

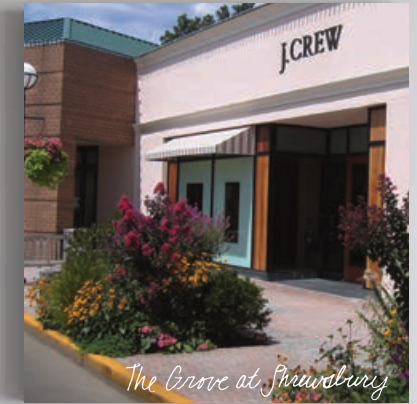
# THE ART OF **EXECUTION.**

FEDERAL REALTY INVESTMENT TRUST

*2013 Annual Report*

# EXECUTING OUR PLAN

Our industry-leading success looks inspired, but it's simply the result of consistent execution of a balanced, conservative business plan.



\*This rendering is for illustrative purposes only and subject to change.

# DEAR FELLOW SHAREHOLDERS,

We set out long ago to build a real estate platform that would offer investors a steady stream of ever-increasing cash flows, no matter what the economic environment. One that would withstand changes in consumer shopping habits and the inevitable retailer failures as trends and businesses evolved. We wanted our real estate to be relevant and important to the communities it served and we always wanted it to be smartly designed and sustainable in the long term. 2013 marked the 46th consecutive year that your company increased its dividends per share to shareholders (that's since 1967), most recently to \$3.12 annually.

No other REIT in the United States can match that record, and only a couple of dozen companies in any industry, anywhere, can claim a longer period of increased dividends per share. It's not an accident and it comes from a balanced and conservative business plan consistently applied and based on the following key tenets:



Pentagon Row, Arlington, Virginia

**Never settle on location.** Areas of the country with significant population density, above-average household incomes and education levels, and most importantly, barriers to entry that make new competition difficult, are the consistent threads running through Federal Realty properties. Well-located properties are the “gifts that keep on giving” over the years in that they invariably provide more opportunities for redevelopment, higher demand for space that allows for more rent as tenants turn, and greater value upon sale should we ever choose to recycle capital. Never settle on location is our mantra.

**Maintain a well-diversified tenant base.** If we are doing our job right, we are creating shopping environments where retailers thrive and cross-shopping between stores and restaurants is common. Despite the goal, however, businesses fail sometimes and need to be replaced. No tenant in our portfolio comprises more than 3.5% of our rental stream and our top 25 tenants make up less than 30%.

**Maintain the proper balance between stable properties and new development.** Operating income at our properties totaled \$447 million in 2013, more than ever before and \$20 million more than in 2012. With that kind of stability, we can feel comfortable developing and redeveloping new environments where markets call for it; but not too much. It is why capital allocation decisions are among our most important, and heavily scrutinized, decisions.

**Run the business with a conservative and flexible balance sheet.** Economic conditions change, interest rates fluctuate, retailers fail, and we never want to be in the position of having to raise money when the markets are not friendly. Federal's debt, as a percentage of total capitalization, averaged 26% in 2013 and is almost entirely fixed in rate. As we look out over our maturities in the next couple of years, we expect to be able to continue to refinance that debt at lower rates and further reduce the long-term interest cost of the business.

## PREPARING TODAY FOR TOMORROW

We obviously can't insulate ourselves from all the risks of our business and we're certainly not immune to them. But we do work hard to mitigate them and, in 2013, the result was another year of record performance in so many areas. Perhaps more importantly, we made significant progress in setting up future performance with the expected delivery of the initial phases of some of the most anticipated and consequential mixed-use projects under development in the country. More on them later, but first, a look at some of the financial and other highlights of 2013.

We are living through a time of interest rates at unprecedented lows that we took advantage of in 2013. Twice during the year, we retired existing debt through the issuance of new unsecured public bonds at far lower interest rates. In the second quarter, we raised \$275 million on a 10-year unsecured basis at 2.75% (among the lowest issues ever priced by a REIT), and in the fourth quarter we raised \$300 million in a 10-year unsecured offering at 3.95%. Both issues reduced and locked in our interest rate exposure for the next decade at these low rates though we did incur a one-time prepayment charge of 20 cents per share, a small price to pay for such prolonged security. We reported funds from operations (FFO) per share of \$4.41 with that prepayment charge, the highest we've ever recorded, and \$4.61 without it (a better reflection of operating performance), a full 7% better than 2012 (which was itself a record).

## THE CORE PORTFOLIO AS FOUNDATION

Pricing power swung back to the landlord in 2013 as 348 of the 391 leases that we were able to negotiate were for "comparable" space; that is, space for which there was a previous existing tenant. Overall, the newly negotiated rent was 20% higher than the rent the previous tenant was paying, resulting in \$7.4 million more rent being generated each year of the new lease term. That 20% "rollover" increase was the highest that we have seen since 2008, a very strong sign of an improving economy. The remaining 43 leases negotiated during the year were for the new spaces being built (but not yet



Tower Shops, Davie, Florida

delivered) at developments like Assembly Row in Somerville, Massachusetts, and Pike & Rose in North Bethesda, Maryland, and represent an additional \$8 million annually, a very good start considering these projects are still under construction. Another sign of an improving economy is our occupancy levels portfolio-wide, which, after improving in 2012, continued to improve in 2013 to end the year at 95.1%. The most fundamental part of our business, the leasing of space, had a banner year in 2013, which creates a very strong foundation as we begin 2014.

## ICONIC ACQUISITIONS

For those investors living in or familiar with central New Jersey, be sure to stop by the two latest additions to Federal's class-leading portfolio. The Grove at Shrewsbury is

the trade area's dominant shopping destination that services over 138,000 people with average household incomes of nearly \$112,000 within the trade area. Over 40 national and regional tenants like Lululemon, Anthropologie, and J.Crew are represented. Just over fifteen miles south of The Grove lies Brook 35 in Sea Girt, New Jersey, another important retail center with tenants that include Ann Taylor, Coach, and Williams-Sonoma. Together, these shopping centers add over \$9 million of property operating income that is expected to grow well for the foreseeable future. Our company acquired a controlling interest in both of these iconic shopping centers on January 1, 2014, based on a total value, including assumed debt of \$161 million. They fit in perfectly with the high-quality, dominant shopping destinations that are hallmarks of Federal Realty's portfolio. We continue to grow selectively and only by buying, building, or expanding the finest retail in our markets.



Assembly Row, Somerville, Massachusetts

## BUILDING NEW DESTINATIONS FOR A BRIGHT FUTURE

A review of our balance sheet would disclose a line item called "Construction-in-Progress" totaling \$531 million on December 31, 2013. That represents our team's hard work over the past few years planning, designing, and now building new retail and mixed-use destinations primarily in four major markets across the United States: greater Washington, D.C.; greater Boston, Massachusetts; San Jose, California; and greater Los Angeles, California. Construction-in-Progress means just that, and represents more than a half billion dollars of investment that, to this point, has not contributed one penny to your company's earnings stream. What it does do is provide a clear and stable path toward future growth and value creation at a time when many retail real estate companies are struggling to find ways to grow.

Beginning in 2014, the initial phases of this multi-year development initiative are expected to be delivered. Pike & Rose, Assembly Row, further build-out of Santana Row, The Point, and adjacent parcels together represent more than 85 acres of some of the best commercial real estate available in the country, all of which is owned or controlled by Federal Realty today and much of it is entitled for significantly higher building density than currently resides on it. Construction-in-Progress will be transformed into "open-for-business" in the summer and fall of 2014 at Pike & Rose in North Bethesda, Maryland, where over 150,000 square feet of lifestyle retail and 174 new apartments will open;



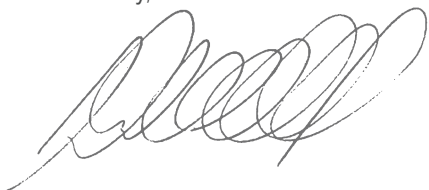
Brook 35, Sea Girt, New Jersey

similarly in the summer of 2014 at Assembly Row in Somerville, Massachusetts, where over 300,000 square feet of outlet and entertainment retail and restaurants will open; and finally, in the spring of 2014 at Santana Row in San Jose, California, where over 200 new luxury apartments will join the existing retail and residential assortment. Openings of new product will continue into 2015 when more residential apartments open at Pike & Rose and over 110,000 square feet of upscale lifestyle retail and boutique office opens at The Point in El Segundo, California. We also expect to begin new construction on future phases of these projects as the initial deliveries are absorbed by the marketplace. At this writing, each of those very important projects is on time and on budget, and this is only the beginning of the near-decade-long plan to add to and expand these very significant retail destinations.

#### JUST THE TEAM TO DO IT

While our balanced and consistent business plan is simple to understand, its execution is not, and requires skilled and dedicated team members everywhere through the organization to perform at a high level year in and year out. That team is in place. From developers, tenant coordinators, leasing agents, and lawyers who put deals and projects together; to property operations, accountants, and administrative professionals who keep it all moving forward; to senior executives who live and breathe Federal Realty strategy and execution, I am convinced that we have the most talented team in the industry. On behalf of our well-tenured Board of Trustees that is always viewing this company through a shareholder-value lens, we want to thank you for your continued support, and we look forward to being an important part of your investment portfolio for years to come.

Sincerely,



**DONALD C. WOOD**

*President & Chief Executive Officer*



## BOARD OF TRUSTEES (FROM LEFT TO RIGHT):

**JOSEPH S. VASSALLUZZO** | Chairman, Federal Realty Investment Trust, Former Vice Chairman, Staples, Inc.

**JON E. BORTZ** | Chairman, Chief Executive Officer and President, Pebblebrook Hotel Trust

**KRISTIN GAMBLE** | President, Flood Gamble Associates, Inc.

**DAVID W. FAEDER** | Managing Partner, Fountain Square Properties

**GAIL P. STEINEL** | Owner, Executive Advisors

**WARREN M. THOMPSON** | President and Chairman, Thompson Hospitality Corporation

**DONALD C. WOOD** | President and Chief Executive Officer, Federal Realty Investment Trust

# CASE STUDIES IN EXECUTION

2013

From operating and redeveloping our core properties, to acquiring carefully chosen additions to our portfolio, to embarking on new mixed-use developments, we continue to execute our plan.



Third Street Promenade, Santa Monica, California



Linden Square, Wellesley, Massachusetts

# LINDEN SQUARE

Wellesley, Massachusetts

A lifestyle destination center in a prosperous suburb of Boston, with a mix of local boutiques, national retailers, restaurants, and services, all anchored by well-established specialty grocer Roche Brothers.

Federal Realty invested in a number of physical improvements and marketing programs to enhance Linden Square's appeal. Keeping our centers fresh and relevant to the communities they serve is simply good business, as increasing appeal results in increasing rents.



# BARRACKS ROAD

Charlottesville, Virginia

A retail destination shopping center in the heart of Charlottesville, Virginia, Barracks Road offers an attractive mix of well-known national retailers and unique, locally owned stores and restaurants, as well as regional grocers.

Federal Realty delivered a pad site for exciting new tenants such as Zoës Kitchen and Zinburger Wine & Burger Bar, and re-leased in-line spaces to new upscale retailers such as Kate Spade—all the while enhancing the shopping experience with all-new common areas featuring pedestrian-friendly wider sidewalks with shaded seating areas.





Barracks Road, Charlottesville, Virginia



**DEIRDRE JOHNSON**  
SENIOR DIRECTOR, ASSET MANAGER

*“By making strategic investments at Barracks Road, this landmark location continues to evolve and grow in a way that is authentic to the market and its historical roots while rewarding its merchants and investors through sales growth and value creation.”*

# THE GROVE AT SHREWSBURY

Shrewsbury, New Jersey

This is Monmouth County's dominant lifestyle center, strategically located along Route 35 in central New Jersey and serving the affluent towns of Rumson, Fair Haven, Little Silver, and Middletown.

Its demographically appealing location, dynamic mix of high-end tenants, and aesthetic beauty make The Grove at Shrewsbury a classic Federal Realty property—and made it an object of our desire for years. Thanks to our emphasis on personal contacts, we were finally able to acquire The Grove without it ever going on the market.



The Grove at Shrewsbury, Shrewsbury, New Jersey



The Grove at Shrewsbury, Shrewsbury, New Jersey



**CHRIS COLE**  
PRINCIPAL, METROVATION

*"We are very pleased to join the Federal team and are excited about opportunities for future growth and value creation as part of such a successful platform."*

# PIKE & ROSE

North Bethesda, Maryland

Designed to engage, entertain, and inspire, Pike & Rose's 24 acres in the heart of affluent Montgomery County, Maryland, will represent a complete transformation. An old-fashioned shopping strip surrounded by surface parking will soon be the mixed-use magnet for shopping, living, and working.

Thanks to our strong financial position and our proactive management of our property, Federal Realty was the first to break ground among the several developers executing the White Flint Sector Plan. We secured the first Mid-Atlantic location of iPic, an upscale theater with restaurant and bar. In addition, our partnership with Strathmore Arts Center means Pike & Rose will offer the community a unique cultural asset—one that can generate additional revenue for the property.



Pike & Rose, North Bethesda, Maryland

This rendering is for illustrative purposes only and subject to change.

**GEORGE STAMATAKOS**  
DIRECTOR OF CONSTRUCTION

*“Large mixed-use projects require extensive coordination and strong relationships with multiple stakeholders to ensure that we can deliver a great environment on time and on budget.”*



Pike & Rose, North Bethesda, Maryland  
This rendering is for illustrative purposes only and subject to change.

# ASSEMBLY ROW

Somerville, Massachusetts

Adjacent to Boston and Cambridge, Assembly Row is a totally new type of mixed-use development: a captivating blend of outlet retail, restaurants, entertainment, residences, and office space, all designed to appeal to savvy, value-conscious, and discerning consumers.

Knowing that commuter rail is the lifeblood of urban mixed-use success, we are excited that the MBTA will be delivering its first new T-stop in over 25 years at the doorstep of Assembly Row. With a late-summer grand opening planned, construction is currently on schedule and on budget.



Assembly Row, Somerville, Massachusetts  
This rendering is for illustrative purposes only and subject to change.



Assembly Row, Somerville, Massachusetts  
This rendering is for illustrative purposes only and subject to change.



**MIKE BUCHER**  
DEVELOPMENT ASSOCIATE

**RUSS JOYNER**  
GENERAL MANAGER

*“Great environments lead to a better way of life. What we are creating at Assembly Row takes outlet retail to a completely new level in an urban context and will mix in sought-after dining with residential, office, and transit—all on an amazing reclaimed riverfront.”*



# THE POINT

El Segundo, California

At the crossroads of Rosecrans Avenue and Sepulveda Boulevard in the South Bay area of Southern California, The Point is an extension of Federal Realty's Plaza El Segundo property that will offer al fresco dining, fresh shopping choices, new boutique office space, and more: a family-friendly gathering place for the community.

The Point is a perfect illustration of our prudent, opportunistic approach. We acquired this parcel adjacent to Plaza El Segundo when it became available on favorable terms. When Plaza El Segundo exceeded our projected performance numbers, we were poised to proceed with The Point on an accelerated schedule.

The Point, El Segundo, California  
This rendering is for illustrative purposes only and subject to change.





The Point, El Segundo, California

This rendering is for illustrative purposes only and subject to change.



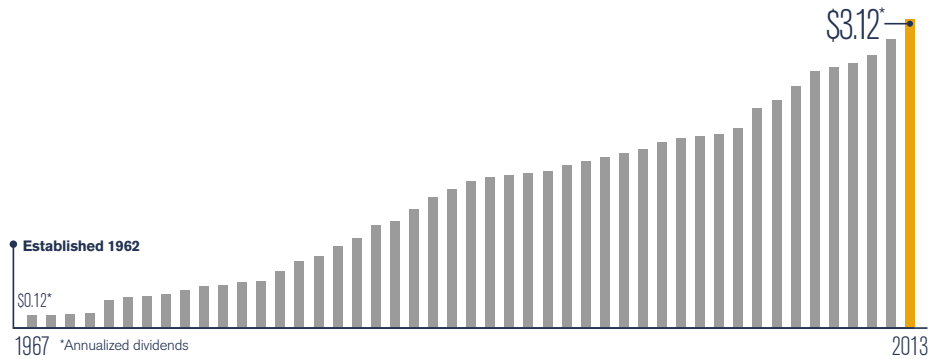
**LORA VRASTIL**  
REGIONAL PROPERTY MANAGER

*“The Point will be an integral addition to the tenant mix and success of Plaza El Segundo, with a fantastic location on the corner of Sepulveda and Rosecrans, where over 100,000 cars drive by daily.”*

# THE PROOF IS IN THE NUMBERS

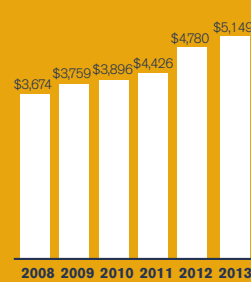
In 2013, executing our solid plan resulted in our 46th consecutive year of increased dividends per share—a record among all REITs and a long-term consistency exceeded by only a handful of companies in any industry.

With our strong foundation and expert execution, we have achieved steady growth over the years.

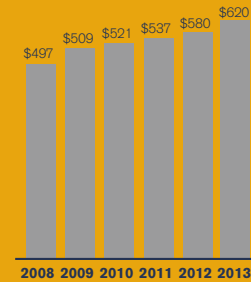


## STEADY CONSISTENT GROWTH

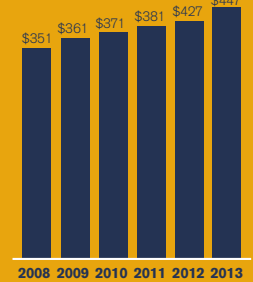
**REAL ESTATE ASSETS**  
(at cost, in millions)  
(as of December 31, 2013)



**RENTAL INCOME**  
(in millions)

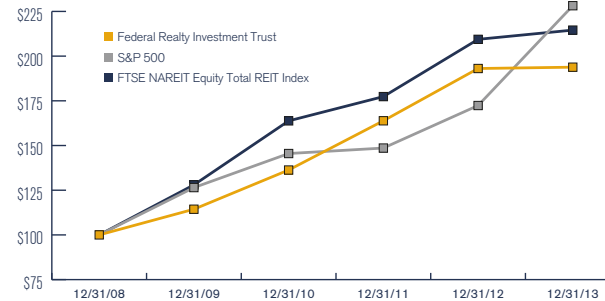


**PROPERTY OPERATING INCOME<sup>1</sup>**  
(in millions)



<sup>1</sup> See discussion of calculation in Item 6 "Selected Financial Data" in our Form 10-K.

## COMPARISON OF 5-YEAR CUMULATIVE TOTAL RETURN



The performance graph compares the cumulative total shareholder return on Federal Realty's shares with the cumulative return with the S&P 500 and the index of equity real estate investment trusts prepared by the National Association of Real Estate Investment Trusts ("NAREIT") for the five fiscal years commencing December 31, 2008, and ending December 31, 2013, assuming an investment of \$100 and the reinvestment of all dividends into additional common shares during the holding period. Equity real estate investment trusts are defined as those that derive more than 75% of their income from equity investments in real estate assets. The FTSE NAREIT Equity REIT Total Return Index includes all tax qualified real estate investment trusts listed on the NYSE, NYSE Amex (formerly known as the American Stock Exchange), or the NASDAQ National Market. Stock performance for the past five years is not necessarily indicative of future results.

## LOCATIONS

### CORPORATE HEADQUARTERS

1626 East Jefferson Street  
Rockville, MD 20852  
(301) 998-8100

### REGIONAL OFFICES

#### Boston

5 Middlesex Avenue, Suite 401  
Somerville, MA 02145  
(617) 684-1500

#### Los Angeles

2041 Rosecrans Avenue, Suite 245  
El Segundo, CA 90245  
(310) 414-5280

#### Philadelphia

50 East Wynnewood Road, Suite 200  
Wynnewood, PA 19096  
(610) 896-5870

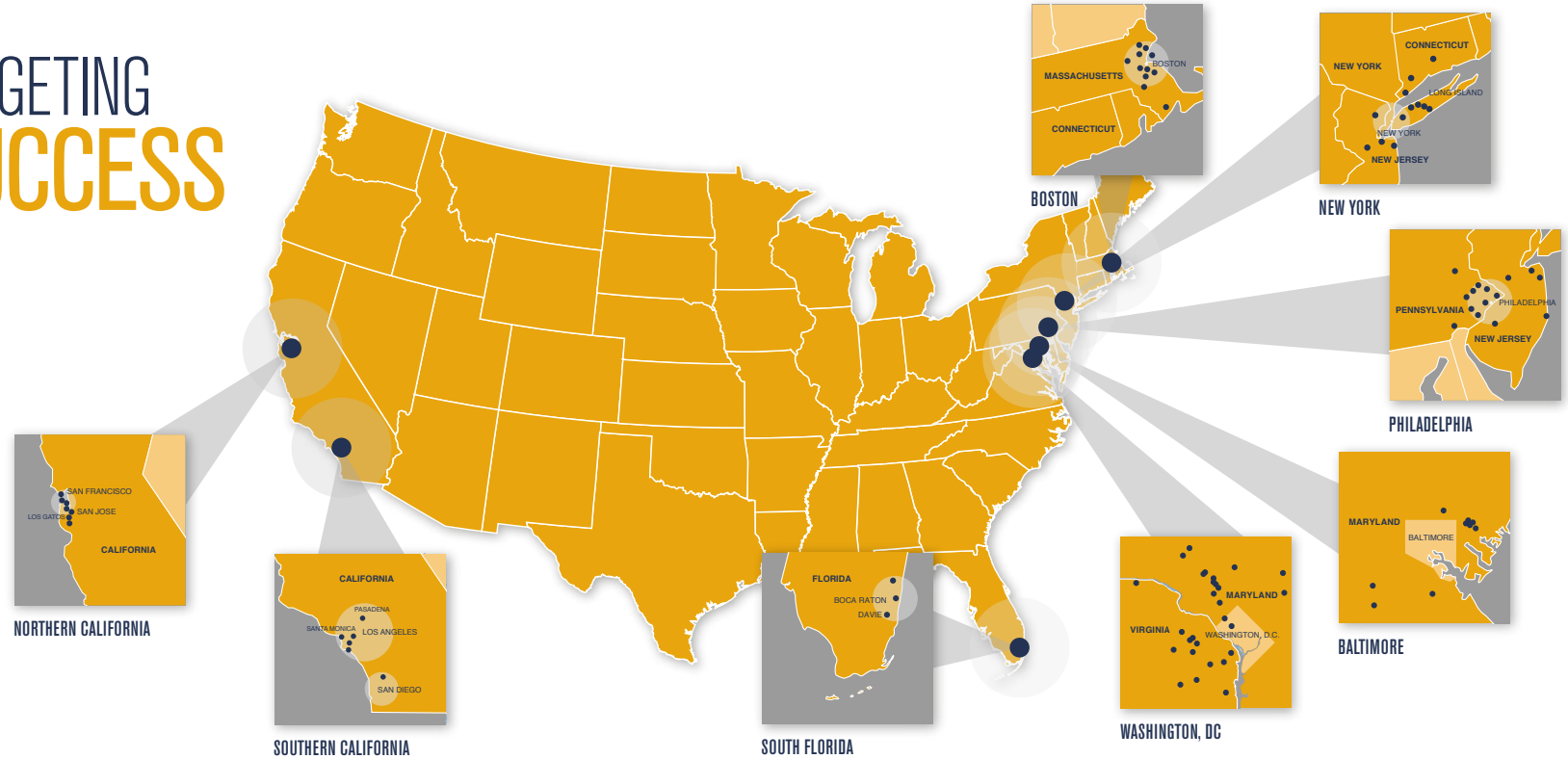
#### San Jose

356 Santana Row, Suite 1005  
San Jose, CA 95128  
(408) 551-4600

#### South Florida

7015 Beracasa Way, Suite 204  
Boca Raton, FL 33433  
(561) 347-6522

# TARGETING SUCCESS



Federal Realty is a collection of 87 high-quality real estate projects, predominantly retail, totaling 19.5 million square feet. The majority of our GLA is in the nation's top 20 markets.

In strategically selected locations in the Northeast, Mid-Atlantic, Florida, and California, our properties benefit from an average annual household income of \$102,000 and a population of 136,000 within a three-mile radius. We tailor all of our centers to the dynamic needs and desires of those surrounding communities.

# Federal Realty

INVESTMENT TRUST



1626 East Jefferson Street  
Rockville, MD 20852  
(301) 998-8100

**federalrealty.com**



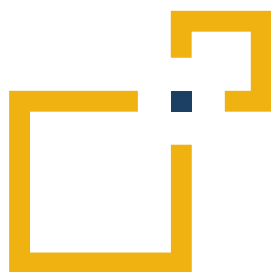


10-K

FEDERAL REALTY INVESTMENT TRUST | 2013 ANNUAL REPORT

# Federal Realty

INVESTMENT TRUST



## **FORM 10-K**

The Form 10-K includes the Section 302 certifications filed with the SEC. Certain exhibits to the Form 10-K are not reproduced here, but the Trust will provide them to you upon request, addressed to the Trust, 1626 East Jefferson Street, Rockville, MD 20852, Attention: Kristina Lennox, and payment of a fee covering the Trust's reasonable expenses for copying and mailing.





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

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**FORM 10-K**

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ANNUAL REPORT PURSUANT TO THE SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2013  
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)

**Maryland**  
(State of Organization)

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

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

**20852**  
(Zip Code)

**(301) 998-8100**

(Registrant's Telephone Number, Including Area Code)

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

<u>Title of Each Class</u>	<u>Name of Each Exchange On Which Registered</u>
Common Shares of Beneficial Interest, \$.01 par value per share, with associated Common Share Purchase Rights	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

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

Yes  No

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

Yes  No

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

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

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

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	<input checked="" type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-Accelerated Filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

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

Yes  No

The aggregate market value of the Registrant's common shares held by non-affiliates of the Registrant, based upon the closing sales price of the Registrant's common shares on June 30, 2013 was \$6.8 billion.

The number of Registrant's common shares outstanding on February 7, 2014 was 66,822,208.

**FEDERAL REALTY INVESTMENT TRUST**  
**ANNUAL REPORT ON FORM 10-K**  
**FISCAL YEAR ENDED DECEMBER 31, 2013**

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Registrant's Proxy Statement to be filed with the Securities and Exchange Commission for the Registrant's 2013 annual meeting of shareholders to be held in May 2014 will be incorporated by reference into Part III hereof.

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## PART I

### ITEM 1. BUSINESS

*References to “we,” “us,” “our” or the “Trust” refer to Federal Realty Investment Trust and our business and operations conducted through our directly or indirectly owned subsidiaries.*

#### General

We are an equity real estate investment trust (“REIT”) specializing in the ownership, management, 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 December 31, 2013, we owned or had a majority interest in community and neighborhood shopping centers and mixed-use properties which are operated as 87 predominantly retail real estate projects comprising approximately 19.5 million square feet. In total, the real estate projects were 95.8% leased and 95.1% occupied at December 31, 2013. 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 December 31, 2013. In total, the joint venture properties in which we own an interest were 84.9% leased and occupied at December 31, 2013. We have paid quarterly dividends to our shareholders continuously since our founding in 1962 and have increased our dividends per common share for 46 consecutive years.

We were founded in 1962 as a REIT under the laws of the District of Columbia and re-formed as a REIT in the state of Maryland in 1999. We operate in a manner intended to qualify as a REIT for tax purposes pursuant to provisions of the Internal Revenue Code of 1986, as amended (the “Code”). Our principal executive offices are located at 1626 East Jefferson Street, Rockville, Maryland 20852. Our telephone number is (301) 998-8100. Our website address is [www.federalrealty.com](http://www.federalrealty.com). The information contained on our website is not a part of this report and is not incorporated herein by reference.

#### Business Objectives and Strategies

Our primary business objective is to own, manage, acquire and redevelop a portfolio of high quality retail focused properties that will:

- protect investor capital;
- provide increasing cash flow for distribution to shareholders;
- generate higher internal growth than our peers; and
- provide potential for capital appreciation.

Our portfolio includes, and we continue to acquire and redevelop, high quality retail in many formats ranging from regional community and neighborhood shopping centers that generally are anchored by grocery stores to mixed-use properties that are typically centered around a retail component but may also include office, residential and/or hotel components.

#### Operating Strategies

Our core operating strategy is to actively manage our properties to maximize rents and maintain occupancy levels by attracting and retaining a strong and diverse base of tenants and replacing less relevant, weaker, underperforming tenants with stronger ones. Our properties are generally located in some of the most densely populated and affluent areas of the country. These strong demographics help our tenants generate higher sales, which has enabled us to maintain higher occupancy rates, charge higher rental rates, and maintain steady rent growth, all of which increase the value of our portfolio. Our operating strategies also include:

- increasing rental rates through the renewal of expiring leases or the leasing of space to new tenants at higher rental rates while limiting vacancy and down-time;
- maintaining a diversified tenant base, thereby limiting exposure to any one tenant’s financial or operating difficulties;
- monitoring the merchandising mix of our tenant base to achieve a balance of strong national and regional tenants with local specialty tenants;
- minimizing overhead and operating costs;
- monitoring the physical appearance of our properties and the construction quality, condition and design of the buildings and other improvements located on our properties to maximize our ability to attract customers and thereby generate higher rents and occupancy rates;
- developing local and regional market expertise in order to capitalize on market and retailing trends;

- leveraging the contacts and experience of our management team to build and maintain long-term relationships with tenants, investors and financing sources;
- providing exceptional customer service; and
- creating an experience at many of our properties that is identifiable, unique and serves the surrounding communities to help insulate these properties and the tenants at these properties from the impact of on-line retailing.

### *Investing Strategies*

Our investment strategy is to deploy capital at risk-adjusted rates of return that exceed our long-term weighted average cost of capital in projects that have potential for future income growth and increased value. Our investments primarily fall into one of the following four categories:

- renovating, expanding, reconfiguring and/or retenanting our existing properties to take advantage of under-utilized land or existing square footage to increase revenue;
- renovating or expanding tenant spaces for tenants capable of producing higher sales, and therefore, paying higher rents;
- acquiring quality retail and mixed-use properties located in densely populated and/or affluent areas where barriers to entry for further development are high, and that have possibilities for enhancing operating performance and creating value through renovation, expansion, reconfiguration and/or retenanting; and
- developing the retail portions of mixed-use properties and developing or otherwise investing in non-retail portions of mixed-use properties we already own in order to capitalize on the overall value created in these properties.

### *Investment Criteria*

When we evaluate potential redevelopment, retenanting, expansion, acquisition and development opportunities, we consider such factors as:

- the expected returns in relation to our short and long-term cost of capital as well as the anticipated risk we will face in achieving the expected returns;
- the anticipated growth rate of operating income generated by the property;
- the tenant mix at the property, tenant sales performance and the creditworthiness of those tenants;
- the geographic area in which the property is located, including the population density and household incomes, as well as the population and income trends in that geographic area;
- competitive conditions in the vicinity of the property, including competition for tenants and the ability of others to create competing properties through redevelopment, new construction or renovation;
- access to and visibility of the property from existing roadways and the potential for new, widened or realigned, roadways within the property's trade area, which may affect access and commuting and shopping patterns;
- the level and success of our existing investments in the market area;
- the current market value of the land, buildings and other improvements and the potential for increasing those market values; and
- the physical condition of the land, buildings and other improvements, including the structural and environmental condition.

### *Financing Strategies*

Our financing strategies are designed to enable us to maintain an investment grade balance sheet while retaining sufficient flexibility to fund our operating and investing activities in the most cost-efficient way possible. Our financing strategies include:

- maintaining a prudent level of overall leverage and an appropriate pool of unencumbered properties that is sufficient to support our unsecured borrowings;
- managing our exposure to variable-rate debt;
- maintaining an available line of credit to fund operating and investing needs on a short-term basis;
- taking advantage of market opportunities to refinance existing debt, reduce interest costs and manage our debt maturity schedule so that a significant portion of our debt does not mature in any one year;
- selling properties that have limited growth potential or are not a strategic fit within our overall portfolio and redeploying the proceeds to redevelop, renovate, retenant and/or expand our existing properties, acquire new properties or reduce debt; and
- utilizing the most advantageous long-term source of capital available to us to finance redevelopment and acquisition opportunities, which may include:
  - the sale of our equity or debt securities through public offerings, including our at the market ("ATM") equity program in which we may from time to time offer and sell common shares, or private placements,
  - the incurrence of indebtedness through unsecured or secured borrowings,

- the issuance of operating partnership units in a new or existing “downREIT partnership” that is controlled and consolidated by us (generally operating partnership units in a “downREIT” partnership are issued in exchange for a tax deferred contribution of property; these units receive the same distributions as our common shares and the holders of these units have the right to exchange their units for cash or the same number of our common shares, at our option), or
- the use of joint venture arrangements.

## **Employees**

At February 7, 2014, we had 266 full-time employees and 159 part-time employees. None of our employees are represented by a collective bargaining unit. We believe that our relationship with our employees is good.

## **Tax Status**

We elected to be taxed as a REIT under the federal income tax laws when we filed our 1962 tax return. As a REIT, we are generally not subject to federal income tax on taxable income that we distribute to our shareholders. Under the Code, REITs are subject to numerous organizational and operational requirements, including the requirement to generally distribute at least 90% of taxable income each year. We will be subject to federal income tax on our taxable income (including any applicable alternative minimum tax) at regular corporate rates if we fail to qualify as a REIT for tax purposes in any taxable year, or to the extent we distribute less than 100% of our taxable income. We will also generally not qualify for treatment as a REIT for federal income tax purposes for four years following the year during which qualification is lost. Even if we qualify as a REIT for federal income tax purposes, we may be subject to certain state and local income and franchise taxes and to federal income and excise taxes on our undistributed taxable income.

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 Code. A TRS is subject to federal and state income taxes. Our TRS activities have not been material.

## **Governmental Regulations Affecting Our Properties**

We and our properties are subject to a variety of federal, state and local environmental, health, safety and similar laws, including without limitation:

- the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended, which we refer to as CERCLA;
- the Resource Conservation & Recovery Act;
- the Federal Clean Water Act;
- the Federal Clean Air Act;
- the Toxic Substances Control Act;
- the Occupational Safety & Health Act; and
- the Americans with Disabilities Act.

The application of these laws to a specific property that we own depends on a variety of property-specific circumstances, including the current and former uses of the property, the building materials used at the property and the physical layout of the property. Under certain environmental laws, principally CERCLA, we, as the owner or operator of properties currently or previously owned, may be required to investigate and clean up certain hazardous or toxic substances, asbestos-containing materials, or petroleum product releases at the property. We may also be held liable to a governmental entity or third parties for property damage and for investigation and clean up costs incurred in connection with the contamination, whether or not we knew of, or were responsible for, such contamination. In addition, some environmental laws create a lien on the contaminated site in favor of the government for damages and costs it incurs in connection with the contamination. As the owner or operator of real estate, we also may be liable under common law to third parties for damages and injuries resulting from environmental contamination emanating from the real estate. Such costs or liabilities could exceed the value of the affected real estate. The presence of contamination or the failure to remediate contamination may adversely affect our ability to sell or lease real estate or to borrow using the real estate as collateral.

Neither existing environmental, health, safety and similar laws nor the costs of our compliance with these laws has had a material adverse effect on our financial condition or results of operations, and management does not believe they will in the future. In addition, we have not incurred, and do not expect to incur, any material costs or liabilities due to environmental contamination at properties we currently own or have owned in the past. However, we cannot predict the impact of new or changed laws or regulations on properties we currently own or may acquire in the future. We have no current plans for substantial capital expenditures with respect to compliance with environmental, health, safety and similar laws and we carry environmental insurance which covers a number of environmental risks for most of our properties.

## **Competition**

Numerous commercial developers and real estate companies compete with us with respect to the leasing and the acquisition of properties. Some of these competitors may possess greater capital resources than we do, although we do not believe that any single competitor or group of competitors in any of the primary markets where our properties are located are dominant in that market. This competition may:

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

Retailers at our properties also face increasing competition from online retailers, outlet stores, discount shopping clubs, superstores, and other forms of sales and marketing of goods and services, such as direct mail. This competition could contribute to lease defaults and insolvency of tenants.

## **Available Information**

Copies of our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”) are available free of charge through the Investors section of our website at [www.federalrealty.com](http://www.federalrealty.com) as soon as reasonably practicable after we electronically file the material with, or furnish the material to, the Securities and Exchange Commission, or the SEC.

Our Corporate Governance Guidelines, Code of Business Conduct, Code of Ethics applicable to our Chief Executive Officer and senior financial officers, Whistleblower Policy, organizational documents and the charters of our audit committee, compensation committee and nominating and corporate governance committee are all available in the Corporate Governance section of the Investors section of our website.

Amendments to the Code of Ethics or Code of Business Conduct or waivers that apply to any of our executive officers or our senior financial officers will be disclosed in that section of our website as well.

You may obtain a printed copy of any of the foregoing materials from us by writing to us at Investor Relations, Federal Realty Investment Trust, 1626 East Jefferson Street, Rockville, Maryland 20852.

## ITEM 1A. RISK FACTORS

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Exchange Act and the Private Securities Litigation Reform Act of 1995. Also, documents that we “incorporate by reference” into this Annual Report on Form 10-K, including documents that we subsequently file with the SEC will contain forward-looking statements. 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” and “continues.” In particular, the below risk factors describe forward-looking information. The risk factors describe risks that may affect these statements but are not all-inclusive, particularly with respect to possible future events. Many things can happen that can cause actual results to be different from those we describe. These factors include, but are not limited to the following:

### **Revenue from our properties may be reduced or limited if the retail operations of our tenants are not successful.**

Revenue from our properties depends primarily on the ability of our tenants to pay the full amount of rent and other charges due under their leases on a timely basis. Some of our leases provide for the payment, in addition to base rent, of additional rent above the base amount according to a specified percentage of the gross sales generated by the tenants and generally provide for reimbursement of real estate taxes and expenses of operating the property. Economic conditions may impact the success of our tenants’ retail operations and therefore the amount of rent and expense reimbursements we receive from our tenants. We have continued to see signs of improvement for many of our tenants as well as increased interest from prospective tenants for our retail spaces. While there can be no assurance that these positive signs will continue, we remain cautiously optimistic regarding the improved trends we have seen over the past few years. However, any reduction in our tenants’ abilities to pay base rent, percentage rent or other charges on a timely basis, including the filing by any of our tenants for bankruptcy protection, will adversely affect our financial condition and results of operations. In the event of default by a tenant, we may experience delays and unexpected costs in enforcing our rights as landlord under lease terms, which may also adversely affect our financial condition and results of operations.

### **Our net income depends on the success and continued presence of our “anchor” tenants.**

Our net income could be adversely affected in the event of a downturn in the business, or the bankruptcy or insolvency, of any anchor store or anchor tenant. Anchor tenants generally occupy large amounts of square footage, pay a significant portion of the total rents at a property and contribute to the success of other tenants by drawing significant numbers of customers to a property. The closing of one or more anchor stores at a property could adversely affect that property and result in lease terminations by, or reductions in rent from, other tenants whose leases may permit termination or rent reduction in those circumstances or whose own operations may suffer as a result. As a result of the economic conditions over the last few years, we have seen a decrease in the number of tenants available to fill anchor spaces. Therefore, tenant demand for certain of our anchor spaces may decrease and as a result, we may see an increase in vacancy and/or a decrease in rents for those spaces that could have a negative impact to our net income.

### **We may be unable to collect balances due from tenants that file for bankruptcy protection.**

If a tenant or lease guarantor files for bankruptcy, we may not be able to collect all pre-petition amounts owed by that party. In addition, a tenant that files for bankruptcy protection may terminate our lease in which event we would have a general unsecured claim that would likely be for less than the full amount owed to us for the remainder of the lease term, which could adversely affect our financial condition and results of operations.

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

We derive most of our revenue directly or indirectly from rent received from our tenants. We are subject to the risks that, upon expiration or termination of leases, whether by their terms, as a result of a tenant bankruptcy, general economic conditions or otherwise, leases for space in our properties may not be renewed, space may not be re-leased, or the terms of renewal or re-lease, including the cost of required renovations or concessions to tenants, may be less favorable than current lease terms and may include decreases in rental rates. As a result, our net income could be reduced.

### **The amount of debt we have and the restrictions imposed by that debt could adversely affect our business and financial condition.**

As of December 31, 2013, we had approximately \$2.3 billion of debt outstanding. Of that outstanding debt, approximately \$567.8 million was secured by all or a portion of 13 of our real estate projects and approximately \$71.7 million represented capital lease obligations on four of our properties. In addition, we own a 30% interest in a joint venture that had \$56.9 million of debt secured by four properties as of December 31, 2013. Approximately \$2.3 billion (99.6%) of our debt as of



December 31, 2013 is fixed rate debt, which includes all of our property secured debt, our capital lease obligations and our \$275.0 million term loan as the rate is effectively fixed by two interest rate swap agreements. Our unconsolidated joint venture's debt of \$56.9 million is also fixed rate debt. Our organizational documents do not limit the level or amount of debt that we may incur. The amount of our debt outstanding from time to time could have important consequences to our shareholders. For example, it could:

- require us to dedicate a substantial portion of our cash flow from operations to payments on our debt, thereby reducing funds available for operations, property acquisitions, redevelopments and other appropriate business opportunities that may arise in the future;
- limit our ability to make distributions on our outstanding common shares and preferred shares;
- make it difficult to satisfy our debt service requirements;
- require us to dedicate increased amounts of our cash flow from operations to payments on debt upon refinancing or on our variable rate, unhedged debt, if interest rates rise;
- limit our flexibility in planning for, or reacting to, changes in our business and the factors that affect the profitability of our business;
- limit our ability to obtain any additional debt or equity financing we may need in the future for working capital, debt refinancing, capital expenditures, acquisitions, redevelopments or other general corporate purposes or to obtain such financing on favorable terms; and/or
- limit our flexibility in conducting our business, which may place us at a disadvantage compared to competitors with less debt or debt with less restrictive terms.

Our ability to make scheduled payments of the principal of, to pay interest on, or to refinance our indebtedness will depend primarily on our future performance, which to a certain extent is subject to economic, financial, competitive and other factors beyond our control. There can be no assurance that our business will continue to generate sufficient cash flow from operations in the future to service our debt or meet our other cash needs. If we are unable to generate this cash flow from our business, we may be required to refinance all or a portion of our existing debt, sell assets or obtain additional financing to meet our debt obligations and other cash needs, including the payment of dividends required to maintain our status as a real estate investment trust. We cannot assure you that any such refinancing, sale of assets or additional financing would be possible on terms that we would find acceptable.

**We are obligated to comply with financial and other covenants pursuant to our debt obligations that could restrict our operating activities, and the failure to comply with such covenants could result in defaults that accelerate payment under our debt agreements.**

Our revolving credit facility, term loan and certain series of notes include financial covenants that may limit our operating activities in the future. We are also required to comply with additional covenants that include, among other things, provisions:

- relating to the maintenance of property securing a mortgage;
- restricting our ability to pledge assets or create liens;
- restricting our ability to incur additional debt;
- restricting our ability to amend or modify existing leases at properties securing a mortgage;
- restricting our ability to enter into transactions with affiliates; and
- restricting our ability to consolidate, merge or sell all or substantially all of our assets.

As of December 31, 2013, we were in compliance with all of our financial covenants. If we were to breach any of our debt covenants, including the covenants listed above, 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, term loan and our revolving credit facility, are cross-defaulted, which means that the lenders under those debt arrangements can put us in default and require immediate repayment of their debt if we breach and fail to cure a default under certain of our other 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.

**Our development activities have inherent risks.**

The ground-up development of improvements on real property, as opposed to the renovation and redevelopment of existing improvements, presents substantial risks. We generally do not look to acquire raw land for future development; however, we do intend to complete the development and construction of future phases of projects we already own, such as Santana Row in San Jose, California, Assembly Row in Somerville, Massachusetts, and Pike & Rose (Mid-Pike Plaza) in Rockville, Maryland. We may undertake development of these and other projects on our own or bring in third parties if it is justifiable on a risk-adjusted return basis. We may also choose to delay completion of a project if market conditions do not allow an appropriate return. If conditions arise and we are not able or decide not to complete a project or if the expected cash flows of our project do not

exceed the book value, an impairment of the project may be required. If additional phases of any of our existing projects or if any new projects are not successful, it may adversely affect our financial condition and results of operations.

During 2013, construction continued on Phase I of Assembly Row, Phase I of Pike & Rose and a new residential building at Santana Row and we anticipate that our total investment in the current phase of these projects will approximate \$530 million. There are a number of risks associated with these projects, including the size of the overall aggregate investment in these projects. At Assembly Row, we are dependent on the performance of third parties to deliver significant aspects of the project that are critical to our success. In addition at this project, our projected investment assumes that we will receive public funding which has been committed but has not been entirely funded. At both Assembly Row and Pike & Rose, a substantial amount of our investment is related to infrastructure, the value of which may be negatively impacted if we do not complete subsequent phases. Furthermore, with respect to residential development at Pike & Rose and Santana Row, we will be delivering these units into a residential environment in 2014-2016 that is uncertain.

In addition to the risks associated with real estate investment in general, as described elsewhere and the specific risks above, the risks associated with our remaining development activities include:

- contractor changes may delay the completion of development projects and increase overall costs;
- significant time lag between commencement and stabilization subjects us to greater risks due to fluctuations in the general economy;
- failure or inability to obtain construction or permanent financing on favorable terms;
- failure or inability to obtain public funding from governmental agencies to fund infrastructure projects, including expected public funding in connection with our development at Assembly Row;
- expenditure of money and time on projects that may never be completed;
- the third-party developer of residential buildings may not deliver or may encounter delays in delivering residential space as planned;
- difficulty securing key anchor or other tenants may impact occupancy rates and projected revenue;
- inability to achieve projected rental rates or anticipated pace of lease-up;
- higher than estimated construction or operating costs, including labor and material costs; and
- possible delay in completion of a project because of a number of factors, including weather, labor disruptions, construction delays or delays in receipt of zoning or other regulatory approvals, acts of terror or other acts of violence, or acts of God (such as fires, earthquakes or floods).

#### **Redevelopments and acquisitions may fail to perform as expected.**

Our investment strategy includes the redevelopment and acquisition of high quality, retail focused properties in densely populated areas with high average household incomes and significant barriers to adding competitive retail supply. The redevelopment and acquisition of properties entail risks that include the following, any of which could adversely affect our results of operations and our ability to meet our obligations:

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

#### **Our ability to grow will be limited if we cannot obtain additional capital.**

Our growth strategy is focused on the redevelopment of properties we already own and the acquisition of additional properties. We believe that it will be difficult to fund our expected growth with cash from operating activities because, in addition to other requirements, we are generally required to distribute to our shareholders at least 90% of our taxable income each year to continue to qualify as a REIT for federal income tax purposes. As a result, we must rely primarily upon the availability of debt or equity capital, which may or may not be available on favorable terms or at all. Debt could include the sale of debt securities

and mortgage loans from third parties. If economic conditions and conditions in the capital markets are not favorable at the time we need to raise capital, we may need to obtain capital on less favorable terms. Additionally, we cannot guarantee that additional financing, refinancing or other capital will be available in the amounts we desire or on favorable terms. Our access to debt or equity capital depends on a number of factors, including the market's perception of our growth potential and risk profile, our ability to pay dividends, and our current and potential future earnings. Depending on the outcome of these factors as well as the impact of the economic environment, we could experience delay or difficulty in implementing our growth strategy on satisfactory terms, or be unable to implement this strategy.

**Rising interest rates could adversely affect our cash flow and the market price of our outstanding debt and preferred shares.**

Of our approximately \$2.3 billion of debt outstanding as of December 31, 2013, approximately \$284.4 million bears interest at variable rates of which \$275.0 million is effectively fixed through two interest rate swap agreements. We have a \$600.0 million revolving credit facility, on which no balance is outstanding at December 31, 2013, that bears interest at LIBOR plus 90 basis points. We may borrow additional funds at variable interest rates in the future. Increases in interest rates would increase the interest expense on our variable rate debt and reduce our cash flow, which could adversely affect our ability to service our debt and meet our other obligations and also could reduce the amount we are able to distribute to our shareholders. The interest rate on our \$275.0 million term loan is currently fixed at 3.02% as a result of two interest rate swap agreements. We may enter into this type of hedging arrangements or other transactions for all or a portion of our variable rate debt to limit our exposure to rising interest rates. However, the amounts we are required to pay under the term loan and any other variable rate debt to which hedging or similar arrangements relate may increase in the event of non-performance by the counterparties to any of our hedging arrangements. In addition, an increase in market interest rates may lead purchasers of our debt securities and preferred shares to demand a higher annual yield, which could adversely affect the market price of our outstanding debt securities and preferred shares and the cost and/or timing of refinancing or issuing additional debt securities or preferred shares.

**The market value of our debt and equity securities is subject to various factors that may cause significant fluctuations or volatility.**

As with other publicly traded securities, the market price of our debt and equity securities depends on various factors, which may change from time to time and/or may be unrelated to our financial condition, operating performance or prospects that may cause significant fluctuations or volatility in such prices. These factors include, among others:

- general economic and financial market conditions;
- level and trend of interest rates;
- our ability to access the capital markets to raise additional capital;
- the issuance of additional equity or debt securities;
- changes in our funds from operations ("FFO") or earnings estimates;
- changes in our debt or analyst ratings;
- our financial condition and performance;
- market perception of our business compared to other REITs; and
- market perception of REITs, in general, compared to other investment alternatives.

**Loss of our key management could adversely affect performance and the value of our common shares.**

We are dependent on the efforts of our key management. Although we believe qualified replacements could be found for any departures of key executives, the loss of their services could adversely affect our performance and the value of our common shares.

**Our performance and value are subject to general risks associated with the real estate industry.**

Our economic performance and the value of our real estate assets, and, consequently, the value of our investments, are subject to the risk that if our properties do not generate revenues sufficient to meet our operating expenses, including debt service and capital expenditures, our cash flow and ability to pay distributions to our shareholders will be adversely affected. As a real estate company, we are susceptible to the following real estate industry risks:

- economic downturns in general, or in the areas where our properties are located;
- adverse changes in local real estate market conditions, such as an oversupply or reduction in demand;
- changes in tenant preferences that reduce the attractiveness of our properties to tenants;
- zoning or regulatory restrictions;
- decreases in market rental rates;
- weather conditions that may increase or decrease energy costs and other weather-related expenses;
- costs associated with the need to periodically repair, renovate and re-lease space; and

- increases in the cost of adequate maintenance, insurance and other operating costs, including real estate taxes, associated with one or more properties, which may occur even when circumstances such as market factors and competition cause a reduction in revenues from one or more properties, although real estate taxes typically do not increase upon a reduction in such revenues.

Each of these risks could result in decreases in market rental rates and increases in vacancy rates, which could adversely affect our financial condition and results of operation.

**Many real estate costs are fixed, even if income from our properties decreases.**

Our financial results depend primarily on leasing space in our properties to tenants on terms favorable to us. Costs associated with real estate investment, such as real estate taxes, insurance and maintenance costs, generally are not reduced even when a property is not fully occupied, rental rates decrease, or other circumstances cause a reduction in income from the property. As a result, cash flow from the operations of our properties may be reduced if a tenant does not pay its rent or we are unable to rent our properties on favorable terms. Under those circumstances, we might not be able to enforce our rights as landlord without delays and may incur substantial legal costs. Additionally, new properties that we may acquire or redevelop may not produce any significant revenue immediately, and the cash flow from existing operations may be insufficient to pay the operating expenses and debt service associated with such new properties until they are fully occupied.

**Competition may limit our ability to purchase new properties and generate sufficient income from tenants.**

Numerous commercial developers and real estate companies compete with us in seeking tenants for our existing properties and properties for acquisition. This competition may:

- reduce properties available for acquisition;
- increase the cost of properties available for acquisition;
- reduce rents payable to us;
- interfere with our ability to attract and retain tenants;
- lead to increased vacancy rates at our properties; and
- adversely affect our ability to minimize expenses of operation.

Retailers at our properties also face increasing competition from online retailers, outlet stores, discount shopping clubs and other forms of sales and marketing of goods, such as direct mail. This competition could contribute to lease defaults and insolvency of tenants. If we are unable to continue to attract appropriate retail tenants to our properties, or to purchase new properties in our geographic markets, it could materially affect our ability to generate net income, service our debt and make distributions to our shareholders.

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

Real estate investments generally cannot be sold quickly. In addition, there are some limitations under federal income tax laws applicable to real estate and to REITs in particular that may limit our ability to sell our assets. We may not be able to alter our portfolio promptly in response to changes in economic or other conditions including being unable to sell a property at a return we believe is appropriate due to the economic environment. Our inability to respond quickly to adverse changes in the performance of our investments could have an adverse effect on our ability to meet our obligations and make distributions to our shareholders.

**Our insurance coverage on our properties may be inadequate.**

We currently carry comprehensive insurance on all of our properties, including insurance for liability, fire, flood, earthquake, environmental matters, rental loss and acts of terrorism. All of these policies contain coverage limitations. We believe these coverages are of the types and amounts customarily obtained for or by an owner of similar types of real property assets located in the areas where our properties are located. We intend to obtain similar insurance coverage on subsequently acquired properties.

The availability of insurance coverage may decrease and the prices for insurance may increase as a consequence of significant losses incurred by the insurance industry and other factors outside our control. As a result, we may be unable to renew or duplicate our current insurance coverage in adequate amounts or at reasonable prices. In addition, insurance companies may no longer offer coverage against certain types of losses, such as losses due to terrorist acts and toxic mold, or, if offered, the expense of obtaining these types of insurance may not be justified. We therefore may cease to have insurance coverage against certain types of losses and/or there may be decreases in the limits of insurance available. If an uninsured loss or a loss in excess of our insured limits occurs, we could lose all or a portion of the capital we have invested in a property, as well as the anticipated future revenue from the property, but still remain obligated for any mortgage debt or other financial obligations

related to the property. We cannot guarantee that material losses in excess of insurance proceeds will not occur in the future. If any of our properties were to experience a catastrophic loss, it could seriously disrupt our operations, delay revenue and result in large expenses to repair or rebuild the property. Also, due to inflation, changes in codes and ordinances, environmental considerations and other factors, it may not be feasible to use insurance proceeds to replace a building after it has been damaged or destroyed. Further, we may be unable to collect insurance proceeds if our insurers are unable to pay or contest a claim. Events such as these could adversely affect our results of operations and our ability to meet our obligations, including distributions to our shareholders.

**We may have limited flexibility in dealing with our jointly owned investments.**

Our organizational documents do not limit the amount of funds that we may invest in properties and assets owned jointly with other persons or entities. As of December 31, 2013, we held five predominantly retail real estate projects jointly with other persons in addition to our joint venture with affiliates of a discretionary fund created and advised by ING Clarion Partners (“Clarion”) and properties owned in a “downREIT” structure. We may make additional joint investments in the future. Our existing and future joint investments may subject us to special risks, including the possibility that our partners or co-investors might become bankrupt, that those partners or co-investors might have economic or other business interests or goals which are unlike or incompatible with our business interests or goals, that those partners or co-investors might be in a position to take action contrary to our suggestions or instructions, or in opposition to our policies or objectives, and that disputes may develop with our joint venture partners over decisions affecting the property or the joint venture, which may result in litigation or arbitration or some other form of dispute resolution. Although as of December 31, 2013, we held the managing general partnership or membership interest in all of our existing co-investments we generally must obtain the consent of the co-investor or meet defined criteria to sell or to finance these properties. Joint ownership gives a third party the opportunity to influence the return we can achieve on some of our investments and may adversely affect our ability to make distributions to our shareholders. We may also be liable for the actions of our co-investors.

On July 1, 2004, we entered into a joint venture with Clarion for purposes of acquiring properties. Although we are the managing general partner of that entity, we have only a 30% ownership interest in that entity. Our partner’s consent is required to take certain actions with respect to the properties acquired by the venture, and as a result, we may not be able to take actions that we believe are necessary or desirable to protect or increase the value of the property or the property’s income stream. Pursuant to the terms of our partnership, we must obtain our partner’s consent to do the following:

- enter into new anchor tenant leases, modify existing anchor tenant leases or enforce remedies against anchor tenants;
- make certain repairs, renovations or other changes or improvements to properties; and
- sell or finance the property with secured debt.

Our joint venture with Clarion is subject to a buy-sell provision which is customary for real estate joint venture agreements and the industry. Either partner may initiate these provisions at any time, which could result in either the sale of our interest or the use of available cash or borrowings to acquire Clarion’s interest. Our investment in this joint venture is also subject to the risks described above for jointly owned investments. As of December 31, 2013, this joint venture owned seven properties.

**Environmental laws and regulations could reduce the value or profitability of our properties.**

All real property and the operations conducted on real property are subject to federal, state and local laws, ordinances and regulations relating to hazardous materials, environmental protection and human health and safety. Under various federal, state and local laws, ordinances and regulations, we and our tenants may be required to investigate and clean up certain hazardous or toxic substances released on or in properties we own or operate, and also may be required to pay other costs relating to hazardous or toxic substances. This liability may be imposed without regard to whether we or our tenants knew about the release of these types of substances or were responsible for their release. The presence of contamination or the failure to properly remediate contamination at any of our properties may adversely affect our ability to sell or lease those properties or to borrow funds by using those properties as collateral. The costs or liabilities could exceed the value of the affected real estate. We are not aware of any environmental condition with respect to any of our properties that management believes would have a material adverse effect on our business, assets or results of operations taken as a whole. The uses of any of our properties prior to our acquisition of the property and the building materials used at the property are among the property-specific factors that will affect how the environmental laws are applied to our properties. If we are subject to any material environmental liabilities, the liabilities could adversely affect our results of operations and our ability to meet our obligations.

We cannot predict what other environmental legislation or regulations will be enacted in the future, how existing or future laws or regulations will be administered or interpreted or what environmental conditions may be found to exist on the properties in the future. Compliance with existing and new laws and regulations may require us or our tenants to spend funds to remedy environmental problems. Our tenants, like many of their competitors, have incurred, and will continue to incur, capital and

operating expenditures and other costs associated with complying with these laws and regulations, which will adversely affect their potential profitability.

Generally, our tenants must comply with environmental laws and meet remediation requirements. Our leases typically impose obligations on our tenants to indemnify us from any compliance costs we may incur as a result of the environmental conditions on the property caused by the tenant. If a lease does not require compliance or if a tenant fails to or cannot comply, we could be forced to pay these costs. If not addressed, environmental conditions could impair our ability to sell or re-lease the affected properties in the future or result in lower sales prices or rent payments.

**The Americans with Disabilities Act of 1990 could require us to take remedial steps with respect to existing or newly acquired properties.**

Our existing properties, as well as properties we may acquire, as commercial facilities, are required to comply with Title III of the Americans with Disabilities Act of 1990. Investigation of a property may reveal non-compliance with this Act. The requirements of this Act, or of other federal, state or local laws or regulations, also may change in the future and restrict further renovations of our properties with respect to access for disabled persons. Future compliance with this Act may require expensive changes to the properties.

**The revenues generated by our tenants could be negatively affected by various federal, state and local laws to which they are subject.**

We and our tenants are subject to a wide range of federal, state and local laws and regulations, such as local licensing requirements, consumer protection laws and state and local fire, life-safety and similar requirements that affect the use of the properties. The leases typically require that each tenant comply with all laws and regulations. Failure to comply could result in fines by governmental authorities, awards of damages to private litigants, or restrictions on the ability to conduct business on such properties. Non-compliance of this sort could reduce our revenues from a tenant, could require us to pay penalties or fines relating to any non-compliance, and could adversely affect our ability to sell or lease a property.

**Failure to qualify as a REIT for federal income tax purposes would cause us to be taxed as a corporation, which would substantially reduce funds available for payment of distributions.**

We believe that we are organized and qualified as a REIT for federal income tax purposes and currently intend to operate in a manner that will allow us to continue to qualify as a REIT under the Code. However, we cannot assure you that we will remain qualified as such in the future.

Qualification as a REIT involves the application of highly technical and complex Code provisions and applicable income tax regulations that have been issued under the Code. Certain facts and circumstances not entirely within our control may affect our ability to qualify as a REIT. For example, in order to qualify as a REIT, at least 95% of our gross income in any year must be derived from qualifying rents and certain other income. Satisfying this requirement could be difficult, for example, if defaults by tenants were to reduce the amount of income from qualifying rents. As a REIT, we must generally make annual distributions to shareholders of at least 90% of our taxable income. In addition, new legislation, new regulations, new administrative interpretations or new court decisions may significantly change the tax laws with respect to qualification as a REIT or the federal income tax consequences of such qualification. Any modification in the tax treatment of REITs could have a significant adverse impact to our net income.

If we fail to qualify as a REIT:

- we would not be allowed a deduction for distributions to shareholders in computing taxable income;
- we would be subject to federal income tax at regular corporate rates;
- we could be subject to the federal alternative minimum tax;
- unless we are entitled to relief under specific statutory provisions, we could not elect to be taxed as a REIT for four taxable years following the year during which we were disqualified;
- we could be required to pay significant income taxes, which would substantially reduce the funds available for investment or for distribution to our shareholders for each year in which we failed or were not permitted to qualify; and
- we would no longer be required by law to make any distributions to our shareholders.

**We may be required to incur additional debt to qualify as a REIT.**

As a REIT, we must generally make annual distributions to shareholders of at least 90% of our taxable income. We are subject to income tax on amounts of undistributed taxable income and net capital gain. In addition, we would be subject to a 4% excise tax if we fail to distribute sufficient income to meet a minimum distribution test based on our ordinary income, capital gain and

aggregate undistributed income from prior years. We intend to make distributions to shareholders to comply with the Code's distribution provisions and to avoid federal income and excise tax. We may need to borrow funds to meet our distribution requirements because:

- our income may not be matched by our related expenses at the time the income is considered received for purposes of determining taxable income; and
- non-deductible capital expenditures, creation of reserves, or debt service requirements may reduce available cash but not taxable income.

In these circumstances, we might have to borrow funds on terms we might otherwise find unfavorable and we may have to borrow funds even if our management believes the market conditions make borrowing financially unattractive. Current tax law also allows us to pay a portion of our distributions in shares instead of cash.

**To maintain our status as a REIT, we limit the amount of shares any one shareholder can own.**

The Code imposes certain limitations on the ownership of the stock of a REIT. For example, not more than 50% in value of our outstanding shares of capital stock may be owned, directly or indirectly, by five or fewer individuals (as defined in the Code) during the last half of any taxable year. To protect our REIT status, our declaration of trust prohibits any one shareholder from owning (actually or constructively) more than 9.8% in value of the outstanding common shares or of any class or series of outstanding preferred shares. The constructive ownership rules are complex. Shares of our capital stock owned, actually or constructively, by a group of related individuals and/or entities may be treated as constructively owned by one of those individuals or entities. As a result, the acquisition of less than 9.8% in value of the outstanding common shares and/or a class or series of preferred shares (or the acquisition of an interest in an entity that owns common shares or preferred shares) by an individual or entity could cause that individual or entity (or another) to own constructively more than 9.8% in value of the outstanding capital stock. If that happened, either the transfer or ownership would be void or the shares would be transferred to a charitable trust and then sold to someone who can own those shares without violating the 9.8% ownership limit.

The Board of Trustees may waive these restrictions on a case-by-case basis. In addition, the Board of Trustees and two-thirds of our shareholders eligible to vote at a shareholder meeting may remove these restrictions if they determine it is no longer in our best interests to attempt to qualify, or to continue to qualify, as a REIT. The 9.8% ownership restrictions may delay, defer or prevent a transaction or a change of our control that might involve a premium price for the common shares or otherwise be in the shareholders' best interest.

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

Our ability to continue to pay dividends on our common shares at historical rates or to increase our common share dividend rate, and our ability to pay preferred share dividends and service our debt securities, will depend on a number of factors, including, among others, the following:

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

If we do not maintain or increase the dividend on our common shares, it could have an adverse effect on the market price of our common shares and other securities. Any preferred shares we may offer in the future may have a fixed dividend rate that would not increase with any increases in the dividend rate of our common shares. Conversely, payment of dividends on our common shares may be subject to payment in full of the dividends on any preferred shares and payment of interest on any debt securities we may offer.

**Certain tax and anti-takeover provisions of our declaration of trust and bylaws may inhibit a change of our control.**

Certain provisions contained in our declaration of trust and bylaws and the Maryland General Corporation Law, as applicable to Maryland REITs, may discourage a third party from making a tender offer or acquisition proposal to us. If this were to happen, it could delay, deter or prevent a change in control or the removal of existing management. These provisions also may delay or prevent the shareholders from receiving a premium for their common shares over then-prevailing market prices. These provisions include:

- the REIT ownership limit described above;
- authorization of the issuance of our preferred shares with powers, preferences or rights to be determined by the Board of Trustees;
- special meetings of our shareholders may be called only by the chairman of the board, the chief executive officer, the president, by one-third of the trustees or by shareholders possessing no less than 25% of all the votes entitled to be cast at the meeting;

- the Board of Trustees, without a shareholder vote, can classify or reclassify unissued shares of beneficial interest, including the reclassification of common shares into preferred shares and vice-versa;
- a two-thirds shareholder vote is required to approve some amendments to the declaration of trust; and
- advance-notice requirements for proposals to be presented at shareholder meetings.

In addition, if we elect to be governed by it in the future, the Maryland Control Share Acquisition Law could delay or prevent a change in control. Under Maryland law, unless a REIT elects not to be subject to this law, “control shares” acquired in a “control share acquisition” have no voting rights except to the extent approved by shareholders by a vote of two-thirds of the votes entitled to be cast on the matter, excluding shares owned by the acquirer and by officers or trustees who are employees of the REIT. “Control shares” are voting shares that would entitle the acquirer to exercise voting power in electing trustees within specified ranges of voting power. A “control share acquisition” means the acquisition of control shares, with some exceptions.

Our bylaws state that the Maryland control share acquisition law will not apply to any acquisition by any person of our common shares. This bylaw provision may be repealed, in whole or in part, at any time, whether before or after an acquisition of control shares, by a vote of a majority of the shareholders entitled to vote, and, upon such repeal, may, to the extent provided by any successor bylaw, apply to any prior or subsequent control share acquisition.

**We may amend or revise our business policies without your approval.**

Our Board of Trustees may amend or revise our operating policies without shareholder approval. Our investment, financing and borrowing policies and policies with respect to all other activities, such as growth, debt, capitalization and operations, are determined by the Board of Trustees. The Board of Trustees may amend or revise these policies at any time and from time to time at its discretion. A change in these policies could adversely affect our financial condition and results of operations, and the market price of our securities.

The current business plan adopted by our Board of Trustees focuses on our investment in high quality retail based properties that are typically neighborhood and community shopping centers or mixed-use properties, principally through redevelopments and acquisitions. If this business plan is not successful, it could have a material adverse effect on our financial condition and results of operations.

Given these uncertainties, readers are cautioned not to place undue reliance on any forward-looking statements that we make, including those in this Annual Report on Form 10-K. 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 above risks and the risk factors.

**Natural disasters and severe weather conditions could have an adverse impact on our cash flow and operating results.**

Changing weather patterns and climatic conditions, such as global warming, may have added to the unpredictability and frequency of natural disasters and severe weather conditions and created additional uncertainty as to future trends and exposures. Our operations are located in areas that are subject to natural disasters and severe weather conditions such as hurricanes, earthquakes, droughts, snow storms, floods and fires. The occurrence of natural disasters or severe weather conditions can delay new development projects, increase investment costs to repair or replace damaged properties, increase operation costs, increase future property insurance costs, and negatively impact the tenant demand for lease space. If insurance is unavailable to us or is unavailable on acceptable terms, or if our insurance is not adequate to cover business interruption or losses from these events, our earnings, liquidity or capital resources could be adversely affected.

**Changes in accounting standards may adversely impact our financial results.**

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

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.



## ITEM 2. PROPERTIES

### General

As of December 31, 2013, we owned or had a majority ownership interest in community and neighborhood shopping centers and mixed-used properties which are operated as 87 predominantly retail real estate projects comprising approximately 19.5 million square feet. These properties are located primarily in densely populated and affluent communities in strategic metropolitan markets in the Northeast and Mid-Atlantic regions of the United States, as well as California. No single property accounted for over 10% of our 2013 total revenue. We believe that our properties are adequately covered by commercial general liability, fire, flood, earthquake, terrorism and business interruption insurance provided by reputable companies, with commercially reasonable exclusions, deductibles and limits.

### Tenant Diversification

As of December 31, 2013, we had approximately 2,500 leases, with tenants ranging from sole proprietors to major national and international retailers. No one tenant or affiliated group of tenants accounted for more than 3.5% of our annualized base rent as of December 31, 2013. As a result of our tenant diversification, we believe our exposure to any one bankruptcy filing in the retail sector has not been and will not be significant, however, multiple filings by a number of retailers could have a significant impact.

### Geographic Diversification

Our 87 real estate projects are located in 13 states and the District of Columbia. The following table shows the number of projects, the gross leasable area (“GLA”) of commercial space and the percentage of total portfolio gross leasable area of commercial space in each state as of December 31, 2013.

State	Number of Projects	Gross Leasable Area (In square feet)	Percentage of Gross Leasable Area
Maryland.....	18	3,834,000	19.6%
Virginia.....	15	3,593,000	18.4%
California.....	13	3,363,000	17.2%
Pennsylvania(1).....	10	2,295,000	11.8%
New Jersey.....	4	1,392,000	7.1%
Massachusetts.....	7	1,390,000	7.1%
New York.....	5	1,139,000	5.8%
Illinois.....	4	750,000	3.8%
Florida.....	3	678,000	3.5%
Connecticut(1).....	3	397,000	2.0%
Michigan.....	1	217,000	1.1%
Texas.....	1	175,000	0.9%
District of Columbia.....	2	168,000	0.9%
North Carolina.....	1	153,000	0.8%
<b>Total</b> .....	<b>87</b>	<b>19,544,000</b>	<b>100.0%</b>

(1) Additionally, we own two participating mortgages totaling approximately \$29.5 million secured by multiple buildings in Manayunk, Pennsylvania, and an \$11.7 million mortgage secured by a shopping center in Norwalk, Connecticut.

### Leases, Lease Terms and Lease Expirations

Our leases are classified as operating leases and typically are structured to require the monthly payment of minimum rents in advance, subject to periodic increases during the term of the lease, percentage rents based on the level of sales achieved by tenants, and reimbursement of a majority of on-site operating expenses and real estate taxes. These features in our leases generally reduce our exposure to higher costs and allow us to participate in improved tenant sales.

Commercial property leases generally range from three to ten years; however, certain leases, primarily with anchor tenants, may be longer. Many of our leases contain tenant options that enable the tenant to extend the term of the lease at expiration at pre-established rental rates that often include fixed rent increases, consumer price index adjustments or other market rate adjustments from the prior base rent. Leases on residential units are generally for a period of one year or less and, in 2013, represented approximately 4.7% of total rental income.

The following table sets forth the schedule of lease expirations for our commercial leases in place as of December 31, 2013 for each of the 10 years beginning with 2014 and after 2023 in the aggregate assuming that none of the tenants exercise future renewal options. Annualized base rents reflect in-place contractual rents as of December 31, 2013.

Year of Lease Expiration	Leased Square Footage Expiring	Percentage of Leased Square Footage Expiring	Annualized Base Rent Represented by Expiring Leases	Percentage of Annualized Base Rent Represented by Expiring Leases
2014.....	1,190,000	6%	\$ 31,629,000	7%
2015.....	1,796,000	10%	44,496,000	10%
2016.....	1,997,000	11%	53,437,000	12%
2017.....	2,550,000	14%	63,720,000	14%
2018.....	2,405,000	13%	56,833,000	12%
2019.....	2,196,000	12%	46,554,000	10%
2020.....	924,000	5%	22,964,000	5%
2021.....	1,104,000	6%	29,997,000	7%
2022.....	1,232,000	6%	30,740,000	7%
2023.....	914,000	5%	27,082,000	6%
Thereafter.....	2,236,000	12%	47,642,000	10%
Total	18,544,000	100%	\$ 455,094,000	100%

### Lease Rollovers

For 2013, we signed leases for a total of 1,629,000 square feet of retail space including 1,370,000 square feet of comparable space leases (leases for which there was a prior tenant) at an average rental increase of 20% on a cash basis and 33% on a straight-line basis. New leases for comparable spaces were signed for 586,000 square feet at an average rental increase of 35% on a cash basis and 51% on a straight-line basis. Renewals for comparable spaces were signed for 784,000 square feet at an average rental increase of 10% on a cash basis and 21% on a straight-line basis.

For 2012, we signed leases for a total of 1,965,000 square feet of retail space including 1,800,000 square feet of comparable space leases (leases for which there was a prior tenant) at an average rental increase of 13% on a cash basis and 23% on a straight-line basis. New leases for comparable spaces were signed for 882,000 square feet at an average rental increase of 23% on a cash basis and 32% on a straight-line basis. Renewals for comparable spaces were signed for 918,000 square feet at an average rental increase of 4% on a cash basis and 14% on a straight-line basis.

Tenant improvements and incentives for comparable spaces were \$45.83 per square foot for new leases and \$1.70 per square foot for renewals in 2013. Tenant improvements and incentives for comparable spaces were \$36.20 per square foot for new leases and \$2.78 for renewal leases in 2012. In 2013, tenant improvements and incentives increased for new leases relative to our historical experience primarily due to one grocery anchor lease at Ellisburg Shopping Center and an anchor tenant at Westgate Center which is currently being redeveloped. In future periods, we expect tenant improvements and incentives to return to levels more in line with our historical experience; however, our historical experience has also shown that costs have generally increased over time even absent specific tenant circumstances as noted above.

The rental increases associated with comparable spaces generally include all leases signed in arms-length transactions reflecting market leverage between landlords and tenants during the period. The comparison between average rent for expiring leases and new leases is determined by including minimum rent and percentage rent paid on the expiring lease and minimum rent and in some instances, projections of first lease year percentage rent, to be paid on the new lease. In atypical circumstances, management may exercise judgment as to how to most effectively reflect the comparability of spaces reported in this calculation. The change in rental income on comparable space leases is impacted by numerous factors including current market rates, location, individual tenant creditworthiness, use of space, market conditions when the expiring lease was signed, capital investment made in the space and the specific lease structure.

The leases signed in 2013 generally become effective over the following two years though some may not become effective until 2015 and beyond. Further, there is risk that some new tenants will not ultimately take possession of their space and that tenants for both new and renewal leases may not pay all of their contractual rent due to operating, financing or other matters. However, these increases do provide information about the tenant/landlord relationship and the potential increase we may achieve in rental income over time.

Historically, we have executed comparable space leases for 1.2 to 1.5 million square feet of retail space each year. We believe our leasing volume for 2014 will be inline with our historical averages with overall positive increases in rental income. However, changes in rental income associated with individual signed leases on comparable spaces may be positive or negative, and we can provide no assurance that the rents on new leases will continue to increase at the above disclosed levels, if at all.

## Retail and Residential Properties

The following table sets forth information concerning all real estate projects in which we owned an equity interest, had a leasehold interest, or otherwise controlled and are consolidated as of December 31, 2013. Except as otherwise noted, we are the sole owner of our retail real estate projects. Principal tenants are the largest tenants in the project based on square feet leased or are tenants important to a project's success due to their ability to attract retail customers.

Property, City, State, Zip Code	Year Completed	Year Acquired	Square Feet(1) /Apartment Units	Average Rent Per Square Foot(2)	Percentage Leased(3)	Principal Tenant(s)
<b>California</b>						
150 Post Street San Francisco, CA 94108	1908, 1965	1997	103,000	\$43.60	93%	Brooks Brothers H & M
Colorado Blvd Pasadena, CA 91103(4)	1905-1988	1996/1998	69,000	\$38.51	100%	Pottery Barn Banana Republic
Crow Canyon Commons San Ramon, CA 94583	1980-2006	2005/2007	242,000	\$20.37	95%	Lucky Loehmann's Dress Shop Rite Aid
East Bay Bridge Emeryville & Oakland, CA 94608 (11)	1994-1995, 2010, 2012	2012	438,000	\$15.56	100%	Home Depot Michaels Pak-N-Save Target
Escondido Promenade Escondido, CA 92029(5)	1987	1996/2010	297,000	\$23.13	98%	TJ Maxx Toys R Us Dick's Sporting Goods Ross Dress For Less
Hermosa Avenue Hermosa Beach, CA 90254	1922	1997	22,000	\$36.32	100%	
Hollywood Blvd Hollywood, CA 90028(6)	1929, 1991	1999	140,000	\$28.87	99%	DSW L.A. Fitness Fresh & Easy
Kings Court Los Gatos, CA 95032(4)(7)	1960	1998	80,000	\$29.32	99%	Lunardi's Supermarket CVS
Old Town Center Los Gatos, CA 95030	1962, 1998	1997	96,000	\$35.07	94%	Gap Banana Republic Anthropologie
Plaza El Segundo El Segundo, CA 90245 (5)(11)	2006-2007	2011	381,000	\$37.35	100%	H&M Anthropologie Best Buy HomeGoods Whole Foods Dick's Sporting Goods Container Store
Santana Row—Retail San Jose, CA 95128	2002, 2009	1997	650,000	\$48.72	96%	H&M Crate & Barrel Container Store Best Buy CineArts Theatre Hotel Valencia
Santana Row—Residential San Jose, CA 95128	1999-2009, 2011	1997, 2012	505 units	N/A	95%	
Third Street Promenade Santa Monica, CA 90401	1888-2000	1996-2000	209,000	\$64.88	97%	Abercrombie & Fitch J. Crew Old Navy Banana Republic
Westgate Center San Jose, CA 95129	1960-1966	2004	636,000	\$14.11	94%	Target Walmart Neighborhood Market Burlington Coat Factory Ross Dress For Less Michaels Nordstrom Rack
<b>Connecticut</b>						
Bristol Bristol, CT 06010	1959	1995	267,000	\$12.52	94%	Stop & Shop TJ Maxx
Darien, CT Darien, CT 06820	1920-2009	2013	95,000	\$27.39	97%	Stop & Shop Equinox
Greenwich Avenue Greenwich Avenue, CT 06830	1968	1995	35,000	\$61.00	100%	Saks Fifth Avenue

<b>Property, City, State, Zip Code</b>	<b>Year Completed</b>	<b>Year Acquired</b>	<b>Square Feet(1) /Apartment Units</b>	<b>Average Rent Per Square Foot(2)</b>	<b>Percentage Leased(3)</b>	<b>Principal Tenant(s)</b>
<b><u>District of Columbia</u></b>						
Friendship Center Washington, DC 20015	1998	2001	119,000	\$29.50	100%	DSW Maggiano's Nordstrom Rack
Sam's Park & Shop Washington, DC 20008	1930	1995	49,000	\$39.31	97%	Petco
<b><u>Florida</u></b>						
Courtyard Shops Wellington, FL 33414	1990, 1998	2008	130,000	\$20.32	94%	Publix
Del Mar Village Boca Raton, FL 33433	1982, 1994 & 2007	2008	179,000	\$15.34	79%	Winn Dixie CVS
Tower Shops Davie, FL 33324	1989	2011	369,000	\$17.55	98%	Ulta Best Buy DSW Old Navy Ross Dress For Less TJ Maxx
<b><u>Illinois</u></b>						
Crossroads Highland Park, IL 60035	1959	1993	168,000	\$21.26	93%	Golfsmith Guitar Center L.A. Fitness
Finley Square Downers Grove, IL 60515	1974	1995	313,000	\$11.52	98%	Bed, Bath & Beyond Petsmart Buy Buy Baby
Garden Market Western Springs, IL 60558	1958	1994	140,000	\$12.24	95%	Mariano's Fresh Market Walgreens
North Lake Commons Lake Zurich, IL 60047	1989	1994	129,000	\$12.21	92%	Mariano's Fresh Market
<b><u>Maryland</u></b>						
Bethesda Row Bethesda, MD 20814(4)	1945-1991 2001	1993/2006 2008/2010	533,000	\$47.09	99%	Apple Computer Barnes & Noble Equinox Giant Food Landmark Theater
Bethesda Row Residential Bethesda, MD 20814	2008	1993	180 units	N/A	98%	
Congressional Plaza Rockville, MD 20852(5)	1965	1965	328,000	\$35.31	99%	Buy Buy Baby Last Call Studio by Neiman Marcus Container Store The Fresh Market
Congressional Plaza Residential Rockville, MD 20852(5)	2003	1965	146 units	N/A	86%	
Courthouse Center Rockville, MD 20852	1975	1997	35,000	\$22.76	60%	
Federal Plaza Rockville, MD 20852	1970	1989	248,000	\$32.87	100%	Micro Center Ross Dress For Less TJ Maxx Trader Joe's
Free State Shopping Center Bowie, MD 20715(9)	1970	2007	279,000	\$16.53	87%	Giant Food TJ Maxx Ross Dress For Less Office Depot
Gaithersburg Square Gaithersburg, MD 20878	1966	1993	207,000	\$28.52	77%	Bed, Bath & Beyond Ross Dress For Less
Governor Plaza Glen Burnie, MD 21961	1963	1985	267,000	\$18.04	100%	Aldi L.A. Fitness Dick's Sporting Goods
Laurel Centre Laurel, MD 20707	1956	1986	388,000	\$21.84	77%	L.A. Fitness Giant Food Marshalls
Mid-Pike Plaza/Pike & Rose Rockville, MD 20852 (13)	1963	1982/2007	59,000	\$35.69	100%	Toys R Us
Montrose Crossing Rockville, MD 20852 (5)(11)	1960-1979, 1996, 2011	2011/2013	363,000	\$24.44	100%	A.C. Moore Giant Food Sports Authority Barnes & Noble Marshalls

<b>Property, City, State, Zip Code</b>	<b>Year Completed</b>	<b>Year Acquired</b>	<b>Square Feet(1) /Apartment Units</b>	<b>Average Rent Per Square Foot(2)</b>	<b>Percentage Leased(3)</b>	<b>Principal Tenant(s)</b>
Perring Plaza Baltimore, MD 21134	1963	1985	395,000	\$13.86	95%	Micro Center Burlington Coat Factory Home Depot Shoppers Food Warehouse Jo-Ann Stores
Plaza Del Mercado Silver Spring, MD 20906(9)(11)	1969	2004	96,000	\$27.67	64%	CVS
Quince Orchard Gaithersburg, MD 20877(4)	1975	1993	261,000	\$20.20	76%	L.A. Fitness Staples
Rockville Town Square Rockville, MD 20852 (8)	2006-2007	2006-2007	187,000	\$30.60	96%	CVS Gold's Gym
Rollingwood Apartments Silver Spring, MD 20910 9 three-story buildings(11)	1960	1971	282 units	N/A	96%	
THE AVENUE at White Marsh Baltimore, MD 21236(7)(11)	1997	2007	297,000	\$23.27	100%	AMC Loews Old Navy Barnes & Noble A.C. Moore
The Shoppes at Nottingham Square Baltimore, MD 21236	2005-2006	2007	32,000	\$45.30	100%	
White Marsh Other Baltimore, MD 21236	1985	2007	70,000	\$30.80	98%	
White Marsh Plaza Baltimore, MD 21236	1987	2007	80,000	\$20.69	97%	Giant Food
Wildwood Bethesda, MD 20814(11)	1958	1969	84,000	\$89.46	94%	CVS Balducci's
<b><u>Massachusetts</u></b>						
Assembly Square Marketplace/ Assembly Row Somerville, MA 02145 (13)	2005	2005-2011	336,000	\$17.55	100%	Bed, Bath & Beyond Christmas Tree Shops Kmart Staples TJ Maxx A.C. Moore Sports Authority
Atlantic Plaza North Reading, MA 01864(9)(11)	1960	2004	123,000	\$16.86	70%	Stop & Shop
Campus Plaza Bridgewater, MA 02324(9)	1970	2004	116,000	\$13.95	100%	Roche Brothers Burlington Coat Factory
Chelsea Commons Chelsea, MA 02150(11)	1962-1969, 2008	2006-2008	222,000	\$11.28	100%	Sav-A-Lot Home Depot Planet Fitness
Chelsea Commons Residential Chelsea, MA 02150	2013	2008	56 units	N/A	100%	
Dedham Dedham, MA 02026	1959	1993	241,000	\$14.93	98%	Star Market
Linden Square Wellesley, MA 02481	1960, 2008	2006	224,000	\$44.85	94%	Roche Brothers Supermarket CVS
North Dartmouth North Dartmouth, MA 02747	2004	2006	48,000	\$15.71	100%	Stop & Shop
Pleasant Shops Weymouth, MA 02190(9)	1974	2004	130,000	\$13.97	93%	Whole Foods Marshalls
Queen Anne Plaza Norwell, MA 02061	1967	1994	149,000	\$15.92	100%	HomeGoods TJ Maxx Hannaford
Saugus Plaza Saugus, MA 01906	1976	1996	170,000	\$11.63	99%	Kmart Super Stop & Shop
<b><u>Michigan</u></b>						
Gratiot Plaza Roseville, MI 48066	1964	1973	217,000	\$11.82	99%	Bed, Bath & Beyond Best Buy Kroger DSW
<b><u>North Carolina</u></b>						
Eastgate Chapel Hill, NC 27514	1963	1986	153,000	\$23.23	93%	Stein Mart Trader Joe's

<b>Property, City, State, Zip Code</b>	<b>Year Completed</b>	<b>Year Acquired</b>	<b>Square Feet(1) /Apartment Units</b>	<b>Average Rent Per Square Foot(2)</b>	<b>Percentage Leased(3)</b>	<b>Principal Tenant(s)</b>
<b><u>New Jersey</u></b>						
Brick Plaza Brick Township, NJ 08723(4)(11)	1958	1989	416,000	\$16.60	91%	A&P Supermarket Barnes & Noble AMC Loews Sports Authority
Ellisburg Circle Cherry Hill, NJ 08034	1959	1992	268,000	\$14.64	90%	Buy Buy Baby Stein Mart
Mercer Mall Lawrenceville, NJ 08648(4)(8)	1975	2003	501,000	\$21.63	98%	Raymour & Flanigan Bed, Bath & Beyond DSW TJ Maxx Shop Rite
Troy Parsippany-Troy, NJ 07054	1966	1980	207,000	\$20.08	99%	Pathmark L.A. Fitness
<b><u>New York</u></b>						
Fresh Meadows Queens, NY 11365	1949	1997	406,000	\$29.06	100%	Island of Gold Modell's AMC Loews Kohl's Michaels
Greenlawn Plaza Greenlawn, NY 11743(9)(11)	1975, 2004	2006	106,000	\$17.18	97%	Waldbaum's Tuesday Morning
Hauppauge Hauppauge, NY 11788(11)	1963	1998	134,000	\$27.60	100%	Shop Rite A.C. Moore
Huntington Huntington, NY 11746	1962	1988/2007	279,000	\$25.33	100%	Nordstrom Rack Bed, Bath & Beyond Buy Buy Baby Michaels
Huntington Square East Northport, NY 11731(4)	1980, 2007	2010	74,000	\$26.28	93%	Barnes & Noble
Melville Mall Huntington, NY 11747(10)(11)	1974	2006	246,000	\$19.43	100%	Dick's Sporting Goods Kohl's Marshalls Waldbaum's
<b><u>Pennsylvania</u></b>						
Andorra Philadelphia, PA 19128	1953	1988	265,000	\$15.31	95%	Acme Markets Kohl's Staples L.A. Fitness
Bala Cynwyd Bala Cynwyd, PA 19004	1955	1993	295,000	\$22.78	96%	Acme Markets Lord & Taylor Michaels L.A. Fitness
Flourtown Flourtown, PA 19031	1957	1980	160,000	\$20.81	97%	Giant Food
Lancaster Lancaster, PA 17601(8)	1958	1980	127,000	\$16.72	97%	Giant Food Michaels
Langhorne Square Levittown, PA 19056	1966	1985	219,000	\$15.47	100%	Marshalls Redner's Warehouse Market
Lawrence Park Broomall, PA 19008(11)	1972	1980	354,000	\$18.56	97%	Acme Markets TJ Maxx HomeGoods Kaplan Career Institute
Northeast Philadelphia, PA 19114	1959	1983	288,000	\$12.50	97%	Burlington Coat Factory Home Gallery Marshalls
Town Center of New Britain New Britain, PA 18901	1969	2006	124,000	\$9.55	87%	Giant Food Rite Aid
Willow Grove Willow Grove, PA 19090	1953	1984	212,000	\$19.03	99%	Home Goods Marshalls Barnes & Noble

Property, City, State, Zip Code	Year Completed	Year Acquired	Square Feet(1) /Apartment Units	Average Rent Per Square Foot(2)	Percentage Leased(3)	Principal Tenant(s)
Wynnewood Wynnewood, PA 19096(11)	1948	1996	251,000	\$26.42	98%	Bed, Bath & Beyond Giant Food Old Navy
<b>Texas</b>						
Houston Street San Antonio, TX 78205	1890-1935	1998	175,000	\$24.46	90%	Hotel Valencia Walgreens
<b>Virginia</b>						
29 <sup>th</sup> Place Charlottesville, VA 22091(11)	1975-2001	2007	169,000	\$16.89	96%	HomeGoods DSW Stein Mart Staples
Barcroft Plaza Falls Church, VA 22041(9)(11)	1963, 1972 & 1990	2006-2007	101,000	\$23.63	78%	Harris Teeter Bank of America
Barracks Road Charlottesville, VA 22905(11)	1958	1985	497,000	\$23.60	97%	Anthropologie Bed, Bath & Beyond Harris Teeter Kroger Barnes & Noble Old Navy Michaels Ulta
Falls Plaza/Falls Plaza—East Falls Church, VA 22046	1960-1962	1967/1972	144,000	\$31.86	100%	Giant Food CVS Staples
Idylwood Plaza Falls Church, VA 22030	1991	1994	73,000	\$44.11	100%	Whole Foods
Leesburg Plaza Leesburg, VA 20176	1967	1998	236,000	\$23.70	97%	Giant Food Pier 1 Imports Office Depot Petsmart
Loehmann's Plaza Fairfax, VA 22042	1971	1983	261,000	\$27.04	92%	L.A. Fitness Giant Food Loehmann's Dress Shop
Mount Vernon/South Valley/ 7770 Richmond Hwy Alexandria, VA 22306(4)(7)	1966, 1972,1987 & 2001	2003/2006	572,000	\$16.36	94%	Shoppers Food Warehouse Bed, Bath & Beyond Michaels Home Depot TJ Maxx Gold's Gym Staples
Old Keene Mill Springfield, VA 22152	1968	1976	92,000	\$35.27	100%	Whole Foods Walgreens
Pan Am Fairfax, VA 22031	1979	1993	227,000	\$21.55	100%	Michaels Micro Center Safeway
Pentagon Row Arlington, VA 22202	2001-2002	1998/2010	297,000	\$36.48	98%	Harris Teeter Bed, Bath & Beyond L.A. Fitness DSW
Pike 7 Plaza Vienna, VA 22180	1968	1997	164,000	\$40.82	100%	DSW Staples TJ Maxx
Shops at Willow Lawn Richmond, VA 23230	1957	1983	439,000	\$17.11	92%	Kroger Old Navy Ross Dress For Less Staples
Tower Shopping Center Springfield, VA 22150	1960	1998	112,000	\$24.37	91%	Talbots LA Mart
Tyson's Station Falls Church, VA 22043	1954	1978	49,000	\$42.70	95%	Trader Joe's
Village at Shirlington Arlington, VA 22206(8)	1940, 2006-2009	1995	261,000	\$34.20	96%	AMC Loews Carlyle Grand Café Harris Teeter
<b>Total All Regions—Retail(12)</b>			<b>19,544,000</b>	<b>\$24.54</b>	<b>96%</b>	
<b>Total All Regions—Residential</b>			<b>1,169 units</b>		<b>95%</b>	

(1) Represents the physical square footage of the commercial portion of the property, which may differ from the gross leasable square footage used to express percentage leased. Some of our properties include office space which is included in this square footage but is not material in total.



- (2) Average base rent is calculated as the aggregate, annualized in-place contractual (defined as cash basis including adjustments for concessions) minimum rent for all occupied spaces divided by the aggregate GLA of all occupied spaces.
- (3) Retail percentage leased is expressed as a percentage of rentable commercial square feet occupied or subject to a lease under which rent is currently payable and includes square feet covered by leases for stores not yet opened. Residential percentage leased is expressed as a percentage of units occupied or subject to a lease.
- (4) All or a portion of this property is owned pursuant to a ground lease.
- (5) We own the controlling interest in this center.
- (6) We own a 90% general and limited partnership interest in these buildings.
- (7) We own all or a portion of this property in a “downREIT” partnership, of which a wholly owned subsidiary of the Trust is the sole general partner, with third party partners holding operating partnership units.
- (8) All or a portion of this property is subject to a capital lease obligation.
- (9) Properties acquired through a joint venture arrangement with affiliates of a discretionary fund created and advised by ING Clarion Partners.
- (10) The Trust controls Melville Mall through a 20 year master lease and secondary financing to the owner. Because the Trust controls the activities that most significantly impact this property and retains substantially all of the economic benefit and risk associated with it, we consolidate this property and its operations.
- (11) All or a portion of this property is encumbered by a mortgage loan.
- (12) Aggregate information is calculated on a GLA weighted-average basis, excluding properties acquired through a joint venture arrangement with affiliates of a discretionary fund created and advised by ING Clarion Partners.
- (13) Portion of property is currently under development. See further discussion in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

### **ITEM 3. LEGAL PROCEEDINGS**

None.

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## PART II

### ITEM 5. MARKET FOR OUR COMMON EQUITY AND RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common shares trade on the New York Stock Exchange under the symbol “FRT.” Listed below are the high and low closing prices of our common shares as reported on the New York Stock Exchange and the dividends declared for each of the periods indicated.

	Price Per Share		Dividends Declared Per Share
	High	Low	
<b>2013</b> .....			
Fourth quarter.....	\$ 108.15	\$ 100.30	\$ 0.780
Third quarter.....	\$ 107.44	\$ 96.99	\$ 0.780
Second quarter.....	\$ 117.96	\$ 96.21	\$ 0.730
First quarter.....	\$ 109.30	\$ 104.50	\$ 0.730
<b>2012</b> .....			
Fourth quarter.....	\$ 110.03	\$ 99.82	\$ 0.730
Third quarter.....	\$ 109.49	\$ 103.57	\$ 0.730
Second quarter.....	\$ 104.09	\$ 94.95	\$ 0.690
First quarter.....	\$ 97.84	\$ 89.23	\$ 0.690

On February 7, 2014, there were 3,128 holders of record of our common shares.

Our ongoing operations generally will not be subject to federal income taxes as long as we maintain our REIT status and distribute to shareholders at least 100% of our taxable income. Under the Code, REITs are subject to numerous organizational and operational requirements, including the requirement to generally distribute at least 90% of taxable income.

Future distributions will be at the discretion of our Board of Trustees and will depend on our actual net income available for common shareholders, financial condition, capital requirements, the annual distribution requirements under the REIT provisions of the Code and such other factors as the Board of Trustees deems relevant. We have paid quarterly dividends to our shareholders continuously since our founding in 1962 and have increased our regular annual dividend rate for 46 consecutive years.

Our total annual dividends paid per common share for 2013 and 2012 were \$2.97 per share and \$2.80 per share, respectively. The annual dividend amounts are different from dividends as calculated for federal income tax purposes. Distributions to the extent of our current and accumulated earnings and profits for federal income tax purposes generally will be taxable to a shareholder as ordinary dividend income. Distributions in excess of current and accumulated earnings and profits will be treated as a nontaxable reduction of the shareholder’s basis in such shareholder’s shares, to the extent thereof, and thereafter as taxable capital gain. Distributions that are treated as a reduction of the shareholder’s basis in its shares will have the effect of increasing the amount of gain, or reducing the amount of loss, recognized upon the sale of the shareholder’s shares. No assurances can be given regarding what portion, if any, of distributions in 2014 or subsequent years will constitute a return of capital for federal income tax purposes. During a year in which a REIT earns a net long-term capital gain, the REIT can elect under Section 857(b)(3) of the Code to designate a portion of dividends paid to shareholders as capital gain dividends. If this election is made, then the capital gain dividends are generally taxable to the shareholder as long-term capital gains.

The following table reflects the income tax status of distributions per share paid to common shareholders:

	Year Ended December 31,	
	2013	2012
Ordinary dividend	\$ 2.911	\$ 2.772
Ordinary dividend eligible for 15% tax rate	—	—
Return of capital	—	—
Capital gain	0.059	0.028
	<u>\$ 2.970</u>	<u>\$ 2.800</u>

Distributions on our 5.417% Series 1 Cumulative Convertible Preferred Shares were paid at the rate of \$1.354 per share per annum commencing on the issuance date of March 8, 2007. We do not believe that the preferential rights available to the holders of our preferred shares or the financial covenants contained in our debt agreements had or will have an adverse effect on our ability to pay dividends in the normal course of business to our common shareholders or to distribute amounts necessary to maintain our qualification as a REIT.

#### **Recent Sales of Unregistered Shares**

Under the terms of various operating partnership agreements of certain of our affiliated limited partnerships, the interest 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 December 31, 2013, there were no redemptions of operating partnership units. All other equity securities sold by us during 2013 that were not registered have been previously reported in a Quarterly Report on Form 10-Q.

#### **Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

During the fourth quarter of 2013, no equity securities were purchased by us and 230 restricted common shares were forfeited by former employees.

## ITEM 6. SELECTED FINANCIAL DATA

The following table includes certain financial information on a consolidated historical basis. You should read this section in conjunction with “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Item 8. Financial Statements and Supplementary Data.” Our selected operating data, other data and balance sheet data for the years ended December 31, 2009 through 2012 have been reclassified to conform to the 2013 presentation.

	Year Ended December 31,				
	2013	2012	2011	2010	2009
	(In thousands, except per share data and ratios)				
<b>Operating Data:</b>					
Rental income .....	\$ 620,089	\$ 580,114	\$ 536,749	\$ 520,677	\$ 508,607
Property operating income(1) .....	\$ 446,959	\$ 426,721	\$ 381,335	\$ 371,198	\$ 360,618
Income from continuing operations .....	\$ 137,811	\$ 142,972	\$ 130,319	\$ 124,778	\$ 99,956
Gain on sale of real estate .....	\$ 28,855	\$ 11,860	\$ 15,075	\$ 1,410	\$ 1,298
Net income .....	\$ 167,608	\$ 156,232	\$ 149,612	\$ 128,237	\$ 103,872
Net income attributable to the Trust.....	\$ 162,681	\$ 151,925	\$ 143,917	\$ 122,790	\$ 98,304
Net income available for common shareholders..	\$ 162,140	\$ 151,384	\$ 143,376	\$ 122,249	\$ 97,763
Net cash provided by operating activities.....	\$ 314,498	\$ 296,633	\$ 244,711	\$ 256,735	\$ 256,765
Net cash used in investing activities .....	\$ (345,198)	\$ (273,558)	\$ (196,369)	\$ (187,088)	\$ (127,341)
Net cash provided by (used in) financing activities .....	\$ 82,639	\$ (53,893)	\$ 3,667	\$ (189,239)	\$ (9,258)
Dividends declared on common shares.....	\$ 198,965	\$ 182,813	\$ 171,335	\$ 163,382	\$ 157,638
Weighted average number of common shares outstanding:					
Basic .....	65,331	63,881	62,438	61,182	59,704
Diluted .....	65,483	64,056	62,603	61,324	59,830
Earnings per common share, basic:					
Continuing operations.....	\$ 2.01	\$ 2.15	\$ 1.98	\$ 1.93	\$ 1.56
Discontinued operations .....	0.38	0.02	0.31	0.05	0.07
Gain on sale of real estate.....	0.08	0.19	—	0.01	—
Total.....	<u>\$ 2.47</u>	<u>\$ 2.36</u>	<u>\$ 2.29</u>	<u>\$ 1.99</u>	<u>\$ 1.63</u>
Earnings per common share, diluted:					
Continuing operations.....	\$ 2.00	\$ 2.14	\$ 1.97	\$ 1.93	\$ 1.56
Discontinued operations .....	0.38	0.02	0.31	0.04	0.07
Gain on sale of real estate.....	0.08	0.19	—	0.01	—
Total.....	<u>\$ 2.46</u>	<u>\$ 2.35</u>	<u>\$ 2.28</u>	<u>\$ 1.98</u>	<u>\$ 1.63</u>
Dividends declared per common share.....	\$ 3.02	\$ 2.84	\$ 2.72	\$ 2.66	\$ 2.62
<b>Other Data:</b>					
Funds from operations available to common shareholders(2)(3).....	\$ 289,938	\$ 277,237	\$ 251,576	\$ 239,210	\$ 211,065
EBITDA(3)(4).....	\$ 446,555	\$ 410,918	\$ 374,131	\$ 352,481	\$ 328,491
Adjusted EBITDA(3)(4).....	\$ 417,700	\$ 399,058	\$ 357,030	\$ 351,071	\$ 327,193
Ratio of EBITDA to combined fixed charges and preferred share dividends(3)(4)(5).....	3.3 x	3.3 x	3.5 x	3.1 x	2.8 x
Ratio of Adjusted EBITDA to combined fixed charges and preferred share dividends(3)(4)(5)...	3.1 x	3.2 x	3.3 x	3.1 x	2.7 x

## As of December 31,

	2013	2012	2011	2010	2009
	(In thousands, except per share data)				
<b>Balance Sheet Data:</b>					
Real estate, at cost.....	\$ 5,149,463	\$ 4,779,674	\$ 4,426,444	\$ 3,895,942	\$ 3,759,234
Total assets.....	\$ 4,219,294	\$ 3,898,565	\$ 3,666,210	\$ 3,159,553	\$ 3,222,309
Mortgages payable and capital lease obligations.....	\$ 660,127	\$ 832,482	\$ 810,616	\$ 589,441	\$ 601,884
Notes payable.....	\$ 300,822	\$ 299,575	\$ 295,159	\$ 97,881	\$ 261,745
Senior notes and debentures.....	\$ 1,360,913	\$ 1,076,545	\$ 1,004,635	\$ 1,079,827	\$ 930,219
Preferred shares.....	\$ 9,997	\$ 9,997	\$ 9,997	\$ 9,997	\$ 9,997
Shareholders' equity	\$ 1,471,297	\$ 1,310,593	\$ 1,240,604	\$ 1,115,768	\$ 1,151,738
Number of common shares outstanding .....	66,701	64,815	63,544	61,526	61,242

- (1) Property operating income is a non-GAAP measure that 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 property operations and we consider it to be a significant measure. Property operating income should not be considered an alternative measure of operating results or cash flow from operations as determined in accordance with GAAP.
- (2) FFO is a supplemental non-GAAP financial measure of real estate companies' operating performances. The National Association of Real Estate Investment Trusts ("NAREIT") defines FFO as follows: net income, computed in accordance with U.S. GAAP, plus real estate related depreciation and amortization and excluding extraordinary items and gains 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.

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. Additional information regarding our calculation of FFO is contained in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations."

The reconciliation of net income to funds from operations available for common shareholders is as follows:

	2013	2012	2011	2010	2009
	(In thousands)				
Net income.....	\$ 167,608	\$ 156,232	\$ 149,612	\$ 128,237	\$ 103,872
Net income attributable to noncontrolling interests.....	(4,927)	(4,307)	(5,695)	(5,447)	(5,568)
Gain on sale of real estate .....	(28,855)	(11,860)	(15,075)	(1,410)	(1,298)
Gain on deconsolidation of VIE .....	—	—	(2,026)	—	—
Depreciation and amortization of real estate assets .....	144,873	125,611	113,188	107,187	103,104
Amortization of initial direct costs of leases.....	10,694	10,935	10,432	9,552	9,821
Depreciation of joint venture real estate assets.....	1,504	1,513	1,771	1,499	1,388
Funds from operations .....	290,897	278,124	252,207	239,618	211,319
Dividends on preferred shares .....	(541)	(541)	(541)	(541)	(541)
Income attributable to operating partnership units .....	888	943	981	980	974
Income attributable to unvested shares.....	(1,306)	(1,289)	(1,071)	(847)	(687)
Funds from operations available for common shareholders .....	\$ 289,938	\$ 277,237	\$ 251,576	\$ 239,210	\$ 211,065

- (3) Includes a charge of \$0.3 million and \$16.4 million in 2010 and 2009, respectively, for adjusting the accrual for litigation regarding a parcel of land located adjacent to Santana Row as well as other costs related to the litigation and appeal process. The matter is further discussed in Note 9 to the consolidated financial statements.

- (4) The SEC has stated that EBITDA is a non-GAAP measure as calculated in the table below. Adjusted EBITDA is a non-GAAP measure that means net income or loss plus net interest expense, income taxes, depreciation and amortization, gain or loss on sale of real estate and impairments of real estate if any. Adjusted EBITDA is presented because it approximates a key performance measure in our debt covenants, but it should not be considered an alternative measure of operating results or cash flow from operations as determined in accordance with GAAP. Adjusted EBITDA as presented may not be comparable to other similarly titled measures used by other REITs.

The reconciliation of net income to EBITDA and adjusted EBITDA for the periods presented is as follows:

	2013	2012	2011	2010	2009
	(In thousands)				
Net income.....	\$ 167,608	\$ 156,232	\$ 149,612	\$ 128,237	\$ 103,872
Depreciation and amortization.....	161,099	142,039	126,568	119,817	115,093
Interest expense.....	104,977	113,336	98,465	101,882	108,781
Early extinguishment of debt.....	13,304	—	(296)	2,801	2,639
Other interest income.....	(433)	(689)	(218)	(256)	(1,894)
EBITDA.....	446,555	410,918	374,131	352,481	328,491
Gain on sale of real estate.....	(28,855)	(11,860)	(15,075)	(1,410)	(1,298)
Gain on deconsolidation of VIE.....	—	—	(2,026)	—	—
Adjusted EBITDA.....	<u>\$ 417,700</u>	<u>\$ 399,058</u>	<u>\$ 357,030</u>	<u>\$ 351,071</u>	<u>\$ 327,193</u>

- (5) Fixed charges consist of interest on borrowed funds (including capitalized interest), amortization of debt discount/premiums and debt costs, costs related to the early extinguishment of debt, and the portion of rent expense representing an interest factor. Excluding the \$13.3 million of early extinguishment of debt charge from fixed charges in 2013, the ratio of EBITDA and adjusted EBITDA to combined fixed charges and preferred share dividends is 3.7x and 3.4x, respectively.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Forward-Looking Statements

Certain statements in this section or elsewhere in this report may be deemed “forward-looking statements”. See “Item 1A. Risk Factors” in this report for important information regarding these forward-looking statements and certain risk and uncertainties that may affect us. The following discussion should be read in conjunction with the consolidated financial statements and notes thereto appearing in “Item 8. Financial Statements and Supplementary Data” of this report.

### Overview

We are an equity real estate investment trust (“REIT”) specializing in the ownership, management, 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 December 31, 2013, we owned or had a majority interest in community and neighborhood shopping centers and mixed-use properties which are operated as 87 predominantly retail real estate projects comprising approximately 19.5 million square feet. In total, the real estate projects were 95.8% leased and 95.1% occupied at December 31, 2013. 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 December 31, 2013. In total, the joint venture properties in which we own a 30% interest were 84.9% leased and 84.9% occupied at December 31, 2013. We have paid quarterly dividends to our shareholders continuously since our founding in 1962 and have increased our dividends per common share for 46 consecutive years.

### Critical Accounting Policies

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 and current events and economic conditions. In addition, information relied upon by management in preparing such estimates includes internally generated financial and operating information, external market information, when available, and when necessary, information obtained from consultations with third party experts. Actual results could differ from these estimates. A discussion of possible risks which may

affect these estimates is included in “Item 1A. Risk Factors” of this report. Management considers an accounting estimate to be critical if changes in the estimate could have a material impact on our consolidated results of operations or financial condition.

Our significant accounting policies are more fully described in Note 2 to the consolidated financial statements; however, the most critical accounting policies, which involve the use of estimates and assumptions as to future uncertainties and, therefore, may result in actual amounts that differ from estimates, are as follows:

#### *Revenue Recognition and Accounts Receivable*

Our leases with tenants are classified as operating leases. Substantially all such leases contain fixed escalations which occur at specified times during the term of the lease. Base rents are recognized on a straight-line basis from when the tenant controls the space through the term of the related lease, net of valuation adjustments, based on management’s assessment of credit, collection and other business risk. Percentage rents, which represent additional rents based upon the level of sales achieved by certain tenants, are recognized at the end of the lease year or earlier if we have determined the required sales level is achieved and the percentage rents are collectible. Real estate tax and other cost reimbursements are recognized on an accrual basis over the periods in which the related expenditures are incurred. For a tenant to terminate its lease agreement prior to the end of the agreed term, we may require that they pay a fee to cancel the lease agreement. Lease termination fees for which the tenant has relinquished control of the space are generally recognized on the termination date. When a lease is terminated early but the tenant continues to control the space under a modified lease agreement, the lease termination fee is generally recognized evenly over the remaining term of the modified lease agreement.

Current accounts receivable from tenants primarily relate to contractual minimum rent and percentage rent as well as real estate tax and other cost reimbursements. Accounts receivable from straight-line rent is typically longer term in nature and relates to the cumulative amount by which straight-line rental income recorded to date exceeds cash rents billed to date under the contractual lease agreement.

We make estimates of the collectability of our current accounts receivable and straight-line rents receivable which requires significant judgment by management. The collectability of receivables is affected by numerous factors including current economic conditions, bankruptcies, and the ability of the tenant to perform under the terms of their lease agreement. While we make estimates of potentially uncollectible amounts and provide an allowance for them through bad debt expense, actual collectability could differ from those estimates which could affect our net income. With respect to the allowance for current uncollectible tenant receivables, we assess the collectability of outstanding receivables by evaluating such factors as nature and age of the receivable, past history and current financial condition of the specific tenant including our assessment of the tenant’s ability to meet its contractual lease obligations, and the status of any pending disputes or lease negotiations with the tenant. At December 31, 2013 and 2012, our allowance for doubtful accounts was \$12.7 million and \$15.9 million, respectively. Historically, we have recognized bad debt expense between 0.4% and 1.3% of rental income and it was 0.1% in 2013 reflecting positive economic changes and their impact to our tenants. A change in the estimate of collectability of a receivable would result in a change to our allowance for doubtful accounts and correspondingly bad debt expense and net income. For example, in the event our estimates were not accurate and we were required to increase our allowance by 1% of rental income, our bad debt expense would have increased and our net income would have decreased by \$6.2 million.

Due to the nature of the accounts receivable from straight-line rents, the collection period of these amounts typically extends beyond one year. Our experience relative to unbilled straight-line rents is that a portion of the amounts otherwise recognizable as revenue is never billed to or collected from tenants due to early lease terminations, lease modifications, bankruptcies and other factors. Accordingly, the extended collection period for straight-line rents along with our evaluation of tenant credit risk may result in the nonrecognition of a portion of straight-line rental income until the collection of such income is reasonably assured. If our evaluation of tenant credit risk changes indicating more straight-line revenue is reasonably collectible than previously estimated and realized, the additional straight-line rental income is recognized as revenue. If our evaluation of tenant credit risk changes indicating a portion of realized straight-line rental income is no longer collectible, a reserve and bad debt expense is recorded. At December 31, 2013 and 2012, accounts receivable includes approximately \$60.6 million and \$56.1 million, respectively, related to straight-line rents. Correspondingly, these estimates of collectability have a direct impact on our net income.

#### *Real Estate*

The nature of our business as an owner, redeveloper and operator of retail shopping centers and mixed-use properties means that we invest significant amounts of capital. Depreciation and maintenance costs relating to our properties constitute substantial costs for us as well as the industry as a whole. We capitalize real estate investments and depreciate them on a straight-line basis in accordance with GAAP and consistent with industry standards based on our best estimates of the assets’ physical and economic useful lives. We periodically review the estimated lives of our assets and implement changes, as

necessary, to these estimates and, therefore, to our depreciation rates. These reviews may take into account such factors as the historical retirement and replacement of our assets, expected redevelopments, the repairs required to maintain the condition of our assets, and general economic and real estate factors. Certain events could occur that would materially affect our estimates and assumptions related to depreciation. Unforeseen competition or changes in customer shopping habits could substantially alter our assumptions regarding our ability to realize the expected return on investment in the property and therefore reduce the economic life of the asset and affect the amount of depreciation expense to be charged against both the current and future revenues. These assessments have a direct impact on our net income. The longer the economic useful life, the lower the depreciation expense will be for that asset in a fiscal period, which in turn will increase our net income. Similarly, having a shorter economic useful life would increase the depreciation for a fiscal period and decrease our net income.

Land, buildings and real estate under development are recorded at cost. We compute depreciation using the straight-line method with useful lives ranging generally from 35 years to a maximum of 50 years on buildings and major improvements. Maintenance and repair costs are charged to operations as incurred. Tenant work and other major improvements, which improve or extend the life of the asset, are capitalized and depreciated over the life of the lease or the estimated useful life of the improvements, whichever is shorter. Minor improvements, furniture and equipment are capitalized and depreciated over useful lives ranging from 2 to 20 years.

The capitalized costs associated with developments and redevelopments are depreciated over the life of the improvement. Capitalized costs associated with leases are depreciated or amortized over the base term of the lease. Unamortized leasing costs are charged to expense if the applicable tenant vacates before the expiration of its lease. Undepreciated tenant work is written-off if the applicable tenant vacates and the tenant work is replaced or has no future value. Additionally, we make estimates as to the probability of certain development and redevelopment projects being completed. If we determine the redevelopment is no longer probable of completion, we immediately expense all capitalized costs which are not recoverable.

When applicable, as lessee, we classify our leases of land and building as operating or capital leases. We are required to use judgment and make estimates in determining the lease term, the estimated economic life of the property and the interest rate to be used in determining whether or not the lease meets the qualification of a capital lease and is recorded as an asset.

Certain external and internal costs directly related to the development, redevelopment and leasing of real estate, including pre-construction costs, real estate taxes, insurance, construction costs and salaries and related costs of personnel directly involved, are capitalized. We capitalized external and internal costs related to both development and redevelopment activities of \$275 million and \$6 million, respectively, for 2013 and \$129 million and \$6 million, respectively, for 2012. We capitalized external and internal costs related to other property improvements of \$48 million and \$1 million, respectively, for 2013 and \$52 million and \$1 million, respectively, for 2012. We capitalized external and internal costs related to leasing activities of \$9 million and \$6 million, respectively, for 2013 and \$9 million and \$6 million, respectively, for 2012. The amount of capitalized internal costs for salaries and related benefits for development and redevelopment activities, other property improvements, and leasing activities were \$6 million, \$1 million, and \$5 million, respectively, for 2013 and \$5 million, \$1 million, and \$5 million, respectively, for 2012.

Additionally, interest costs on developments and major redevelopments are capitalized as part of developments and redevelopments not yet placed in service. Capitalization of interest commences when development activities and expenditures begin and end upon completion, which is when the asset is ready for its intended use. Generally, rental property is considered substantially complete and ready for its intended use upon completion of tenant improvements, but no later than one year from completion of major construction activity. We make judgments as to the time period over which to capitalize such costs and these assumptions have a direct impact on net income because capitalized costs are not subtracted in calculating net income. If the time period for capitalizing interest is extended, more interest is capitalized, thereby decreasing interest expense and increasing net income during that period.

#### *Real Estate Acquisitions*

Upon acquisition of operating real estate properties, we estimate the fair value of assets and liabilities acquired including land, building, improvements, leasing costs, intangibles such as in-place leases, assumed debt, and current assets and liabilities, if any. Based on these estimates, we allocate the purchase price to the applicable assets and liabilities. We utilize methods similar to those used by independent appraisers in estimating the fair value of acquired assets and liabilities. The value allocated to in-place leases is amortized over the related lease term and reflected as rental income in the statement of operations. We consider qualitative and quantitative factors in evaluating the likelihood of a tenant exercising a below market renewal option and include such renewal options in the calculation of in-place lease value when we consider these to be bargain renewal options. If the value of below market lease intangibles includes renewal option periods, we include such renewal periods in the amortization period utilized. If a tenant vacates its space prior to contractual termination of its lease, the unamortized balance of any in-place lease value is written off to rental income.



### *Long-Lived Assets and Impairment*

There are estimates and assumptions made by management in preparing the consolidated financial statements for which the actual results will be determined over long periods of time. This includes the recoverability of long-lived assets, including our properties that have been acquired or redeveloped and our investment in certain joint ventures. Management's evaluation of impairment includes review for possible indicators of impairment as well as, in certain circumstances, undiscounted and discounted cash flow analysis. Since most of our investments in real estate are wholly-owned or controlled assets which are held for use, a property with impairment indicators is first tested for impairment by comparing the undiscounted cash flows, including residual value, to the current net book value of the property. If the undiscounted cash flows are less than the net book value, the property is written down to expected fair value.

The calculation of both discounted and undiscounted cash flows requires management to make estimates of future cash flows including revenues, operating expenses, required maintenance and development expenditures, market conditions, demand for space by tenants and rental rates over long periods. Because our properties typically have a long life, the assumptions used to estimate the future recoverability of book value requires significant management judgment. Actual results could be significantly different from the estimates. These estimates have a direct impact on net income, because recording an impairment charge results in a negative adjustment to net income.

### *Contingencies*

We are sometimes involved in lawsuits, warranty claims, and environmental matters arising in the ordinary course of business. Management makes assumptions and estimates concerning the likelihood and amount of any potential loss relating to these matters. We accrue a liability for litigation if an unfavorable outcome is probable and the amount of loss can be reasonably estimated. If an unfavorable outcome is probable and a reasonable estimate of the loss is a range, we accrue the best estimate within the range; however, if no amount within the range is a better estimate than any other amount, the minimum within the range is accrued. Any difference between our estimate of a potential loss and the actual outcome would result in an increase or decrease to net income.

In addition, we reserve for estimated losses, if any, associated with warranties given to a buyer at the time an asset is sold or other potential liabilities relating to that sale, taking any insurance policies into account. These warranties may extend up to ten years and the calculation of potential liability requires significant judgment. If changes in facts and circumstances indicate that warranty reserves are understated, we will accrue additional reserves at such time a liability has been incurred and the costs can be reasonably estimated. Warranty reserves are released once the legal liability period has expired or all related work has been substantially completed. Any changes to our estimated warranty losses would result in an increase or decrease in net income.

### *Self-Insurance*

We are self-insured for general liability costs up to predetermined retained amounts per claim, and we believe that we maintain adequate accruals to cover our retained liability. We currently do not maintain third party stop-loss insurance policies to cover liability costs in excess of predetermined retained amounts. Our accrual for self-insurance liability is determined by management and is based on claims filed and an estimate of claims projected to be incurred but not yet reported. Management considers a number of factors, including third-party actuarial analysis and future increases in costs of claims, when making these determinations. If our liability costs differ from these accruals, it will increase or decrease our net income.

### **Recently Adopted Accounting Pronouncements**

In February 2013, the FASB issued ASU 2013-02, "Comprehensive Income (Topic 220): Reporting Amounts Reclassified Out of Accumulated Other Comprehensive Income." ASU 2013-02 requires entities to disclose certain information relating to amounts reclassified out of accumulated other comprehensive income. We adopted the standard effective January 1, 2013 and it did not have a significant impact to our consolidated financial statements.

### **2013 Significant Property Acquisitions and Dispositions**

On April 3, 2013 we acquired the fee interest in a 95,000 square foot retail property located in Darien, Connecticut for \$47.3 million. Approximately \$0.1 million and \$1.8 million of net assets acquired were allocated to other assets for "above market leases" and other liabilities for "below market leases", respectively. We incurred \$0.2 million of acquisition costs which are included in "general and administrative expenses" in 2013.

On April 5, 2013, one of our tenants acquired our fee interest in the land under an office building at our Village of Shirlington property in Arlington, Virginia, that was subject to a long term ground lease. The ground lease included an option for the tenant to purchase the fee interest. The sales price was \$6.5 million, and the gain was \$5.0 million.

On July 22, 2013, we sold the fee interest in our final building at Fifth Avenue in San Diego, California for a sales price of \$15.3 million resulting in a gain of \$10.7 million. On September 10, 2013, we sold the fee interest in a building in Forest Hills (Queens), New York, for a sales price of \$20.4 million resulting in a gain of \$13.2 million. Both sales were completed as a Section 1031 tax deferred exchange transaction with the acquisition of the property in Darien.

On October 1, 2013, we acquired the fee interest in an 11.8 acre land parcel adjacent to our Assembly Row development project for a purchase price of \$18.0 million.

On December 19, 2013, we acquired the fee interest in a land parcel contiguous with our Montrose Crossing shopping center that is encumbered by two retail ground leases. The total purchase price was \$10.5 million and our 89.9% share was \$9.4 million.

### Subsequent Event - 2014 Property Acquisition

Effective January 1, 2014, we acquired a controlling interest in The Grove at Shrewsbury, a 187,000 square foot shopping center in Shrewsbury, New Jersey, and Brook 35 Plaza, a 99,000 square foot shopping center in Sea Girt, New Jersey for a gross value of \$161 million. Our effective economic interest approximates 84% and was funded by the assumption of our share of \$68 million of mortgage debt, 632,000 downREIT units, and \$13 million of cash. The mortgage debt assumed is secured by the individual properties and has the following contractual terms:

	<u>Principal</u>	<u>Stated Interest Rate</u>	<u>Maturity Date</u>
	(in millions)		
Brook 35 Plaza	\$ 11.5	5.46%	July 1, 2014
The Grove at Shrewsbury	45.4	5.82%	October 1, 2017
The Grove at Shrewsbury (West)	11.4	6.38%	March 1, 2018

The purchase price allocation will be completed after our valuation studies are complete. Additionally, we have entered into an agreement to acquire the interest of one of the non-controlling interest holders in the Grove at Shrewsbury for approximately \$9 million in 2015.

### 2013 Significant Debt and Equity Transactions

During 2013, we repaid the following mortgage loans:

	<u>Principal Payoff Amount</u>	<u>Repayment Date</u>	<u>Maturity Date</u>
	(In millions)		
White Marsh Plaza .....	\$ 9.0	January 2, 2013	April 1, 2013
Crow Canyon.....	19.3	June 11, 2013	August 11, 2013
Idylwood Plaza (1) .....	15.7	December 5, 2013	June 5, 2014
Leesburg Plaza (1).....	27.3	December 5, 2013	June 5, 2014
Loehmann's Plaza (1) .....	35.3	December 5, 2013	June 5, 2014
Pentagon Row (1).....	50.7	December 5, 2013	June 5, 2014
	<u>\$ 157.3</u>		

(1) The payoff included a prepayment premium totaling \$4.4 million for all four mortgages which is included in "early extinguishment of debt" in 2013.

On April 22, 2013, we upsized our \$400.0 million revolving credit facility to \$600.0 million and extended the maturity date to April 21, 2017, subject to a one-year extension at our option. Under the amended credit facility, the spread over LIBOR is 90 basis points based on our credit rating as of May 1, 2013.

On May 9, 2013, we issued \$275.0 million of fixed rate senior notes that mature on June 1, 2023 and bear interest at 2.75%. The net proceeds from this note offering after issuance discounts, underwriting fees, and other costs were approximately \$269.3 million.

On June 9, 2013, we redeemed our \$135.0 million 5.40% senior notes prior to the original maturity date of December 1, 2013. The redemption price of \$138.5 million included a make-whole premium of approximately \$3.3 million and accrued but unpaid interest of \$0.2 million. The make-whole premium is included in "early extinguishment of debt" in 2013.

On December 9, 2013 we issued \$300.0 million of fixed rate senior notes that mature on January 15, 2024 and bear interest at 3.95%. The net proceeds from this note offering after issuance discounts, underwriting fees and other costs were approximately \$294.7 million.

On December 27, 2013, we redeemed our \$150.0 million 5.95% senior notes prior to the original maturity date of August 15, 2014. The redemption price of \$158.3 million included a make whole premium of approximately \$5.0 million and accrued but unpaid interest of \$3.3 million. The make whole premium is included in "early extinguishment of debt" in 2013.

We have an at the market ("ATM") equity program in which we may from time to time offer and sell common shares having an aggregate offering price of up to \$300 million. We intend to use the net proceeds to fund potential acquisition opportunities, fund our development and redevelopment pipeline, repay amounts outstanding under our revolving credit facility and/or for general corporate purposes. For the three months ended December 31, 2013, we issued 659,938 common shares at the weighted average price per share of \$104.77 for net cash proceeds of \$68.4 million and paid \$0.7 million in commissions and \$0.1 million in additional offering expenses related to the sales of these common shares. For the year ended December 31, 2013, we issued 1,734,974 common shares at a weighted average price per share of \$108.01 for net cash proceeds of \$185.2 million and paid \$2.0 million in commissions and \$0.2 million in additional offering expenses related to the sales of these common shares. As of December 31, 2013, we had the capacity to issue up to \$26.0 million in common shares under our ATM equity program.

## 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 development and redevelopments, and
- expansion of our portfolio through property acquisitions.

Our same-center growth is primarily driven by increases in rental rates on new leases and lease renewals and changes in portfolio occupancy. Over the long-term, the infill nature and strong demographics of our properties provide a strategic advantage allowing us to maintain relatively high occupancy and increase rental rates. We have continued to see signs of improvement for many of our tenants as well as increased interest from prospective tenants for our retail spaces. While there can be no assurance that these positive signs will continue, we remain cautiously optimistic regarding the improved trends we have seen over the past few years. We believe the locations of our centers and diverse tenant base mitigates the negative impact of the economic environment, however, any reduction in our tenants' abilities to pay base rent, percentage rent or other charges, will adversely affect our financial condition and results of operations. We seek to maintain a mix of strong national, regional, and local retailers. At December 31, 2013, no single tenant accounted for more than 3.5% of annualized base rent.

Our properties are generally located in densely populated, affluent areas with high barriers to entry which allow us to take advantage of redevelopment opportunities that enhance our operating performance through renovation, expansion, reconfiguration, and/or retenanting. We evaluate our properties on an ongoing basis to identify these types of opportunities. In 2014, we expect to have redevelopment projects stabilizing with projected costs of approximately \$26 million.

We continue our ongoing redevelopment efforts at Santana Row which currently has zoning entitlements to build an additional 348 residential units and 305,000 square feet of retail and office space. The first phase of our new 212 unit residential building will be completed in first quarter 2014 with the remainder of the building expected to be completed by mid-2014. The building is expected to stabilize in 2014 and to cost approximately \$75 million of which \$66 million has been incurred to date.

We continue to invest in the development at Assembly Row which is a long-term development project we expect to be involved in over the coming years. The carrying value of the development portion of this project at December 31, 2013 is approximately \$259 million. The project currently has zoning entitlements to build 2.3 million square feet of commercial-use buildings, 2,100 residential units, and a 200 room hotel. In December 2011, we entered into agreements with AvalonBay Communities ("AvalonBay") for a portion of the first phase of development at Assembly Row which will include 450 residential units (by AvalonBay) and approximately 326,000 square feet of retail space and 98,000 square feet of office space (both by the Trust). The Massachusetts Bay Transit Authority (MBTA) is constructing the new orange line T-Stop at the property. Our construction on the first phase commenced during the first quarter 2012. Total expected costs for Phase I of Assembly Row range from \$190 million to \$200 million of which \$115 million has been incurred to date. We expect Phase I to open in 2014 and stabilize in 2015. Additionally during 2013, we continued our infrastructure work. In total, we invested \$89 million in Assembly Row in 2013, net of public funding, and expect to invest between \$65 million and \$85 million in 2014, net of expected public funding.

In the third quarter 2012, we broke ground on the first phase of Pike & Rose in Rockville, MD, a long-term multi-phased mixed-use project located on a portion of our Mid-Pike Plaza property. The property currently has zoning entitlements to build 1.7 million square feet of commercial-use buildings and 1,583 residential units. Phase I of Pike & Rose involves demolition of roughly 25% of the existing gross leasable area at Mid-Pike Plaza (which was completed during the second quarter 2012) and construction of 493 residential units, 151,000 square feet of retail space and 79,000 square feet of office space. Total expected costs for Phase I of Pike & Rose range from \$245 million to \$255 million of which \$106 million has been incurred to date. We expect a portion of Phase I to open in 2014 and the remainder in 2015 and expect Phase I to stabilize in 2015/2016. We invested \$98 million in Pike & Rose in 2013 and expect to invest between \$80 million to \$110 million in 2014 related to Phase 1.

The development of future phases of Assembly Row, Pike & Rose and Santana Row will be pursued opportunistically based on, among other things, market conditions, tenant demand, and our evaluation of whether those phases will generate an appropriate financial return.

We continue to review acquisition opportunities in our primary markets that complement our portfolio and provide long-term growth opportunities. Initially, some of our acquisitions do not contribute significantly to earnings growth; however, we believe 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. Generally, our acquisitions are initially financed by available cash and/or borrowings under our revolving credit facility which may be repaid later with funds raised through the issuance of new equity or new long-term debt. On occasion we also finance our acquisitions through the issuance of common shares, preferred shares, or downREIT units as well as through new or assumed mortgages.

At December 31, 2013, the leasable square feet in our properties was 95.1% 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 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 redevelopment or expansion occurred during either of the periods being compared and properties classified as discontinued operations. For the year ended December 31, 2013 and the comparison of 2013 and 2012, all or a portion of 79 properties were considered same-center and eleven properties were considered redevelopment or expansion. For the year ended December 31, 2013, three properties were moved from acquisition to same-center and one property was moved from redevelopment to same-center compared to the designations as of December 31, 2012. For the year ended December 31, 2012 and the comparison of 2012 and 2011, all or a portion of 75 properties were considered same-center and eight properties were considered redevelopment or expansion. For the year ended December 31, 2012, four properties were removed from same-center and two properties were added to same-center compared to the designations as of December 31, 2011. While there is judgment surrounding changes in designations, we typically move redevelopment properties to same-center once they have stabilized, which is typically considered 95% occupancy or when the growth expected from the redevelopment has been included in the comparable periods. We typically remove properties from same center when the redevelopment has or is expected to have a significant impact to property operating income within the calendar year. Acquisitions are moved to same-center once we have owned the property for the entirety of comparable periods and the property is not under significant redevelopment or expansion.

**YEAR ENDED DECEMBER 31, 2013 COMPARED TO YEAR ENDED DECEMBER 31, 2012**

	2013	2012	Change	
			Dollars	%
	<b>(Dollar amounts in thousands)</b>			
Rental income	\$ 620,089	\$ 580,114	\$ 39,975	6.9 %
Other property income	12,169	20,211	(8,042)	(39.8)%
Mortgage interest income	5,155	5,466	(311)	(5.7)%
Total property revenue	<u>637,413</u>	<u>605,791</u>	<u>31,622</u>	<u>5.2 %</u>
Rental expenses	118,695	112,616	6,079	5.4 %
Real estate taxes	71,759	66,454	5,305	8.0 %
Total property expenses	<u>190,454</u>	<u>179,070</u>	<u>11,384</u>	<u>6.4 %</u>
Property operating income	<u>446,959</u>	<u>426,721</u>	<u>20,238</u>	<u>4.7 %</u>
Other interest income	433	689	(256)	(37.2)%
Income from real estate partnerships	1,498	1,757	(259)	(14.7)%
Interest expense	(104,977)	(113,336)	8,359	(7.4)%
Early extinguishment of debt	(13,304)	—	(13,304)	100.0 %
General and administrative expense	(31,970)	(31,158)	(812)	2.6 %
Depreciation and amortization	(160,828)	(141,701)	(19,127)	13.5 %
Total other, net	<u>(309,148)</u>	<u>(283,749)</u>	<u>(25,399)</u>	<u>9.0 %</u>
Income from continuing operations	<u>137,811</u>	<u>142,972</u>	<u>(5,161)</u>	<u>(3.6)%</u>
Discontinued operations - income	942	1,400	(458)	(32.7)%
Discontinued operations - gain on sale of real estate	23,861	—	23,861	100.0 %
Gain on sale of real estate	4,994	11,860	(6,866)	(57.9)%
Net income	<u>167,608</u>	<u>156,232</u>	<u>11,376</u>	<u>7.3 %</u>
Net income attributable to noncontrolling interests	(4,927)	(4,307)	(620)	14.4 %
Net income attributable to the Trust	<u>\$ 162,681</u>	<u>\$ 151,925</u>	<u>\$ 10,756</u>	<u>7.1 %</u>

**Property Revenues**

Total property revenue increased \$31.6 million, or 5.2%, to \$637.4 million in 2013 compared to \$605.8 million in 2012. The percentage occupied at our shopping centers increased to 95.1% at December 31, 2013 compared to 94.9% at December 31, 2012. 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 \$40.0 million, or 6.9%, to \$620.1 million in 2013 compared to \$580.1 million in 2012 due primarily to the following:

- an increase of \$23.3 million at same-center properties due primarily to higher rental rates of approximately \$11.6 million, higher occupancy of approximately \$3.9 million, and an increase in recovery income due to higher recoverable expenses,
- an increase of \$14.0 million attributable to properties acquired in 2013 and 2012, and
- an increase of \$2.0 million at redevelopment properties due primarily to the lease-up and stabilization of certain of our redevelopment properties partially offset by lower income from Mid-Pike Plaza as the property is prepared for the development of Pike & Rose.

*Other Property Income*

Other property income decreased \$8.0 million, or 39.8%, to \$12.2 million in 2013 compared to \$20.2 million in 2012. 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 decrease is primarily due to lower lease termination fees at same center properties, largely from a \$6.0 million lease termination fee received in 2012 from an anchor tenant at Ellisburg Shopping Center.

## **Property Expenses**

Total property expenses increased \$11.4 million, or 6.4%, to \$190.5 million in 2013 compared to \$179.1 million in 2012. Changes in the components of property expenses are discussed below.

### *Rental Expenses*

Rental expenses increased \$6.1 million, or 5.4%, to \$118.7 million in 2013 compared to \$112.6 million in 2012. This increase is primarily due to the following:

- an increase of \$4.0 million in repairs and maintenance expenses at same center and redevelopment properties primarily due to snow removal costs,
- an increase of \$2.1 million related to properties acquired in 2013 and 2012,
- an increase of \$1.3 million in marketing expenses primarily at our Assembly Row and Pike & Rose projects,

partially offset by

- a decrease of \$1.7 million in bad debt expense.

Rental expenses as a percentage of rental income plus other property income was 18.8% for the years ended December 31, 2013 and 2012.

### *Real Estate Taxes*

Real estate tax expense increased \$5.3 million, or 8.0% to \$71.8 million in 2013 compared to \$66.5 million in 2012 due primarily to net higher assessments at same-center properties and properties acquired in 2013 and 2012.

## **Property Operating Income**

Property operating income increased \$20.2 million, or 4.7%, to \$447.0 million in 2013 compared to \$426.7 million in 2012. This increase is primarily due to growth in earnings at same-center properties, properties acquired in 2013 and 2012, and redevelopment properties.

## **Other**

### *Interest Expense*

Interest expense decreased \$8.4 million, or 7.4%, to \$105.0 million in 2013 compared to \$113.3 million in 2012. This decrease is due primarily to the following:

- a decrease of \$11.6 million due to a lower overall weighted average borrowing rate, and
- an increase of \$6.1 million in capitalized interest,

partially offset by

- an increase of \$9.3 million due to higher borrowings.

Gross interest costs were \$121.2 million and \$123.4 million in 2013 and 2012, respectively. Capitalized interest was \$16.2 million and \$10.1 million in 2013 and 2012, respectively.

### *Early Extinguishment of Debt*

The \$13.3 million early extinguishment of debt in 2013 relates to the make-whole premiums paid as part of the early redemption of our 5.40% senior notes and 5.95% senior notes, the prepayment premium on our 7.5% mortgage loans, and the related write-off of unamortized debt fees.

### *General and Administrative Expense*

General and administrative expense increased \$0.8 million, or 2.6%, to \$32.0 million in 2013 from \$31.2 million in 2012. This increase is due primarily to an increase in employee related costs and transaction costs partially offset by costs incurred in 2012 related to the CFO transition.

### *Depreciation and Amortization*

Depreciation and amortization expense increased \$19.1 million, or 13.5%, to \$160.8 million in 2013 from \$141.7 million in 2012. This increase is due primarily to 2013 and 2012 acquisitions and accelerated depreciation due to the change in use of a redevelopment property.

### *Discontinued Operations—Income*

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. The reported operating income of \$0.9 million and \$1.4 million for 2013 and 2012, respectively primarily represents the operating income for the period during which we owned properties sold in 2013.

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

The \$23.9 million gain on sale of real estate from discontinued operations for 2013 is due to the sale of the fee interest in our final building at Fifth Avenue on July 22, 2013 and the sale of the fee interest in our building in Forest Hills on September 10, 2013.

### *Gain on Sale of Real Estate*

The \$5.0 million gain on sale of real estate for 2013 is primarily due to the sale of the fee interest in the land under an office building at our Village of Shirlington property in Arlington, Virginia, that was subject to a long term ground lease. The ground lease included an option for the tenant to purchase the fee interest.

The \$11.9 million gain on sale of real estate in 2012 is due to the sale of our Newbury Street Partnership's entire portfolio of three buildings on October 31, 2011. Due to the timing of receiving financial information from the general partner, our share of earnings was recorded one quarter in arrears. Therefore, we recognized the gain on sale of \$11.9 million in 2012.

**YEAR ENDED DECEMBER 31, 2012 COMPARED TO YEAR ENDED DECEMBER 31, 2011**

	2012	2011	Change	
			Dollars	%
			<b>(Dollar amounts in thousands)</b>	
Rental income.....	\$ 580,114	\$ 536,749	\$ 43,365	8.1 %
Other property income .....	20,211	9,256	10,955	118.4 %
Mortgage interest income.....	5,466	5,098	368	7.2 %
Total property revenue .....	<u>605,791</u>	<u>551,103</u>	<u>54,688</u>	9.9 %
Rental expenses .....	112,616	109,364	3,252	3.0 %
Real estate taxes .....	66,454	60,404	6,050	10.0 %
Total property expenses.....	<u>179,070</u>	<u>169,768</u>	<u>9,302</u>	5.5 %
Property operating income .....	426,721	381,335	45,386	11.9 %
Other interest income .....	689	218	471	216.1 %
Income from real estate partnerships .....	1,757	1,808	(51)	(2.8)%
Interest expense .....	(113,336)	(98,465)	(14,871)	15.1 %
Early extinguishment of debt .....	—	296	(296)	(100.0)%
General and administrative expense.....	(31,158)	(28,985)	(2,173)	7.5 %
Depreciation and amortization .....	(141,701)	(125,888)	(15,813)	12.6 %
Total other, net.....	<u>(283,749)</u>	<u>(251,016)</u>	<u>(32,733)</u>	13.0 %
Income from continuing operations .....	142,972	130,319	12,653	9.7 %
Discontinued operations - income.....	1,400	2,192	(792)	(36.1)%
Discontinued operations - gain on deconsolidation of VIE .....	—	2,026	(2,026)	(100.0)%
Discontinued operations - gain on sale of real estate .....	—	15,075	(15,075)	(100.0)%
Gain on sale of real estate .....	11,860	—	11,860	100.0 %
Net income .....	<u>156,232</u>	<u>149,612</u>	<u>6,620</u>	4.4 %
Net income attributable to noncontrolling interests .....	(4,307)	(5,695)	1,388	(24.4)%
Net income attributable to the Trust.....	<u>\$ 151,925</u>	<u>\$ 143,917</u>	<u>\$ 8,008</u>	5.6 %

**Property Revenues**

Total property revenue increased \$54.7 million, or 9.9%, to \$605.8 million in 2012 compared to \$551.1 million in 2011. The percentage occupied at our shopping centers increased to 94.9% at December 31, 2012 compared to 92.4% at December 31, 2011. 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 \$43.4 million, or 8.1%, to \$580.1 million in 2012 compared to \$536.7 million in 2011 due primarily to the following:

- an increase of \$29.3 million attributable to properties acquired in 2011 and 2012,
- an increase of \$8.6 million at same-center properties due primarily to higher rental rates of approximately \$6.5 million and an increase in parking income, and
- an increase of \$4.3 million at redevelopment properties due primarily to increased occupancy at certain properties, mainly our new residential building at Santana Row and higher rental rates on new leases partially offset by lower income from Mid-Pike as the property is prepared for the development of Pike & Rose.

*Other Property Income*

Other property income increased \$11.0 million, or 118.4%, to \$20.2 million in 2012 compared to \$9.3 million in 2011. 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 primarily due to an increase in lease termination fees at same-center properties.



## **Property Expenses**

Total property expenses increased \$9.3 million, or 5.5%, to \$179.1 million in 2012 compared to \$169.8 million in 2011. Changes in the components of property expenses are discussed below.

### *Rental Expenses*

Rental expenses increased \$3.3 million, or 3.0%, to \$112.6 million in 2012 compared to \$109.4 million in 2011. This increase is primarily due to the following:

- an increase of \$3.3 million related to properties acquired in 2011 and 2012,
- an increase of \$0.9 million in operating costs due primarily to higher demolition costs,
- an increase of \$0.8 million in marketing expenses at our Assembly Row and Pike & Rose projects, and
- an increase of \$0.5 million in insurance expenses primarily at same-center properties,

partially offset by

- a decrease of \$2.0 million in repairs and maintenance at same-center properties primarily due to lower snow removal costs partially offset by higher maintenance costs.

As a result of the changes in rental income, other property income and rental expenses as discussed above, rental expenses as a percentage of rental income plus other property income decreased to 18.8% in 2012 from 20.0% in 2011.

### *Real Estate Taxes*

Real estate tax expense increased \$6.1 million, or 10.0% to \$66.5 million in 2012 compared to \$60.4 million in 2011 due primarily to properties acquired in 2011 and 2012 and higher assessments at redevelopment and same-center properties.

## **Property Operating Income**

Property operating income increased \$45.4 million, or 11.9%, to \$426.7 million in 2012 compared to \$381.3 million in 2011. This increase is primarily due to properties acquired in 2011 and 2012, and growth in earnings at same-center properties and redevelopment properties.

## **Other**

### *Interest Expense*

Interest expense increased \$14.9 million, or 15.1%, to \$113.3 million in 2012 compared to \$98.5 million in 2011. This increase is due primarily to the following:

- an increase of \$12.9 million due to mortgage loans secured by Plaza El Segundo and Montrose Crossing both of which were acquired in 2011, and
- an increase of \$4.7 million due to higher borrowings,

partially offset by

- an increase of \$2.0 million capitalized interest, and
- a decrease of \$0.7 million due to a lower overall average borrowing rate.

Gross interest costs were \$123.4 million and \$106.6 million in 2012 and 2011, respectively. Capitalized interest was \$10.1 million and \$8.1 million in 2012 and 2011, respectively.

### *Early Extinguishment of Debt*

The \$0.3 million of income from early extinguishment of debt in 2011 is due to the write off of unamortized debt premium net of a 3.0% prepayment premium and unamortized debt fees related to the payoff of our mortgage loan on Tower Shops prior to its contractual payment date.

### *General and Administrative Expense*

General and administrative expense increased \$2.2 million, or 7.5%, to \$31.2 million in 2012 from \$29.0 million in 2011. This increase is due primarily to costs related to our CFO change and higher personnel related costs partially offset by lower acquisition costs in 2012 compared to 2011.

### *Depreciation and Amortization*

Depreciation and amortization expense increased \$15.8 million, or 12.6%, to \$141.7 million in 2012 from \$125.9 million in 2011. This increase is due primarily to 2011 acquisitions and capital improvements at same-center and redevelopment properties.

### *Discontinued Operations—Income*

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. The reported operating income of \$1.4 million and \$2.2 million for 2012 and 2011, respectively, represents the operating income for the period during which we owned properties sold/disposed of prior to December 31, 2013.

### *Discontinued Operations—Gain on Deconsolidation of VIE*

The \$2.0 million gain on deconsolidation of VIE in 2011, is the result of the refinancing of a mortgage note receivable on a shopping center in Norwalk, Connecticut, resulting in us no longer being the primary beneficiary of the VIE. See Note 4 to the consolidated financial statements for further discussion of this transaction.

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

The \$15.1 million gain on sale of real estate from discontinued operations in 2011 is primarily due to the sale of Feasterville Shopping Center on July 12, 2011.

### *Gain on Sale of Real Estate*

The \$11.9 million gain on sale of real estate in 2012 is due to the sale of our Newbury Street Partnership's entire portfolio of three buildings on October 31, 2011. Due to the timing of receiving information from the general partner, our share of earnings was recorded one quarter in arrears. Therefore, we recognized the gain on sale of \$11.9 million in 2012.

## **Liquidity and Capital Resources**

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

Our short-term liquidity requirements consist primarily of normal recurring operating expenses, obligations under our capital and operating leases, 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. Our long-term capital requirements consist primarily of maturities under our long-term debt agreements, development and redevelopment costs and potential acquisitions.

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. In the short and long term, we may seek to obtain funds through the issuance of additional equity, unsecured and/or secured debt financings, joint venture relationships relating to existing properties or new acquisitions, and property dispositions that are consistent with this conservative structure.

At December 31, 2013, we had \$88.9 million of cash and cash equivalents and no borrowings outstanding on our \$600.0 million revolving credit facility that matures on April 21, 2017. In addition, we have an option (subject to bank approval) to increase the credit facility through an accordion feature to \$1.0 billion. Our \$275.0 million unsecured term loan that matures on November 21, 2018 also has an option (subject to bank approval) to increase the term loan through an accordion feature to \$350.0 million. As of December 31, 2013, we had the capacity to issue up to \$26.0 million in common shares under our ATM equity program and plan to increase the availability to \$300 million during Q1 2014.

For 2013, the maximum amount of borrowings outstanding under our revolving credit facility was \$76.0 million, the weighted average amount of borrowings outstanding was \$10.5 million and the weighted average interest rate, before amortization of debt fees, was 1.27%. During 2013, we accessed the public debt markets twice, issuing \$275 million of 2.75% senior notes in May 2013 that mature on June 1, 2023 and in December 2013, issuing \$300 million of 3.95% senior notes that mature on January 15, 2024. The net proceeds of these two offerings after issuance discounts, underwriting fees and other costs were approximately \$564.0 million. We used the net proceeds from both of these transactions to address our 2013 and 2014 debt maturities as follows:

Description	Repayment Date	Principal Repaid	Original Maturity Date	Prepayment Premium
5.40% Senior Notes	June 9, 2013	\$135 million	December 1, 2013	\$3.3 million
7.50% Mortgage Loans	December 5, 2013	\$129 million	June 5, 2014	\$4.4 million
5.95% Senior Notes	December 27, 2013	\$150 million	August 15, 2014	\$5.0 million

Consequently, we have only \$30.1 million of debt maturing in 2014. We currently believe that cash flows from operations, cash on hand, our ATM equity program, our revolving credit facility and our general ability to access the capital markets will be sufficient to finance our operations and fund our debt service requirements and capital expenditures.

Our overall capital requirements during 2014 will depend upon acquisition opportunities, the level of improvements and redevelopments on existing properties and the timing and cost of development of Assembly Row, Pike & Rose and future phases of Santana Row. While the amount of future expenditures will depend on numerous factors, we expect to continue to see higher levels of capital investments in our properties under development and redevelopment in 2014 which is the result of the 212 unit residential building at Santana Row and the continued construction of Phase 1 at both Assembly Row and Pike & Rose with expected openings of portions of both projects in 2014. Over the next two years, we expect to invest approximately \$240 million related to the current phases of these three projects. With respect to other capital investments related to our existing properties, we expect to incur levels consistent with prior years. Our capital investments will be funded on a short-term basis with cash flow from operations, cash on hand and/or our revolving credit facility, and on a long-term basis, with long-term debt or equity including shares issued under our ATM equity program. If necessary, we may access the debt or equity capital markets to finance significant acquisitions. Given our past ability to access the capital markets, we expect debt or equity to be available to us. Although there is no intent at this time, if market conditions deteriorate, we may also delay the timing of certain development and redevelopment projects as well as limit future acquisitions, reduce our operating expenditures, or re-evaluate our dividend policy.

In addition to conditions in the capital markets which could affect our ability to access those markets, the following factors could affect our ability to meet our liquidity requirements:

- restrictions in our debt instruments or preferred shares may limit 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.

#### Summary of Cash Flows

	Year Ended December 31,	
	2013	2012
	(In thousands)	
Cash provided by operating activities	\$ 314,498	\$ 296,633
Cash used in investing activities	(345,198)	(273,558)
Cash provided by (used in) financing activities	82,639	(53,893)
Increase (decrease) in cash and cash equivalents	51,939	(30,818)
Cash and cash equivalents, beginning of year	36,988	67,806
Cash and cash equivalents, end of year	<u>\$ 88,927</u>	<u>\$ 36,988</u>

Net cash provided by operating activities increased \$17.9 million to \$314.5 million during 2013 from \$296.6 million during 2012. The increase was primarily attributable to higher net income before certain non-cash items.

Net cash used in investing activities increased \$71.6 million to \$345.2 million during 2013 from \$273.6 million during 2012. The increase was primarily attributable to:

- \$109.5 million increase in capital investments in 2013 due primarily to our projects at Assembly Row, Pike & Rose and Santana Row, and
- \$6.4 million increase in acquisitions of real estate,

partially offset by

- \$42.9 million in proceeds from the sale of real estate in 2013.

Net cash provided by financing activities increased \$136.5 million to \$82.6 million during 2013 from \$53.9 million used in financing activities in 2012. The increase was primarily attributable to:

- \$319.6 million increase due to net proceeds of \$564.4 million from the issuance of our 2.75% senior notes in May 2013 and our 3.95% senior notes in December 2013 as compared to \$244.8 million in net proceeds from the issuance of our 3.00% senior notes in July 2012, and
- \$74.3 million increase in net proceeds from the issuance of common shares due primarily to the sale of 1.7 million shares under our ATM equity program at a weighted average price of \$108.01 during 2013 compared to 1.0 million shares at a weighted average price of \$103.69 during 2012,

partially offset by

- \$120.3 million increase in repayment of mortgages, capital leases and notes payable due to the payoff of six mortgages totaling \$157.3 million and \$4.4 million in prepayment premiums in 2013 compared to the repayment of four mortgages totaling \$41.0 million in 2012,
- \$118.4 million decrease due to the redemption of \$285.0 million of senior notes and the payment of make-whole premiums of \$8.3 million in 2013 as compared to \$175.0 million of redemptions in 2012, and
- \$15.0 million increase in dividends paid to shareholders due to an increase in the dividend rate and increased number of shares outstanding.

### Contractual Commitments

The following table provides a summary of our fixed, noncancelable obligations as of December 31, 2013:

	Commitments Due by Period				
	Total	Less Than 1 Year	1-3 Years	3-5 Years	After 5 Years
	(In thousands)				
Fixed rate debt (principal and interest)(1) .....	\$ 2,861,065	\$ 193,538	\$ 523,897	\$ 778,461	\$ 1,365,169
Fixed rate debt - unconsolidated real estate partnership (principal and interest)(2) .....	18,946	7,658	11,288	—	—
Capital lease obligations (principal and interest) .....	194,970	5,788	11,575	11,597	166,010
Variable rate debt (principal only)(3).....	9,400	—	9,400	—	—
Operating leases .....	55,573	1,478	2,800	2,191	49,104
Real estate commitments(4).....	67,500	—	—	—	67,500
Development, redevelopment, and capital improvement obligations .....	246,894	217,279	29,613	2	—
Contractual operating obligations .....	22,315	15,833	5,720	619	143
Total contractual obligations.....	<u>\$ 3,476,663</u>	<u>\$ 441,574</u>	<u>\$ 594,293</u>	<u>\$ 792,870</u>	<u>\$ 1,647,926</u>

(1) Fixed rate debt includes our \$275.0 million term loan as the rate is effectively fixed by two interest rate swap agreements.

(2) Amounts reflect our share of principal and interest payments on our unconsolidated joint venture's fixed rate debt.

(3) Variable rate debt includes a \$9.4 million bond that had an interest rate of 0.09% at December 31, 2013 and our revolving credit facility, which currently has no outstanding balance and bears interest at LIBOR plus 0.90%.

(4) A master lease on Melville Mall includes a fixed price put option requiring us to purchase the property for \$5.0 million plus the assumption of the owners' mortgage debt. The current mortgage loan matures on September 1, 2014, is expected to be refinanced at maturity, and has an outstanding contractual balance of \$20.7 million at December 31, 2013. The real estate commitments currently include the fixed \$5.0 million and all payments related to the current mortgage loan are included in fixed rate debt.

In addition to the amounts set forth in the table above and other liquidity requirements previously discussed, the following potential commitments exist:

(a) Under the terms of the Congressional Plaza partnership agreement, from and after January 1, 1986, an unaffiliated third party has the right to require us and the other minority partner to purchase its 29.47% interest in Congressional Plaza at the interest's then-current fair market value. If the other minority partner defaults in their obligation, we must purchase the full interest. Based on management's current estimate of fair market value as of December 31, 2013, our estimated liability upon exercise of the put option would range from approximately \$68 million to \$75 million.

(b) Under the terms of a partnership which owns a project in southern California, if certain leasing and revenue levels are obtained for the property owned by the partnership, the other partner may require us to purchase their 10% partnership interest at a formula price based upon property operating income. The purchase price for the partnership interest will be paid using our common shares or, subject to certain conditions, cash. If the other partner does not redeem their interest, we may choose to purchase the partnership interest upon the same terms.

(c) Under the terms of various other partnership agreements, the partners have the right to exchange their operating partnership units for cash or the same number of our common shares, at our option. As of December 31, 2013, a total of 285,722 operating partnership units are outstanding.

(d) Effective December 27, 2013, the other member in Montrose Crossing has the right to require us to purchase all of its 10.1% interest in Montrose Crossing at the interest's then-current fair market value. If the other member fails to exercise its put option, we have the right to purchase its interest on or after December 27, 2021 at fair market value. Based on management's current estimate of fair market value as of December 31, 2013, our estimated maximum liability upon exercise of the put option would range from approximately \$7 million to \$8 million.

(e) Effective December 30, 2013, two of the members have the right to require us to purchase their 10.0% and 11.8% ownership interests in Plaza El Segundo at the interests' then-current fair market value. If the members fail to exercise their put options, we have the right to purchase each of their interests on or after December 30, 2026 at fair market value. Based on management's current estimate of fair market value as of December 31, 2013, our estimated maximum liability upon exercise of the put option would range from approximately \$11 million to \$13 million. Also, between January 1, 2017 and February 1, 2017, we have an option to purchase the preferred interest of another member in Plaza El Segundo. The purchase price will be the lesser of fair value or the \$4.9 million stated value of the preferred interest plus any accrued and unpaid preferred returns.

(f) At December 31, 2013, we had letters of credit outstanding of approximately \$15.9 million which are collateral for existing indebtedness and other obligations of the Trust.

#### *Off-Balance Sheet Arrangements*

We have a joint venture arrangement (the "Partnership") with affiliates of a discretionary fund created and advised by ING Clarion Partners ("Clarion"). We own 30% of the equity in the Partnership and Clarion owns 70%. We hold a general partnership interest, however, Clarion also holds a general partnership interest and has substantive participating rights. We cannot make significant decisions without Clarion's approval. Accordingly, we account for our interest in the Partnership using the equity method. As of December 31, 2013, the Partnership owned seven retail real estate properties. We are the manager of the Partnership and its properties, earning fees for acquisitions, management, leasing and financing. We also have the opportunity to receive performance-based earnings through our Partnership interest. The Partnership is subject to a buy-sell provision which is customary in real estate joint venture agreements and the industry. Either partner may initiate this provision at any time, which could result in either the sale of our interest or the use of available cash or borrowings to acquire Clarion's interest. Accounting policies for the Partnership are similar to accounting policies followed by the Trust. At December 31, 2013, our investment in the Partnership was \$32.3 million and the Partnership had approximately \$56.9 million of mortgages payable outstanding.

Other than the joint venture described above and items disclosed in the Contractual Commitments Table, we have no off-balance sheet arrangements as of December 31, 2013 that are reasonably likely to have a current or future material effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

## Debt Financing Arrangements

The following is a summary of our total debt outstanding as of December 31, 2013:

Description of Debt	Original Debt Issued	Principal Balance as of December 31, 2013	Stated Interest Rate as of December 31, 2013	Maturity Date
(Dollars in thousands)				
<b>Mortgages payable (1)</b>				
<i>Secured fixed rate</i>				
Melville Mall (2).....	Acquired	\$ 20,705	5.25%	September 1, 2014
THE AVENUE at White Marsh.....	Acquired	54,112	5.46%	January 1, 2015
Barracks Road.....	44,300	37,069	7.95%	November 1, 2015
Hauppauge.....	16,700	13,974	7.95%	November 1, 2015
Lawrence Park.....	31,400	26,275	7.95%	November 1, 2015
Wildwood.....	27,600	23,095	7.95%	November 1, 2015
Wynnewood.....	32,000	26,777	7.95%	November 1, 2015
Brick Plaza.....	33,000	27,254	7.42%	November 1, 2015
East Bay Bridge.....	Acquired	61,980	5.13%	March 1, 2016
Plaza El Segundo.....	Acquired	175,000	6.33%	August 5, 2017
Rollingwood Apartments.....	24,050	22,521	5.54%	May 1, 2019
29 <sup>th</sup> Place (Shoppers' World).....	Acquired	5,119	5.91%	January 31, 2021
Montrose Crossing.....	80,000	77,341	4.20%	January 10, 2022
Chelsea.....	Acquired	7,269	5.36%	January 15, 2031
Subtotal.....		578,491		
Net unamortized premium.....		9,965		
Total mortgages payable.....		588,456		
<b>Notes payable</b>				
<i>Unsecured fixed rate</i>				
Term Loan (3).....	275,000	275,000	LIBOR + 1.30%	November 21, 2018
Various (4).....	17,239	16,422	5.73%	Various through 2028
<i>Unsecured variable rate</i>				
Escondido (municipal bonds) (5).....	9,400	9,400	0.09%	October 1, 2016
Revolving credit facility (6).....	600,000	—	LIBOR + 0.90%	April 21, 2017
Total notes payable.....		300,822		
<b>Senior notes and debentures</b>				
<i>Unsecured fixed rate</i>				
5.65% notes.....	125,000	125,000	5.65%	June 1, 2016
6.20% notes.....	200,000	200,000	6.20%	January 15, 2017
5.90% notes.....	150,000	150,000	5.90%	April 1, 2020
3.00% notes.....	250,000	250,000	3.00%	August 1, 2022
2.75% notes.....	275,000	275,000	2.75%	June 1, 2023
3.95% notes.....	300,000	300,000	3.95%	January 15, 2024
7.48% debentures.....	50,000	29,200	7.48%	August 15, 2026
6.82% medium term notes.....	40,000	40,000	6.82%	August 1, 2027
Subtotal.....		1,369,200		
Net unamortized discount.....		(8,287)		
Total senior notes and debentures.....		1,360,913		
<b>Capital lease obligations</b>				
Various.....		71,671	Various	Various through 2106
<b>Total debt and capital lease obligations</b>		<b>\$ 2,321,862</b>		

- 1) Mortgages payable do not include our 30% share (\$17.1 million) of the \$56.9 million debt of the partnership with a discretionary fund created and advised by ING Clarion Partners.
- 2) We acquired control of Melville Mall through a 20-year master lease and secondary financing. Because we control the activities that most significantly impact 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.
- 3) We entered into two interest rate swap agreements that fix the LIBOR portion of the interest rate on the term loan at 1.72%. The spread on the term loan was reduced from 145 basis points to 130 basis points based on our credit rating at May 1, 2013 resulting in a fixed rate of 3.02%.
- 4) The interest rate of 5.73% represents the weighted average interest rate for twelve unsecured fixed rate notes payable. These notes mature between November 15, 2014 and October 31, 2028.
- 5) 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 Escondido Promenade property is not encumbered by a lien.
- 6) The maximum amount drawn under our revolving credit facility during 2013 was \$76.0 million and the weighted average effective interest rate on borrowings under our revolving credit facility, before amortization of debt fees, was 1.27%.

Our revolving credit facility, term loan and other debt agreements include financial and other covenants that may limit our operating activities in the future. As of December 31, 2013, 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 an 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, term loan and our revolving credit facility, are cross-defaulted, which means that the lenders under those debt arrangements can put us in default and require immediate repayment of their debt if we breach and fail to cure a default under certain of our other 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. Our organizational documents do not limit the level or amount of debt that we may incur.

The following is a summary of our scheduled principal repayments as of December 31, 2013:

	<u>Unsecured</u>	<u>Secured</u>	<u>Capital Lease</u>	<u>Total</u>
	(In thousands)			
2014.....	\$ 10,339	\$ 29,909	\$ 28	\$ 40,276
2015.....	373	206,007	27	206,407
2016.....	134,811	62,412	30	197,253
2017.....	200,456 (1)	177,654	34	378,144
2018.....	275,505	2,782	37	278,324
Thereafter.....	1,048,538	99,727	71,515	1,219,780
	<u>\$ 1,670,022</u>	<u>\$ 578,491</u>	<u>\$ 71,671</u>	<u>\$ 2,320,184 (2)</u>

- 1) Our \$600.0 million revolving credit facility matures on April 21, 2017, subject to a one-year extension at our option. As of December 31, 2013, there was no balance outstanding under this credit facility.
- 2) 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 and senior notes as of December 31, 2013.

### *Interest Rate Hedging*

We may 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 and do not enter into derivative instruments for speculative purposes.

The interest rate swaps associated with our cash flow hedges are recorded at fair value on a recurring basis. 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 the interest rate swaps associated with our cash flow hedges is recorded in other comprehensive income which is included in accumulated other comprehensive loss on our consolidated balance sheet and our consolidated statement of shareholders' equity. Our cash flow hedges become ineffective if critical terms of the hedging instrument and the debt instrument do not perfectly match such as notional amounts, settlement dates, reset dates, calculation period and LIBOR rate. In addition, we evaluate the default risk of the counterparty by monitoring the credit worthiness of the counterparty which includes reviewing debt ratings and financial performance. However, management does not anticipate non-performance by the counterparty. If a cash flow hedge is deemed ineffective, the ineffective portion of changes in fair value of the interest rate swaps associated with our cash flow hedges is recognized in earnings in the period affected.

As of December 31, 2013, we are party to two interest rate swap agreements that effectively fixed the rate on the term loan at 3.02%. Both swaps were designated and qualified as cash flow hedges and were recorded at fair value. Hedge ineffectiveness has not impacted earnings in 2013, 2012 and 2011, and we do not anticipate it will have a significant effect in the future.

### *REIT Qualification*

We intend to maintain our qualification as a REIT under Section 856(c) of the Code. As a REIT, we generally will not be subject to corporate federal income taxes on income we distribute to our shareholders as long as we satisfy certain technical requirements of the Code, including the requirement to distribute at least 90% of our taxable income to our shareholders.

### **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 real estate related depreciation and amortization 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 taxable income 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.

In addition to FFO, we have also included FFO excluding the current period "early extinguishment of debt" charge which relates to the early redemption of our 5.40% senior notes, 5.95% senior notes, and 7.50% mortgages loans. We believe the unusual nature of this charge, being a make-whole payment on the remaining principal and interest on the redeemed notes/mortgages, is worthy of separate evaluation and consequently have provided both relevant metrics.



The reconciliation of net income to FFO available for common shareholders and to FFO available for common shareholders excluding early extinguishment of debt is as follows:

	Year Ended December 31,		
	2013	2012	2011
	(In thousands, except per share data)		
Net income .....	\$ 167,608	\$ 156,232	\$ 149,612
Net income attributable to noncontrolling interests .....	(4,927)	(4,307)	(5,695)
Gain on sale of real estate .....	(28,855)	(11,860)	(15,075)
Gain on deconsolidation of VIE.....	—	—	(2,026)
Depreciation and amortization of real estate assets .....	144,873	125,611	113,188
Amortization of initial direct costs of leases.....	10,694	10,935	10,432
Depreciation of joint venture real estate assets .....	1,504	1,513	1,771
Funds from operations .....	290,897	278,124	252,207
Dividends on preferred shares.....	(541)	(541)	(541)
Income attributable to operating partnership units.....	888	943	981
Income attributable to unvested shares .....	(1,306)	(1,289)	(1,071)
Funds from operations available for common shareholders .....	289,938	277,237	251,576
Early extinguishment of debt, net of allocation to unvested shares.....	13,244	—	—
Funds from operations available for common shareholders excluding early extinguishment of debt.....	\$ 303,182	\$ 277,237	\$ 251,576
Weighted average number of common shares, diluted (1).....	65,778	64,389	62,964
Funds from operations available for common shareholders, per diluted share.....	\$ 4.41	\$ 4.31	\$ 4.00
Funds from operations available for common shareholders excluding early extinguishment of debt, per diluted share .....	\$ 4.61	\$ 4.31	\$ 4.00

- (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 for the computation of diluted EPS for the periods presented.

## ITEM 7A. 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 may 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. As of December 31, 2013, we were party to two interest rate swap agreements that effectively fix the rate on the \$275.0 million term loan at 3.02%.

### 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. Quoted market prices were used to estimate the fair value of our marketable senior notes and debentures and discounted cash flow analysis is generally used to estimate the fair value of our mortgages and notes payable. Considerable judgment is necessary to estimate the fair value of financial instruments. 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, with respect to capital lease obligations through 2106) 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 December 31, 2013, we had \$2.3 billion of fixed-rate debt outstanding, including our \$275.0 million term loan as the rate is effectively fixed by two interest rate swap agreements; we also had capital lease obligations of \$71.7 million. If market interest rates used to calculate the fair value on our fixed-rate debt instruments at December 31, 2013 had been 1.0% higher, the fair value of those debt instruments on that date would have decreased by approximately \$101.8 million. If market interest rates used to calculate the fair value on our fixed-rate debt instruments at December 31, 2013 had been 1.0% lower, the fair value of those debt instruments on that date would have increased by approximately \$109.5 million.

#### *Variable Interest Rate Debt*

Generally, we believe that our primary interest rate risk is due to fluctuations in interest rates on our variable rate debt. At December 31, 2013, we had \$9.4 million of variable rate debt outstanding which consisted of municipal bonds. Our revolving credit facility had no outstanding balance as of December 31, 2013. Based upon this amount of variable rate debt and the specific terms, if market interest rates increased 1.0%, our annual interest expense would increase by approximately \$0.1 million, and our net income and cash flows for the year would decrease by approximately \$0.1 million. Conversely, if market interest rates decreased 1.0%, our annual interest expense would decrease by less than \$0.1 million with a corresponding increase in our net income and cash flows for the year.

## **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

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

## **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

## **ITEM 9A. CONTROLS AND PROCEDURES**

### **Quarterly Assessment**

We carried out an assessment as of December 31, 2013 of the effectiveness of the design and operation of our disclosure controls and procedures and our internal control over financial reporting. This assessment was done under the supervision and with the participation of management, including our Chief Executive Officer and our Chief Financial Officer. Rules adopted by the SEC require that we present the conclusions of our principal executive officer and our principal financial officer about the effectiveness of our disclosure controls and procedures and the conclusions of our management about the effectiveness of our internal control over financial reporting as of the end of the period covered by this annual report.

### **Principal Executive Officer and Principal Financial Officer Certifications**

Included as Exhibits 31.1 and 31.2 to this Annual Report on Form 10-K are forms of "Certification" of our principal executive officer and our principal financial officer. The forms of Certification are required in accordance with Section 302 of the Sarbanes-Oxley Act of 2002. This section of this Annual Report on Form 10-K that you are currently reading is the information concerning the assessment referred to in the Section 302 certifications and this information should be read in conjunction with the Section 302 certifications for a more complete understanding of the topics presented.

## **Disclosure Controls and Procedures**

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in our Exchange Act reports, such as this report on Form 10-K, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our President and Chief Executive Officer and Executive Vice President-Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. These controls and procedures are based closely on the definition of "disclosure controls and procedures" in Rule 13a-15(e) promulgated under the Exchange Act. Rules adopted by the SEC require that we present the conclusions of the Chief Executive Officer and Chief Financial Officer about the effectiveness of our disclosure controls and procedures as of the end of the period covered by this annual report.

## **Internal Control over Financial Reporting**

Establishing and maintaining internal control over financial reporting is a process designed by, or under the supervision of, our President and Chief Executive Officer and Executive Vice President-Chief Financial Officer, as appropriate, and effected by our employees, including management and our Board of Trustees, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States of America. This process includes policies and procedures that:

- pertain to the maintenance of records that accurately and fairly reflect the transactions and dispositions of our assets in reasonable detail;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are made only in accordance with the authorization procedures we have established; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of any of our assets in circumstances that could have a material adverse effect on our financial statements.

## **Limitations on the Effectiveness of Controls**

Management, including our Chief Executive Officer and Chief Financial Officer, do not expect that our disclosure controls and procedures or internal control over financial reporting will prevent all errors and fraud. In designing and evaluating our control system, management recognized that any control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving the desired control objectives. Further, the design of a control system must reflect the fact that there are resource constraints, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, that may affect our operation have been or will be detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management's override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions that cannot be anticipated at the present time, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected.

## **Scope of the Evaluations**

The evaluation by our Chief Executive Officer and our Chief Financial Officer of our disclosure controls and procedures and our internal control over financial reporting included a review of our procedures and procedures performed by internal audit, as well as discussions with our Disclosure Committee and others in our organization, as appropriate. In conducting this evaluation, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in the 1992 *Internal Control—Integrated Framework*. In the course of the evaluation, we sought to identify data errors, control problems or acts of fraud and to confirm that appropriate corrective action, including process improvements, were being undertaken. The evaluation of our disclosure controls and procedures and our internal control over financial reporting is done on a quarterly basis, so that the conclusions concerning the effectiveness of such controls can be reported in our Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K.

Our internal control over financial reporting is also assessed on an ongoing basis by personnel in our accounting department and by our independent auditors in connection with their audit and review activities. The overall goals of these various evaluation activities are to monitor our disclosure controls and procedures and our internal control over financial reporting and to make modifications as necessary. Our intent in this regard is that the disclosure controls and procedures and internal control over financial reporting will be maintained and updated (including with improvements and corrections) as conditions warrant.

Among other matters, we sought in our evaluation to determine whether there were any “significant deficiencies” or “material weaknesses” in our internal control over financial reporting, or whether we had identified any acts of fraud involving personnel who have a significant role in our internal control over financial reporting. This information is important both for the evaluation generally and because the Section 302 certifications require that our Chief Executive Officer and our Chief Financial Officer disclose that information to the Audit Committee of our Board of Trustees and our independent auditors and also require us to report on related matters in this section of the Annual Report on Form 10-K. In the Public Company Accounting Oversight Board’s Auditing Standard No. 5, a “deficiency” in internal control over financial reporting exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A “significant deficiency” is a deficiency, or a combination of deficiencies, in internal control over financial reporting that is less severe than a material weakness, yet important enough to merit attention by those responsible for oversight of the company’s financial reporting. A “material weakness” is defined in Auditing Standard No. 5 as a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company’s annual or interim financial statements will not be prevented or detected on a timely basis. We also sought to deal with other control matters in the evaluation, and in any case in which a problem was identified, we considered what revision, improvement and/or correction was necessary to be made in accordance with our on-going procedures.

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

Our Chief Executive Officer and Chief Financial Officer have conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that such controls and procedures were effective as of the end of the period covered by this report and provides reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management to allow timely decisions regarding required disclosure.

### **Periodic Evaluation and Conclusion of Internal Control over Financial Reporting**

Our Chief Executive Officer and Chief Financial Officer have conducted an evaluation of the effectiveness of the design and operation of our internal control over financial reporting as of the end of our most recent fiscal year. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that such internal control over financial reporting was effective as of the end of our most recent fiscal year and provides reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States of America.

### **Statement of Our Management**

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

### **Statement of Our Independent Registered Public Accounting Firm**

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

### **Changes in Internal Control Over Financial Reporting**

There was no change in our internal control over financial reporting during our fourth fiscal quarter of 2013 that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **ITEM 9B. OTHER INFORMATION**

Not applicable.

### PART III

Certain information required in Part III is omitted from this Report but is incorporated herein by reference from our Proxy Statement for the 2014 Annual Meeting of Shareholders (as amended or supplemented, the "Proxy Statement").

#### ITEM 10. TRUSTEES, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The tables and narrative in the Proxy Statement identifying our Trustees and Board committees under the caption "Election of Trustees" and "Corporate Governance", the sections of the Proxy Statement entitled "Executive Officers" and "Section 16(a) Beneficial Ownership Reporting Compliance" and other information included in the Proxy Statement required by this Item 10 are incorporated herein by reference.

We have adopted a Code of Ethics, which is applicable to our Chief Executive Officer and senior financial officers. The Code of Ethics is available in the Corporate Governance section of the Investors section of our website at [www.federalrealty.com](http://www.federalrealty.com).

#### ITEM 11. EXECUTIVE COMPENSATION

The sections of the Proxy Statement entitled "Summary Compensation Table," "Compensation Committee Interlocks and Insider Participation," "Compensation Committee Report," "Trustee Compensation" and "Compensation Discussion and Analysis" and other information included in the Proxy Statement required by this Item 11 are incorporated herein by reference.

#### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS

The sections of the Proxy Statement entitled "Share Ownership" and "Equity Compensation Plan Information" and other information included in the Proxy Statement required by this Item 12 are incorporated herein by reference.

#### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND TRUSTEE INDEPENDENCE

The sections of the Proxy Statement entitled "Certain Relationship and Related Transactions" and "Independence of Trustees" and other information included in the Proxy Statement required by this Item 13 are incorporated herein by reference.

#### ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The sections of the Proxy Statement entitled "Ratification of Independent Registered Public Accounting Firm" and "Relationship with Independent Registered Public Accounting Firm" and other information included in the Proxy Statement required by this Item 14 are incorporated herein by reference.

### PART IV

#### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

##### (a)(1) Financial Statements

Our consolidated financial statements and notes thereto, together with Management's Report on Internal Control over Financial Reporting and Reports of Independent Registered Public Accounting Firm are included as a separate section of this Annual Report on Form 10-K commencing on page F-1.

##### (2) Financial Statement Schedules

Our financial statement schedules are included in a separate section of this Annual Report on Form 10-K commencing on page F-31.

##### (3) Exhibits

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

(b) See Exhibit Index

(c) Not Applicable

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized this February 11, 2014.

Federal Realty Investment Trust

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

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Report has been signed below by the following persons on behalf of the Registrant and in the capacity and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints each of Donald C. Wood and Dawn M. Becker as his or her attorney-in-fact and agent, with full power of substitution and resubstitution for him or her in any and all capacities, to sign any or all amendments to this Report and to file same, with exhibits thereto and other documents in connection therewith, granting unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that such attorney-in-fact and agent or his or her substitutes may do or cause to be done by virtue hereof.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>          /s/ DONALD C. WOOD          </u> <b>Donald C. Wood</b>	President, Chief Executive Officer and Trustee (Principal Executive Officer)	February 11, 2014
<u>          /s/ JAMES M. TAYLOR, JR.          </u> <b>James M. Taylor, Jr.</b>	Executive Vice President-Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	February 11, 2014
<u>          /s/ JOSEPH S. VASSALLUZZO          </u> <b>Joseph S. Vassalluzzo</b>	Non-Executive Chairman	February 11, 2014
<u>          /s/ JON E. BORTZ          </u> <b>Jon E. Bortz</b>	Trustee	February 11, 2014
<u>          /s/ DAVID W. FAEDER          </u> <b>David W. Faeder</b>	Trustee	February 11, 2014
<u>          /s/ KRISTIN GAMBLE          </u> <b>Kristin Gamble</b>	Trustee	February 11, 2014
<u>          /s/ GAIL P. STEINEL          </u> <b>Gail P. Steinel</b>	Trustee	February 11, 2014
<u>          /s/ WARREN M. THOMPSON          </u> <b>Warren M. Thompson</b>	Trustee	February 11, 2014

**Item 8 and Item 15(a)(1) and (2)**  
**Index to Consolidated Financial Statements and Schedules**

<i>Consolidated Financial Statements</i>	<u>Page No.</u>
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All other schedules have been omitted either because the information is not applicable, not material, or is disclosed in our consolidated financial statements and related notes.

## Management Assessment Report on Internal Control over Financial Reporting

The management of Federal Realty is responsible for establishing and maintaining adequate internal control over financial reporting. Establishing and maintaining internal control over financial reporting is a process designed by, or under the supervision of, our President and Chief Executive Officer and Executive Vice President - Chief Financial Officer, as appropriate, and effected by our employees, including management and our Board of Trustees, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. This process includes policies and procedures that:

- pertain to the maintenance of records that accurately and fairly reflect the transactions and dispositions of our assets in reasonable detail;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are made only in accordance with the authorization procedures we have established; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of any of our assets in circumstances that could have a material adverse effect on our financial statements.

Management, including our Chief Executive Officer and Chief Financial Officer, do not expect that our internal control over financial reporting will prevent all errors and fraud. In designing and evaluating our control system, management recognized that any control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving the desired control objectives. Further, the design of a control system must reflect the fact that there are resource constraints, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, that may affect our operation have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management's override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Management conducted an assessment of the effectiveness of the Trust's internal control over financial reporting as of December 31, 2013. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in the 1992 *Internal Control—Integrated Framework*. Based on this assessment, management concluded that our internal control over financial reporting is effective, based on those criteria, as of December 31, 2013.

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



## Report of Independent Registered Public Accounting Firm

Trustees and Shareholders of Federal Realty Investment Trust

We have audited the internal control over financial reporting of Federal Realty Investment Trust (a Maryland real estate investment trust) and Subsidiaries (collectively, the "Trust") as of December 31, 2013, based on criteria established in the 1992 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Trust's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Assessment Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Trust's internal control over financial reporting based on our audit.

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

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

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

In our opinion, Federal Realty Investment Trust and Subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in the 1992 *Internal Control—Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements of the Trust as of and for the year ended December 31, 2013 and our report dated February 11, 2014 expressed an unqualified opinion on those financial statements.

/s/ GRANT THORNTON LLP

McLean, Virginia  
February 11, 2014

## Report of Independent Registered Public Accounting Firm

Trustees and Shareholders of Federal Realty Investment Trust

We have audited the accompanying consolidated balance sheets of Federal Realty Investment Trust (a Maryland real estate investment trust) and Subsidiaries (collectively, the "Trust") as of December 31, 2013 and 2012, and the related consolidated statements of comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2013. Our audits of the basic consolidated financial statements included the financial statement schedules listed in the index appearing under Item 15(a) (1) and (2). These financial statements and financial statement schedules are the responsibility of the Trust's management. Our responsibility is to express an opinion on these financial statements and financial statement schedules based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Federal Realty Investment Trust and Subsidiaries as of December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the related financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Trust's internal control over financial reporting as of December 31, 2013, based on criteria established in the 1992 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated February 11, 2014 expressed an unqualified opinion.

/s/ GRANT THORNTON LLP

McLean, Virginia  
February 11, 2014

**Federal Realty Investment Trust**  
**Consolidated Balance Sheets**

	December 31,	
	2013	2012
	(In thousands, except share data)	
<b>ASSETS</b>		
Real estate, at cost		
Operating (including \$265,138 and \$264,506 of consolidated variable interest entities, respectively) .....	\$ 4,618,258	\$ 4,473,813
Construction-in-progress .....	531,205	288,714
Assets held for sale (discontinued operations) .....	—	17,147
	5,149,463	4,779,674
Less accumulated depreciation and amortization (including \$19,086 and \$12,024 of consolidated variable interest entities, respectively) .....	(1,350,471)	(1,224,295)
Net real estate .....	3,798,992	3,555,379
Cash and cash equivalents .....	88,927	36,988
Accounts and notes receivable, net .....	84,838	73,861
Mortgage notes receivable, net .....	55,155	55,648
Investment in real estate partnership .....	32,264	33,169
Prepaid expenses and other assets .....	145,062	132,659
Debt issuance costs, net of accumulated amortization of \$9,535 and \$10,140, respectively ..	14,056	10,861
<b>TOTAL ASSETS</b> .....	<b>\$ 4,219,294</b>	<b>\$ 3,898,565</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Liabilities		
Mortgages payable (including \$202,782 and \$205,299 of consolidated variable interest entities, respectively) .....	\$ 588,456	\$ 760,789
Capital lease obligations .....	71,671	71,693
Notes payable .....	300,822	299,575
Senior notes and debentures .....	1,360,913	1,076,545
Accounts payable and accrued expenses .....	156,270	120,929
Dividends payable .....	52,385	47,685
Security deposits payable .....	12,772	12,957
Other liabilities and deferred credits .....	100,283	103,379
Total liabilities .....	2,643,572	2,493,552
Commitments and contingencies (Note 9)		
Redeemable noncontrolling interests	104,425	94,420
Shareholders' equity		
Preferred shares, 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, 66,701,422 and 64,815,446 shares issued and outstanding, respectively .....	667	648
Additional paid-in capital .....	2,062,708	1,875,525
Accumulated dividends in excess of net income .....	(623,795)	(586,970)
Accumulated other comprehensive loss .....	(1,417)	(12,388)
Total shareholders' equity of the Trust .....	1,448,160	1,286,812
Noncontrolling interests .....	23,137	23,781
Total shareholders' equity .....	1,471,297	1,310,593
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b> .....	<b>\$ 4,219,294</b>	<b>\$ 3,898,565</b>

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

**Federal Realty Investment Trust**  
**Consolidated Statements of Comprehensive Income**

	Year Ended December 31,		
	2013	2012	2011
	(In thousands, except per share data)		
REVENUE			
Rental income .....	\$ 620,089	\$ 580,114	\$ 536,749
Other property income .....	12,169	20,211	9,256
Mortgage interest income .....	5,155	5,466	5,098
Total revenue .....	<u>637,413</u>	<u>605,791</u>	<u>551,103</u>
EXPENSES			
Rental expenses.....	118,695	112,616	109,364
Real estate taxes.....	71,759	66,454	60,404
General and administrative .....	31,970	31,158	28,985
Depreciation and amortization.....	160,828	141,701	125,888
Total operating expenses.....	<u>383,252</u>	<u>351,929</u>	<u>324,641</u>
OPERATING INCOME.....	254,161	253,862	226,462
Other interest income.....	433	689	218
Interest expense.....	(104,977)	(113,336)	(98,465)
Early extinguishment of debt.....	(13,304)	—	296
Income from real estate partnerships .....	1,498	1,757	1,808
INCOME FROM CONTINUING OPERATIONS.....	<u>137,811</u>	<u>142,972</u>	<u>130,319</u>
DISCONTINUED OPERATIONS			
Discontinued operations - income .....	942	1,400	2,192
Discontinued operations - gain on deconsolidation of VIE.....	—	—	2,026
Discontinued operations - gain on sale of real estate.....	23,861	—	15,075
Results from discontinued operations.....	<u>24,803</u>	<u>1,400</u>	<u>19,293</u>
INCOME BEFORE GAIN ON SALE OF REAL ESTATE.....	162,614	144,372	149,612
Gain on sale of real estate .....	4,994	11,860	—
NET INCOME .....	<u>167,608</u>	<u>156,232</u>	<u>149,612</u>
Net income attributable to noncontrolling interests.....	(4,927)	(4,307)	(5,695)
NET INCOME ATTRIBUTABLE TO THE TRUST.....	<u>162,681</u>	<u>151,925</u>	<u>143,917</u>
Dividends on preferred shares .....	(541)	(541)	(541)
NET INCOME AVAILABLE FOR COMMON SHAREHOLDERS.....	<u>\$ 162,140</u>	<u>\$ 151,384</u>	<u>\$ 143,376</u>
EARNINGS PER COMMON SHARE, BASIC			
Continuing operations.....	\$ 2.01	\$ 2.15	\$ 1.98
Discontinued operations.....	0.38	0.02	0.31
Gain on sale of real estate .....	0.08	0.19	—
	<u>\$ 2.47</u>	<u>\$ 2.36</u>	<u>\$ 2.29</u>
Weighted average number of common shares, basic.....	<u>65,331</u>	<u>63,881</u>	<u>62,438</u>
EARNINGS PER COMMON SHARE, DILUTED			
Continuing operations.....	\$ 2.00	\$ 2.14	\$ 1.97
Discontinued operations.....	0.38	0.02	0.31
Gain on sale of real estate .....	0.08	0.19	—
	<u>\$ 2.46</u>	<u>\$ 2.35</u>	<u>\$ 2.28</u>
Weighted average number of common shares, diluted.....	<u>65,483</u>	<u>64,056</u>	<u>62,603</u>
NET INCOME .....	\$ 167,608	\$ 156,232	\$ 149,612
Other comprehensive income (loss) - change in value of interest rate swaps.....	10,971	(8,448)	(3,940)
COMPREHENSIVE INCOME .....	<u>178,579</u>	<u>147,784</u>	<u>145,672</u>
Comprehensive income attributable to noncontrolling interests .....	(4,927)	(4,307)	(5,695)
COMPREHENSIVE INCOME ATTRIBUTABLE TO THE TRUST.....	<u>\$ 173,652</u>	<u>\$ 143,477</u>	<u>\$ 139,977</u>

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

**Federal Realty Investment Trust**  
**Consolidated Statement of Shareholders' Equity**

	Shareholders' Equity of the Trust							Total Shareholders' Equity	
	Preferred Shares		Common Shares		Additional Paid-in Capital (In thousands, except share data)	Accumulated Dividends in Excess of Net Income	Accumulated Other Comprehensive Loss		Noncontrolling Interests
	Shares	Amount	Shares	Amount					
BALANCE AT DECEMBER 31, 2010.....	399,896	\$ 9,997	61,526,418	\$ 615	\$ 1,611,706	\$ (527,582)	\$ —	\$ 21,032	\$ 1,115,768
Net income, excluding \$3,492 attributable to redeemable noncontrolling interests.....	—	—	—	—	—	143,917	—	2,203	146,120
Other comprehensive loss - change in value of interest rate swaps.....	—	—	—	—	—	—	(3,940)	—	(3,940)
Dividends declared to common shareholders.....	—	—	—	—	—	(171,335)	—	—	(171,335)
Dividends declared to preferred shareholders.....	—	—	—	—	—	(541)	—	—	(541)
Distributions declared to noncontrolling interests.....	—	—	—	—	—	—	—	(2,320)	(2,320)
Common shares issued.....	—	—	1,662,230	17	139,281	—	—	—	139,298
Exercise of stock options.....	—	—	237,271	3	15,187	—	—	—	15,190
Shares issued under dividend reinvestment plan.....	—	—	28,823	—	2,374	—	—	—	2,374
Share-based compensation expense, net.....	—	—	89,408	1	8,246	—	—	—	8,247
Conversion and redemption of OP units.....	—	—	—	—	(96)	—	—	(55)	(151)
Purchase of noncontrolling interest.....	—	—	—	—	(2,331)	—	—	(207)	(2,538)
Deconsolidation of VIE.....	—	—	—	—	—	—	—	(420)	(420)
Contributions from noncontrolling interests.....	—	—	—	—	—	—	—	4,279	4,279
Adjustment to redeemable noncontrolling interests.....	—	—	—	—	(9,427)	—	—	—	(9,427)
BALANCE AT DECEMBER 31, 2011.....	399,896	9,997	63,544,150	636	1,764,940	(555,541)	(3,940)	24,512	1,240,604
Net income, excluding \$2,592 attributable to redeemable noncontrolling interests.....	—	—	—	—	—	151,925	—	1,715	153,640
Other comprehensive loss - change in value of interest rate swaps.....	—	—	—	—	—	—	(8,448)	—	(8,448)
Dividends declared to common shareholders.....	—	—	—	—	—	(182,813)	—	—	(182,813)
Dividends declared to preferred shareholders.....	—	—	—	—	—	(541)	—	—	(541)
Distributions declared to noncontrolling interests.....	—	—	—	—	—	—	—	(2,232)	(2,232)
Common shares issued.....	—	—	1,039,405	10	106,209	—	—	—	106,219
Exercise of stock options.....	—	—	97,430	1	5,666	—	—	—	5,667
Shares issued under dividend reinvestment plan.....	—	—	22,814	—	2,248	—	—	—	2,248
Share-based compensation expense, net.....	—	—	111,647	1	10,370	—	—	—	10,371
Conversion and redemption of OP units.....	—	—	—	—	(439)	—	—	(389)	(828)
Contributions from noncontrolling interests.....	—	—	—	—	—	—	—	175	175
Adjustment to redeemable noncontrolling interests.....	—	—	—	—	(13,469)	—	—	—	(13,469)
BALANCE AT DECEMBER 31, 2012.....	399,896	9,997	64,815,446	648	1,875,525	(586,970)	(12,388)	23,781	1,310,593
Net income, excluding \$2,887 attributable to redeemable noncontrolling interests.....	—	—	—	—	—	162,681	—	2,040	164,721
Other comprehensive income - change in value of interest rate swaps.....	—	—	—	—	—	—	10,971	—	10,971
Dividends declared to common shareholders.....	—	—	—	—	—	(198,965)	—	—	(198,965)
Dividends declared to preferred shareholders.....	—	—	—	—	—	(541)	—	—	(541)
Distributions declared to noncontrolling interests.....	—	—	—	—	—	—	—	(1,887)	(1,887)
Common shares issued.....	—	—	1,735,089	18	185,164	—	—	—	185,182
Exercise of stock options.....	—	—	16,554	—	1,015	—	—	—	1,015
Shares issued under dividend reinvestment plan.....	—	—	20,026	—	2,130	—	—	—	2,130
Share-based compensation expense, net of shares withheld for employee taxes.....	—	—	91,831	1	9,356	—	—	—	9,357
Conversion and redemption of OP units.....	—	—	22,476	—	(625)	—	—	(797)	(1,422)
Adjustment to redeemable noncontrolling interests.....	—	—	—	—	(9,857)	—	—	—	(9,857)
BALANCE AT DECEMBER 31, 2013.....	399,896	9,997	66,701,422	667	2,062,708	(623,795)	(1,417)	23,137	1,471,297

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

**Federal Realty Investment Trust**  
**Consolidated Statements of Cash Flows**

	Year Ended December 31,		
	2013	2012	2011
	(In thousands)		
<b>OPERATING ACTIVITIES</b>			
Net income .....	\$ 167,608	\$ 156,232	\$ 149,612
Adjustments to reconcile net income to net cash provided by operating activities			
Depreciation and amortization, including discontinued operations .....	161,099	142,039	126,568
Gain on sale of real estate .....	(28,855)	(11,860)	(15,075)
Gain on deconsolidation of VIE .....	—	—	(2,026)
Early extinguishment of debt .....	13,304	—	(296)
Income from real estate partnerships .....	(1,498)	(1,757)	(1,808)
Other, net .....	2,704	4,348	3,871
Changes in assets and liabilities, net of effects of acquisitions and dispositions			
(Increase) decrease in accounts receivable .....	(6,321)	7,332	1,888
Decrease (increase) in prepaid expenses and other assets .....	69	(7,793)	2,613
Increase (decrease) in accounts payable and accrued expenses .....	5,325	3,259	(14,994)
Increase (decrease) in security deposits and other liabilities .....	1,063	4,833	(5,642)
Net cash provided by operating activities .....	314,498	296,633	244,711
<b>INVESTING ACTIVITIES</b>			
Acquisition of real estate .....	(87,276)	(80,865)	(103,557)
Capital expenditures - development and redevelopment .....	(243,073)	(129,346)	(91,922)
Capital expenditures - other .....	(47,069)	(51,325)	(50,540)
Proceeds from sale of real estate .....	42,866	—	23,695
Investment in real estate partnerships .....	—	—	(6,947)
Distribution from real estate partnership in excess of earnings .....	790	1,116	1,070
Distribution from sale of real estate partnership properties .....	—	—	34,617
Leasing costs .....	(12,393)	(14,233)	(12,415)
Repayment of mortgage and other notes receivable, net .....	957	1,095	9,630
Net cash used in investing activities .....	(345,198)	(273,558)	(196,369)
<b>FINANCING ACTIVITIES</b>			
Net repayments under revolving credit facility, net of costs .....	(1,929)	—	(81,159)
Issuance of senior notes, net of costs .....	564,389	244,807	—
Redemption and retirement of senior notes/debentures .....	(293,360)	(175,000)	(75,000)
Issuance of mortgages, capital leases and notes payable, net of costs .....	860	5,399	272,193
Repayment of mortgages, capital leases and notes payable .....	(173,735)	(53,414)	(91,952)
Issuance of common shares .....	186,548	112,270	154,921
Dividends paid to common and preferred shareholders .....	(193,016)	(178,020)	(167,313)
Distributions to and redemptions of noncontrolling interests .....	(7,118)	(9,935)	(8,023)
Net cash provided by (used in) financing activities .....	82,639	(53,893)	3,667
Increase (decrease) in cash and cash equivalents .....	51,939	(30,818)	52,009
Cash and cash equivalents at beginning of year .....	36,988	67,806	15,797
Cash and cash equivalents at end of year .....	<u>\$ 88,927</u>	<u>\$ 36,988</u>	<u>\$ 67,806</u>

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

**Federal Realty Investment Trust**  
**Notes to Consolidated Financial Statements**  
**December 31, 2013, 2012 and 2011**

**NOTE 1—BUSINESS AND ORGANIZATION**

Federal Realty Investment Trust (the “Trust”) is an equity real estate investment trust (“REIT”) specializing in the ownership, management, 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 December 31, 2013, we owned or had a majority interest in community and neighborhood shopping centers and mixed-use properties which are operated as 87 predominantly retail real estate projects.

We operate in a manner intended to enable us to qualify as a REIT for federal income tax purposes. A REIT that distributes at least 90% of its 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.

**NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Principles of Consolidation**

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 (“VIE”). The equity interests of other investors are reflected as noncontrolling interests or redeemable noncontrolling interests. All significant intercompany transactions and balances are eliminated in consolidation. We account for our interests in joint ventures, which we do not control, using the equity method of accounting. Certain 2012 and 2011 amounts have been reclassified to conform to current period presentation.

**Use of Estimates**

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.

**Revenue Recognition and Accounts Receivable**

Our leases with tenants are classified as operating leases. Substantially all such leases contain fixed escalations which occur at specified times during the term of the lease. Base rents are recognized on a straight-line basis from when the tenant controls the space through the term of the related lease, net of valuation adjustments, based on management’s assessment of credit, collection and other business risk. Percentage rents, which represent additional rents based upon the level of sales achieved by certain tenants, are recognized at the end of the lease year or earlier if we have determined the required sales level is achieved and the percentage rents are collectible. Real estate tax and other cost reimbursements are recognized on an accrual basis over the periods in which the related expenditures are incurred. For a tenant to terminate its lease agreement prior to the end of the agreed term, we may require that they pay a fee to cancel the lease agreement. Lease termination fees for which the tenant has relinquished control of the space are generally recognized on the termination date. When a lease is terminated early but the tenant continues to control the space under a modified lease agreement, the lease termination fee is generally recognized evenly over the remaining term of the modified lease agreement.

We make estimates of the collectability of our accounts receivable related to minimum rents, straight-line rents, expense reimbursements and other revenue. Accounts receivable is carried net of this allowance for doubtful accounts. Our determination as to the collectability of accounts receivable and correspondingly, the adequacy of this allowance, is based primarily upon evaluations of individual receivables, current economic conditions, historical experience and other relevant factors. The allowance for doubtful accounts is increased or decreased through bad debt expense. Accounts receivable are written-off when they are deemed to be uncollectible and we are no longer actively pursuing collection. At December 31, 2013 and 2012, our allowance for doubtful accounts was \$12.7 million and \$15.9 million, respectively.

In some cases, primarily relating to straight-line rents, the collection of accounts receivable extends beyond one year. Our experience relative to unbilled straight-line rents is that a portion of the amounts otherwise recognizable as revenue is never billed to or collected from tenants due to early lease terminations, lease modifications, bankruptcies and other factors. Accordingly, the extended collection period for straight-line rents along with our evaluation of tenant credit risk may result in the nonrecognition of a portion of straight-line rental income until the collection of such income is reasonably assured. If our

evaluation of tenant credit risk changes indicating more straight-line revenue is reasonably collectible than previously estimated and realized, the additional straight-line rental income is recognized as revenue. If our evaluation of tenant credit risk changes indicating a portion of realized straight-line rental income is no longer collectible, a reserve and bad debt expense is recorded. At December 31, 2013 and 2012, accounts receivable include approximately \$60.6 million and \$56.1 million, respectively, related to straight-line rents.

## **Real Estate**

Land, buildings and improvements are recorded at cost. Depreciation is computed using the straight-line method. Estimated useful lives range generally from 35 years to a maximum of 50 years on buildings and major improvements. Minor improvements, furniture and equipment are capitalized and depreciated over useful lives ranging from 2 to 20 years. Maintenance and repairs that do not improve or extend the useful lives of the related assets are charged to operations as incurred. Tenant improvements are capitalized and depreciated over the life of the related lease or their estimated useful life, whichever is shorter. If a tenant vacates its space prior to contractual termination of its lease, the undepreciated balance of any tenant improvements are written off if they are replaced or have no future value. In 2013, 2012 and 2011, real estate depreciation expense was \$147.7 million, \$128.7 million and \$114.2 million, respectively, including amounts from discontinued operations and assets under capital lease obligations.

Sales of real estate are recognized only when sufficient down payments have been obtained, possession and other attributes of ownership have been transferred to the buyer and we have no significant continuing involvement. The application of this criteria can be complex and requires us to make assumptions. We believe this criteria was met for all real estate sold during the periods presented.

Our methodology of allocating the cost of acquisitions to assets acquired and liabilities assumed is based on estimated fair values, replacement cost and/or appraised values. When we acquire operating real estate properties, the purchase price is allocated to land, building, improvements, leasing costs, intangibles such as in-place leases, assumed debt, if any, and to current assets and liabilities acquired, if any. The value allocated to in-place leases is amortized over the related lease term and reflected as rental income in the statement of operations. We consider qualitative and quantitative factors in evaluating the likelihood of a tenant exercising a below market renewal option and include such renewal options in the calculation of in-place lease value when we consider these to be bargain renewal options. If the value of below market lease intangibles includes renewal option periods, we include such renewal periods in the amortization period utilized. If a tenant vacates its space prior to contractual termination of its lease, the unamortized balance of any in-place lease value is written off to rental income.

Transaction costs related to the acquisition of a business, such as broker fees, transfer taxes, legal, accounting, valuation, and other professional and consulting fees, are expensed as incurred and included in "general and administrative expenses" in our consolidated statements of comprehensive income. The acquisition of an operating shopping center typically qualifies as a business. For asset acquisitions not meeting the definition of a business, transaction costs are capitalized as part of the acquisition cost.

When applicable, as lessee, we classify our leases of land and building as operating or capital leases. We are required to use judgment and make estimates in determining the lease term, the estimated economic life of the property and the interest rate to be used in determining whether or not the lease meets the qualification of a capital lease and is recorded as an asset.

We capitalize certain costs related to the development and redevelopment of real estate including pre-construction costs, real estate taxes, insurance, construction costs and salaries and related costs of personnel directly involved. Additionally, we capitalize interest costs related to development and redevelopment activities. Capitalization of these costs begin when the activities and related expenditures commence and cease when the project is substantially complete and ready for its intended use at which time the project is placed in service and depreciation commences. Additionally, we make estimates as to the probability of certain development and redevelopment projects being completed. If we determine the development or redevelopment is no longer probable of completion, we expense all capitalized costs which are not recoverable.

We review for impairment on a property by property basis. Impairment is recognized on properties held for use when the expected undiscounted cash flows for a property are less than its carrying amount at which time the property is written-down to fair value. Properties held for sale are recorded at the lower of the carrying amount or the expected sales price less costs to sell. The sale or disposal of a "component of an entity" is treated as discontinued operations. The operating properties sold by us typically meet the definition of a component of an entity and as such the revenues and expenses associated with sold properties are reclassified to discontinued operations for all periods presented.



## **Cash and Cash Equivalents**

We define cash and cash equivalents as cash on hand, demand deposits with financial institutions and short term liquid investments with an initial maturity, when purchased, under three months. Cash balances in individual banks may exceed the federally insured limit by the Federal Deposit Insurance Corporation (the "FDIC"). At December 31, 2013, we had \$85.2 million in excess of the FDIC insured limit.

## **Prepaid Expenses and Other Assets**

Prepaid expenses and other assets consist primarily of lease costs, prepaid property taxes and acquired above market leases. Capitalized lease costs are direct costs incurred which were essential to originate a lease and would not have been incurred had the leasing transaction not taken place and include third party commissions and salaries and related costs of personnel directly related to time spent obtaining a lease. Capitalized lease costs are amortized over the life of the related lease. If a tenant vacates its space prior to the contractual termination of its lease, the unamortized balance of any previously capitalized lease costs are written off.

## **Debt Issuance Costs**

Costs related to the issuance of debt instruments are capitalized and are amortized as interest expense over the estimated life of the related issue using the straight-line method which approximates the effective interest method. If a debt instrument is paid off prior to its original maturity date, the unamortized balance of debt issuance costs are written off to interest expense or, if significant, included in "early extinguishment of debt."

## **Derivative Instruments**

At times, we may 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 and do not enter into derivative instruments for speculative purposes.

The interest rate swaps associated with our cash flow hedges are recorded at fair value on a recurring basis. 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 the interest rate swaps associated with our cash flow hedges is recorded in accumulated other comprehensive loss and is subsequently reclassified into interest expense as interest is incurred on the related variable rate debt within the next twelve months, we expect to reclassify an estimated \$4.1 million as an increase to interest expense. Our cash flow hedges become ineffective if critical terms of the hedging instrument and the debt instrument do not perfectly match such as notional amounts, settlement dates, reset dates, calculation period and LIBOR rate. In addition, we evaluate the default risk of the counterparty by monitoring the credit worthiness of the counterparty. When ineffectiveness exists, the ineffective portion of changes in fair value of the interest rate swaps associated with our cash flow hedges is recognized in earnings in the period affected. Hedge ineffectiveness did not impact earnings in 2013, 2012 or 2011, and we do not anticipate it will have a significant effect in the future.

See Note 8 for additional disclosures relating to our two existing interest rate swap agreements.

## **Mortgage Notes Receivable**

We have made certain mortgage loans that, because of their nature, qualify as loan receivables. At the time the loans were made, we did not intend for the arrangement to be anything other than a financing and did not contemplate a real estate investment. We evaluate each investment to determine whether the loan arrangement qualifies as a loan, joint venture or real estate investment and the appropriate accounting thereon. Such determination affects our balance sheet classification of these investments and the recognition of interest income derived therefrom. On some of the loans we receive additional interest, however, we never receive in excess of 50% of the residual profit in the project, and because the borrower has either a substantial investment in the project or has guaranteed all or a portion of our loan (or a combination thereof), the loans qualify for loan accounting. The amounts under these arrangements are presented as mortgage notes receivable at December 31, 2013 and 2012.

Mortgage notes receivable are recorded at cost, net of any valuation adjustments. Interest income is accrued as earned. Mortgage notes receivable are considered past due based on the contractual terms of the note agreement. On a quarterly basis, we evaluate the collectability of each mortgage note receivable based on various factors which may include payment history, expected fair value of the collateral securing the loan, internal and external credit information and/or economic trends. A loan is considered impaired when, based upon current information and events, it is probable that we will be unable to collect all amounts due under the existing contractual terms. When a loan is considered impaired, the amount of the loss accrual is calculated by comparing the carrying amount of the mortgage note receivable to the present value of expected future cash flows. Since all of our loans are collateralized by either a first or second mortgage, the loans have risk characteristics similar to the risks in owning commercial real estate.

### Share Based Compensation

We grant share based compensation awards to employees and trustees typically in the form of restricted common shares, commons shares, and options. We measure stock based compensation expense based on the grant date fair value of the award and recognize the expense ratably over the requisite service period, which is typically the vesting period. See Note 15 for further discussion regarding our share based compensation plans and policies.

### Variable Interest Entities

Certain entities that do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties or in which equity investors do not have the characteristics of a controlling financial interest qualify as VIEs. VIEs are required to be consolidated by their primary beneficiary. The primary beneficiary of a VIE has both the power to direct the activities that most significantly impact economic performance of the VIE and the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE.

We have evaluated our investments in certain joint ventures including our real estate partnership with affiliates of a discretionary fund created and advised by ING Clarion Partners and our Taurus Newbury Street JV II Limited Partnership and determined that these joint ventures do not meet the requirements of a variable interest entity and, therefore, consolidation of these ventures is not required. These investments are accounted for using the equity method. We have also evaluated our mortgage loans receivable and determined that entities obligated under the mortgage loans are not VIEs except from March 30, 2010 to June 29, 2011 with respect to our mortgage loans on a shopping center and adjacent building located in Norwalk, Connecticut as further discussed in Note 4. Our investment balances from our real estate partnerships and mortgage notes receivable are presented separately in our consolidated balance sheets.

On October 16, 2006, we acquired the leasehold interest in Melville Mall under a 20 year master lease. Additionally, we loaned the owner of Melville Mall \$34.2 million secured by a second mortgage on the property. We have an option to purchase the shopping center on or after October 16, 2021 for a price of \$5.0 million plus the assumption of the first mortgage and repayment of the second mortgage. If we fail to exercise our purchase option, the owner of Melville Mall has a put option which would require us to purchase Melville Mall in 2023 for \$5.0 million and the assumption of the owner's mortgage debt. We have determined that this property is held in a variable interest entity for which we are the primary beneficiary. Accordingly, beginning October 16, 2006, we consolidated this property and its operations. As of December 31, 2013 and 2012, \$20.7 million and \$21.4 million, respectively, are included in mortgages payable (net of unamortized discount) for the mortgage loan secured by Melville Mall, however, the loan is not our legal obligation. At December 31, 2013 and 2012, net real estate assets related to Melville Mall included in our consolidated balance sheet are approximately \$62.6 million and \$63.1 million, respectively.

In conjunction with the acquisitions of several of our properties, we entered into Reverse Section 1031 like-kind exchange agreements with a third party intermediary. The exchange agreements are for a maximum of 180 days and allow us, for tax purposes, to defer gains on sale of other properties sold within this period. Until the earlier of termination of the exchange agreements or 180 days after the respective acquisition dates, the third party intermediary is the legal owner of each property, although we control the activities that most significantly impact each property and retain all of the economic benefits and risks associated with each property. Each property is held by a third party intermediary in a variable interest entity for which we are the primary beneficiary. Accordingly, we consolidate these properties and their operations even during the period they are held by a third party intermediary. A summary of the significant properties is as follows:

<u>Property</u>	<u>Dates Held by a Third Party Intermediary</u>	<u>Date Consolidated</u>
Huntington Square	August 16, 2010 to February 12, 2011	August 16, 2010
Tower Shops	January 19, 2011 to July 12, 2011	January 19, 2011
Darien Shopping Center	April 3, 2013 to September 10, 2013	April 3, 2013

We determined the joint venture that owns Plaza El Segundo is a variable interest entity for which we are the primary beneficiary. We are the managing member and own 48.2% of the entity. We control the significant operating decisions, consequently having the power to direct the activities that most significantly impact economic performance of the VIE, and have the obligation to absorb the majority of the losses and receive the majority of the benefits. Therefore, the entity is consolidated in our financial statements as of December 30, 2011. As of December 31, 2013 and 2012, net real estate assets related to Plaza El Segundo included in our consolidated balance sheet are approximately \$183.4 million and \$189.4 million, respectively, and mortgages payable (net of unamortized premium) of \$182.1 million and \$183.9 million, respectively. Plaza El Segundo's creditors do not have recourse to our general credit. Our maximum exposure to loss is approximately \$19.5 million.

### Redeemable Noncontrolling Interests

We have certain noncontrolling interests that are redeemable for cash upon the occurrence of an event that is not solely in our control and therefore are classified outside of permanent equity. We adjust the carrying amounts of these noncontrolling interests that are currently redeemable to redemption value at the balance sheet date. Adjustments to the carrying amount to reflect changes in redemption value are recorded as adjustments to additional paid-in capital in shareholders' equity. These amounts are classified within the mezzanine section of the consolidated balance sheets.

The following table provides a rollforward of the redeemable noncontrolling interests:

	Year Ended	
	December 31,	
	2013	2012
	(in thousands)	
Beginning balance.....	\$ 94,420	\$ 85,325
Net income .....	2,887	2,592
Distributions & Redemptions.....	(3,822)	(6,985)
Contributions.....	1,083	19
Adjustment to redeemable noncontrolling interests.....	9,857	13,469
Ending balance.....	<u>\$ 104,425</u>	<u>\$ 94,420</u>

### Income Taxes

We operate in a manner intended to enable us to qualify as a REIT for federal income tax purposes. A REIT that distributes at least 90% of its 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 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. Our TRS activities have not been material.

With few exceptions, we are no longer subject to U.S. federal, state, and local tax examinations by tax authorities for years before 2009. As of December 31, 2013 and 2012, we had no material unrecognized tax benefits. While we currently have no material unrecognized tax benefits, as a policy, we recognize penalties and interest accrued related to unrecognized tax benefits as income tax expense.

### Segment Information

Our primary business is the ownership, management, and redevelopment of retail and mixed-use properties. We review operating and financial information for each property on an individual basis and therefore, each property represents an individual operating segment. We evaluate financial performance using property operating income, which consists of rental income, other property income and mortgage interest income, less rental expenses and real estate taxes. No individual property constitutes more than 10% of our revenues or property operating income and we have no operations outside of the United States of America. Therefore, we have aggregated our properties into one reportable segment as the properties share similar long-term economic characteristics and have other similarities including the fact that they are operated using consistent business strategies, are typically located in major metropolitan areas, and have similar tenant mixes.

## Recently Adopted Accounting Pronouncements

In February 2013, the FASB issued ASU 2013-2, “Comprehensive Income (Topic 220): Reporting Amounts Reclassified Out of Accumulated Other Comprehensive Income.” ASU 2013-2 requires entities to disclose certain information relating to amounts reclassified out of accumulated other comprehensive income. We adopted the standard effective January 1, 2013 and it did not have a significant impact to our consolidated financial statements.

## Consolidated Statements of Cash Flows—Supplemental Disclosures

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

	Year Ended December 31,		
	2013	2012	2011
	(In thousands)		
<b>SUPPLEMENTAL DISCLOSURES:</b>			
Total interest costs incurred .....	\$ 121,158	\$ 123,441	\$ 106,562
Interest capitalized .....	(16,181)	(10,105)	(8,097)
Interest expense .....	<u>\$ 104,977</u>	<u>\$ 113,336</u>	<u>\$ 98,465</u>
Cash paid for interest, net of amounts capitalized .....	<u>\$ 120,934</u>	<u>\$ 114,419</u>	<u>\$ 95,424</u>
Cash paid (refunded) for income taxes .....	<u>\$ 410</u>	<u>\$ (1,151)</u>	<u>\$ 832</u>
<b>NON-CASH INVESTING AND FINANCING TRANSACTIONS:</b>			
Mortgage loan assumed/entered into with acquisition.....	\$ —	\$ 67,615	\$ 308,506
Deconsolidation of VIE .....	\$ —	\$ —	\$ 18,311
Capital lease obligation .....	\$ —	\$ —	\$ 4,556
Shares issued under dividend reinvestment plan .....	\$ 1,779	\$ 1,864	\$ 1,941

Capitalized lease costs are direct costs incurred which were essential to originate a lease and would not have been incurred had the leasing transaction not taken place. These costs include third party commissions and salaries and personnel costs related to obtaining a lease. Capitalized lease costs are amortized over the initial term of the related lease which generally ranges from three to ten years. We view these lease costs as part of the up-front initial investment we made in order to generate a long-term cash inflow and therefore, we classify cash outflows related to leasing costs as an investing activity in our consolidated statements of cash flows.

## NOTE 3—REAL ESTATE

A summary of our real estate investments and related encumbrances is as follows:

	Cost	Accumulated Depreciation and Amortization	Encumbrances
	(In thousands)		
<b><u>December 31, 2013</u></b>			
Retail and mixed-use properties	\$ 5,024,800	\$ (1,310,791)	\$ 565,935
Retail properties under capital leases	115,028	(31,955)	71,671
Residential	9,635	(7,725)	22,521
	<u>\$ 5,149,463</u>	<u>\$ (1,350,471)</u>	<u>\$ 660,127</u>
<b><u>December 31, 2012</u></b>			
Retail and mixed-use properties	\$ 4,655,943	\$ (1,187,993)	\$ 737,899
Retail properties under capital leases	114,571	(29,051)	71,693
Residential	9,160	(7,251)	22,890
	<u>\$ 4,779,674</u>	<u>\$ (1,224,295)</u>	<u>\$ 832,482</u>

Retail and mixed-use properties includes the residential portion of Santana Row, Bethesda Row, Congressional Plaza and Chelsea Commons. The residential property investment is our investment in Rollingwood Apartments.

## 2013 Significant Property Acquisitions and Dispositions

On April 3, 2013, we acquired the fee interest in a 95,000 square foot retail property located in Darien, Connecticut for \$47.3 million. Approximately \$0.1 million and \$1.8 million of net assets acquired were allocated to other assets for "above market leases" and other liabilities for "below market leases", respectively. We incurred \$0.2 million of acquisition costs which are included in "general and administrative expenses" in 2013.

On April 5, 2013, one of our tenants acquired our fee interest in the land under an office building at our Village of Shirlington property in Arlington, Virginia, that was subject to a long term ground lease. The ground lease included an option for the tenant to purchase the fee interest. The sales price was \$6.5 million, and the gain was \$5.0 million.

On July 22, 2013, we sold the fee interest in our final building at Fifth Avenue in San Diego, California, for a sales price of \$15.3 million resulting in a gain of \$10.7 million. On September 10, 2013 we sold the fee interest in a building in Forest Hills (Queens), New York, for a sales price of \$20.4 million resulting in a gain of \$13.2 million. Both sales were completed as a Section 1031 tax deferred exchange transaction with the acquisition of the property in Darien.

On October 1, 2013, we acquired the fee interest in an 11.8 acre land parcel adjacent to our Assembly Row development project for a purchase price of \$18.0 million.

On December 19, 2013, we acquired the fee interest in a land parcel contiguous with our Montrose Crossing shopping center that is encumbered by two retail ground leases. The total purchase price was \$10.5 million and our 89.9% share was \$9.4 million.

## 2012 Significant Property Acquisitions

In July and September 2012, we acquired three residential apartment buildings with 47 units located adjacent to Santana Row for \$9.0 million. These properties provide potential future redevelopment opportunities for Santana Row.

On December 21, 2012, we acquired the fee interest in East Bay Bridge, a 438,000 square foot shopping center located in Emeryville and Oakland, California. The purchase price was \$116.6 million which included the assumption of a mortgage loan with a face amount of \$62.9 million and a fair value of approximately \$67.6 million. Approximately \$0.9 million and \$47.8 million of net assets acquired were allocated to other assets for "above market leases" and other liabilities for "below market leases", respectively. Additionally, we acquired a 37,000 square foot single-tenant office/warehouse building in Ontario, California for \$2.5 million as part of the transaction (which was subsequently sold in 2013 for \$2.5 million). We incurred a total of \$0.9 million of acquisition costs which are included in "general and administrative expenses" in 2012.

## NOTE 4—MORTGAGE NOTES RECEIVABLE

At December 31, 2013 and 2012, we had five mortgage notes receivable with an aggregate carrying amount of \$55.2 million and \$55.6 million, respectively. Approximately \$44.8 million and \$44.9 million of the loans are secured by first mortgages on retail buildings at December 31, 2013 and 2012, respectively. One of the loans, which is secured by a second mortgage on a hotel at our Santana Row property, was considered impaired when it was amended in August 2006. At December 31, 2013 and 2012, the loan has an outstanding face amount of \$11.9 million and \$12.9 million, respectively, and is carried net of a valuation allowance of \$1.6 million and \$2.1 million, respectively. At December 31, 2013 and 2012, our mortgages had a weighted average interest rate of 9.0% and 9.4%, respectively. Under the terms of certain of these mortgages, we receive additional interest based upon the gross income of the secured properties and upon sale, share in the appreciation of the properties.

Prior to June 30, 2011, we were the lender on a first and second mortgage loan on a shopping center and an adjacent commercial building in Norwalk, Connecticut. Our carrying amount of the loans was approximately \$18.3 million. The loans were in default and foreclosure proceedings had been filed, however, we were in negotiations with the borrower to refinance the loans. On June 30, 2011, we refinanced the existing loans with a first mortgage loan which had an initial principal balance of \$11.9 million, bears interest at 6.0%, and matures on June 30, 2014, subject to a one year extension option. The loan is secured by the shopping center in Norwalk, Connecticut. As part of the refinancing, we received approximately \$8.7 million in cash.

Because the loans were in default, we had certain rights under the first mortgage loan agreement that gave us the ability to direct the activities that most significantly impacted the shopping center. Although we did not exercise those rights, the existence of those rights in the loan agreement resulted in the entity being a VIE. Additionally, given our investment in both the first and second mortgage on the property, the overall decline in fair market value since the loans were initiated, and the default

status of the loans, we also had the obligation to absorb losses or rights to receive benefits that could potentially be significant to the VIE. Consequently, we were the primary beneficiary of this VIE and consolidated the shopping center and adjacent building from March 30, 2010 to June 29, 2011; the operations of the entity are included in “discontinued operations”.

In conjunction with the refinancing of the loans, we re-evaluated our status as the primary beneficiary of the VIE. Because the loan is not in default, we no longer have those certain rights that give us the ability to control the activities that most significantly impact the shopping center. Our current involvement in the property is solely as the lender on the mortgage loan with protective rights as the lender. Therefore, we are no longer the primary beneficiary and deconsolidated the entity as of June 30, 2011. The mortgage loan receivable was recorded at its estimated fair value of \$11.9 million and we recognized a \$2.0 million gain on deconsolidation as part of the refinancing which is included in “discontinued operations - gain on deconsolidation of VIE” for the year ended December 31, 2011. As of December 31, 2013, the loan was performing and the carrying amount of the mortgage loan of \$11.7 million is included in “mortgage notes receivable” on the balance sheet. This amount also reflects our maximum exposure to loss related to this investment.

The change in design of the entity including the refinancing of the loan was a VIE reconsideration event. Given that the loan is no longer in default, we, as lender, do not have the power to direct the activities that most significantly impact the entity, and the additional equity investment at risk provided by the entity’s equity holders, the entity is no longer a VIE.

## NOTE 5—REAL ESTATE PARTNERSHIPS

### *Federal/Lion Venture LP*

We have a joint venture arrangement (the “Partnership”) with affiliates of a discretionary fund created and advised by ING Clarion Partners (“Clarion”). We own 30% of the equity in the Partnership and Clarion owns 70%. We hold a general partnership interest, however, Clarion also holds a general partnership interest and has substantive participating rights. We cannot make significant decisions without Clarion’s approval. Accordingly, we account for our interest in the Partnership using the equity method. As of December 31, 2013, the Partnership owned seven retail real estate properties. We are the manager of the Partnership and its properties, earning fees for acquisitions, dispositions, management, leasing, and financing. Intercompany profit generated from fees is eliminated in consolidation. We also have the opportunity to receive performance-based earnings through our Partnership interest. Accounting policies for the Partnership are similar to accounting policies followed by the Trust. The Partnership is subject to a buy-sell provision which is customary for real estate joint venture agreements and the industry. Either partner may initiate this provision at any time, which could result in either the sale of our interest or the use of available cash or borrowings to acquire Clarion’s interest. As of December 31, 2013, we have made total contributions of \$42.1 million and received total distributions of \$18.0 million.

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

	Year Ended December 31,		
	2013	2012	2011
	(In thousands)		
<b>OPERATING RESULTS</b>			
Revenue.....	\$ 19,209	\$ 19,051	\$ 19,289
Expenses			
Other operating expenses.....	5,999	5,234	5,593
Depreciation and amortization.....	5,506	5,508	5,179
Interest expense.....	3,363	3,376	3,388
Total expenses.....	<u>14,868</u>	<u>14,118</u>	<u>14,160</u>
Net income .....	<u>\$ 4,341</u>	<u>\$ 4,933</u>	<u>\$ 5,129</u>
Our share of net income from real estate partnership .....	<u>\$ 1,498</u>	<u>\$ 1,815</u>	<u>\$ 1,771</u>

	December 31,	
	2013	2012
(In thousands)		
<b>BALANCE SHEETS</b>		
Real estate, net.....	\$ 170,867	\$ 174,509
Cash .....	2,210	2,735
Other assets.....	5,668	5,536
Total assets.....	<u>\$ 178,745</u>	<u>\$ 182,780</u>
Mortgages payable.....	\$ 56,922	\$ 57,155
Other liabilities .....	4,100	4,771
Partners' capital .....	117,723	120,854
Total liabilities and partners' capital.....	<u>\$ 178,745</u>	<u>\$ 182,780</u>
Our share of unconsolidated debt .....	<u>\$ 17,077</u>	<u>\$ 17,147</u>
Our investment in real estate partnership .....	<u>\$ 32,264</u>	<u>\$ 33,169</u>

#### *Taurus Newbury Street JV II Limited Partnership*

In May 2010, we formed Taurus Newbury Street JV II Limited Partnership ("Newbury Street Partnership"), a joint venture with an affiliate of Taurus Investment Holdings, LLC ("Taurus"), to acquire, operate and redevelop properties located primarily in the Back Bay section of Boston, Massachusetts. We held an 85% limited partnership interest in Newbury Street Partnership and Taurus held a 15% limited partnership interest and served as general partner. As general partner, Taurus was responsible for the operation and management of the properties, subject to our approval on major decisions. We evaluated the entity and determined that it was not a VIE. Accordingly, given Taurus' role as general partner, we accounted for our interest in Newbury Street Partnership using the equity method. Accounting policies for the Newbury Street Partnership were similar to accounting policies followed by the Trust. Intercompany profit generated from the interest income on loans we provided to the partnership are eliminated in consolidation. Due to the timing of receiving financial information from the general partner, our share of earnings was recorded one quarter in arrears. Our share of earnings in the consolidated statements of comprehensive income in 2011 was income of less than \$0.1 million.

On May 26, 2010, Newbury Street Partnership acquired the fee interest in two buildings located on Newbury Street in Boston, Massachusetts for a price of \$17.5 million. We contributed \$7.8 million towards the acquisition and provided an \$8.8 million interest only loan secured by the buildings. On May 26, 2011, Newbury Street Partnership acquired the fee interest in a third building for a purchase price of \$6.2 million. We contributed approximately \$2.8 million towards the acquisition and provided \$3.1 million interest only loan secured by the building. The \$11.8 million loans bore interest at LIBOR plus 400 basis points and were to mature on May 25, 2012.

On October 31, 2011, our Newbury Street Partnership sold its entire portfolio of three buildings for \$44.0 million. As part of the sale, we received \$34.6 million of the net proceeds which included the repayment of our \$11.8 million loans. Due to our earnings being recorded one quarter in arrears, we recognized the gain on sale of \$11.9 million in the first quarter of 2012.

#### **NOTE 6—ACQUIRED IN-PLACE LEASES**

Acquired above market leases are included in prepaid expenses and other assets and had a balance of \$31.1 million and \$31.8 million and accumulated amortization of \$16.3 million and \$14.3 million at December 31, 2013 and 2012, respectively. Acquired below market leases are included in other liabilities and deferred credits and had a balance of \$111.1 million and \$110.1 million and accumulated amortization of \$34.9 million and \$29.8 million at December 31, 2013 and 2012, respectively. The value allocated to in-place leases is amortized over the related lease term and reflected as additional rental income for below market leases or a reduction of rental income for above market leases in the statement of operations. Rental income included amortization from acquired above market leases of \$2.8 million, \$3.4 million and \$2.4 million in 2013, 2012 and 2011, respectively and amortization from acquired below market leases of \$5.9 million, \$4.5 million and \$3.8 million in 2013, 2012 and 2011, respectively. The remaining weighted-average amortization period as of December 31, 2013, is 6 years and 21.7 years for above market leases and below market leases, respectively.

The amortization for acquired in-place leases during the next five years and thereafter, assuming no early lease terminations, is as follows:

	<b>Above Market Leases</b>	<b>Below Market Leases</b>
	<b>(In thousands)</b>	
Year ending December 31,		
2014 .....	\$ 2,628	\$ 5,334
2015 .....	2,499	5,059
2016 .....	2,198	4,723
2017 .....	1,574	4,352
2018 .....	1,154	3,526
Thereafter .....	4,749	53,229
	<u>\$ 14,802</u>	<u>\$ 76,223</u>



**NOTE 7—DEBT**

The following is a summary of our total debt outstanding as of December 31, 2013 and 2012:

Description of Debt	Principal Balance as of December 31,		Stated Interest Rate as of December 31, 2013	Stated Maturity Date
	2013	2012		
<b>Mortgages payable</b>				
(Dollars in thousands)				
White Marsh Plaza.....	\$ —	\$ 8,970	6.04%	April 1, 2013
Crow Canyon.....	—	19,485	5.40%	August 11, 2013
Idylwood Plaza.....	—	15,987	7.50%	June 5, 2014
Leesburg Plaza.....	—	27,818	7.50%	June 5, 2014
Loehmann's Plaza.....	—	35,972	7.50%	June 5, 2014
Pentagon Row.....	—	51,640	7.50%	June 5, 2014
Melville Mall.....	20,705	21,536	5.25%	September 1, 2014
THE AVENUE at White Marsh.....	54,112	55,336	5.46%	January 1, 2015
Barracks Road.....	37,069	38,070	7.95%	November 1, 2015
Hauppauge.....	13,974	14,352	7.95%	November 1, 2015
Lawrence Park.....	26,275	26,984	7.95%	November 1, 2015
Wildwood.....	23,095	23,719	7.95%	November 1, 2015
Wynnewood.....	26,777	27,500	7.95%	November 1, 2015
Brick Plaza.....	27,254	28,033	7.42%	November 1, 2015
East Bay Bridge.....	61,980	62,946	5.13%	March 1, 2016
Plaza El Segundo.....	175,000	175,000	6.33%	August 5, 2017
Rollingwood Apartments.....	22,521	22,890	5.54%	May 1, 2019
29 <sup>th</sup> Place.....	5,119	5,286	5.91%	January 31, 2021
Montrose Crossing.....	77,341	78,755	4.20%	January 10, 2022
Chelsea.....	7,269	7,454	5.36%	January 15, 2031
Subtotal.....	<u>578,491</u>	<u>747,733</u>		
Net unamortized premium.....	9,965	13,056		
Total mortgages payable.....	<u>588,456</u>	<u>760,789</u>		
<b>Notes payable</b>				
Escondido (municipal bonds).....	9,400	9,400	0.09%	October 1, 2016
Revolving credit facility.....	—	—	LIBOR + 0.90%	April 21, 2017
Term loan.....	275,000	275,000	LIBOR + 1.30%	November 21, 2018
Various.....	16,422	15,175	5.73%	Various through 2028
Total notes payable.....	<u>300,822</u>	<u>299,575</u>		
<b>Senior notes and debentures</b>				
5.40% notes.....	—	135,000	5.40%	December 1, 2013
5.95% notes.....	—	150,000	5.95%	August 15, 2014
5.65% notes.....	125,000	125,000	5.65%	June 1, 2016
6.20% notes.....	200,000	200,000	6.20%	January 15, 2017
5.90% notes.....	150,000	150,000	5.90%	April 1, 2020
3.00% notes.....	250,000	250,000	3.00%	August 1, 2022
2.75% notes.....	275,000	—	2.75%	June 1, 2023
3.95% notes.....	300,000	—	3.95%	January 15, 2024
7.48% debentures.....	29,200	29,200	7.48%	August 15, 2026
6.82% medium term notes.....	40,000	40,000	6.82%	August 1, 2027
Subtotal.....	<u>1,369,200</u>	<u>1,079,200</u>		
Net unamortized discount.....	(8,287)	(2,655)		
Total senior notes and debentures.....	<u>1,360,913</u>	<u>1,076,545</u>		
<b>Capital lease obligations</b>				
Various.....	71,671	71,693	Various	Various through 2106
<b>Total debt and capital lease obligations</b>	<u><b>\$ 2,321,862</b></u>	<u><b>\$ 2,208,602</b></u>		

During 2013, we repaid the following mortgage loans:

	<b>Principal Payoff Amount</b>	<b>Repayment Date</b>	<b>Maturity Date</b>
	<b>(In millions)</b>		
White Marsh Plaza .....	\$ 9.0	January 2, 2013	April 1, 2013
Crow Canyon .....	19.3	June 11, 2013	August 11, 2013
Idylwood Plaza (1) .....	15.7	December 5, 2013	June 5, 2014
Leesburg Plaza (1) .....	27.3	December 5, 2013	June 5, 2014
Loehmann's Plaza (1) .....	35.3	December 5, 2013	June 5, 2014
Pentagon Row (1) .....	50.7	December 5, 2013	June 5, 2014
	<u>\$ 157.3</u>		

(1) The payoff included a prepayment premium totaling \$4.4 million for all four mortgages which is included in "early extinguishment of debt" in 2013.

On April 22, 2013, we upsized our \$400.0 million revolving credit facility to \$600.0 million and extended the maturity date to April 21, 2017, subject to a one-year extension at our option. Under the amended credit facility, the spread over LIBOR is 90 basis points based on our credit rating as of May 1, 2013. During 2013, 2012 and 2011, the maximum amount of borrowings outstanding under our revolving credit facility was \$76.0 million, \$186.0 million and \$265.0 million, respectively. The weighted average amount of borrowings outstanding was \$10.5 million, \$1.5 million and \$163.5 million, respectively, and the weighted average interest rate, before amortization of debt fees, was 1.3%, 1.4% and 1.0%, respectively. The revolving credit facility requires an annual facility fee of \$0.9 million. At December 31, 2013 and 2012, our revolving credit facility had no balance outstanding.

On May 9, 2013, we issued \$275.0 million of fixed rate senior notes that mature on June 1, 2023 and bear interest at 2.75%. The net proceeds from this note offering after issuance discounts, underwriting fees and other costs were approximately \$269.3 million.

On June 9, 2013, we redeemed our \$135.0 million 5.40% senior notes prior to the original maturity date of December 1, 2013. The redemption price of \$138.5 million included a make-whole premium of approximately \$3.3 million and accrued but unpaid interest of \$0.2 million. The make-whole premium is included in "early extinguishment of debt" in 2013.

On December 9, 2013 we issued \$300.0 million of fixed rate senior notes that mature on January 15, 2024 and bear interest at 3.95%. The net proceeds from this note offering after issuance discounts, underwriting fees and other costs were approximately \$294.7 million.

On December 27, 2013, we redeemed our \$150.0 million 5.95% senior notes prior to the original maturity date of August 15, 2014. The redemption price of \$158.3 million included a make-whole premium of approximately \$5.0 million and accrued but unpaid interest of \$3.3 million. The make-whole premium is included in "early extinguishment of debt" in 2013.

Our revolving 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 December 31, 2013, we were in compliance with all loan covenants.

Scheduled principal payments on mortgages payable, notes payable, senior notes and debentures as of December 31, 2013 are as follows:

	<b>Mortgages Payable</b>	<b>Notes Payable</b>	<b>Senior Notes and Debentures</b>	<b>Total Principal</b>
	<b>(In thousands)</b>			
Year ending December 31,				
2014 .....	\$ 29,909	\$ 10,339	\$ —	\$ 40,248
2015 .....	206,007	373	—	206,380
2016 .....	62,412	9,811	125,000	197,223
2017 .....	177,654	456 (1)	200,000	378,110
2018 .....	2,782	275,505	—	278,287
Thereafter .....	99,727	4,338	1,044,200	1,148,265
	<u>\$ 578,491</u>	<u>\$ 300,822</u>	<u>\$ 1,369,200</u>	<u>\$ 2,248,513 (2)</u>

- (1) Our \$600.0 million revolving credit facility matures on April 21, 2017, subject to a one-year extension at our option. As of December 31, 2013, there was no balance outstanding under this credit facility.
- (2) The total debt maturities differ from the total reported on the consolidated balance sheet due to the unamortized discount or premium on certain senior notes and mortgages payable.

Future minimum lease payments and their present value for property under capital leases as of December 31, 2013, are as follows:

	<b>(In thousands)</b>
Year ending December 31, .....	
2014 .....	\$ 5,788
2015 .....	5,787
2016 .....	5,788
2017 .....	5,797
2018 .....	5,800
Thereafter .....	166,010
	<u>194,970</u>
Less amount representing interest .....	(123,299)
Present value .....	<u>\$ 71,671</u>

#### **NOTE 8—FAIR VALUE OF FINANCIAL INSTRUMENTS**

A fair value measurement is based on the assumptions that market participants would use in pricing an asset or liability in an orderly transaction. The hierarchy for inputs used in measuring fair value are 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—prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable

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.

Except as disclosed below, the carrying amount of our financial instruments approximates their fair value. The fair value of our mortgages payable, notes payable and senior notes and debentures is sensitive to fluctuations in interest rates. Quoted market prices (Level 1) were used to estimate the fair value of our marketable senior notes and debentures and discounted cash flow analysis (Level 2) is generally used to estimate the fair value of our mortgages and notes payable. Considerable judgment is necessary to estimate the fair value of financial instruments. The estimates of fair value presented herein are not necessarily indicative of the amounts that could be realized upon disposition of the financial instruments. A summary of the carrying amount and fair value of our mortgages payable, notes payable and senior notes and debentures is as follows:

	<u>December 31, 2013</u>		<u>December 31, 2012</u>	
	<u>Carrying Value</u>	<u>Fair Value</u>	<u>Carrying Value</u>	<u>Fair Value</u>
	<b>(In thousands)</b>			
Mortgages and notes payable .....	\$ 889,278	\$ 912,251	\$ 1,060,364	\$ 1,110,757
Senior notes and debentures .....	\$ 1,360,913	\$ 1,397,731	\$ 1,076,545	\$ 1,190,833

As of December 31, 2013, we have two interest rate swap agreements with a notional amount of \$275.0 million that are measured at fair value on a recurring basis. The interest rate swap agreements fix the variable portion of our \$275.0 million term loan at 1.72% from December 1, 2011 through November 1, 2018. The fair values of the interest rate swap agreements are based on the estimated amounts we would receive or pay to terminate the contracts at the reporting date and are determined using interest rate pricing models and interest rate related observable inputs. The fair value of our swaps at December 31, 2013

and 2012, was a liability of \$1.4 million, and \$12.4 million, respectively, and are included in "accounts payable and accrued expenses" on our consolidated balance sheet. The changes in valuation on our interest rate swaps were an \$11.0 million increase and an \$8.4 million decrease (including \$4.3 million and \$4.1 million, respectively, reclassified from other comprehensive loss to earnings) for 2013 and 2012, and are included in "accumulated other comprehensive loss". A summary of our financial liabilities that are measured at fair value on a recurring basis, by level within the fair value hierarchy is as follows:

	December 31, 2013				December 31, 2012			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
	(In thousands)							
Interest rate swaps	\$ —	\$ 1,417	\$ —	\$ 1,417	\$ —	\$ 12,388	\$ —	\$ 12,388

## NOTE 9—COMMITMENTS AND CONTINGENCIES

We are sometimes involved in lawsuits, warranty claims, and environmental matters arising in the ordinary course of business. Management makes assumptions and estimates concerning the likelihood and amount of any potential loss relating to these matters.

We are currently a party to various legal proceedings. We accrue a liability for litigation if an unfavorable outcome is probable and the amount of loss can be reasonably estimated. If an unfavorable outcome is probable and a reasonable estimate of the loss is a range, we accrue the best estimate within the range; however, if no amount within the range is a better estimate than any other amount, the minimum within the range is accrued. Legal fees related to litigation are expensed as incurred. 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 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.

In May 2003, a breach of contract action was filed against us in the United States District Court for the Northern District of California, San Jose Division, alleging that a one page document entitled "Final Proposal" 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." The "Final Proposal" explicitly stated that it was subject to approval of the terms and conditions of a formal agreement. A trial as to liability only was held in June 2006 and a jury rendered a verdict against us. Between April 2008 and December 2009, a trial on the issue of damages was held, a judgment was issued against us, and appeals were filed by both us and the plaintiff. In February 2011, the appeals were rejected and we paid the \$16.2 million judgment against us.

We reserve for estimated losses, if any, associated with warranties given to a buyer at the time real estate is sold or other potential liabilities relating to that sale, taking any insurance policies into account. These warranties may extend up to ten years and require significant judgment. If changes in facts and circumstances indicate that warranty reserves are understated, we will accrue additional reserves at such time a liability has been incurred and the costs can be reasonably estimated. Warranty reserves are released once the legal liability period has expired or all related work has been substantially completed. Any increases to our estimated warranty losses would usually result in a decrease in net income.

We are self-insured for general liability costs up to predetermined retained amounts per claim, and we believe that we maintain adequate accruals to cover our retained liability. We currently do not maintain third party stop-loss insurance policies to cover liability costs in excess of predetermined retained amounts. Our accrual for self-insurance liability is determined by management and is based on claims filed and an estimate of claims incurred but not yet reported. Management considers a number of factors, including third-party actuarial analysis and future increases in costs of claims, when making these determinations. If our liability costs exceed these accruals, it will reduce our net income.

At December 31, 2013 and 2012, our reserves for warranties and general liability costs were \$7.4 million and \$7.1 million, respectively, and are included in "accounts payable and accrued expenses" in our consolidated balance sheets. Any potential losses which exceed our estimates would result in a decrease in our net income. During 2013 and 2012, we made payments from these reserves of \$1.2 million and \$1.3 million, respectively. Although we consider the reserve to be adequate, there can be no assurance that the reserve will prove to be adequate over-time to cover losses due to the difference between the assumptions used to estimate the reserve and actual losses.

At December 31, 2013, we had letters of credit outstanding of approximately \$15.9 million which are collateral for existing indebtedness and other obligations of the Trust.

As of December 31, 2013 in connection with capital improvement, development, and redevelopment projects, the Trust has contractual obligations of approximately \$246.9 million.

We are obligated under ground lease agreements on several shopping centers requiring minimum annual payments as follows, as of December 31, 2013:

	(In thousands)
Year ending December 31,	
2014 .....	\$ 1,478
2015 .....	1,428
2016 .....	1,372
2017 .....	1,088
2018 .....	1,103
Thereafter .....	49,104
	<u>\$ 55,573</u>

A master lease for Mercer Mall includes a fixed purchase price option for \$55 million in 2023. If we fail to exercise our purchase option, the owner of Mercer Mall has a put option which would require us to purchase Mercer Mall for \$60 million in 2025.

Under the terms of the Congressional Plaza partnership agreement, from and after January 1, 1986, an unaffiliated third party has the right to require us and the other minority partner to purchase its 29.47% interest in Congressional Plaza at the interest's then-current fair market value. If the other minority partner defaults in their obligation, we must purchase the full interest. Based on management's current estimate of fair market value as of December 31, 2013, our estimated maximum liability upon exercise of the put option would range from approximately \$68 million to \$75 million.

Under the terms of a partnership which owns a project in southern California, if certain leasing and revenue levels are obtained for the property owned by the partnership, the other partner may require us to purchase their 10% partnership interest at a formula price based upon property operating income. The purchase price for the partnership interest will be paid using our common shares or, subject to certain conditions, cash. If the other partner does not redeem their interest, we may choose to purchase the partnership interest upon the same terms.

A master lease for Melville Mall includes a fixed purchase price option in 2021 for \$5 million and the assumption of the owner's debt which is \$20.7 million at December 31, 2013. If we fail to exercise our purchase option, the owner of Melville Mall has a put option which would require us to purchase Melville Mall in 2023 for \$5 million and the assumption of the owner's mortgage debt.

Effective December 27, 2013, the other member in Montrose Crossing has the right to require us to purchase all of its 10.1% interest in Montrose Crossing at the interest's then-current fair market value. If the other member fails to exercise its put option, we have the right to purchase its interest on or after December 27, 2021 at fair market value. Based on management's current estimate of fair market value as of December 31, 2013, our estimated maximum liability upon exercise of the put option would range from approximately \$7 million to \$8 million.

Effective December 30, 2013, two of the members have the right to require us to purchase their 10.0% and 11.8% ownership interests in Plaza El Segundo at the interests' then-current fair market value. If the members fail to exercise their put options, we have the right to purchase each of their interests on or after December 30, 2026 at fair market value. Based on management's current estimate of fair market value as of December 31, 2013, our estimated maximum liability upon exercise of the put option would range from approximately \$11 million to \$13 million. Also, between January 1, 2017 and February 1, 2017, we have an option to purchase the preferred interest of another member in Plaza El Segundo. The purchase price will be the lesser of fair value or the \$4.9 million stated value of the preferred interest plus any accrued and unpaid preferred returns.

Under the terms of certain partnership agreements, the partners have the right to exchange their operating partnership units for cash or the same number of our common shares, at our option. A total of 285,722 operating partnership units are outstanding which have a total fair value of \$29.0 million, based on our closing stock price on December 31, 2013.

## NOTE 10—SHAREHOLDERS' EQUITY

We have a Dividend Reinvestment Plan (the "Plan"), whereby shareholders may use their dividends and optional cash payments to purchase shares. In 2013, 2012 and 2011, 20,026 shares, 22,814 shares and 28,823 shares, respectively, were issued under the Plan.

As of December 31, 2013, 2012, and 2011, we had 399,896 shares of 5.417% Series 1 Cumulative Convertible Preferred Shares ("Series 1 Preferred Shares") outstanding that have a liquidation preference of \$25 per share and par value \$0.01 per share. The Series 1 Preferred Shares accrue dividends at a rate of 5.417% per year and are convertible at any time by the holders to our common shares at a conversion rate of \$104.69 per share. The Series 1 Preferred Shares are also convertible under certain circumstances at our election. The holders of the Series 1 Preferred Shares have no voting rights.

We have an at the market ("ATM") equity program in which we may from time to time offer and sell common shares having an aggregate offering price of up to \$300.0 million. We intend to use the net proceeds to fund potential acquisition opportunities, fund our development and redevelopment pipeline, repay amounts of outstanding under our revolving credit facility and/or for general corporate purposes. For the year ended December 31, 2013, we issued 1,734,974 common shares at a weighted average price per share of \$108.01 for net cash proceeds of \$185.2 million and paid \$2.0 million in commissions and \$0.2 million in additional offering expenses related to the sales of these common shares. For the year ended December 31, 2012, we issued 1,040,946 common shares at a weighted average price per share of \$103.69 for net cash proceeds of \$106.4 million and paid \$1.4 million in commissions and \$0.2 million in additional offering expenses related to the sales of these common shares. As of December 31, 2013, we had the capacity to issue up to \$26.0 million in common shares under our ATM equity program.

## NOTE 11—DIVIDENDS

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

	Year Ended December 31,					
	2013		2012		2011	
	Declared	Paid	Declared	Paid	Declared	Paid
Common shares .....	\$ 3.020	\$ 2.970	\$ 2.840	\$ 2.800	\$ 2.720	\$ 2.700
5.417% Series 1 Cumulative Convertible Preferred shares...	\$ 1.354	\$ 1.354	\$ 1.354	\$ 1.354	\$ 1.354	\$ 1.354

A summary of the income tax status of dividends per share paid is as follows:

	Year Ended December 31,					
	2013		2012		2011	
Common shares						
Ordinary dividend	\$	2.911	\$	2.772	\$	2.349
Ordinary dividend eligible for 15% rate		—		—		0.027
Return of capital		—		—		0.162
Capital gain		0.059		0.028		0.162
	\$	2.970	\$	2.800	\$	2.700
5.417% Series 1 Cumulative Convertible Preferred shares						
Ordinary dividend	\$	1.327	\$	1.340	\$	1.246
Ordinary dividend eligible for 15% rate		—		—		0.013
Capital gain		0.027		0.014		0.095
	\$	1.354	\$	1.354	\$	1.354

On October 31, 2013, the Trustees declared a quarterly cash dividend of \$0.78 per common share, payable January 15, 2014 to common shareholders of record on January 2, 2014.

## NOTE 12—OPERATING LEASES

At December 31, 2013, our 87 predominantly retail shopping center and mixed-use properties are located in 13 states and the District of Columbia. There are approximately 2,500 leases with tenants providing a wide range of retail products and services. These tenants range from sole proprietorships to national retailers; no one tenant or corporate group of tenants accounts for more than 3.5% of annualized base rent.

Our leases with commercial property and residential tenants are classified as operating leases. Commercial property leases generally range from three to ten years (certain leases with anchor tenants may be longer), and in addition to minimum rents, may provide for percentage rents based on the tenant's level of sales achieved and cost recoveries for the tenant's share of certain operating costs. Leases on apartments are generally for a period of 1 year or less.

As of December 31, 2013, minimum future commercial property rentals from noncancelable operating leases, before any reserve for uncollectible amounts and assuming no early lease terminations, at our operating properties are as follows:

	(In thousands)
Year ending December 31,	
2014 .....	\$ 451,142
2015 .....	413,798
2016 .....	367,433
2017 .....	308,499
2018 .....	241,199
Thereafter .....	1,416,073
	<u>\$ 3,198,144</u>

## NOTE 13—COMPONENTS OF RENTAL INCOME AND EXPENSE

The principal components of rental income are as follows:

	Year Ended December 31,		
	2013	2012	2011
	(In thousands)		
Minimum rents			
Retail and commercial .....	\$ 448,058	\$ 420,989	\$ 390,975
Residential .....	28,902	27,611	23,101
Cost reimbursement .....	122,578	112,424	106,077
Percentage rent .....	9,359	8,568	7,576
Other .....	11,192	10,522	9,020
Total rental income .....	<u>\$ 620,089</u>	<u>\$ 580,114</u>	<u>\$ 536,749</u>

Minimum rents include the following:

	Year Ended December 31,		
	2013	2012	2011
	(In millions)		
Straight-line rents .....	\$ 5.4	\$ 6.1	\$ 5.6
Net amortization of above and below market leases .....	\$ 3.1	\$ 1.1	\$ 1.4

The principal components of rental expenses are as follows:

	Year Ended December 31,		
	2013	2012	2011
	(In thousands)		
Repairs and maintenance .....	\$ 46,600	\$ 41,550	\$ 41,873
Utilities .....	19,219	19,201	18,817
Management fees and costs .....	16,250	15,167	14,989
Payroll .....	9,237	8,691	8,067
Bad debt expense .....	442	2,173	2,643
Ground rent .....	1,916	2,189	2,047
Insurance .....	6,811	6,267	5,254
Marketing .....	8,664	7,321	6,868
Other operating .....	9,556	10,057	8,806
Total rental expenses .....	<u>\$ 118,695</u>	<u>\$ 112,616</u>	<u>\$ 109,364</u>

#### NOTE 14—DISCONTINUED OPERATIONS

Results of properties disposed or held for disposal which meet certain requirements, constitute discontinued operations and as such, the operations of these properties are classified as discontinued operations for all periods presented. A summary of the financial information for the discontinued operations is as follows:

	Year Ended December 31,		
	2013	2012	2011
	(in millions)		
Revenue from discontinued operations .....	\$ 1.5	\$ 2.2	\$ 4.2
Income from discontinued operations .....	\$ 0.9	\$ 1.4	\$ 2.2

#### NOTE 15—SHARE-BASED COMPENSATION PLANS

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

	Year Ended December 31,		
	2013	2012	2011
	(In thousands)		
Share-based compensation incurred			
Grants of common shares .....	\$ 10,907	\$ 9,846	\$ 7,308
Grants of options .....	292	525	939
	<u>11,199</u>	<u>10,371</u>	<u>8,247</u>
Capitalized share-based compensation .....	(1,024)	(908)	(663)
Share-based compensation expense .....	<u>\$ 10,175</u>	<u>\$ 9,463</u>	<u>\$ 7,584</u>

As of December 31, 2013, we have grants outstanding under two share-based compensation plans. In May 2010, our shareholders approved the 2010 Performance Incentive Plan, as amended (“the 2010 Plan”), which authorized the grant of share options, common shares and other share-based awards for up to 2,450,000 common shares of beneficial interest. Our 2001 Long Term Incentive Plan (the “2001 Plan”), which expired in May 2010, authorized the grant of share options, common shares and other share-based awards of 3,250,000 common shares of beneficial interest.

Option awards under both plans are required to have an exercise price at least equal to the closing trading price of our common shares on the date of grant. Options and restricted share awards under these plans generally vest over three to six years and option awards typically have a ten-year contractual term. We pay dividends on unvested shares. Certain options and share awards provide for accelerated vesting if there is a change in control. Additionally, the vesting on certain option and share awards can accelerate in part or in full upon retirement based on the age of the retiree or upon termination without cause.

The fair value of each option award is estimated on the date of grant using the Black-Scholes model. Expected volatilities, term, dividend yields, employee exercises and estimated forfeitures are primarily based on historical data. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant. The fair value of each share award is determined



based on the closing trading price of our common shares on the grant date. No options were granted in 2013, 2012 and 2011. The following table provides a summary of option activity for 2013:

	Shares Under Option	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (In years)	Aggregate Intrinsic Value (In thousands)
Outstanding at December 31, 2012	392,014	\$ 62.99		
Granted	—	—		
Exercised	(16,554)	62.93		
Forfeited or expired	—	—		
Outstanding at December 31, 2013	<u>375,460</u>	<u>\$ 63.00</u>	<u>4.3</u>	<u>\$ 14,423</u>
Exercisable at December 31, 2013	<u>339,347</u>	<u>\$ 64.53</u>	<u>4.2</u>	<u>\$ 12,514</u>

The total cash received from options exercised during 2013, 2012 and 2011 was \$1.0 million, \$5.7 million and \$15.2 million, respectively. The total intrinsic value of options exercised during the year ended December 31, 2013, 2012 and 2011 was \$0.7 million, \$4.2 million and \$5.6 million, respectively.

The following table provides a summary of restricted share activity for 2013:

	Shares	Weighted-Average Grant-Date Fair Value
Unvested at December 31, 2012	287,680	\$ 85.28
Granted	109,033	106.70
Vested	(98,280)	83.45
Forfeited	(230)	86.86
Unvested at December 31, 2013	<u>298,203</u>	<u>\$ 93.71</u>

The weighted-average grant-date fair value of stock awarded in 2013, 2012 and 2011 was \$106.70, \$96.35 and \$81.94, respectively. The total vesting-date fair value of shares vested during the year ended December 31, 2013, 2012 and 2011, was \$10.6 million, \$10.3 million and \$6.3 million, respectively.

As of December 31, 2013, there was \$15.2 million of total unrecognized compensation cost related to unvested share-based compensation arrangements (i.e. options and unvested shares) granted under our plans. This cost is expected to be recognized over the next 4.9 years with a weighted-average period of 1.9 years.

Subsequent to December 31, 2013, common shares were awarded under various compensation plans as follows:

Date	Award	Vesting Term	Beneficiary
February 6, 2014	110,353 Restricted shares	3-5 years	Officers and key employees
January 2, 2014	5,914 Shares	Immediate	Trustees

#### NOTE 16—SAVINGS AND RETIREMENT PLANS

We have a savings and retirement plan in accordance with the provisions of Section 401(k) of the Code. Generally, employees can elect, at their discretion, to contribute a portion of their compensation up to a maximum of \$17,500 for 2013, \$17,000 for 2012 and \$16,500 for 2011. Under the plan, we contribute 50% of each employee's elective deferrals up to 5% of eligible earnings. In addition, we may make discretionary contributions within the limits of deductibility set forth by the Code. Our full-time employees are immediately eligible to become plan participants. Employees are eligible to receive matching contributions immediately on their participation; however, these matching payments will not vest until their third anniversary of employment for new employees who joined the Trust after December 31, 2011, and their first anniversary of employment for all other participants. Our expense for the years ended December 31, 2013, 2012 and 2011 was approximately \$384,000, \$427,000 and \$365,000, respectively.

A non-qualified deferred compensation plan for our officers and certain other employees was established in 1994 that allows the participants to defer a portion of their income. As of December 31, 2013 and 2012, we are liable to participants for approximately \$9.2 million and \$7.2 million, respectively, under this plan. Although this is an unfunded plan, we have purchased certain investments to match this obligation. Our obligation under this plan and the related investments are both included in the accompanying consolidated financial statements.

## NOTE 17—EARNINGS PER SHARE

We have calculated earnings per share (“EPS”) under the two-class method. The two-class method is an earnings allocation methodology whereby EPS for each class of common stock and participating securities is calculated according to dividends declared and participation rights in undistributed earnings. For 2013, 2012 and 2011, we had 0.3 million weighted average unvested shares outstanding, which are considered participating securities. Therefore, we have allocated our earnings for basic and diluted EPS between common shares and unvested shares; the portion of earnings allocated to the unvested shares is reflected as “earnings allocated to unvested shares” in the reconciliation below.

In the dilutive EPS calculation, dilutive stock options were calculated using the treasury stock method consistent with prior periods. There were no anti-dilutive stock options in 2013 or 2012. Approximately 0.1 million stock options were excluded in 2011 as they were anti-dilutive. The conversions of downREIT operating partnership units and 5.417% Series 1 Cumulative Convertible Preferred Shares are anti-dilutive for all periods presented and accordingly, have been excluded from the weighted average common shares used to compute diluted EPS.

	Year Ended December 31,		
	2013	2012	2011
	(In thousands, except per share data)		
<b>NUMERATOR</b>			
Income from continuing operations .....	\$ 137,811	\$ 142,972	\$ 130,319
Less: Preferred share dividends .....	(541)	(541)	(541)
Less: Income from continuing operations attributable to noncontrolling interests.....	(4,927)	(4,307)	(5,475)
Less: Earnings allocated to unvested shares .....	(889)	(845)	(705)
Income from continuing operations available for common shareholders .....	131,454	137,279	123,598
Results from discontinued operations attributable to the Trust.....	24,803	1,400	19,073
Gain on sale of real estate .....	4,994	11,860	—
Net income available for common shareholders, basic and diluted.....	<u>\$ 161,251</u>	<u>\$ 150,539</u>	<u>\$ 142,671</u>
<b>DENOMINATOR</b>			
Weighted average common shares outstanding—basic .....	65,331	63,881	62,438
Effect of dilutive securities:			
Stock options.....	152	175	165
Weighted average common shares outstanding—diluted .....	<u>65,483</u>	<u>64,056</u>	<u>62,603</u>
<b>EARNINGS PER COMMON SHARE, BASIC</b>			
Continuing operations .....	\$ 2.01	\$ 2.15	\$ 1.98
Discontinued operations.....	0.38	0.02	0.31
Gain on sale of real estate .....	0.08	0.19	—
	<u>\$ 2.47</u>	<u>\$ 2.36</u>	<u>\$ 2.29</u>
<b>EARNINGS PER COMMON SHARE, DILUTED</b>			
Continuing operations .....	\$ 2.00	\$ 2.14	\$ 1.97
Discontinued operations.....	0.38	0.02	0.31
Gain on sale of real estate .....	0.08	0.19	—
	<u>\$ 2.46</u>	<u>\$ 2.35</u>	<u>\$ 2.28</u>
Income from continuing operations attributable to the Trust.....	<u>\$ 132,884</u>	<u>\$ 138,665</u>	<u>\$ 124,844</u>

**NOTE 18—SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)**

Summarized quarterly financial data is as follows:

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
(In thousands, except per share data)				
2013				
Revenue(1) .....	\$ 157,150	\$ 157,387	\$ 159,030	\$ 163,846
Operating income .....	\$ 62,502	\$ 63,488	\$ 64,701	\$ 63,470
Net income(2) .....	\$ 35,842	\$ 38,797	\$ 63,366	\$ 29,603
Net income attributable to the Trust(2) .....	\$ 34,588	\$ 37,539	\$ 62,098	\$ 28,456
Net income available for common shareholders(2).....	\$ 34,453	\$ 37,404	\$ 61,962	\$ 28,321
Earnings per common share—basic(2) .....	\$ 0.53	\$ 0.57	\$ 0.94	\$ 0.43
Earnings per common share—diluted(2).....	\$ 0.53	\$ 0.57	\$ 0.94	\$ 0.42
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
(In thousands, except per share data)				
2012				
Revenue(1) .....	\$ 145,733	\$ 147,041	\$ 157,232	\$ 155,785
Operating income .....	\$ 60,189	\$ 61,431	\$ 66,752	\$ 65,490
Net income.....	\$ 44,122	\$ 33,596	\$ 39,656	\$ 38,858
Net income attributable to the Trust.....	\$ 42,986	\$ 32,603	\$ 38,644	\$ 37,692
Net income available for common shareholders .....	\$ 42,851	\$ 32,468	\$ 38,508	\$ 37,557
Earnings per common share—basic .....	\$ 0.67	\$ 0.51	\$ 0.60	\$ 0.58
Earnings per common share—diluted .....	\$ 0.67	\$ 0.51	\$ 0.60	\$ 0.58

(1) Revenue has been reduced to reflect the results of discontinued operations. Revenue from discontinued operations, by quarter, is summarized as follows:

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
(In thousands)				
2013 revenue from discontinued operations.....	\$ 602	\$ 559	\$ 385	\$ —
2012 revenue from discontinued operations.....	\$ 556	\$ 520	\$ 572	\$ 579

(2) Third quarter 2013 includes a \$23.9 million gain on sale of two retail buildings as further discussed in Note 3.

**NOTE 19—SUBSEQUENT EVENT**

Effective January 1, 2014, we acquired a controlling interest in The Grove at Shrewsbury, a 187,000 square foot shopping center in Shrewsbury, New Jersey, and Brook 35 Plaza, a 99,000 square foot shopping center in Sea Girt, New Jersey for a gross value of \$161 million. Our effective economic interest approximates 84% and was funded by the assumption of our share of \$68 million of mortgage debt, 632,000 downREIT units, and \$13 million of cash. The mortgage debt assumed is secured by the individual properties and has the following contractual terms:

	Principal	Stated Interest Rate	Maturity Date
	(in millions)		
Brook 35 Plaza	\$ 11.5	5.46%	July 1, 2014
The Grove at Shrewsbury	45.4	5.82%	October 1, 2017
The Grove at Shrewsbury (West)	11.4	6.38%	March 1, 2018

The purchase price allocation will be completed after our valuation studies are complete. Additionally, we have entered into an agreement to acquire the interest of one of the non-controlling interest holders in the Grove at Shrewsbury for approximately \$9 million in 2015.

**FEDERAL REALTY INVESTMENT TRUST  
SCHEDULE III  
SUMMARY OF REAL ESTATE AND ACCUMULATED DEPRECIATION  
DECEMBER 31, 2013  
(Dollars in thousands)**

COLUMN A Descriptions	COLUMN B Encumbrance	COLUMN C Initial cost to company		COLUMN D Cost Capitalized to Subsequent Acquisition	COLUMN E Gross amount at which carried at close of period		COLUMN F Accumulated Depreciation and Amortization	COLUMN G Date of Construction	COLUMN H Date Acquired	COLUMN I Life on which depreciation in latest income statements is computed
		Land	Building and Improvements		Land	Building and Improvements				
150 POST STREET (California) .....	—	11,685	9,181	16,160	11,685	25,341	15,265	1908, 1965	10/23/1997	35 years
29TH PLACE (Virginia) .....	5,090	10,211	18,863	10,857	10,225	29,706	5,793	1975 - 2001	5/30/2007	35 years
ANDORRA (Pennsylvania) .....	—	2,432	12,346	10,768	2,432	23,114	16,170	1953	1/12/1988	35 years
ASSEMBLY SQUARE MARKETPLACE/ ASSEMBLY ROW (Massachusetts) .....	—	93,252	34,196	232,268	45,890	313,826	17,917	2005, 2012-2013	2005-2011	35 years
THE AVENUE AT WHITE MARSH (Maryland) .....	54,120	20,682	72,432	4,065	20,685	76,494	19,278	1997	3/8/2007	35 years
BALA CYNWYD (Pennsylvania) .....	—	3,565	14,466	21,931	3,566	36,396	15,006	1955	9/22/1993	35 years
BARRACKS ROAD (Virginia) .....	37,069	4,363	16,459	38,355	4,363	54,814	35,487	1958	12/31/1985	35 years
BETHESDA ROW (Maryland) .....	—	46,579	35,406	138,402	44,880	175,507	220,387	1945-2008	12/31/93, 1/20/06, 9/25/08, 9/30/08, & 12/27/10	35 - 50 years
BRICK PLAZA (New Jersey) .....	27,254	—	24,715	35,040	3,939	55,816	40,673	1958	12/28/1989	35 years
BRISTOL (Connecticut) .....	—	3,856	15,959	9,831	3,856	25,790	13,521	1959	9/22/1995	35 years
CHELSEA COMMONS (Massachusetts) .....	6,968	9,417	19,466	13,836	9,396	33,323	4,483	1962/1969/ 2008	08/25/06, 1/30/07, & 7/16/08	35 years
COLORADO BLVD (California) .....	—	5,262	4,071	8,788	5,262	12,859	8,640	1905-1988	12/31/96 & 8/14/98	35 years
CONGRESSIONAL PLAZA (Maryland) .....	—	2,793	7,424	65,584	1,020	74,781	45,511	1965/2003	4/1/1965	35 years
COURTHOUSE CENTER (Maryland) .....	—	1,750	1,869	1,075	1,750	2,944	1,410	1975	12/17/1997	35 years
COURTYARD SHOPS (Florida) .....	—	16,862	21,851	1,874	16,894	23,693	4,694	1990/1998	9/4/2008	35 years
CROSSROADS (Illinois) .....	—	4,635	11,611	14,817	4,635	26,428	12,996	1959	7/19/1993	35 years
CROW CANYON COMMONS (California) .....	—	27,245	54,575	3,633	27,245	58,208	13,940	Late 1970s/2006	12/29/05 & 02/28/07	35 years

**FEDERAL REALTY INVESTMENT TRUST**  
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**SUMMARY OF REAL ESTATE AND ACCUMULATED DEPRECIATION**  
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**(Dollars in thousands)**

COLUMN A Descriptions	COLUMN B Encumbrance	COLUMN C Initial cost to company		COLUMN D Cost Capitalized to Subsequent Acquisition	COLUMN E Gross amount at which carried at close of period		COLUMN F Accumulated Depreciation and Amortization	COLUMN G Date of Construction	COLUMN H Date Acquired	COLUMN I Life on which depreciation in latest income statements is computed	
		Land	Building and Improvements		Land	Building and Improvements					Total
DARIEN (Connecticut).....	—	29,809	18,302	5	29,809	18,307	48,116	1920-2009	4/3/2013	35 years	
DEDHAM PLAZA (Massachusetts)	—	12,287	12,918	9,375	12,287	22,293	34,580	1959	12/31/1993	35 years	
DEL MAR VILLAGE (Florida).....	—	14,218	39,559	2,130	14,180	41,727	55,907	1982/1994/2007	5/30/08 & 7/11/08	35 years	
EAST BAY BRIDGE (California).....	65,190	29,079	138,035	395	29,079	138,430	167,509	1994-2001, 2011-2012	12/21/2012	35 years	
EASTGATE (North Carolina)	—	1,608	5,775	19,444	1,608	25,219	26,827	1963	12/18/1986	35 years	
ELLSBURG CIRCLE (New Jersey).....	—	4,028	11,309	16,224	4,013	27,548	31,561	1959	10/16/1992	35 years	
ESCONDIDO PROMENADE (California).....	—	19,117	15,829	12,070	19,117	27,899	47,016	1987	12/31/96 & 11/10/10	35 years	
FALLS PLAZA (Virginia).....	—	1,798	1,270	9,802	1,819	11,051	12,870	1960/1962	09/30/67 & 10/05/72	25 years	
FEDERAL PLAZA (Maryland).....	—	10,216	17,895	37,539	10,216	55,434	65,650	1970	6/29/1989	35 years	
FINLEY SQUARE (Illinois)...	—	9,252	9,544	13,750	9,252	23,294	32,546	1974	4/27/1995	35 years	
FLOURTOWN (Pennsylvania).....	—	1,345	3,943	8,627	1,470	12,445	13,915	1957	4/25/1980	35 years	
FRESH MEADOWS (New York).....	—	24,625	25,255	29,490	24,628	54,742	79,370	1946-1949	12/5/1997	35 years	
FRIENDSHIP CTR (District of Columbia).....	—	12,696	20,803	2,685	12,696	23,488	36,184	1998	9/21/2001	35 years	
GAITHERSBURG SQUARE (Maryland).....	—	7,701	5,271	12,623	5,973	19,622	25,595	1966	4/22/1993	35 years	
GARDEN MARKET (Illinois)	—	2,677	4,829	4,798	2,677	9,627	12,304	1958	7/28/1994	35 years	
GOVERNOR PLAZA (Maryland).....	—	2,068	4,905	19,660	2,068	24,565	26,633	1963	10/1/1985	35 years	
GRATIOT PLAZA (Michigan).....	—	525	1,601	16,929	525	18,530	19,055	1964	3/29/1973	25.75 years	
GREENWICH AVENUE (Connecticut).....	—	7,484	5,444	1,041	7,484	6,485	13,969	1968	4/12/1995	35 years	
HAUPPAUGE (New York).....	13,974	8,791	15,262	3,746	8,426	19,373	27,799	1963	8/6/1998	35 years	
HERMOSA AVE. (California)	—	1,116	280	4,439	1,368	4,467	5,835	1922	9/17/1997	35 years	

**FEDERAL REALTY INVESTMENT TRUST**  
**SCHEDULE III**  
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**(Dollars in thousands)**

COLUMN A	COLUMN B	COLUMN C		COLUMN D	COLUMN E	COLUMN F		COLUMN G	COLUMN H	COLUMN I	
		Initial cost to company				Accumulated Depreciation and Amortization	Date of Construction				Life on which depreciation in latest income statements is computed
		Encumbrance	Land								
Descriptions		Land	Building and Improvements	Cost Capitalized to Subsequent Acquisition	Gross amount at which carried at close of period						
HOLLYWOOD BLVD. (California)	CA	8,300	16,920	15,922	8,300	32,842	41,142	9,311	1929/1991	3/22/99 & 6/18/99	35 years
HOUSTON STREET (Texas)	TX	14,680	1,976	44,829	14,778	46,707	61,485	26,108	var	1998	35 years
HUNTINGTON (New York)	NY	11,713	16,008	15,769	11,713	31,777	43,490	10,832	1962	12/12/88 & 10/26/07	35 years
HUNTINGTON SQUARE (New York)	NY	—	10,075	1,314	—	11,389	11,389	1,281	1980/2004- 2007	8/16/2010	35 years
IDYLLWOOD PLAZA (Virginia)	VA	4,308	10,026	2,361	4,308	12,387	16,695	7,058	1991	4/15/1994	35 years
KINGS COURT (California)	CA	—	10,714	930	—	11,644	11,644	7,054	1960	8/24/1998	26 years
LANCASTER (Pennsylvania)	PA	4,907	2,103	11,435	75	13,463	13,538	6,947	1958	4/24/1980	22 years
LANGHORNE SQUARE (Pennsylvania)	PA	—	2,974	17,133	720	20,107	20,827	12,435	1966	1/31/1985	35 years
LAUREL (Maryland)	MD	7,458	22,525	21,195	7,464	43,714	51,178	31,630	1956	8/15/1986	35 years
LAWRENCE PARK (Pennsylvania)	PA	26,275	7,160	18,433	5,734	25,582	31,316	22,446	1972	7/23/1980	22 years
LEESBURG PLAZA (Virginia)	VA	8,184	10,722	16,497	8,184	27,219	35,403	11,085	1967	9/15/1998	35 years
LINDEN SQUARE (Massachusetts)	MA	—	19,247	47,749	79,269	67,109	146,378	12,920	1960-2008	8/24/2006	35 years
LOEHMANN'S PLAZA (Virginia)	VA	—	15,096	17,292	1,169	32,456	33,625	23,512	1971	7/21/1983	35 years
MELVILLE MALL (New York)	NY	20,653	32,882	1,079	35,622	33,961	69,583	6,953	1974	10/16/2006	35 years
MERCER MALL (New Jersey)	NJ	55,794	48,028	33,269	28,684	81,297	109,981	27,818	1975	10/14/2003	25 - 35 years
MID PIKE PLAZA/PIKE & ROSE (Maryland)	MD	—	10,335	140,641	7,517	174,847	182,364	17,833	1963	05/18/82 & 10/26/07	50 years
MONTROSE CROSSING (Maryland)	MD	77,341	91,819	12,242	48,624	104,061	152,685	8,323	1960-1979, 1996 & 2011	12/27/2011	35 years
MOUNT VERNON/SOUTH VALLEY/7770 RICHMOND HWY. (Virginia)	VA	—	33,501	36,629	10,232	69,966	80,198	23,553	1966/1972/ 1987/2001	03/31/03, 3/21/03, & 1/27/06	35 years
TOWN CENTER OF NEW BRITAIN (Pennsylvania)	PA	—	12,285	1,145	1,262	13,450	14,712	3,360	1969	6/29/2006	35 years

**FEDERAL REALTY INVESTMENT TRUST**  
**SCHEDULE III**  
**SUMMARY OF REAL ESTATE AND ACCUMULATED DEPRECIATION**  
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**(Dollars in thousands)**

COLUMN A Descriptions	COLUMN B Encumbrance	COLUMN C Initial cost to company		COLUMN D Cost Capitalized to Acquisition	COLUMN E Gross amount at which carried at close of period		COLUMN F Accumulated Depreciation and Amortization	COLUMN G Date of Construction	COLUMN H Date Acquired	COLUMN I Life on which depreciation in latest income statements is computed	
		Building and Improvements			Building and Improvements						Total
		Land	Land		Land	Land					
NORTH DARTMOUTH (Massachusetts).....	—	27,214	—	(17,846)	9,366	2	9,368	2004	8/24/2006	35 years	
NORTHEAST (Pennsylvania).....	—	1,152	10,596	12,896	1,153	23,491	24,644	1959	8/30/1983	35 years	
NORTHLAKE COMMONS (Illinois).....	—	2,782	8,604	5,140	2,628	13,898	16,526	1989	4/27/1994	35 years	
OLD KEENE MILL (Virginia).....	—	638	998	4,935	638	5,933	6,571	1968	6/15/1976	33.33 years	
OLD TOWN CENTER (California).....	—	3,420	2,765	31,014	3,420	33,779	37,199	1962, 1997-1998	10/22/1997	35 years	
PAN AM SHOPPING CENTER (Virginia).....	—	8,694	12,929	7,061	8,695	19,989	28,684	1979	2/5/1993	35 years	
PENTAGON ROW (Virginia).....	—	—	2,955	93,397	—	96,352	96,352	1999 - 2002	1998 & 11/22/10	35 years	
PERRING PLAZA (Maryland).....	—	2,800	6,461	20,637	2,800	27,098	29,898	1963	10/1/1985	35 years	
PIKE 7 (Virginia).....	—	9,709	22,799	3,664	9,653	26,519	36,172	1968	3/31/1997	35 years	
PLAZA EL SEGUNDO (California).....	182,129	56,606	153,556	15,422	40,701	184,883	225,584	2006 & 2007	12/30/2011	35 years	
QUEEN ANNE PLAZA (Massachusetts).....	—	3,319	8,457	6,367	3,319	14,824	18,143	1967	12/23/1994	35 years	
QUINCE ORCHARD PLAZA (Maryland).....	—	3,197	7,949	16,598	2,928	24,816	27,744	1975	4/22/1993	35 years	
ROCKVILLE TOWN SQUARE (Maryland).....	4,524	—	8,092	42,536	—	50,628	50,628	2005 - 2007	2006 - 2007	50 years	
ROLLINGWOOD APTS. (Maryland).....	22,521	552	2,246	6,837	572	9,063	9,635	1960	1/15/1971	25 years	
SAM'S PARK & SHOP (District of Columbia).....	—	4,840	6,319	1,671	4,840	7,990	12,830	1930	12/1/1995	35 years	
SANTANA ROW (California).....	—	44,562	7,502	621,900	57,575	616,389	673,964	1999 - 2009, 2011	3/5/1997 & 2012	40 - 50 years	
SAUGUS (Massachusetts).....	—	4,383	8,291	2,141	4,383	10,432	14,815	1976	10/1/1996	35 years	
SHIRLINGTON (Virginia).....	6,446	9,761	14,808	34,857	4,234	55,192	59,426	1940, 2006-2009	12/21/1995	35 years	
THE SHOPPES AT NOTTINGHAM SQUARE (Maryland).....	—	4,441	12,849	54	4,441	12,903	17,344	2005 - 2006	3/8/2007	35 years	

**FEDERAL REALTY INVESTMENT TRUST**  
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**(Dollars in thousands)**

COLUMN A Descriptions	COLUMN B Encumbrance	COLUMN C Initial cost to company		COLUMN D Cost Capitalized Subsequent to Acquisition		COLUMN E Gross amount at which carried at close of period			COLUMN F Accumulated Depreciation and Amortization	COLUMN G Date of Construction	COLUMN H Date Acquired	COLUMN I Life on which depreciation in latest income statements is computed
		Land	Building and Improvements	Land	Building and Improvements	Land	Building and Improvements	Total				
THIRD STREET PROMENADE (California) ....	—	22,645	12,709	42,752	25,125	52,981	78,106	26,548	1888-2000	1996-2000	35 years	
TOWER (Virginia).....	—	7,170	10,518	3,534	7,280	13,942	21,222	6,852	1953-1960	8/24/1998	35 years	
TOWER SHOPS (Florida) .....	—	28,823	36,313	12,936	28,845	49,227	78,072	6,076	1989	1/19/2011	35 years	
TROY (New Jersey).....	—	3,126	5,193	21,856	4,028	26,147	30,175	18,065	1966	7/23/1980	22 years	
TYSON'S STATION (Virginia).....	—	388	453	3,625	475	3,991	4,466	3,157	1954	1/17/1978	17 years	
WESTGATE CENTER (California) .....	—	6,319	107,284	20,962	6,319	128,246	134,565	29,850	1960-1966	3/31/2004	35 years	
WHITE MARSH PLAZA (Maryland).....	—	3,478	21,413	198	3,478	21,611	25,089	5,494	1987	3/8/2007	35 years	
WHITE MARSH OTHER (Maryland)	—	60,400	1,843	(26,047)	34,311	1,885	36,196	512	1985	3/8/2007	35 years	
WILDWOOD (Maryland)	23,095	9,111	1,061	8,297	9,111	9,358	18,469	7,984	1958	5/5/1969	33.33 years	
WILLOW GROVE (Pennsylvania)	—	1,499	6,643	21,651	1,499	28,294	29,793	22,080	1953	11/20/1984	35 years	
WILLOW LAWN (Virginia)	—	3,192	7,723	71,601	7,790	74,726	82,516	46,038	1957	12/5/1983	35 years	
WYNNEWOOD (Pennsylvania)	26,777	8,055	13,759	15,816	8,055	29,575	37,630	17,538	1948	10/29/1996	35 years	
<b>TOTALS</b>	<b>\$ 660,127</b>	<b>\$ 1,104,678</b>	<b>\$ 1,630,403</b>	<b>\$ 2,414,382</b>	<b>\$ 987,735</b>	<b>\$ 4,161,728</b>	<b>\$ 5,149,463</b>	<b>\$ 1,350,471</b>				



**FEDERAL REALTY INVESTMENT TRUST**  
**SCHEDULE III**  
**SUMMARY OF REAL ESTATE AND ACCUMULATED DEPRECIATION - CONTINUED**  
**Three Years Ended December 31, 2013**  
**Reconciliation of Total Cost**  
**(in thousands)**

Balance, December 31, 2010.....	\$ 3,895,942
Additions during period	
Acquisitions .....	430,758
Improvements .....	147,996
Deconsolidation of VIE .....	(18,311)
Deduction during period—disposition and retirements of property.....	(29,941)
Balance, December 31, 2011.....	<u>4,426,444</u>
Additions during period	
Acquisitions .....	193,131
Improvements .....	187,990
Deduction during period—disposition and retirements of property.....	(27,891)
Balance, December 31, 2012.....	<u>4,779,674</u>
Additions during period	
Acquisitions .....	76,359
Improvements .....	329,522
Deduction during period—disposition and retirements of property.....	(36,092)
Balance, December 31, 2013.....	<u><u>\$ 5,149,463</u></u>

(1) For Federal tax purposes, the aggregate cost basis is approximately \$4.5 billion as of December 31, 2013.

**FEDERAL REALTY INVESTMENT TRUST**  
**SCHEDULE III**  
**SUMMARY OF REAL ESTATE AND ACCUMULATED DEPRECIATION - CONTINUED**  
**Three Years Ended December 31, 2013**  
**Reconciliation of Accumulated Depreciation and Amortization**  
**(in thousands)**

Balance, December 31, 2010.....	\$ 1,035,204
Additions during period—depreciation and amortization expense .....	114,180
Deductions during period—disposition and retirements of property .....	(21,796)
Balance, December 31, 2011.....	<u>1,127,588</u>
Additions during period—depreciation and amortization expense .....	128,654
Deductions during period—disposition and retirements of property .....	(31,947)
Balance, December 31, 2012.....	<u>1,224,295</u>
Additions during period—depreciation and amortization expense .....	147,730
Deductions during period—disposition and retirements of property .....	(21,554)
Balance, December 31, 2013.....	<u><u>\$ 1,350,471</u></u>

**FEDERAL REALTY INVESTMENT TRUST**  
**SCHEDULE IV**  
**MORTGAGE LOANS ON REAL ESTATE**  
**Year Ended December 31, 2013**  
**(Dollars in thousands)**

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H
Description of Lien	Interest Rate	Maturity Date	Periodic Payment Terms	Prior Liens	Face Amount of Mortgages	Carrying Amount of Mortgages(1)	Principal Amount of Loans Subject to delinquent Principal or Interest
Mortgage on retail buildings in Philadelphia, PA	8% or 10% based on timing of draws, plus participation	May 2021	Interest only monthly; balloon payment due at maturity	\$ —	\$ 20,286	\$ 20,286 (2)	\$ —
Mortgage on retail buildings in Philadelphia, PA	10% plus participation	May 2021	Interest only monthly; balloon payment due at maturity	—	9,250	9,250	—
Second Mortgage on hotel building in San Jose, CA	9%	August 2016	Principal and interest; balloon payment due at maturity(3)	34,000 (4)	11,886	10,321	—
Mortgage on restaurant building in Rockville, MD	9%	December 2014	Interest only monthly through January 31, 2011; balloon payment due at maturity(5)	—	3,583	3,583	—
Mortgage on retail building in Norwalk, CT	6%	June 2014	Interest only; balloon payment due at maturity (6)	—	11,715	11,715	—
				<u>\$ 34,000</u>	<u>\$ 56,720</u>	<u>\$ 55,155</u>	<u>\$ —</u>

(1) For Federal tax purposes, the aggregate tax basis is approximately \$56.7 million as of December 31, 2013.

(2) This mortgage is available for up to \$25.0 million.

(3) This note was amended on August 4, 2006. The amended note decreased the interest from 14% to 9% per annum, and requires monthly payments of principal and interest based on 15-year amortization schedule.

(4) We do not hold the first mortgage loan on this property. Accordingly, the amount of the prior lien at December 31, 2013 is estimated.

(5) Beginning February 1, 2011, the note requires monthly payments of principal and interest based on a 30-year amortization schedule. The borrower has one, three-year extension option with an interest rate of 12% which increases 1% in each subsequent year of the extension term.

(6) The loan is subject to a one year extension option with an interest rate of 7% .

**FEDERAL REALTY INVESTMENT TRUST**  
**SCHEDULE IV**  
**MORTGAGE LOANS ON REAL ESTATE - CONTINUED**  
**Three Years Ended December 31, 2013**  
**Reconciliation of Carrying Amount**  
**(in thousands)**

Balance, December 31, 2010.....	\$ 44,813
Additions during period:	
Issuance of loans.....	130
Deconsolidation of VIE.....	18,311
Deductions during period:	
Collection and satisfaction of loans.....	(7,598)
Amortization of discount /loan fee.....	311
Balance, December 31, 2011.....	<u>55,967</u>
Additions during period:	
Issuance of loans.....	70
Deductions during period:	
Collection and satisfaction of loans.....	(1,161)
Amortization of discount.....	772
Balance, December 31, 2012.....	<u>55,648</u>
Deductions during period:	
Collection and satisfaction of loans.....	(1,057)
Amortization of discount.....	564
Balance, December 31, 2013.....	<u><u>\$ 55,155</u></u>

## 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, as amended by the Articles of Amendment of Declaration of Trust of Federal Realty Investment Trust dated May 6, 2009 (previously filed as Exhibit 3.1 to the Trust's Registration Statement on Form S-3 (File No. 333-160009) 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, February 17, 2006 and May 6, 2009 (previously filed as Exhibit 3.2 to the Trust's Registration Statement on Form S-3 (File No. 333-160009) 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	** Indenture dated December 1, 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)
4.4	** Indenture dated September 1, 1998 related to the Trust's 5.65% Notes due 2016; 6.00% Notes due 2012; 6.20% Notes due 2017; 5.40% Notes due 2013; 5.95% Notes due 2014 and the 5.90% Notes due 2020; 3.00% Notes due 2022; 2.75% Notes due 2023; 3.95% Notes due 2024 (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)
10.1	* 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)
10.2	* 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)
10.3	* 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)
10.4	* 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)
10.5	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)
10.6	* 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)

Exhibit No.	Description
10.7	* 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)
10.8	* 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)
10.9	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)
10.10	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)
10.11	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)
10.12	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, 2008 (File No. 1-07533) and incorporated herein by reference)
10.13	* Amendment to Severance Agreement between the Trust and Donald C. Wood dated January 1, 2009 (previously filed as Exhibit 10.26 to the Trust's Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 1-07533) ("the 2008 Form 10-K") and incorporated herein by reference)
10.14	* Second Amendment to Executive Agreement between the Trust and Donald C. Wood dated January 1, 2009 (previously filed as Exhibit 10.27 to the Trust's 2008 Form 10-K and incorporated herein by reference)
10.15	* Amendment to Health Coverage Continuation Agreement between the Trust and Donald C. Wood dated January 1, 2009 (previously filed as Exhibit 10.28 to the Trust's 2008 Form 10-K and incorporated herein by reference)
10.16	* Second Amendment to Severance Agreement between the Trust and Dawn M. Becker dated January 1, 2009 (previously filed as Exhibit 10.30 to the Trust's 2008 Form 10-K and incorporated herein by reference)
10.17	2010 Performance Incentive Plan (previously filed as Appendix A to the Trust's Definitive Proxy Statement for the 2010 Annual Meeting of Shareholders (File No. 01-07533) and incorporated herein by reference)
10.18	Amendment to 2010 Performance Incentive Plan ("the 2010 Plan") (previously filed as Appendix A to the Trust's Proxy Supplement for the 2010 Annual Meeting of Shareholders (File No. 01-07533) and incorporated herein by reference)
10.19	* Restricted Share Award Agreement between the Trust and Donald C. Wood dated October 12, 2010 (previously filed as Exhibit 10.36 to the Trust's Quarterly Report on Form 10-Q for the quarter ended September 30, 2010 (File No. 01-07533) and incorporated herein by reference)
10.20	Form of Restricted Share Award Agreement for awards made under the Trust's Long-Term Incentive Award Program and the Trust's Annual Incentive Bonus Program and basic awards with annual vesting for shares issued out of the 2010 Plan (previously filed as Exhibit 10.34 to the Trust's Annual Report on Form 10-K for the year ended December 31, 2010 (File No. 1-07533) (the "2010 Form 10-K") and incorporated herein by reference)
10.21	Form of Option Award Agreement for awards made under the Trust's Long-Term Incentive Award Program for shares issued out of the 2010 Plan (previously filed as Exhibit 10.38 to the Trust's 2010 Form 10-K (File No. 1-07533) and incorporated herein by reference)
10.22	Form of Option Award Agreement for front loaded awards made under the Trust's Long-Term Incentive Award Program for shares issued out of the 2010 Plan (previously filed as Exhibit 10.39 to the Trust's 2010 Form 10-K (File No. 1-07533) and incorporated herein by reference)
10.23	Form of Option Award Agreement for basic options awarded out of the 2010 Plan (previously filed as Exhibit 10.40 to the Trust's 2010 Form 10-K (File No. 1-07533) and incorporated herein by reference)

<b>Exhibit No.</b>	<b>Description</b>
10.24	Form of Restricted Share Award Agreement, dated as of February 10, 2011, between the Trust and each of Dawn M. Becker, and Andrew P. Blocher (previously filed as Exhibit 10.41 to the Trust's 2010 Form 10-K (File No. 1-07533) and incorporated herein by reference)
10.25	* Severance Agreement between the Trust and James M. Taylor dated July 30, 2012 (previously filed as Exhibit 10.35 to the Trust's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 (File No. 1-07533) and incorporated herein by reference)
10.26	Credit Agreement dated as of July 7, 2011, by and among the Trust, as Borrower, the financial institutions party thereto and their permitted assignees under Section 12.6., as Lenders, Wells Fargo Bank, National Association, as Administrative Agent, PNC Bank, National Association, as Syndication Agent, Wells Fargo Securities, LLC, as a Lead Arranger and Book Manager, and PNC Capital Markets LLC, as a Lead Arranger and Book Manager (previously filed as Exhibit 10.1 to the Trust's Current Report on Form 8-K (File No. 1-07533), filed on July 11, 2011 and incorporated herein by reference)
10.27	Term Loan Agreement dated as of November 22, 2011, by and among the Trust, as Borrower, the financial institutions party thereto and their permitted assignees under Section 12.6., as Lenders, PNC Bank, National Association, as Administrative Agent, Capital One, N.A., Syndication Agent, PNC Capital Markets, LLC, as a Lead Arranger and Book Manager, and Capital One, N.A., as a Lead Arranger and Book Manager (previously filed as Exhibit 10.1 to the Trust's Current Report on Form 8-K (File No. 1-07533), filed on November 28, 2011 and incorporated herein by reference)
10.28	Form of Restricted Share Award Agreement for front loaded awards made under the Trust's Long-Term Incentive Award Program for shares issued out of the 2010 Plan (previously filed as Exhibit 10.35 to the Trust's Annual Report on Form 10-K for the year ended December 31, 2013 (File No. 1-07533) (the "2012 Form 10-K") and incorporated herein by reference)
10.29	Form of Restricted Share Award Agreement for long-term vesting and retention awards made under the Trust's Long-Term Incentive Award Program for shares issued out of the 2010 Plan (previously filed as Exhibit 10.36 to the Trust's 2012 Form 10-K (File No. 1-07533) and incorporated herein by reference)
10.30	Form of Performance Share Award Agreement for shares awarded out of the 2010 Plan (previously filed as Exhibit 10.37 to the Trust's 2012 Form 10-K (File No. 1-07533) and incorporated herein by reference)
10.31	Revised Form of Restricted Share Award Agreement for awards made under the Trust's Long-Term Incentive Award Program and the Trust's Annual Incentive Bonus Program and basic awards with annual vesting for shares issued out of the 2010 Plan (previously filed as Exhibit 10.38 to the Trust's 2012 Form 10-K (File No. 1-07533) and incorporated herein by reference)
10.32	First Amendment to the Credit Agreement, dated as of April 22, 2013, by and among Federal Realty Investment Trust, each of the Lenders party thereto, and Wells Fargo Bank, National Association, as Administrative Agent (previously filed as Exhibit 10.1 to the Trust's Current Report on Form 8-K (File No. 1-07533), filed on April 26, 2013 and incorporated herein by reference)
10.33	First Amendment to the Term Loan Agreement, dated as of April 22, 2013, by and among Federal Realty Investment Trust, each of the Lenders party thereto, and PNC Bank, National Association, as Administrative Agent (previously filed as Exhibit 10.40 to the Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 (File No. 1-07533) and incorporated herein by reference)

<b>Exhibit No.</b>	<b>Description</b>
21.1	Subsidiaries of Federal Realty Investment Trust (filed herewith)
23.1	Consent of Grant Thornton LLP (filed herewith)
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)
101	The following materials from Federal Realty Investment Trust's Quarterly Report on Form 10-K for the year ended December 31, 2013, formatted in XBRL (Extensible Business Reporting Language): (1) the Consolidated Balance Sheets, (2) the Consolidated Statements of Comprehensive Income, (3) the Consolidated Statement of Shareholders' Equity, (4) the Consolidated Statements of Cash Flows, and (5) Notes to Consolidated Financial Statements that have been detail tagged.

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\* Management contract or compensatory plan required to be filed as an exhibit pursuant to Item 15(b) of Form 10-K.

\*\* 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.



## CERTIFICATION

I, Donald C. Wood, certify that:

- 1) I have reviewed this annual report on Form 10-K of Federal Realty Investment Trust;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of trustees (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 11, 2014

/s/ Donald C. Wood

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**Donald C. Wood,**  
**President, Chief Executive Officer and Trustee**  
**(Principal Executive Officer)**

## CERTIFICATION

I, *James M. Taylor, Jr.*, certify that:

- 1) I have reviewed this annual report on Form 10-K of Federal Realty Investment Trust;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of trustees (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 11, 2014

/s/ James M. Taylor, Jr.

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**James M. Taylor, Jr.,**  
**Executive Vice President -**  
**Chief Financial Officer and Treasurer**  
**(Principal Financial and Accounting Officer)**

**CERTIFICATION**

**PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned, Donald C. Wood, the President and Chief Executive Officer of Federal Realty Investment Trust (the “Company”), has executed this certification in connection with the filing with the Securities and Exchange Commission of the Company’s Annual Report on Form 10-K for the period ended December 31, 2013 (the “Report”). The undersigned hereby certifies, to the best of his knowledge, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

February 11, 2014

/s/ Donald C. Wood

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**Donald C. Wood,**  
**President, Chief Executive Officer and Trustee**  
**(Principal Executive Officer)**

**CERTIFICATION**

**PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned, James M. Taylor, Jr., the Executive Vice President and Chief Financial Officer and Treasurer of Federal Realty Investment Trust (the "Company"), has executed this certification in connection with the filing with the Securities and Exchange Commission of the Company's Annual Report on Form 10-K for the period ended December 31, 2013 (the "Report"). The undersigned hereby certifies, to the best of his knowledge, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

February 11, 2014

/s/ James M. Taylor, Jr.

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**James M. Taylor, Jr.,**  
**Executive Vice President -**  
**Chief Financial Officer and Treasurer**  
**(Principal Financial and Accounting Officer)**

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# CORPORATE INFORMATION

## **CORPORATE OFFICE**

1626 East Jefferson Street  
Rockville, MD 20852-4041  
(301) 998-8100

## **GENERAL COUNSEL**

Pillsbury Winthrop Shaw Pittman LLP  
Washington, DC

## **INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Grant Thornton LLP  
McLean, VA

## **TRANSFER AGENT AND REGISTRAR**

American Stock Transfer & Trust Company  
6201 15th Avenue  
Brooklyn, NY 11219  
(800) 937-5449  
(212) 936-5100  
www.amstock.com

## **COMMON STOCK LISTING**

New York Stock Exchange  
Symbol: FRT

## **MEMBERSHIPS**

International Council of Shopping Centers  
National Association of Real Estate Investment Trusts  
Urban Land Institute

## **ANNUAL MEETING**

Federal Realty Investment Trust will hold its Annual Shareholder Meeting at 10 a.m. on May 7, 2014, at Fox Hill Club & Residences, 8300 Burdette Road, Bethesda, MD.

## **CORPORATE GOVERNANCE**

The Trust's Corporate Governance Guidelines and the charters for the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee are available in the Investors section of our Web site at [www.federalrealty.com](http://www.federalrealty.com).

## **ANNUAL CEO CERTIFICATION**

In 2013, we filed with the New York Stock Exchange the certification of our Chief Executive Officer that is required by Section 303A.12(a) of the NYSE Listed Company Manual. The certification was filed without any qualifications.

## **AUTOMATIC CASH INVESTMENT AND DIRECT DEPOSIT**

Federal Realty offers automatic cash investment, the option to automatically withdraw funds from a checking/savings or other bank account to purchase additional shares of FRT on the 1st and 15th of each month. Federal Realty also offers shareholders the option to directly deposit their dividends. To sign up for automatic cash investment or direct deposit, please call (800) 937-5449 or visit [www.amstock.com](http://www.amstock.com).

## **INTERNET [WWW.FEDERALREALTY.COM](http://WWW.FEDERALREALTY.COM)**

Visitors to the site can search for and download Securities and Exchange Commission filings, review Federal Realty's Dividend Reinvestment Plan, obtain current stock quotes, read recent press releases, and see a full listing of our properties and the properties' respective Web sites. Printed materials and e-mail news alerts can also be requested.

## **INVESTOR RELATIONS CONTACT**

You may communicate directly with Federal Realty's Investor Relations department via telephone at (800) 658-8980 or by e-mail at [IR@federalrealty.com](mailto:IR@federalrealty.com).



# LOCATIONS

## CORPORATE HEADQUARTERS

1626 East Jefferson Street  
Rockville, MD 20852  
(301) 998-8100

## REGIONAL OFFICES

### BOSTON

5 Middlesex Avenue, Suite 401  
Somerville, MA 02145  
(617) 684-1500

### LOS ANGELES

2041 Rosecrans Avenue, Suite 245  
El Segundo, CA 90245  
(310) 414-5280

### PHILADELPHIA

50 East Wynnewood Road, Suite 200  
Wynnewood, PA 19096  
(610) 896-5870

### SAN JOSE

356 Santana Row, Suite 1005  
San Jose, CA 95128  
(408) 551-4600

### SOUTH FLORIDA

7015 Beracasa Way, Suite 204  
Boca Raton, FL 33433  
(561) 347-6522

[federalrealty.com](http://federalrealty.com)

Federal Realty  
INVESTMENT TRUST

