

Edgar Filing: KITE REALTY GROUP TRUST - Form 10-Q

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

Kite Realty Group Trust:

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

Kite Realty Group, L.P.:

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

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

Kite Realty Group Trust Yes No Kite Realty Group, L.P. Yes No

The number of Common Shares of Kite Realty Group Trust outstanding as of July 31, 2015 was 83,329,298 (\$.01 par value).

EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q for the period ended June 30, 2015 of Kite Realty Group Trust, Kite Realty Group, L.P. and its subsidiaries. Unless stated otherwise or the context otherwise requires, references to "Kite Realty Group Trust" or the "Parent Company" mean Kite Realty Group Trust, and references to the "Operating Partnership" mean Kite Realty Group, L.P. and its consolidated subsidiaries. The terms "Company," "we," "us," and "our" refer to the Parent Company and the Operating Partnership collectively, and those entities owned or controlled by the Parent Company and/or the Operating Partnership.

The Operating Partnership is engaged in the ownership and operation, acquisition, development and redevelopment of high-quality neighborhood and community shopping centers in select markets in the United States. The Parent Company is the sole general partner of the Operating Partnership and as of June 30, 2015 owned approximately 97.8% of the common partnership interests in the Operating Partnership ("General Partner Units"). The remaining 2.2% of the common partnership interests ("Limited Partner Units" and, together with the General Partner Units, the "Common Units") are owned by the limited partners.

We believe combining the quarterly reports on Form 10-Q of the Parent Company and the Operating Partnership into this single report results in the following benefits:

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

We believe it is important to understand the few differences between the Parent Company and the Operating Partnership in the context of how we operate as an interrelated consolidated company. The Parent Company has no material assets or liabilities other than its investment in the Operating Partnership. The Parent Company issues public equity from time to time but does not have any indebtedness as all debt is incurred by the Operating Partnership. In addition, the Parent Company currently does not nor does it intend to guarantee any debt of the Operating Partnership. The Operating Partnership has numerous wholly-owned subsidiaries, and it also owns interests in certain joint ventures. These subsidiaries and joint ventures own and operate retail shopping centers and other real estate assets. The Operating Partnership is structured as a partnership with no publicly traded equity. Except for net proceeds from equity issuances by the Parent Company, which are contributed to the Operating Partnership in exchange for General Partner Units, the Operating Partnership generates the capital required by the business through its operations, its incurrence of indebtedness and the issuance of Limited Partner Units to third parties.

Shareholders' equity and partners' capital are the main areas of difference between the consolidated financial statements of the Parent Company and those of the Operating Partnership. In order to highlight this and other differences between the Parent Company and the Operating Partnership, there are separate sections in this report, as applicable, that separately discuss the Parent Company and the Operating Partnership, including separate financial statements and separate Exhibit 31 and 32 certifications. In the sections that combine disclosure of the Parent Company and the Operating Partnership, this report refers to actions or holdings as being actions or holdings of the

collective Company.

KITE REALTY GROUP TRUST AND KITE REALTY GROUP, L.P. AND SUBSIDIARIES

QUARTERLY REPORT ON FORM 10-Q

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2015

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Part I. FINANCIAL INFORMATION

Item 1.

Kite Realty Group Trust
 Consolidated Balance Sheets
 (Unaudited)

(in thousands, except share and per share data)

| | June 30, 2015 | December 31, 2014 |
|--|------------------|----------------------|
| Assets: | | |
| Investment properties, at cost | \$3,876,592 | \$3,732,748 |
| Less: accumulated depreciation | (379,556) | (315,093) |
| | 3,497,036 | 3,417,655 |
| Cash and cash equivalents | 70,120 | 43,826 |
| Tenant and other receivables, including accrued straight-line rent of \$21,390 and \$18,630, respectively, net of allowance for uncollectible accounts | 44,376 | 48,097 |
| Restricted cash and escrow deposits | 23,750 | 16,171 |
| Deferred costs, net | 151,929 | 159,978 |
| Prepaid and other assets | 8,664 | 8,847 |
| Assets held for sale (see Note 10) | — | 179,642 |
| Total Assets | \$3,795,875 | \$3,874,216 |
| Liabilities and Equity: | | |
| Mortgage and other indebtedness | \$1,618,614 | \$1,554,263 |
| Accounts payable and accrued expenses | 79,760 | 75,150 |
| Deferred revenue and other liabilities | 142,323 | 136,409 |
| Liabilities held for sale (see Note 10) | — | 81,164 |
| Total Liabilities | 1,840,697 | 1,846,986 |
| Commitments and contingencies | | |
| Limited partners' interests in Operating Partnership and other redeemable noncontrolling interests | 88,113 | 125,082 |
| Equity: | | |
| Kite Realty Group Trust Shareholders' Equity: | | |
| Preferred Shares, \$.01 par value, 40,000,000 shares authorized, 4,100,000 shares issued and outstanding at June 30, 2015 and December 31, 2014, respectively, with a liquidation value of \$102,500 | 102,500 | 102,500 |
| Common Shares, \$.01 par value, 225,000,000 shares authorized, 83,329,324 and 83,490,663 shares issued and outstanding at June 30, 2015 and December 31, 2014, respectively | 833 | 835 |
| Additional paid in capital and other | 2,049,137 | 2,044,425 |
| Accumulated other comprehensive loss | (2,809) | (1,175) |
| Accumulated deficit | (283,607) | (247,801) |
| Total Kite Realty Group Trust Shareholders' Equity | 1,866,054 | 1,898,784 |
| Noncontrolling Interests | 1,011 | 3,364 |
| Total Equity | 1,867,065 | 1,902,148 |
| Total Liabilities and Equity | \$3,795,875 | \$3,874,216 |

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

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Kite Realty Group Trust
 Consolidated Statements of Operations and Comprehensive Income
 (Unaudited)
 (in thousands, except share and per share data)

| | Three Months Ended | | Six Months Ended | |
|--|--------------------|------------|------------------|------------|
| | June 30, | | June 30, | |
| | 2015 | 2014 | 2015 | 2014 |
| Revenue: | | | | |
| Minimum rent | \$64,897 | \$31,222 | \$130,377 | \$62,482 |
| Tenant reimbursements | 16,489 | 8,315 | 35,104 | 17,478 |
| Other property related revenue | 2,349 | 1,306 | 5,083 | 3,543 |
| Total revenue | 83,735 | 40,843 | 170,564 | 83,503 |
| Expenses: | | | | |
| Property operating | 11,801 | 6,891 | 24,525 | 14,206 |
| Real estate taxes | 9,755 | 4,303 | 19,777 | 9,416 |
| General, administrative, and other | 4,566 | 2,313 | 9,572 | 5,420 |
| Merger and acquisition costs | 302 | 3,280 | 461 | 7,760 |
| Depreciation and amortization | 41,212 | 19,737 | 81,648 | 37,177 |
| Total expenses | 67,636 | 36,524 | 135,983 | 73,979 |
| Operating income | 16,099 | 4,319 | 34,581 | 9,524 |
| Interest expense | (13,181) |) (7,522) |) (27,114) |) (14,905) |
| Income tax expense of taxable REIT subsidiary | (69) |) (76) |) (124) |) (22) |
| Gain on settlement | 4,520 | — | 4,520 | — |
| Other (expense) income, net | (134) |) 83 | (130) |) (10) |
| Income (loss) from continuing operations | 7,235 | (3,196) |) 11,733 | (5,413) |
| Discontinued operations: | | | | |
| Gain on sale of operating property | — | — | — | 3,199 |
| Income from discontinued operations | — | — | — | 3,199 |
| Income (loss) before gain on sale of operating properties | 7,235 | (3,196) |) 11,733 | (2,214) |
| Gain on sales of operating properties | — | — | 3,363 | 3,489 |
| Consolidated net income (loss) | 7,235 | (3,196) |) 15,096 | 1,275 |
| Net (income) loss attributable to noncontrolling interests | (508) |) 220 | (1,191) |) 81 |
| Net income (loss) attributable to Kite Realty Group Trust | \$6,727 | \$(2,976) |) \$13,905 | \$1,356 |
| Dividends on preferred shares | (2,114) |) (2,114) |) (4,228) |) (4,228) |
| Net income (loss) attributable to common shareholders | \$4,613 | \$(5,090) |) \$9,677 | \$(2,872) |
| Net income (loss) per common share - basic & diluted: | | | | |
| Income (loss) from continuing operations attributable to Kite Realty Group Trust common shareholders | \$0.06 | \$(0.16) |) \$0.12 | \$(0.16) |
| Income from discontinued operations attributable to Kite Realty Group Trust common shareholders | — | — | — | 0.08 |
| Net income (loss) attributable to Kite Realty Group Trust common shareholders | \$0.06 | \$(0.16) |) \$0.12 | \$(0.08) |
| Weighted average common shares outstanding - basic | 83,506,078 | 32,884,467 | 83,519,013 | 32,820,538 |
| Weighted average common shares outstanding - diluted | 83,803,879 | 32,884,467 | 83,818,890 | 32,820,538 |

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| | | | | |
|---|----------|-----------|----------|-----------|
| Dividends declared per common share | \$0.2725 | \$0.2600 | \$0.5450 | \$0.5000 |
| Net income attributable to Kite Realty Group Trust common shareholders: | | | | |
| Income (loss) from continuing operations | \$4,613 | \$(5,090) | \$9,677 | \$(5,917) |
| Income from discontinued operations | — | — | — | 3,045 |
| Net income (loss) attributable to Kite Realty Group Trust common shareholders | \$4,613 | \$(5,090) | \$9,677 | \$(2,872) |
| Consolidated net income (loss) | \$7,235 | \$(3,196) | \$15,096 | \$1,275 |
| Change in fair value of derivatives | 1,509 | (2,217) | (1,717) | (2,920) |
| Total comprehensive income (loss) | 8,744 | (5,413) | 13,379 | (1,645) |
| Comprehensive (income) loss attributable to noncontrolling interests | (487) |) 327 | (1,108) |) 223 |
| Comprehensive income (loss) attributable to Kite Realty Group Trust | \$8,257 | \$(5,086) | \$12,271 | \$(1,422) |

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

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Kite Realty Group Trust
 Consolidated Statement of Shareholders' Equity
 (Unaudited)
 (in thousands, except share data)

| | Preferred Shares | | Common Shares | | Additional Paid-in Capital | Accumulated Other Comprehensive Loss | Accumulated Deficit | Total |
|---|------------------|------------|---------------|--------|----------------------------------|---|------------------------|--------------|
| | Shares | Amount | Shares | Amount | | | | |
| Balances, December 31, 2014 | 4,100,000 | \$ 102,500 | 83,490,663 | \$ 835 | \$ 2,044,425 | \$ (1,175) | \$ (247,801) | \$ 1,898,784 |
| Stock compensation activity | — | — | (166,339) | (2) | 1,372 | — | — | 1,370 |
| Other comprehensive loss attributable to Kite Realty Group Trust | — | — | — | — | — | (1,634) | — | (1,634) |
| Distributions declared to common shareholders | — | — | — | — | — | — | (45,483) | (45,483) |
| Distributions to preferred shareholders | — | — | — | — | — | — | (4,228) | (4,228) |
| Net income attributable to Kite Realty Group Trust | — | — | — | — | — | — | 13,905 | 13,905 |
| Acquisition of partners' interests in consolidated joint ventures | — | — | — | — | 1,445 | — | — | 1,445 |
| Exchange of redeemable noncontrolling interests for common shares | — | — | 5,000 | — | 140 | — | — | 140 |
| Adjustment to redeemable noncontrolling interests | — | — | — | — | 1,755 | — | — | 1,755 |
| Balances, June 30, 2015 | 4,100,000 | \$ 102,500 | 83,329,324 | \$ 833 | \$ 2,049,137 | \$ (2,809) | \$ (283,607) | \$ 1,866,054 |

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

Kite Realty Group Trust
Consolidated Statements of Cash Flows
(Unaudited)
(in thousands)

| | Six Months Ended | |
|--|------------------|-----------|
| | June 30, | 2014 |
| | 2015 | 2014 |
| Cash flows from operating activities: | | |
| Consolidated net income | \$ 15,096 | \$ 1,275 |
| Adjustments to reconcile consolidated net income to net cash provided by operating activities: | | |
| Straight-line rent | (2,809) | (1,753) |
| Depreciation and amortization | 83,286 | 38,236 |
| Gain on sale of operating properties, net | (3,363) | (6,688) |
| Gain on settlement retained in escrow | (4,520) | — |
| Provision for credit losses | 1,528 | 427 |
| Compensation expense for equity awards | 2,089 | 352 |
| Amortization of debt fair value adjustment | (3,123) | (4) |
| Amortization of in-place lease liabilities, net | (1,555) | (1,961) |
| Changes in assets and liabilities: | | |
| Tenant receivables and other | 4,640 | (2,441) |
| Deferred costs and other assets | (4,626) | (4,943) |
| Accounts payable, accrued expenses, deferred revenue and other liabilities | (747) | 314 |
| Net cash provided by operating activities | 85,896 | 22,814 |
| Cash flows from investing activities: | | |
| Deposits related to acquisition of Livingston Shopping Center | (4,000) | — |
| Acquisitions of interests in properties | (94,201) | — |
| Capital expenditures, net | (47,889) | (38,952) |
| Net proceeds from sales of operating properties | 126,460 | 33,423 |
| Change in construction payables | 3,361 | (8,501) |
| Collection of note receivable | — | 542 |
| Payments on seller earnouts | (929) | — |
| Net cash used in investing activities | (17,198) | (13,488) |
| Cash flows from financing activities: | | |
| Common share issuance proceeds, net of costs | (136) | (450) |
| Purchase of redeemable noncontrolling interests | (33,853) | — |
| Loan proceeds | 357,742 | 47,208 |
| Loan transaction costs | (1,195) | (37) |
| Loan payments | (314,377) | (29,831) |
| Distributions paid – common shareholders | (44,483) | (16,403) |
| Distributions paid - preferred shareholders | (4,228) | (4,228) |
| Distributions paid – redeemable noncontrolling interests | (1,816) | (830) |
| Distributions to noncontrolling interests | (58) | (261) |
| Net cash used in financing activities | (42,404) | (4,832) |
| Net change in cash and cash equivalents | 26,294 | 4,494 |
| Cash and cash equivalents, beginning of period | 43,826 | 18,134 |
| Cash and cash equivalents, end of period | \$ 70,120 | \$ 22,628 |

Non-cash investing and financing activities

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| | | |
|--|----------|-----|
| Assumption of mortgages by buyer upon sale of properties | \$40,303 | \$— |
|--|----------|-----|

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

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Kite Realty Group, L.P. and subsidiaries
 Consolidated Balance Sheets
 (unaudited)
 (in thousands, except unit data)

| | June 30, 2015 | December 31, 2014 |
|--|--------------------|----------------------|
| Assets: | | |
| Investment properties, at cost | \$3,876,592 | \$3,732,748 |
| Less: accumulated depreciation | (379,556 |) (315,093) |
| | 3,497,036 | 3,417,655 |
| Cash and cash equivalents | 70,120 | 43,826 |
| Tenant and other receivables, including accrued straight-line rent of \$21,390 and \$18,630, respectively, net of allowance for uncollectible accounts | 44,376 | 48,097 |
| Restricted cash and escrow deposits | 23,750 | 16,171 |
| Deferred costs, net | 151,929 | 159,978 |
| Prepaid and other assets | 8,664 | 8,847 |
| Assets held for sale (see Note 10) | — | 179,642 |
| Total Assets | \$3,795,875 | \$3,874,216 |
| Liabilities and Equity: | | |
| Mortgage and other indebtedness | \$1,618,614 | \$1,554,263 |
| Accounts payable and accrued expenses | 79,760 | 75,150 |
| Deferred revenue and other liabilities | 142,323 | 136,409 |
| Liabilities held for sale (see Note 10) | — | 81,164 |
| Total Liabilities | 1,840,697 | 1,846,986 |
| Commitments and contingencies | — | — |
| Redeemable Limited Partners' and other redeemable noncontrolling interests | 88,113 | 125,082 |
| Partners Equity: | | |
| Parent Company: | | |
| Preferred equity, 4,100,000 units issued and outstanding at June 30, 2015 and December 31, 2014, with a liquidation value of \$102,500 | 102,500 | 102,500 |
| Common equity, 83,329,324 and 83,490,663 units issued and outstanding at June 30, 2015 and December 31, 2014, respectively | 1,766,363 | 1,797,459 |
| Accumulated other comprehensive loss | (2,809 |) (1,175) |
| Total Partners Equity | 1,866,054 | 1,898,784 |
| Noncontrolling Interests | 1,011 | 3,364 |
| Total Equity | 1,867,065 | 1,902,148 |
| Total Liabilities and Equity | \$3,795,875 | \$3,874,216 |

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

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Kite Realty Group, L.P. and subsidiaries
 Consolidated Statements of Operations and Comprehensive Income
 (Unaudited)
 (in thousands, except unit and per unit data)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--------------------------------|-------------|------------------------------|-------------|
| | 2015 | 2014 | 2015 | 2014 |
| Revenue: | | | | |
| Minimum rent | \$64,897 | \$31,222 | \$130,377 | \$62,482 |
| Tenant reimbursements | 16,489 | 8,315 | 35,104 | 17,478 |
| Other property related revenue | 2,349 | 1,306 | 5,083 | 3,543 |
| Total revenue | 83,735 | 40,843 | 170,564 | 83,503 |
| Expenses: | | | | |
| Property operating | 11,801 | 6,891 | 24,525 | 14,206 |
| Real estate taxes | 9,755 | 4,303 | 19,777 | 9,416 |
| General, administrative, and other | 4,566 | 2,313 | 9,572 | 5,420 |
| Merger and acquisition costs | 302 | 3,280 | 461 | 7,760 |
| Depreciation and amortization | 41,212 | 19,737 | 81,648 | 37,177 |
| Total expenses | 67,636 | 36,524 | 135,983 | 73,979 |
| Operating income | 16,099 | 4,319 | 34,581 | 9,524 |
| Interest expense | (13,181) |) (7,522) |) (27,114) |) (14,905) |
| Income tax expense of taxable REIT subsidiary | (69) |) (76) |) (124) |) (22) |
| Gain on settlement | 4,520 | — | 4,520 | — |
| Other (expense) income, net | (134) |) 83 |) (130) |) (10) |
| Income (loss) from continuing operations | 7,235 |) (3,196) |) 11,733 |) (5,413) |
| Discontinued operations: | | | | |
| Gain on sale of operating property | — | — | — | 3,199 |
| Income from discontinued operations | — | — | — | 3,199 |
| Income (loss) before gain on sale of operating properties | 7,235 |) (3,196) |) 11,733 |) (2,214) |
| Gain on sales of operating properties | — | — | 3,363 | 3,489 |
| Consolidated net income (loss) | 7,235 |) (3,196) |) 15,096 |) 1,275 |
| Net income attributable to noncontrolling interests | (414) |) (49) |) (1,001) |) (76) |
| Distributions on preferred units | (2,114) |) (2,114) |) (4,228) |) (4,228) |
| Net income (loss) attributable to common unitholders | \$4,707 |) \$(5,359) |) \$9,867 |) \$(3,029) |
| Allocation of net income (loss): | | | | |
| Limited Partners | \$94 |) \$(269) |) \$190 |) \$(157) |
| Parent Company | 4,613 |) (5,090) |) 9,677 |) (2,872) |
| | \$4,707 |) \$(5,359) |) \$9,867 |) \$(3,029) |
| Net income (loss) per unit - basic & diluted: | | | | |
| Income (loss) from continuing operations attributable to common unitholders | \$0.06 |) \$(0.16) |) \$0.12 |) \$(0.16) |
| Income from discontinued operations attributable to common unitholders | — | — | — | 0.08 |
| Net income (loss) attributable to common unitholders | \$0.06 |) \$(0.16) |) \$0.12 |) \$(0.08) |
| Weighted average common units outstanding - basic | 85,231,284 | 34,543,898 | 85,202,110 | 34,480,602 |

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| | | | | |
|---|------------|------------|------------|------------|
| Weighted average common units outstanding - diluted | 85,529,084 | 34,543,898 | 85,501,987 | 34,480,602 |
| Distributions declared per common unit | \$0.2725 | \$0.2600 | \$0.5450 | \$0.5000 |
| Net income (loss) attributable to common unitholders: | | | | |
| Income (loss) from continuing operations | \$4,707 | \$(5,359) | \$9,867 | \$(6,228) |
| Income from discontinued operations | — | — | — | 3,199 |
| Net income (loss) attributable to common unitholders | \$4,707 | \$(5,359) | \$9,867 | \$(3,029) |
| Consolidated net income (loss) | \$7,235 | \$(3,196) | \$15,096 | \$1,275 |
| Change in fair value of derivatives | 1,509 | (2,217) | (1,717) | (2,920) |
| Total comprehensive income (loss) | 8,744 | (5,413) | 13,379 | (1,645) |
| Comprehensive (income) attributable to noncontrolling interests | (414) | (49) | (1,001) | (76) |
| Comprehensive income (loss) attributable to common unitholders | \$8,330 | \$(5,462) | \$12,378 | \$(1,721) |

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

Kite Realty Group, L.P. and subsidiaries
 Consolidated Statements of Partners' Equity
 (Unaudited)
 (in thousands)

| | General Partner | | | Total |
|---|-----------------|------------------|--------------------------------------|-------------|
| | Common Equity | Preferred Equity | Accumulated Other Comprehensive Loss | |
| Balances, December 31, 2014 | \$1,797,459 | \$102,500 | \$ (1,175) | \$1,898,784 |
| Stock compensation activity | 1,370 | — | — | 1,370 |
| Other comprehensive loss attributable to Parent Company | — | — | (1,634) | (1,634) |
| Distributions declared to Parent Company | (45,483) | — | — | (45,483) |
| Distributions to preferred unitholders | — | (4,228) | — | (4,228) |
| Net income | 9,677 | 4,228 | — | 13,905 |
| Acquisition of partners' interests in consolidated joint ventures | 1,445 | — | — | 1,445 |
| Conversion of Limited Partner Units to shares of the Parent Company | 140 | — | — | 140 |
| Adjustment to redeemable noncontrolling interests | 1,755 | — | — | 1,755 |
| Balances, June 30, 2015 | \$1,766,363 | \$102,500 | \$ (2,809) | \$1,866,054 |

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

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Kite Realty Group, L.P. and subsidiaries
 Consolidated Statements of Cash Flows
 (Unaudited)
 (in thousands)

| | Six Months Ended | |
|--|------------------|----------|
| | June 30, | |
| | 2015 | 2014 |
| Cash flows from operating activities: | | |
| Consolidated net income | \$15,096 | \$1,275 |
| Adjustments to reconcile consolidated net income to net cash provided by operating activities: | | |
| Straight-line rent | (2,809) | (1,753) |
| Depreciation and amortization | 83,286 | 38,236 |
| Gain on sale of operating properties, net | (3,363) | (6,688) |
| Gain on settlement retained in escrow | (4,520) | — |
| Provision for credit losses | 1,528 | 427 |
| Compensation expense for equity awards | 2,089 | 352 |
| Amortization of debt fair value adjustment | (3,123) | (4) |
| Amortization of in-place lease liabilities, net | (1,555) | (1,961) |
| Changes in assets and liabilities: | | |
| Tenant receivables and other | 4,640 | (2,441) |
| Deferred costs and other assets | (4,626) | (4,943) |
| Accounts payable, accrued expenses, deferred revenue and other liabilities | (747) | 314 |
| Net cash provided by operating activities | 85,896 | 22,814 |
| Cash flows from investing activities: | | |
| Deposits related to acquisition of Livingston Shopping Center | (4,000) | — |
| Acquisitions of interests in properties | (94,201) | — |
| Capital expenditures, net | (47,889) | (38,952) |
| Net proceeds from sales of operating properties | 126,460 | 33,423 |
| Change in construction payables | 3,361 | (8,501) |
| Collection of note receivable | — | 542 |
| Payments on seller earnouts | (929) | — |
| Net cash used in investing activities | (17,198) | (13,488) |
| Cash flows from financing activities: | | |
| Contributions from the Parent Company | (136) | (450) |
| Purchase of redeemable noncontrolling interests | (33,853) | — |
| Loan proceeds | 357,742 | 47,208 |
| Loan transaction costs | (1,195) | (37) |
| Loan payments | (314,377) | (29,831) |
| Distributions paid – common unitholders | (44,483) | (16,403) |
| Distributions paid - preferred unitholders | (4,228) | (4,228) |
| Distributions paid – redeemable noncontrolling interests - subsidiaries | (1,816) | (830) |
| Distributions to noncontrolling interests | (58) | (261) |
| Net cash (used in) provided by financing activities | (42,404) | (4,832) |
| Net change in cash and cash equivalents | 26,294 | 4,494 |
| Cash and cash equivalents, beginning of period | 43,826 | 18,134 |
| Cash and cash equivalents, end of period | \$70,120 | \$22,628 |

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Non-cash investing and financing activities

| | | |
|--|----------|-----|
| Assumption of mortgages by buyer upon sale of properties | \$40,303 | \$— |
|--|----------|-----|

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

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Kite Realty Group Trust and Kite Realty Group, L.P. and subsidiaries
Notes to Consolidated Financial Statements
June 30, 2015
(Unaudited)
(in thousands, except share and per share data)

Note 1. Organization

Kite Realty Group Trust (the "Parent Company"), through its majority-owned subsidiary, Kite Realty Group, L.P. (the "Operating Partnership"), owns interests in various operating subsidiaries and joint ventures engaged in the ownership and operation, acquisition, development and redevelopment of high-quality neighborhood and community shopping centers in selected markets in the United States. The terms "Company," "we," "us," and "our" refer to the Parent Company and the Operating Partnership, collectively, and those entities owned or controlled by the Parent Company and/or the Operating Partnership.

The Operating Partnership was formed on August 16, 2004, when the Parent Company contributed properties and the net proceeds from an initial public offering of shares of its common stock to the Operating Partnership. The Parent Company was organized in Maryland in 2004 to succeed in the development, acquisition, construction and real estate businesses of its predecessor. We believe the Company qualifies as a real estate investment trust (a "REIT") under provisions of the Internal Revenue Code of 1986, as amended.

The Parent Company is the sole general partner of the Operating Partnership, and as of June 30, 2015 owned approximately 97.8% of the common partnership interests in the Operating Partnership ("General Partner Units"). The remaining 2.2% of the common partnership interests ("Limited Partner Units" and, together with the General Partner Units, the "Common Units") are owned by the limited partners. As the sole general partner of the Operating Partnership, the Parent Company has full, exclusive and complete responsibility and discretion in the day-to-day management and control of the Operating Partnership. The Parent Company and the Operating Partnership are operated as one enterprise. The management of the Parent Company consists of the same members as the management of the Operating Partnership. As the sole general partner with control of the Operating Partnership, the Parent Company consolidates the Operating Partnership for financial reporting purposes, and the Parent Company does not have any significant assets other than its investment in the Operating Partnership.

On July 1, 2014, we completed a merger with Inland Diversified Real Estate Trust, Inc. ("Inland Diversified"), in which Inland Diversified merged with and into a wholly-owned subsidiary of ours in a stock-for-stock exchange with a transaction value of approximately \$2.1 billion, including the assumption of approximately \$0.9 billion of debt. Upon completion of the merger with Inland Diversified, we acquired 60 operating properties. Subsequent to the merger, we sold 15 of these properties in November and December 2014 and March 2015.

At June 30, 2015, we owned interests in 119 operating and redevelopment properties (consisting of 117 retail properties, one office operating property and an associated parking garage as well as the office components of the Eddy Street Commons and Traditions Village operating properties) and three development properties under construction.

Note 2. Basis of Presentation, Consolidation, Investments in Joint Ventures, and Noncontrolling Interests

We have prepared the accompanying unaudited financial statements pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in the financial statements prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) may have been condensed or omitted pursuant to such rules and regulations, although management believes that the disclosures are adequate to make the presentation not misleading. The unaudited financial statements as of June 30, 2015 and for the three and six months ended June 30, 2015 and 2014 include all adjustments, consisting of normal recurring adjustments, necessary in the opinion of management to present fairly the financial information set forth therein. The consolidated financial statements in this Form 10-Q should be read in conjunction with the audited consolidated financial statements and related notes thereto included in the Parent Company’s 2014 Annual Report on Form 10-K and the Operating Partnership’s audited consolidated financial statements and related notes thereto filed by the Parent Company on its Current Report on Form 8-K dated March 11, 2015. The preparation of financial statements in accordance

with GAAP requires management to make estimates and assumptions that affect the disclosure of contingent assets and liabilities, the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reported period. Actual results could differ from these estimates. The results of operations for the interim periods are not necessarily indicative of the results that may be expected on an annual basis.

Components of Investment Properties

The Company's investment properties as of June 30, 2015 and December 31, 2014 consisted of the following components:

| | Balance at June 30, 2015 | December 31, 2014 |
|---------------------------------|--------------------------------|----------------------|
| Investment properties, at cost: | | |
| Land | \$799,492 | \$778,780 |
| Buildings and improvements | 2,901,977 | 2,785,780 |
| Furniture, equipment and other | 6,547 | 6,398 |
| Land held for development | 34,975 | 35,907 |
| Construction in progress | 133,601 | 125,883 |
| | \$3,876,592 | \$3,732,748 |

Consolidation and Investments in Joint Ventures

The accompanying financial statements are presented on a consolidated basis and include all accounts of the Parent Company, the Operating Partnership, the taxable REIT subsidiary of the Operating Partnership, subsidiaries of the Operating Partnership that are controlled and any variable interest entities ("VIEs") in which the Operating Partnership is the primary beneficiary. In general, a VIE is a corporation, partnership, trust or any other legal structure used for business purposes that either (a) has equity investors that do not provide sufficient financial resources for the entity to support its activities, (b) does not have equity investors with voting rights or (c) has equity investors whose votes are disproportionate from their economics and substantially all of the activities are conducted on behalf of the investor with disproportionately fewer voting rights. The Operating Partnership consolidates properties that are wholly owned as well as properties it controls but in which it owns less than a 100% interest. Control of a property is demonstrated by, among other factors:

- our ability to refinance debt and sell the property without the consent of any other partner or owner;
- the inability of any other partner or owner to replace the Operating Partnership as manager of the property; or
- being the primary beneficiary of a VIE. The primary beneficiary is defined as the entity that has (i) the power to direct the activities of the VIE that most significantly impact the VIE's economic performance, and (ii) the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE.

As of June 30, 2015, we owned an investment in one joint venture that is a VIE in which we are the primary beneficiary. As of this date, the VIE has total debt of \$56.8 million, which is secured by assets of the VIE totaling \$99.8 million. The Operating Partnership guarantees the debt of the VIE.

We consider all relationships between the Operating Partnership and the VIE, including the development agreement, the management agreement and other contractual arrangements, in determining whether we have the power to direct the activities of the VIE that most significantly affect the VIEs' performance. We also periodically reassess primary beneficiary status of this VIE. During the three months ended June 30, 2015, there were no changes to our conclusions regarding whether an entity qualifies as a VIE or whether we are the primary beneficiary of any previously identified VIE.

Beacon Hill

In June 2015, we acquired our partner's interest in our Beacon Hill operating property. The transaction was accounted for as an equity transaction as we retained our controlling financial interest.

Income Taxes and REIT Compliance

Parent Company

The Parent Company, which is considered a corporation for federal income tax purposes, has been organized and intends to continue to operate in a manner that will enable it to maintain its qualification as a REIT for federal income tax purposes. As a result, it generally will not be subject to federal income tax on the earnings that it distributes to the extent it distributes its "REIT taxable income" (determined before the deduction for dividends paid and excluding net capital gains) to shareholders of the Parent Company and meets certain other requirements on a recurring basis. To the extent that it satisfies this distribution requirement, but distributes less than 100% of its taxable income, it will be subject to federal corporate income tax on its undistributed REIT taxable income. REITs are subject to a number of organizational and operational requirements. If the Parent Company fails to qualify as a REIT in any taxable year, it will be subject to federal income tax on its taxable income at regular corporate rates for a period of four years following the year in which qualification is lost. We may also be subject to certain federal, state and local taxes on our income and property and to federal income and excise taxes on our undistributed taxable income even if the Parent Company does qualify as a REIT. The Operating Partnership intends to continue to make distributions to the Parent Company in amounts sufficient to assist the Parent Company in adhering to REIT requirements and maintaining its REIT status.

We have elected to treat Kite Realty Holdings, LLC as a taxable REIT subsidiary of the Operating Partnership, and we may elect to treat other subsidiaries as taxable REIT subsidiaries in the future. This election enables us to receive income and provide services that would otherwise be impermissible for REITs. Deferred tax assets and liabilities are established for temporary differences between the financial reporting bases and the tax bases of assets and liabilities at the tax rates expected to be in effect when the temporary differences reverse. Deferred tax assets are reduced by a valuation allowance if it is more likely than not that some portion or all of the deferred tax asset will not be realized.

Operating Partnership

The allocated share of income and loss other than the operations of our taxable REIT subsidiary is included in the income tax returns of the Operating Partnership's partners; accordingly the only federal income taxes included in the accompanying consolidated financial statements are in connection with its taxable REIT subsidiary.

Noncontrolling Interests

We report the non-redeemable noncontrolling interests in subsidiaries as equity and the amount of consolidated net income attributable to these noncontrolling interests is set forth separately in the consolidated financial statements. The noncontrolling interests in consolidated properties for the six months ended June 30, 2015 and 2014 were as follows:

| | | |
|--|---------|---------|
| | 2015 | 2014 |
| Noncontrolling interests balance January 1 | \$3,364 | \$3,548 |
| | 58 | 76 |

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| | | |
|--|---------|---------|
| Net income allocable to noncontrolling interests, excluding redeemable noncontrolling interests | | |
| Distributions to noncontrolling interests | (58 |) (261 |
| Acquisition of partner's interest in Beacon Hill | (2,353 |) — |
| Noncontrolling interests balance at June 30 | \$1,011 | \$3,363 |

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Redeemable Noncontrolling Interests - Limited Partners

We classify redeemable noncontrolling interests in the Operating Partnership in the accompanying consolidated balance sheets outside of permanent equity because we may be required to pay cash to holders of Limited Partner Units upon redemption of their interests in the Operating Partnership or deliver registered shares upon their conversion. The carrying amount of the redeemable noncontrolling interests in the Operating Partnership is reflected at the greater of historical book value or redemption value with a corresponding adjustment to additional paid-in capital. At June 30, 2015 and December 31, 2014, the redemption value of the redeemable noncontrolling interests exceeded the historical book value, and the balance was accordingly adjusted to redemption value.

We allocate net operating results of the Operating Partnership after preferred dividends and noncontrolling interests in the consolidated properties based on the partners' respective weighted average ownership interest. We adjust the redeemable noncontrolling interests in the Operating Partnership at the end of each reporting period to reflect their interests in the Operating Partnership or redemption value. This adjustment is reflected in our shareholders' and Parent Company's equity. The Parent Company's and the limited partners' weighted average interests in the Operating Partnership for the three and six months ended June 30, 2015 and 2014 were as follows:

| | Three Months Ended | | Six Months Ended | | |
|---|--------------------|--------|------------------|--------|---|
| | June 30, 2015 | 2014 | June 30, 2015 | 2014 | |
| Parent Company's weighted average basic interest in Operating Partnership | 98.0 | % 95.2 | % 98.0 | % 95.2 | % |
| Limited partners' weighted average basic interests in Operating Partnership | 2.0 | % 4.8 | % 2.0 | % 4.8 | % |

At June 30, 2015 and December 31, 2014, the Parent Company's interest and the redeemable noncontrolling ownership interests in the Operating Partnership were 97.8% and 2.2% and 98.1% and 1.9%, respectively.

Concurrent with the Parent Company's initial public offering and related formation transactions, certain individuals received Limited Partner Units of the Partnership in exchange for their interests in certain properties. These Limited Partners were granted the right to redeem Limited Partner Units on or after August 16, 2005 for cash or, at the Parent Company's election, common shares of the Parent Company in an amount equal to the market value of an equivalent number of common shares of the Parent Company at the time of redemption. Such common shares must be registered, which is not fully in the Parent Company's control. Therefore, the Limited Partners' interest is not reflected in permanent equity. The Parent Company also has the right to redeem the Limited Partner Units directly from the limited partner in exchange for either cash in the amount specified above or a number of its common shares equal to the number of Limited Partner Units being redeemed. For the six months ended June 30, 2015 and 2014, respectively, 5,000 and 3,250 Limited Partner Units were exchanged for the same number of common shares of the Parent Company.

There were 1,914,278 and 1,639,443 Limited Partner Units outstanding as of June 30, 2015 and December 31, 2014, respectively.

Redeemable Noncontrolling Interests - Subsidiaries

Prior to the merger, Inland Diversified formed joint ventures with the previous owners of certain properties and issued Class B units in three joint ventures that indirectly own those properties. The Class B units remain outstanding subsequent to the merger with Inland Diversified and are accounted for as noncontrolling interests in these properties. The Class B units will become redeemable at our applicable partner's election at future dates generally beginning in March 2017 or October 2022 based on the

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applicable joint venture and the fulfillment of certain redemption criteria. Beginning in June 2018 and November 2022, with respect to our Territory Portfolio and Crossing at Killingly joint ventures, respectively, the applicable Class B units can be redeemed at either our applicable partner's or our election for cash or Limited Partner Units in the Operating Partnership. None of the issued Class B units have a maturity date and none are mandatorily redeemable.

On February 13, 2015, we acquired our partner's redeemable interests in the City Center operating property and other non-redeemable rights and interests held by our partner for \$34.4 million that was paid in a combination of cash and Limited Partner Units in the Operating Partnership. We funded the majority of the cash portion with a \$30 million draw on our unsecured revolving credit facility. As a result of this transaction, our guarantee of a \$26.6 million loan on behalf of LC White Plains Retail, LLC and LC White Plains Recreation, LLC was terminated.

We consolidate each of these joint ventures because we control the decision making of each of the joint ventures and our joint venture partners have limited protective rights.

We classify redeemable noncontrolling interests in certain subsidiaries in the accompanying consolidated balance sheets outside of permanent equity because, under certain circumstances, we may be required to pay cash to Class B unitholders in specific subsidiaries upon redemption of their interests. The carrying amount of these redeemable noncontrolling interests is required to be reflected at the greater of initial book value or redemption value with a corresponding adjustment to additional paid-in capital. As of June 30, 2015 and December 31, 2014, the redemption amounts of these interests did not exceed the fair value of each interest. As of June 30, 2015, the redemption value of the redeemable noncontrolling interests did not exceed the initial book value.

The redeemable noncontrolling interests in the Operating Partnership and subsidiaries for the six months ended June 30, 2015 and 2014 were as follows:

| | 2015 | 2014 |
|---|-----------|----------|
| Redeemable noncontrolling interests balance January 1 | \$125,082 | \$43,928 |
| Acquisition of partner's interest in City Center operating property | (33,998) | — |
| Net income (loss) allocable to redeemable noncontrolling interests | 1,133 | (157) |
| Distributions declared to redeemable noncontrolling interests | (1,912) | (863) |
| Other, net | (2,192) | (2,126) |
| Total Limited partners' interests in Operating Partnership and other redeemable noncontrolling interests balance at June 30 | \$88,113 | \$40,782 |
| Limited partners' interests in Operating Partnership | \$47,321 | \$40,782 |
| Other redeemable noncontrolling interests in certain subsidiaries | 40,792 | — |
| Total Limited partners' interests in Operating Partnership and other redeemable noncontrolling interests balance at June 30 | \$88,113 | \$40,782 |

The following sets forth accumulated other comprehensive (loss) income allocable to noncontrolling interests for the six months ended June 30, 2015 and 2014:

| | 2015 | | 2014 |
|--|--------|---|---------|
| Accumulated comprehensive (loss) income balance at January 1 | \$(24 |) | \$69 |
| Other comprehensive loss allocable to redeemable noncontrolling interests ¹ | (83 |) | (142) |
| Accumulated comprehensive loss balance at June 30 | \$(107 |) | \$(73) |

¹ Represents the noncontrolling interests' share of the changes in the fair value of derivative instruments accounted for as cash flow hedges (see Note 5).

Recently Issued Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-9, Revenue from Contracts with Customers ("ASU 2014-9"). ASU 2014-9 is a comprehensive revenue recognition standard that will supersede nearly all existing GAAP revenue recognition guidance. It will also affect the existing GAAP guidance governing the sale of nonfinancial assets. The new standard's core principle is that a company will recognize revenue when it satisfies performance obligations, by transferring promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for fulfilling those performance obligations. In doing so, companies will need to exercise more judgment and make more estimates than under existing GAAP guidance.

ASU 2014-9 was to be effective for public entities for annual and interim reporting periods beginning after December 15, 2016 and early adoption is not permitted, but on July 9, 2015 the FASB announced it would delay the effective date for one year. ASU 2014-9 allows for either recognizing the cumulative effect of application (i) at the start of the earliest comparative period presented (with the option to use any or all of three practical expedients) or (ii) at the date of initial application, with no restatement of comparative periods presented.

We have not yet selected a transition method nor have we determined the effect of ASU 2014-9 on our ongoing financial reporting.

In April 2015, the FASB issued ASU 2015-03, Interest- Imputation of Interest ("ASU 2015-03"). ASU 2015-03 will require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability. ASU 2015-03 is effective for annual and interim reporting periods beginning on or after December 15, 2015, with early adoption permitted. We expect this new guidance will reduce total assets and total debt on our consolidated balance sheet by amounts currently classified as deferred issuance costs, but we do not expect this update to have any other material effect on our consolidated financial statements.

Note 3. Earnings Per Share or Unit

Basic earnings per share or unit is calculated based on the weighted average number of shares or units outstanding during the period. Diluted earnings per share or unit is determined based on the weighted average number of shares or units outstanding combined with the incremental average shares or units that would have been outstanding assuming

the conversion of all potentially dilutive shares or units into common shares or units as of the earliest date possible.

Potentially dilutive securities include outstanding options to acquire common shares; Limited Partner Units, which may be exchanged for either cash or common shares, at the Parent Company's option and under certain circumstances; units under our Outperformance Plan; potential settlement of redeemable noncontrolling interests in certain joint ventures; and deferred common share units, which may be credited to the personal accounts of non-employee trustees in lieu of the payment of cash compensation or the issuance of common shares to such trustees. Exchangeable Limited Partner Units have been omitted from the Parent Company's denominator for the purpose of computing diluted earnings per share since the effect of including these amounts in

the denominator would have no dilutive impact. Weighted average exchangeable Limited Partner Units outstanding for both the six months ended June 30, 2015 and 2014 were 1.7 million. Due to our net loss attributable to common shareholders and Common Unit holders for the three and six months ended June 30, 2014, the potentially dilutive securities were not dilutive for those periods and were excluded from our net income per common share or unit calculations.

Approximately 0.1 million and 0.3 million outstanding options to acquire common shares were excluded from the computations of diluted earnings per share or unit because their impact was not dilutive for the three and six months ended June 30, 2015 and 2014, respectively.

During the third quarter of 2014, we completed a one-for-four reverse share split of our common shares. Unless otherwise noted, all common share and per share information contained herein has been restated to reflect the reverse share split as if it had occurred as of the beginning of the first period presented.

Note 4. Mortgage and Other Indebtedness

Mortgage and other indebtedness consisted of the following at June 30, 2015 and December 31, 2014:

| | Balance at June 30, 2015 | December 31, 2014 |
|--|--------------------------------|----------------------|
| Unsecured revolving credit facility | \$166,600 | \$160,000 |
| Unsecured term loan | 400,000 | 230,000 |
| Notes payable secured by properties under construction - variable rate | 132,215 | 119,347 |
| Mortgage notes payable - fixed rate | 745,938 | 810,959 |
| Mortgage notes payable - variable rate | 148,617 | 205,798 |
| Net premiums on acquired debt | 25,244 | 28,159 |
| Total mortgage and other indebtedness | 1,618,614 | 1,554,263 |
| Mortgage notes - properties held for sale | — | 67,452 |
| Total | \$1,618,614 | \$1,621,715 |

Consolidated indebtedness, including weighted average maturities and weighted average interest rates as of June 30, 2015, is summarized below:

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| | Amount | Weighted Average Maturity (Years) | Weighted Average Interest Rate | Percentage of Total | |
|---|-------------|--|--------------------------------------|------------------------|---|
| Fixed rate debt | \$745,938 | 5.5 | 5.03 | % 47 | % |
| Floating rate debt (hedged to fixed) | 543,275 | 2.6 | 2.92 | % 34 | % |
| Total fixed rate debt, considering hedges | 1,289,213 | 4.3 | 4.14 | % 81 | % |
| Notes payable secured by properties under construction - variable rate | 132,215 | 1.4 | 2.14 | % 8 | % |
| Other variable rate debt | 148,617 | 5.8 | 2.64 | % 9 | % |
| Corporate unsecured variable rate debt | 566,600 | 4.4 | 1.55 | % 36 | % |
| Floating rate debt (hedged to fixed) | (543,275) | -2.6 | -1.83 | % -34 | % |
| Total variable rate debt, considering hedges | 304,157 | 6.8 | 1.83 | % 19 | % |
| Net premiums on acquired debt | 25,244 | N/A | N/A | N/A | |
| Total debt | \$1,618,614 | 4.8 | 3.70 | % 100 | % |

Mortgage and construction loans are collateralized by certain real estate properties and leases. Mortgage loans are generally due in monthly installments of interest and principal and mature over various terms through 2030.

Variable interest rates on mortgage and construction loans are based on LIBOR plus spreads ranging from 135 to 275 basis points. At June 30, 2015, the one-month LIBOR interest rate was 0.19%. Fixed interest rates on mortgage loans range from 3.81% to 6.78%.

Unsecured Revolving Credit Facility and Unsecured Term Loan

On June 29, 2015, we entered into an amendment to our Fourth Amended and Restated Credit Agreement (the "Credit Agreement"). The amendment increased the total unsecured term loan from \$230 million to \$400 million, and modified two financial covenants to permit, in each case only one time during the term of the Credit Agreement for up to four consecutive fiscal quarters following a material acquisition, an increase in the maximum leverage ratio from 60% to 65%, and an increase in the unsecured indebtedness to unencumbered pool value ratio from .60 to 1.00 to .65 to 1.00. The amendment also removed two financial covenants and eliminated certain reporting requirements triggered by the addition of new properties to the unencumbered asset pool.

The amount that we may borrow under our unsecured revolving credit facility is based on the value of the assets in our unencumbered asset pool. As of June 30, 2015, the full amount of our unsecured revolving credit facility, or \$500 million, was available for draw based on the unencumbered property pool allocated to the unsecured revolving credit facility. Taking into account outstanding draws and letters of credit, as of June 30, 2015, we had \$322.8 million available under our unsecured revolving credit facility for future borrowings. In addition, our unencumbered assets could provide approximately \$111 million of additional borrowing capacity under the unsecured revolving credit facility.

As of June 30, 2015, \$166.6 million was outstanding under the unsecured revolving credit facility and \$400 million was outstanding under the unsecured term loan. Additionally, we had outstanding letters of credit totaling \$10.6

million, against which no amounts were advanced as of June 30, 2015.

Our ability to borrow under the Credit Agreement is subject to our compliance with various restrictive covenants, including with respect to liens, indebtedness, investments, dividends, mergers and asset sales. The Credit Agreement also requires us to satisfy the terms of certain financial covenants. As of June 30, 2015, we were in compliance with all such covenants of the Credit Agreement.

Debt Activity

For the six months ended June 30, 2015, we had total new borrowings of \$357.7 million and total borrowing repayments of \$314.4 million. The major components of this activity are as follows:

In the first six months of 2015, we retired the \$12.2 million loan secured by our Indian River operating property, the \$26.2 million loan secured by our Plaza Volente operating property and the \$50.1 million loan secured by our Landstown Commons operating property using draws on the unsecured revolving credit facility;

In March 2015, in connection with the sale of seven properties ("Tranche II") to Inland Real Estate Income Trust, Inc. ("IREIT"), IREIT assumed \$40.3 million of loans secured by our Prattville Town Center, Walgreens Plaza, Fairgrounds Crossing and Eastside Junction operating properties and retired the \$24.0 million loan secured by the Regal Court property. We used a portion of the proceeds from this sale to pay down \$27 million on the unsecured revolving credit facility;

In June 2015, we exercised the accordion option under our unsecured term loan to increase our total borrowings from \$230 million to \$400 million. We used the proceeds from this exercise to pay down \$140 million on the unsecured revolving credit facility and retire the \$23.9 million loan secured by our Draper Peaks operating property and the \$6.6 million loan secured by our Beacon Hill operating property;

We drew \$30.0 million on the unsecured revolving credit facility in the first quarter of 2015 to fund the acquisition of our partner's interest in our City Center operating property;

We drew \$12.9 million in the first six months of 2015 on construction loans related to our Parkside – Phases I and II development projects and Delray Marketplace property; and

We made scheduled principal payments on indebtedness totaling \$3.2 million.

Fair Value of Fixed and Variable Rate Debt

As of June 30, 2015, the estimated fair value of our fixed rate debt was \$786.0 million compared to the book value of \$745.9 million. The fair value was estimated using Level 2 and 3 inputs with cash flows discounted at current borrowing rates for similar instruments which ranged from 3.81% to 6.78%. As of June 30, 2015, the fair value of variable rate debt, was \$862.6 million compared to the book value of \$847.4 million. The fair value was estimated using Level 2 and 3 inputs with cash flows discounted at current borrowing rates for similar instruments which ranged from 1.54% to 2.94%.

Note 5. Derivative Instruments, Hedging Activities and Other Comprehensive Income

In order to manage potential future volatility relating to variable interest rate risk, we enter into interest rate hedging agreements from time to time. We do not use derivatives for trading or speculative purposes nor do we have any derivatives that are not designated as cash flow hedges. The agreements with each of our derivative counterparties provide that, in the event of default on any of our indebtedness, we could also be declared in default on our derivative obligations.

As of June 30, 2015, we were party to various cash flow hedge agreements with notional amounts totaling \$543.3 million. These hedge agreements effectively fix the interest rate indices underlying certain variable rate debt

instruments over terms ranging from 2017 through 2020. Utilizing a weighted average interest rate spread over LIBOR on all variable rate debt resulted in fixing the weighted average interest rate at 2.92%.

On June 30, 2015, in connection with the expansion of the Term Loan, we entered into three interest rate swaps. The notional amount of the instruments was \$170 million and the fair value was nominal as of June 30, 2015.

These interest rate hedge agreements are the only assets or liabilities that we record at fair value on a recurring basis. The valuation of these assets and liabilities is determined using widely accepted techniques including discounted cash flow analysis. These techniques consider the contractual terms of the derivatives (including the period to maturity) and use observable market-based inputs such as interest rate curves and implied volatilities. We also incorporate credit valuation adjustments into the fair value measurements to reflect nonperformance risk on both our part and that of the respective counterparties.

As a basis for considering market participant assumptions in fair value measurements, accounting guidance establishes a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs for identical instruments that are classified within Level 1 and observable inputs for similar instruments that are classified within Level 2) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3). In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

Although we have determined that the majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with our derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by us and our counterparties. As of June 30, 2015 and December 31, 2014, we have assessed the significance of the impact of the credit valuation adjustments on the overall valuation of our derivative positions and have determined that the credit valuation adjustments are not significant to the overall valuation of our derivatives. As a result, we have determined that our derivative valuations are classified in Level 2 of the fair value hierarchy.

As of June 30, 2015 the estimated fair value of our interest rate hedges was a net liability of \$5.6 million, including accrued interest of \$0.4 million. As of June 30, 2015, \$0.1 million is reflected in prepaid and other assets and \$5.7 million is reflected in accounts payable and accrued expenses on the accompanying consolidated balance sheets. At December 31, 2014 the net fair value of our interest rate hedges was a net liability of \$4.4 million, including accrued interest of \$0.5 million. As of December 31, 2014, \$0.7 million is reflected in prepaid and other assets and \$5.1 million is reflected in accounts payable and accrued expenses on the accompanying consolidated balance sheets.

Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to earnings over time as the hedged items are recognized in earnings. During the six months ended June 30, 2015 and 2014, \$2.7 million and \$1.9 million, respectively, were reclassified as a reduction to earnings. As the interest payments on our hedges are made over the next 12 months, we estimate the impact to interest expense to be \$4.2 million.

Our share of net unrealized gains and losses on our interest rate hedge agreements are the only components of the change in accumulated other comprehensive loss.

Note 6. Shareholders' Equity

Authorized Common Shares

In May 2015, upon approval from shareholders we filed an amendment to our Articles of Amendment and Restatement of Declaration of Trust, as amended, with the State of Maryland State Department of Assessments and Taxation to decrease the total number of authorized common shares of beneficial interest from 450,000,000 to 225,000,000 to reflect the decrease in the number of our common shares outstanding as a result of the one-for-four reverse share split in August 2014.

Distribution Payments

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Our Board of Trustees declared a quarterly cash distribution of \$0.515625 per Series A Preferred Share covering the period from March 2, 2015 to June 1, 2015. This distribution was paid on June 1, 2015 to shareholders of record as of May 22, 2015.

Our Board of Trustees declared a cash distribution of \$0.2725 per common share and Common Unit for the second quarter of 2015. This distribution was paid on July 14, 2015 to common shareholders and Common Unit holders of record as of July 7, 2015.

Note 7. Deferred Costs

Deferred costs consist primarily of financing fees incurred to obtain long-term financing, acquired lease intangible assets, and broker fees and capitalized salaries and related benefits incurred in connection with lease originations. Deferred financing costs are amortized on a straight-line basis over the terms of the respective loan agreements. Deferred leasing costs, lease intangibles and similar costs are amortized on a straight-line basis over the terms of the related leases. At June 30, 2015 and December 31, 2014, deferred costs consisted of the following:

| | June 30, 2015 | December 31, 2014 |
|---|------------------|----------------------|
| Deferred financing costs | \$15,070 | \$14,575 |
| Acquired lease intangible assets | 132,045 | 142,823 |
| Deferred leasing costs and other | 51,301 | 48,149 |
| | 198,416 | 205,547 |
| Less—accumulated amortization | (46,487 |) (36,583 |
| Total | 151,929 | 168,964 |
| Deferred costs – properties held for sale | — | (8,986 |
| Total | \$151,929 | \$159,978 |

The accompanying consolidated statements of operations include amortization expense as follows:

| | Six Months Ended | |
|---|------------------|---------|
| | June 30, 2015 | 2014 |
| Amortization of deferred financing costs | \$1,638 | \$1,059 |
| Amortization of deferred leasing costs, lease intangibles and other | 11,625 | 4,815 |

Amortization of deferred leasing costs, leasing intangibles and other is included in depreciation and amortization expense, while the amortization of deferred financing costs is included in interest expense.

Note 8. Deferred Revenue and Other Liabilities

Deferred revenue and other liabilities consist of unamortized fair value of in-place lease liabilities recorded in connection with purchase accounting, potential earnout payments related to property acquisitions, retainage payables for development and redevelopment projects, and tenant rent payments received in advance. The amortization of in-place lease liabilities is recognized as revenue over the remaining life of the leases (including option periods for leases with below market renewal options) through 2046. Tenant rent payments received in advance are recognized as revenue in the period to which they apply, which is typically the month following their receipt.

At June 30, 2015 and December 31, 2014, deferred revenue and other liabilities consisted of the following:

| | June 30, 2015 | December 31, 2014 |
|--|------------------|----------------------|
| Unamortized in-place lease liabilities | \$117,787 | \$125,336 |
| Retainage payables and other | 5,188 | 2,852 |
| Potential earnout payments due (Note 9) | 7,864 | 9,664 |
| Tenant rent payments received in advance | 11,484 | 10,841 |
| Total | 142,323 | 148,693 |
| Deferred revenue and other liabilities – liabilities held for sale | — | (12,284) |
| Total | \$142,323 | \$136,409 |

Note 9. Commitments and Contingencies

Other Commitments and Contingencies

We are not subject to any material litigation nor, to management's knowledge, is any material litigation currently threatened against us other than routine litigation, claims, and administrative proceedings arising in the ordinary course of business. Management believes that such routine litigation, claims, and administrative proceedings will not have a material adverse impact on our consolidated financial statements.

We are obligated under various completion guarantees with certain lenders and lease agreements with tenants to complete all or portions of the development and redevelopment projects. We believe we currently have sufficient financing in place to fund these projects and expect to do so primarily through existing construction loans. In addition, if necessary, we may make draws on our unsecured revolving credit facility.

As of June 30, 2015, we had outstanding letters of credit totaling \$10.6 million. At that date, there were no amounts advanced against these instruments.

Earnout Liability

Six of the properties we acquired in the merger with Inland Diversified had earnout arrangements whereby the Company could be required to pay the seller additional consideration based on leasing activity of vacant space. The estimated future earnout payment was \$7.9 million at June 30, 2015. The table below presents the change in our earnout liability for the six months ended June 30, 2015.

| | Six Months Ended June 30, 2015 |
|---|-----------------------------------|
| Earnout liability – beginning of period | \$9,664 |

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Decreases:

| | | |
|--|---------|---|
| Settlement of earnout obligations | (929 |) |
| Adjustments to purchase price allocation | (871 |) |
| Earnout liability – end of period | \$7,864 | |

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The expiration dates of the remaining earnouts range from November 2, 2015 through December 28, 2015.

Note 10. Disposals of Operating Properties

Sale of Properties to IREIT

On September 16, 2014, we entered into a Purchase and Sale Agreement with IREIT, which provided for the sale of 15 of our operating properties (the "Portfolio") to IREIT. The Purchase and Sale Agreement provided that the Portfolio would be sold to IREIT in two separate tranches. The sale of the first tranche ("Tranche I") consisted of eight retail operating properties that were sold in November and December 2014 for aggregate net proceeds of \$150.8 million and a net gain of \$1.4 million. The sale of Tranche II consisted of seven retail operating properties that were sold on March 16, 2015 for aggregate net proceeds of \$103.0 million and a net gain of \$3.4 million.

As of June 30, 2015, we have \$43.8 million classified as cash and cash equivalents for amounts received in connection with the sale of these properties. Our intent is to use this amount to fund future acquisitions (see Note 13).

The operating properties sold to IREIT are not included in discontinued operations in the accompanying Statements of Operations as the disposals neither individually nor in the aggregate represent a strategic shift that has had or will have a major (material) effect on our operations or financial results. The properties in Tranche II of the Portfolio met the requirements for presentation as "held for sale" as of December 31, 2014. Upon meeting the held-for-sale criteria, depreciation and amortization ceased for these operating properties.

The combined results of operations for the investment properties that were sold in the first six months of 2015 are presented in the table below:

| | Six Months Ended June 30, 2015 |
|-----------------------------------|-----------------------------------|
| Revenue: | |
| Minimum rent | \$2,403 |
| Tenant reimbursements | 539 |
| Total revenue | 2,942 |
| Expenses: | |
| Property operating | 495 |
| Real estate taxes | 276 |
| Total expenses | 771 |
| Operating income | 2,171 |
| Interest expense | (527) |
| Income from continuing operations | \$1,644 |

Note 11. Acquisitions

During the three months ended June 30, 2015, we acquired two operating properties. In 2014, we acquired a total of 61 operating properties. Upon completion of the merger with Inland Diversified in July 2014, we acquired 60 operating properties and in December 2014 we acquired an operating property in Las Vegas, Nevada. The total purchase price of the assets acquired in the merger was \$2.1 billion. Purchase price allocations were made at the date of acquisition, primarily to the fair value of tangible assets (land, building, and improvements) as well as to intangibles. The estimated purchase price allocations for the

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acquisitions that took place in the fourth quarter of 2014 and the second quarter of 2015 remain preliminary at June 30, 2015 and are subject to revision within the measurement period, not to exceed one year. As of June 30, 2015, the purchase price allocation for the properties acquired in the merger are final. There were no material adjustments made to the allocations during the six months ended June 30, 2015.

Following is a summary of our 2014 and 2015 operating property acquisitions.

| Property Name | MSA | Acquisition Date | Owned GLA |
|--------------------------------|-------------------|------------------|------------|
| Merger with Inland Diversified | Various | July 2014 | 10,719,471 |
| Rampart Commons | Las Vegas, NV | December 2014 | 81,292 |
| Colleyville Downs | Dallas, TX | April 2015 | 185,848 |
| Belle Isle Station | Oklahoma City, OK | May 2015 | 164,337 |

The following table summarizes the aggregate purchase price allocation for the properties acquired as part of the merger with Inland Diversified as of July 1, 2014 (in thousands):

| | |
|---|-------------|
| Assets: | |
| Investment properties, net | \$2,095,567 |
| Deferred costs, net | 143,210 |
| Investments in marketable securities | 18,602 |
| Cash and cash equivalents | 108,666 |
| Accounts receivable, prepaid expenses, and other | 20,157 |
| Total Assets | \$2,386,202 |
| Liabilities: | |
| Mortgage and other indebtedness, including debt premium of \$33,300 | \$892,909 |
| Deferred revenue and other liabilities | 129,935 |
| Accounts payable and accrued expenses | 59,314 |
| Total Liabilities | 1,082,158 |
| Noncontrolling interests | 69,356 |
| Common shares issued | 1,234,688 |
| Total Allocated Purchase Price | \$2,386,202 |

The remaining operating properties acquired through the merger with Inland Diversified generated total revenue of \$83.5 million and consolidated net income of \$9.4 million for the six months ended June 30, 2015. This includes total revenue and consolidated net income through the date of sale from the seven operating properties we sold to IREIT in March 2015 (see Note 10).

Acquisition costs for the six months ended June 30, 2015 of \$0.5 million related to our acquisitions of Rampart Commons, Colleyville Downs and Belle Isle Station. Merger costs of \$7.8 million for the six months ended June 30, 2014 related to our

merger with Inland Diversified and were mainly comprised of investment banking, due diligence, legal, and other professional expenses.

Note 12. Gain on Settlement

In June 2015, we received \$4.75 million to settle a dispute related to eminent domain and related damages at one of our operating properties. The settlement agreement did not restrict our use of the proceeds. These proceeds, net of certain costs, are included in gain on settlement within the statement of operations. We have placed the net proceeds in escrow with the associated mortgage lender in accordance with terms of the debt agreement.

Note 13. Subsequent Events

On July 24, 2015, we acquired Livingston Shopping Center, an operating property located in Livingston, New Jersey. The purchase price was funded with cash on hand, including escrows of \$31.1 million from our 2015 property sales and a draw of \$13.1 million on our unsecured revolving credit facility.

Item 2.

Cautionary Note About Forward-Looking Statements

This Quarterly Report on Form 10-Q, together with other statements and information publicly disseminated by us, contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such statements are based on assumptions and expectations that may not be realized and are inherently subject to risks, uncertainties and other factors, many of which cannot be predicted with accuracy and some of which might not even be anticipated. Future events and actual results, performance, transactions or achievements, financial or otherwise, may differ materially from the results, performance, transactions or achievements, financial or otherwise, expressed or implied by the forward-looking statements. Risks, uncertainties and other factors that might cause such differences, some of which could be material, include but are not limited to:

- national and local economic, business, real estate and other market conditions, particularly in light of low growth in the U.S. economy as well as uncertainty added to the economic forecast due to the sharp drop in oil and energy prices in late 2014;
 - financing risks, including the availability of and costs associated with sources of liquidity;
 - our ability to refinance, or extend the maturity dates of, our indebtedness;
 - the level and volatility of interest rates;
 - the financial stability of tenants, including their ability to pay rent and the risk of tenant bankruptcies;
 - the competitive environment in which we operate;
 - acquisition, disposition, development and joint venture risks;
 - property ownership and management risks;
 - our ability to maintain our status as a real estate investment trust (“REIT”) for federal income tax purposes;
 - potential environmental and other liabilities;
 - impairment in the value of real estate property we own;
 - risks related to the geographical concentration of our properties in Florida, Indiana, and Texas;
 - insurance costs and coverage;
 - other factors affecting the real estate industry generally; and
- other uncertainties and factors identified in this Quarterly Report on Form 10-Q and, from time to time, in other reports we file with the SEC or in other documents that we publicly disseminate, including, in particular, the section titled “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

The Company undertakes no obligation to publicly update or revise these forward-looking statements, whether as a result of new information, future events or otherwise.

Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in connection with the accompanying historical financial statements and related notes thereto. In this discussion, unless the context suggests otherwise, references to “our Company,” “we,” “us,” and “our” mean Kite Realty Group Trust and its direct and indirect subsidiaries, including Kite Realty Group, L.P.

Our Business and Properties

Kite Realty Group Trust, a publicly-held real estate investment trust, through its majority-owned subsidiary, Kite Realty Group, L.P., owns interests in various operating subsidiaries and joint ventures engaged in the ownership, operation, acquisition, development, and redevelopment of high-quality neighborhood and community shopping centers in selected markets in the United States. We derive revenues primarily from rents and reimbursement payments received from tenants under leases at our properties. Our operating results therefore depend materially on the ability of our tenants to make required rental payments, conditions in the United States retail sector and overall economic and real estate market conditions.

At June 30, 2015, we owned interests in 119 operating and redevelopment properties (consisting of 117 retail properties, one office operating property and an associated parking garage) and three development properties under construction. In addition, we also owned interests in other land parcels comprising 94 acres that may be used for future expansion of existing properties, development of new retail or office properties or sold to third parties.

On July 1, 2014, we completed a merger with Inland Diversified Real Estate Trust, Inc. (“Inland Diversified”), in which Inland Diversified merged with and into a wholly-owned subsidiary of ours. Upon completion of the merger with Inland Diversified, we acquired 60 operating properties. Subsequent to the merger, we sold 15 of these properties in November and December 2014 and March 2015.

At June 30, 2014, we owned interests in 70 operating and redevelopment properties (consisting of 68 retail properties, one office operating property and an associated parking garage) and three development properties under construction.

Current Quarter Actions

We continue to execute on our strategy to maximize shareholder value, including:

Acquisition, Development, and Redevelopment Activities. Since March 31, 2015, we have acquired \$145.8 million of real estate assets. In April, we acquired Colleyville Downs, a 185,848 square foot shopping center in Dallas, Texas. The center is 93.3% leased and anchored by a newly constructed Whole Foods Market, Petco, and Ace Hardware.

In May, we acquired Belle Isle Station, a 164,337 square foot shopping center in Oklahoma City, Oklahoma. The center is 98.5% leased and anchored by Nordstrom Rack, Old Navy, Ross Dress for Less, Shoe Carnival, Babies ‘R Us (ground lease), Party City, Kirkland’s and a non-owned Wal-Mart Supercenter.

Subsequent to the end of the quarter, we acquired Livingston Shopping Center, a 140,000 square foot shopping center in Livingston, New Jersey. The center is 95.4% leased and anchored by Nordstrom Rack, TJ Maxx, Cost Plus (World Market), Buy Buy Baby, DSW and Ulta.

In June, we also acquired our partners' interest in our Beacon Hill and Bayport Commons operating properties. The acquisitions of these interests allow us to control the potential repositioning of the asset in the future including unencumbering the properties.

During the second quarter of 2015, we transitioned Cool Springs Market to a redevelopment property with the the downsizing of an existing Staples and the execution of new leases with Buy Buy Baby and DSW.

Operational Activities. During the second quarter of 2015, we executed 77 new and renewal leases totaling 420,000 square feet. We signed comparable new leases with 15 tenants for 43,000 square feet of gross leasable area ("GLA") and comparable renewal leases with 42 tenants for 293,000 square feet of GLA. We achieved a blended rent spread of 8.0% on these comparable signed leases while incurring minimal incremental capital improvement costs. The average rents for new comparable leases signed in the second quarter of 2015 were \$21.56 per square foot compared to average expiring rents of \$19.98 per square foot in that quarter. The average rents for renewals signed in the second quarter of 2015 were \$13.59 per square foot compared to average expiring rents of \$12.59 per square foot in that quarter. Further, average leasing costs for new comparable leases signed in the second quarter of 2015 were \$32.83 per square foot, while there were minimal leasing costs incurred for renewal leases.

Our same property net operating income increased 3.7% and 4.0% for the three and six months ended June 30, 2015 compared to the same periods of the prior year. These increases were primarily due to increases in rental rates (as described above), improvement in economic occupancy from 92.5% to 92.9%, and improved expense control and recovery resulting in an improvement in net recoveries of \$0.3 million.

Capital Activity. On June 29, 2015, we entered into an amendment to our Credit Agreement. The amendment increased the total unsecured term loan from \$230 million to \$400 million, and modified two financial covenants to permit, in each case only one time during the term of the Credit Agreement for up to four consecutive fiscal quarters following a material acquisition, an increase in the maximum leverage ratio from 60% to 65%, and an increase in the unsecured indebtedness to unencumbered pool value ratio from .60 to 1.00 to .65 to 1.00. The amendment also removed two financial covenants and eliminated certain reporting requirements triggered by the addition of new properties to the unencumbered asset pool.

We used the proceeds from the increase in the unsecured term loan to pay down \$140 million on the unsecured revolving credit facility and retire the \$23.9 million loan secured by our Draper Peaks operating property and the \$6.6 million loan secured by our Beacon Hill operating property.

In July 2015, we agreed in principle to issue in a private placement \$250 million of senior unsecured notes at a blended rate of 4.41% and an average maturity of 9.8 years. We expect the notes to be issued on or about September 10, 2015, subject to the negotiation and execution of loan documents and customary closing conditions. There can be no assurances that any of these conditions will be satisfied or that the placement will occur on the terms described herein, or at all.

The amendment of our Credit Agreement, the achievement of investment grade credit ratings in late 2014 and a continued increase in our unencumbered property pool all provide us with greater financial flexibility and opportunities. Our investment grade credit ratings provide us with access to the unsecured public bond market which we may use in the future to finance acquisition activity, repay debt maturing in the near term and fix interest rates that are currently at historically low levels.

Results of Operations

The comparability of results of operations in 2014 and 2015 is significantly affected by our merger with Inland Diversified on July 1, 2014 and, to a lesser extent, by our development, redevelopment and operating property acquisition and disposition activities during these periods. Therefore, we believe it is useful to review the comparisons of our results of operations for these periods in conjunction with the discussion of these activities during those periods, which is set forth below.

Property Acquisitions

The following properties were acquired between January 1, 2014 and June 30, 2015:

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| Property Name | MSA | Acquisition Date | Owned GLA |
|--------------------------------|---------|------------------|------------|
| Merger with Inland Diversified | Various | July 2014 | 10,719,471 |