
| 10.6        | Amendment to Executive Agreement between Federal Realty Investment Trust and Donald C. Wood dated February 16, 2005 (previously filed as Exhibit 10.12 to the Trust's Annual Report on Form 10-K for the year ended December 31, 2004 (File No. 1-07533) (the 2004 Form 10-K ) and incorporated herein by reference)  |



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| Exhibit No. | Description   |
|-------------|---|
| 10.7        | Split Dollar Life Insurance Agreement dated August 12, 1998 between the Trust and Donald C. Wood (previously filed as a portion of Exhibit 10 to the Trust's Annual Report on Form 10-K for the year ended December 31, 2000 (File No. 1-07533) and incorporated herein by reference)   |
| 10.8        | Severance Agreement between the Trust and Jeffrey S. Berkes dated March 1, 2000 (previously filed as a portion of Exhibit 10 to the Trust's Annual Report on Form 10-K for the year ended December 31, 2001 (File No. 1-07533) and incorporated herein by reference)  |
| 10.9        | Amendment to Severance Agreement between Federal Realty Investment Trust and Jeffrey S. Berkes dated February 16, 2005 (previously filed as Exhibit 10.17 to the 2004 Form 10-K and incorporated herein by reference)   |
| 10.10       | Severance Agreement dated March 1, 2002 between the Trust and Larry E. Finger (previously filed as a portion of Exhibit 10 to the Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 (File No. 1-07533) and incorporated herein by reference)  |
| 10.11       | Amendment to Severance Agreement between Federal Realty Investment Trust and Larry E. Finger dated February 16, 2005 (previously filed as Exhibit 10.19 to the 2004 Form 10-K and incorporated herein by reference)   |
| 10.12       | Amendment to Stock Option Agreement dated August 15, 2002 between the Trust and Dawn M. Becker (previously filed as a portion of Exhibit 10 to the Trust's Quarterly Report on Form 10-Q for the quarter ended September 30, 2002 (File No. 1-075330 and incorporated herein by reference)  |
| 10.13       | 2001 Long-Term Incentive Plan (previously filed as Exhibit 99.1 to the Trust's S-8 Registration Number 333-60364 filed on May 7, 2001 and incorporated herein by reference)   |
| 10.14       | Health Coverage Continuation Agreement between Federal Realty Investment Trust and Donald C. Wood dated February 16, 2005 (previously filed as Exhibit 10.26 to the 2004 Form 10-K and incorporated herein by reference)  |
| 10.15       | Severance Agreement between the Trust and Dawn M. Becker dated April 19, 2000 (previously filed as Exhibit 10.26 to the Trust's 2005 2Q Form 10-Q and incorporated herein by reference)   |
| 10.16       | Amendment to Severance Agreement between the Trust and Dawn M. Becker dated February 16, 2005 (previously filed as Exhibit 10.27 to the 2004 Form 10-K and incorporated herein by reference)  |
| 10.17       | Form of Restricted Share Award Agreement for awards made under the Trust's 2003 Long-Term Incentive Award Program for shares issued out of 2001 Long-Term Incentive Plan (previously filed as Exhibit 10.28 to the 2004 Form 10-K and incorporated herein by reference)   |
| 10.18       | Form of Restricted Share Award Agreement for awards made under the Trust's Annual Incentive Bonus Program for shares issued out of 2001 Long-Term Incentive Plan (previously filed as Exhibit 10.29 to the 2004 Form 10-K and incorporated herein by reference)   |
| 10.19       | Form of Option Award Agreement for options awarded under 2001 Long-Term Incentive Plan (previously filed as Exhibit 10.30 to the 2004 Form 10-K and incorporated herein by reference)   |
| 10.20       | Form of Option Award Agreement for awards made under the Trust's 2003 Long-Term Incentive Award Program for shares issued out of the 2001 Long-Term Incentive Plan (previously filed as Exhibit 10.32 to the 2005 Form 10-K and incorporated herein by reference)   |
| 10.21       | Credit Agreement dated as of July 28, 2006, by and between the Trust, Wachovia Capital Markets LLC, Wachovia Bank, National Association and various other financial institutions (previously filed as Exhibit 10.1 to the Trust's Current Report on Form 8-K (File No. 1-07533), filed on July 31, 2006 and incorporated herein by reference) |
| 10.22       | Amended and Restated 2001 Long-Term Incentive Plan (previously filed as Exhibit 10.34 to the Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 (File No. 1-07533) and incorporated herein by reference)   |
| 10.23       | Restricted Share Award Agreement between the Trust and Joseph M. Squeri dated October 1, 2007 (previously filed as Exhibit 10.23 to the Trust's Annual Report on Form 10-K for the year ended December 31, 2007 (File No 1-07533) (the 2007 Form 10-K) and incorporated herein by reference)  |
| 10.24       | Severance Agreement between the Trust and Joseph M. Squeri dated October 1, 2007 (previously filed as Exhibit 10.24 to the 2007 Form 10-K and incorporated herein by reference)   |
| 10.25       | Credit Agreement dated as of November 9, 2007, by and between the Trust, Wachovia Capital Markets LLC, Wachovia Bank, National Association and various other financial institutions (previously filed as Exhibit 10.25 to the 2007 Form 10-K and incorporated herein by reference)  |





| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 10.26              | Consulting Agreement between the Trust and Larry E. Finger dated January 1, 2008 (previously filed as Exhibit 10.26 to the 2007 Form 10-K and incorporated herein by reference) |
| 31.1               | Rule 13a-14(a) Certification of Chief Executive Officer (filed herewith)  |
| 31.2               | Rule 13a-14(a) Certification of Chief Financial Officer (filed herewith)  |
| 32.1               | Section 1350 Certification of Chief Executive Officer (filed herewith)  |
| 32.2               | Section 1350 Certification of Chief Financial Officer (filed herewith)  |