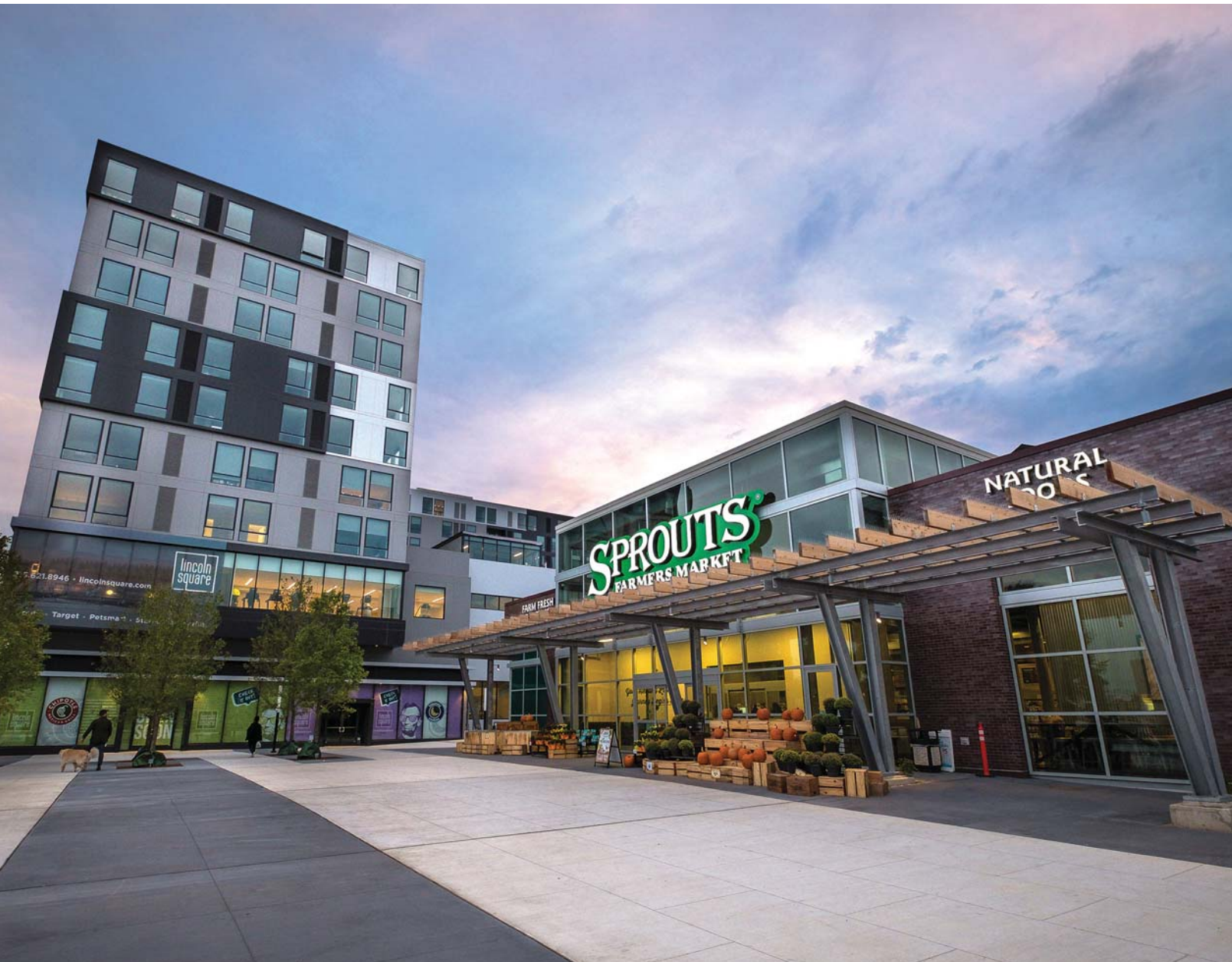




From Vision to Reality

2018 Annual Report





Kimco Realty Corp. (NYSE: KIM) is a real estate investment trust (REIT) headquartered in New Hyde Park, N.Y., that is one of North America's largest publicly traded owners and operators of open-air shopping centers. As of December 31, 2018, the company owned interests in 437 U.S. shopping centers comprising 76 million square feet of leasable space primarily concentrated in the top major metropolitan markets. Publicly traded on the NYSE since 1991, and included in the S&P 500 Index, the company has specialized in shopping center acquisitions, development and management for more than 60 years.

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on the cover:

Lincoln Square, Philadelphia, PA

Metro Area: Philadelphia-Camden-Wilmington (PA-NJ-DE-MD)

2018 Operating Review

Dear Fellow Shareholders and Associates:

When we set forth our goals for 2018, we announced ambitious targets for leasing, dispositions, and development that would strengthen the quality of our portfolio and position us for sustained growth. As we look back, we are proud to say that we delivered. Our 2018 operating results are a testament to the quality of our portfolio, the desirability of our properties, and the dedication of our team.

Leasing volume remained strong: our team signed 1,446 leases totaling over 8.6 million square feet. Spreads on new leases were 12.2 percent in the fourth quarter of 2018, marking twenty consecutive quarters in which rental rates on new leases grew more than 10 percent. We achieved a new all-time high in small shop occupancy, which ended the year at 91.1 percent, and we grew same-site net operating income (NOI) by 2.9 percent¹ year over year, exceeding the high end of our guidance range.

We also surpassed the high end of our aggressive disposition target, selling 68 properties and eight

land parcels for \$914 million. Our decision to undertake an accelerated disposition program in 2018, while dilutive in the short term, was made with our long-term strategy in mind. The result is a more defined portfolio, predominantly located in the best U.S. markets supported by strong demographics. We've continued reinvesting in our assets, completing 28 redevelopment projects in 2018 totaling \$89.7 million, with a return of 10.9 percent. Finally, we delivered three Signature Series™ ground-up development projects totaling \$317 million, which embody the high-quality characteristics and growth profile of our overall portfolio.

Heading into 2019, we remain committed to the three core pillars of our 2020 Vision we set forth four years ago: improving the quality and location of our portfolio; harvesting the unrealized value in our portfolio; and maintaining a strong balance sheet with ample liquidity. While we continue to refine this strategy, the results so far are evident. Today, Kimco's portfolio is well positioned for growth amid the continually evolving retail landscape.



SIGNED

1,446
leases totaling over
8.6M SF²



RENTAL RATES² FOR
NEW LEASES
INCREASED

12.2%
in Q4 2018



RENTAL RATES²
FOR NEW LEASES
INCREASED OVER

10% for the
20TH
consecutive
quarter



RECORD HIGH SMALL
SHOP OCCUPANCY²

91.1%



95.8%
US OCCUPANCY²



SOLD 68 PROPERTIES,
8 LAND PARCELS FOR

\$914M²



COMPLETED

28 redevelopment projects
with a return of
10.9%



COMPLETED

3 SIGNATURE | SERIES™
development projects



Lincoln Square, Philadelphia, PA
Metro Area: Philadelphia-Camden-Wilmington (PA-NJ-DE-MD)



SIGNATURE | SERIES™

By 2020, millennials are projected to spend \$1.4 trillion annually, representing 30 percent of total retail sales.

It has become clear that the changes underway are giving rise to a new era of retail. Technology, fierce competition, and changes in buying habits have pushed retailers to adapt and improve, resulting in a more dynamic retail marketplace. The leading retailers are perfecting their omnichannel strategies, and strong performances from the dominant brick-and-mortar players leave little doubt that physical stores are not only here to stay, they are critical to a brand's ability to offer shoppers the experience and flexibility they demand.

Highlighting the importance of the physical store, a 2018 study by the International Council of Shopping Centers reported that online retailers supported by physical stores draw more traffic, and their customers spend more money – a phenomenon known as the “halo effect.”³ Even “pure-play” online retailers are finding that bricks and mortar is a necessary and cost-effective vehicle for reaching new customers and strengthening brand identity.

Change will continue to accelerate with the growing impact of the millennial generation. Millennials are just now entering their peak spending years, which bodes well for the future of retail. By 2020, millennials are projected to spend \$1.4 trillion annually, representing 30 percent of total retail sales.⁴ This generation is famously channel-agnostic, and while they continue to prefer to shop in stores, they see the brick-and-mortar store not as a necessity, but as the embodiment of a brand and an experience to be enjoyed.

The profound and rapid changes in retail have also resulted in a form of “Retail Darwinism,” where those retailers that were unwilling or unable to invest in their infrastructure were forced to close stores, while those that adapted have emerged stronger, more competitive, and better able to meet the demands of the modern shopper. The ultimate winner is the consumer, now enjoying infinite options, more convenience, and fewer pain points.

Quality is Key

Our transformed portfolio of open-air shopping centers is strategically concentrated in high-demand markets with better demographics, significant projected population growth, and high barriers to entry.

Although the physical store remains a key component of a successful retail strategy, brands have become smarter and more selective about their locations. The best locations are seeing no shortage of demand. Our transformed portfolio of open-air shopping centers is strategically concentrated in high-demand markets with better demographics, significant projected population growth, and high barriers to entry. As of December 31, 2018, 81 percent of our pro rata annualized base rent (ABR) is derived from major metropolitan-area U.S. markets that have a combined projected population growth of 6.3 million over the next five years.

The superior quality of our real estate and the diversity of our tenant base (only 13 tenants individually represent more than one percent of our total pro rata ABR) are evidenced by the minimal impact that 2018's retailer closings had on our portfolio. For example, we were able to re-lease 80 percent of our Toys 'R' Us locations in just six short months, bringing in thriving retailers that will enhance the overall value and experience at those centers. Our exposure to Sears/Kmart is limited to just 13 locations representing 60 basis points of total pro rata ABR, and the average base rent on those leases is significantly below market, making the potential recapture of those spaces an attractive opportunity for which we are well prepared.

81% OF PRO RATA ABR COMES FROM OUR TOP MAJOR METRO MARKETS





Dania Pointe, Dania Beach, FL
Metro Area: Miami-Fort Lauderdale-West Palm Beach (FL)

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Turning Renderings into Reality

Since we embarked on our 2020 Vision, we have completed redevelopment projects at 78 properties, with a gross investment of \$375 million and a return on investment of 10 percent.

When we embarked on our 2020 Vision, we unveiled a \$1 billion active redevelopment pipeline. Since then, we have completed redevelopment projects at 78 properties, with a gross investment of \$375 million and a return on investment of 10 percent. We continue to identify new opportunities for densification and to expand our mixed-use platform, seeking to create 24-hour environments that deliver an appealing mix of convenience, experience, and amenities.

This approach is especially evident in our Signature Series™ portfolio. These projects will begin to contribute meaningfully to Kimco's growth in 2019, when we expect to generate \$16 million to \$18 million of incremental net operating income⁵ as completed projects continue to come online.

Several major milestones in these Signature Series development and redevelopment projects were reached in 2018:

- We completed **Lincoln Square**, a mixed-use infill development in Center City Philadelphia, featuring 322

residential units and 100,000 square feet of fully leased retail, with growing brands including Target and the city's first Sprouts Farmers Market. Residential lease-up has proceeded ahead of schedule, owing to the project's best-in-class amenity package. To cap off the year, Lincoln Square was voted "Philly's Best New Building" by Curbed Philadelphia readers, validating our success in creating a community focal point and preserving a piece of local history with the adaptive reuse of the site's historic train station.

- At **Suburban Square** in Ardmore, Pennsylvania, Life Time Athletic opened, completing the second stage of our redevelopment of that historic Main Line asset. Life Time's 80,000-square-foot, full-service health club opened alongside a new West Elm in the site's former Macy's building. The new club is home to the first Life Time Work location, with 12,000 square feet of high-end, turnkey co-working space. We also began work on Phase III, breaking ground on the new Station Row mixed-use building.

In 2019, we expect to generate \$16 million to \$18 million of incremental net operating income as completed projects continue to come online.

- At **Mill Station** in Baltimore County, Maryland, Costco opened to great fanfare, with Lowe's also having opened in January 2019, and we announced the addition of Giant Foods, bringing the property to approximately 90 percent leased.
- We reached several milestones at **Dania Pointe**, our 102-acre mixed-use development in Broward County, Florida. Phase I opened 93 percent leased to many thriving retail brands, and we broke ground on Phases II and III, where preleasing is well underway, and the retail component is 55 percent committed. Phases II and III, set to open in 2020, will also include two Marriott hotels (one of which broke ground in February 2019), 250,000 square feet of office space and 600 residential apartment units, of which 264 are now under construction.
- Construction is on schedule at **The Boulevard** in Staten Island, an approximately 400,000-square-foot redevelopment project. This reimagined shopping center, which is now 92 percent leased, will offer a multi-level retail experience with a main street feel. Retailer openings are expected to begin in the fourth quarter of 2019.
- At **Pentagon Centre** in Arlington, Virginia, we capped off The Witmer, our 26-story, 440-unit residential tower. And major news broke in November 2018 that will have a big impact on the project: Amazon selected Arlington as the site of a new corporate headquarters, choosing a location directly across the street from our mixed-use redevelopment. Timing couldn't be better for the completion of The Witmer, where leasing is expected to begin in the spring of 2019, putting us in prime position to capture the significant additional demand anticipated.

The unique mixed-use and density-add opportunities embedded within our portfolio are an important differentiator for Kimco. We are set to deliver 1,200 residential units by 2020, making us one of only a few REITs with a mixed-use platform that will be a true engine for value creation and cash flow growth.

We are extremely proud of the projects completed to date and are energized by the long runway of opportunities ahead of us. We have identified 29 potential projects, currently in the entitlement and/or master planning phases, encompassing 1.7 million square feet of retail with the potential for over 6,000 residential units.

Pentagon Centre, Pentagon City, VA
Metro Area: Washington-Arlington-Alexandria (DC-VA-MD-WV)

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The Boulevard, Staten Island, NY
Metro Area: New York-Newark-Jersey City (NY-NJ-PA)

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A Strong Balance Sheet

We continue to maintain one of the longest consolidated debt maturity profiles in the REIT industry, now at 10.5 years, with no unsecured debt maturing until 2021.

The strength and security of our balance sheet are central to our strategy. Our strong balance sheet and liquidity position are evidenced by the reaffirmation of our investment grade unsecured debt ratings (Baa1/BBB+/BBB+) by all three major agencies in 2018. We continue to maintain one of the longest consolidated debt maturity profiles in the REIT industry, now at 10.5 years, with no unsecured debt maturing until 2021. Thanks to our sizeable unencumbered asset pool, in which over 75 percent of our assets are debt free, we have just \$105 million of consolidated mortgage debt maturing through 2020. We've also managed interest rate risk, with our exposure to floating rates limited to just three percent of our total consolidated debt.

Additional capital activities we undertook in 2018 included:

- The redemption of \$300 million of 6.875 percent senior notes due October 2019 and the repurchase of \$15.1 million of 3.2 percent senior notes due May 2021; and
- The repayment of \$204.8 million of consolidated mortgage debt with a weighted average interest rate of 4.11 percent.

Our \$2.25 billion unsecured revolving credit facility affords us significant liquidity for opportunistic funding requirements. And as our redevelopment and development projects continue to come online and contribute meaningfully to EBITDA in 2019 and beyond, our debt coverage metrics will continue to improve.

It Starts with Culture

The quality of our team reflects Kimco's culture of entrepreneurial spirit, empowerment, accountability, collaboration, and a genuine caring for our associates.

We say it every year, but it never ceases to be true – our results are only possible because of the efforts of our committed associates. The quality of our team reflects Kimco's culture of entrepreneurial spirit, empowerment, accountability, collaboration, and a genuine caring for our associates. These values are also manifested in our sustainability initiatives, employee programs, and diversity practices which saw several highlights in 2018:

- Leading our peer group in both GRESB's Public Disclosure Score and its Real Estate Assessment Score, and earning GRESB's "Green Star" designation for the fifth consecutive year. We also received the designation of Green Lease Leader at the highest "Gold" level from the Better Buildings Alliance, and we were named to the 2018 Dow Jones Sustainability North America Index for the fourth consecutive year, where we remain the sole retail property owner listed.
- Awarding \$200,000 in scholarship funds over two years to the dependents of our associates.

- Supporting our associates' philanthropic efforts with the launch of YourCause, matching employees' direct charitable donations to qualified 501(c)(3) charities and providing avenues for volunteerism.
- Receiving certification as a "Great Place to Work," a designation based upon anonymous employee feedback on our culture, employee programs, and engagement.

Finally, in 2018, we were thrilled to announce the addition of Valerie Richardson to our Board of Directors. As Vice President of Real Estate for The Container Store, Inc. and Chairman of the International Council of Shopping Centers, Valerie's 35-plus years of retail real estate experience brings a unique insight and perspective that will be invaluable as we position our portfolio for the future. We also take pride in the diversity of our Board, now 30 percent female, exceeding the 24 percent S&P 500 company average.





Mill Station, Owings Mills, MD
 Metro Area: Baltimore-Columbia-Towson (MD)



Suburban Square, Ardmore, PA
 Metro Area: Philadelphia-Camden-Wilmington (PA-NJ-DE-MD)

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Looking Ahead – A Return to Growth

Our focus on placemaking and reinvesting in our assets to create live/work/play environments is the clear path forward.

As we move ahead, 2019 will be another defining year for Kimco. We are excited, invigorated, and prepared. Our focus on placemaking and reinvesting in our assets to create live/work/play environments is the clear path forward. With all the necessary components for value

creation in place – the right team, a portfolio that is primed to deliver sustained internal growth, and a balance sheet that offers financial strength – we’re ready to build on past success and drive increased cash flow and value going forward.

Milton Cooper
 Executive Chairman

Conor C. Flynn
 Chief Executive Officer

Ross Cooper
 President &
 Chief Investment Officer

Glenn G. Cohen
 Executive Vice President,
 Chief Financial Officer &
 Treasurer

David Jamieson
 Executive Vice President &
 Chief Operating Officer

Reconciliation of Net Income Available to the Company's Common Shareholders to Same Property NOI

(in thousands)

	Year Ended December 31,	
	2018	2017
Net income available to the Company's common shareholders	\$ 439,604	\$ 372,461
Adjustments:		
Management and other fee income	(15,159)	(17,049)
General and administrative	87,797	91,690
Impairment charges	79,207	67,331
Depreciation and amortization	310,380	360,811
Gain on sale of operating properties/change in control of interests	(229,840)	(93,538)
Interest and other expense, net	183,060	191,150
Provision/(benefit) for income taxes, net	1,600	(880)
Gain on change in control of joint venture interests	-	(71,160)
Equity in income of other real estate investments, net	(29,100)	(67,001)
Net (loss)/income attributable to noncontrolling interests	668	13,596
Preferred stock redemption charges	-	7,014
Preferred dividends	58,191	46,600
Non same property net operating income	(118,690)	(169,513)
Non-operational expense from joint ventures, net	60,417	72,970
Same Property NOI	\$ 828,135	\$ 804,482

Endnotes

¹ see above: Reconciliation of Net Income Available to the Company's Common Shareholders to Same Property NOI.

² Pro Rata

³ <https://www.icsc.org/news-and-views/sct-magazine/the-halo-effect>

⁴ <https://www.accenture.com/us-en/insight-outlook-who-are-millennial-shoppers-what-do-they-really-want-retail>

⁵ We provide our expectations for incremental net operating income related to our Signature Series™ projects on a forward-looking basis and a reconciliation of the non-GAAP financial measure and the most directly comparable GAAP financial measure (net income available to the Company's common shareholders) is not available without unreasonable effort due to the high variability, complexity and low visibility of the items that would be excluded from the GAAP financial measure in the relevant future period, such as the impact in the timing of leases executed, the commencement of rental revenues and project construction. The variability of the excluded items may have a significant, and potentially unpredictable, impact on our future GAAP results.



FORM 10-K

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

FORM 10-K

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2018
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 1-10899

Kimco Realty Corporation

(Exact name of registrant as specified in its charter)

Maryland

13-2744380

(State or other jurisdiction of
incorporation or organization)

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

3333 New Hyde Park Road, New Hyde Park, NY 11042-0020

(Address of principal executive offices) (Zip Code)

(516) 869-9000

(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 Stock, par value \$.01 per share.	New York Stock Exchange
Depository Shares, each representing one-thousandth of a share of 6.000% Class I Cumulative Redeemable Preferred Stock, \$1.00 par value per share.	New York Stock Exchange
Depository Shares, each representing one-thousandth of a share of 5.500% Class J Cumulative Redeemable Preferred Stock, \$1.00 par value per share.	New York Stock Exchange
Depository Shares, each representing one-thousandth of a share of 5.625% Class K Cumulative Redeemable Preferred Stock, \$1.00 par value per share.	New York Stock Exchange
Depository Shares, each representing one-thousandth of a share of 5.125% Class L Cumulative Redeemable Preferred Stock, \$1.00 par value per share.	New York Stock Exchange
Depository Shares, each representing one-thousandth of a share of 5.250% Class M Cumulative Redeemable Preferred Stock, \$1.00 par value per share.	New York Stock Exchange

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

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

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

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

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant was approximately \$7.0 billion based upon the closing price on the New York Stock Exchange for such equity on June 30, 2018.

(APPLICABLE ONLY TO CORPORATE REGISTRANTS)

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

As of February 6, 2019, the registrant had 421,385,972 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Part III incorporates certain information by reference to the Registrant's definitive proxy statement to be filed with respect to the Annual Meeting of Stockholders expected to be held on April 30, 2019.

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FORWARD-LOOKING STATEMENTS

This annual report on Form 10-K (“Form 10-K”), together with other statements and information publicly disseminated by Kimco Realty Corporation (the “Company”) contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and includes this statement for purposes of complying with the safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe the Company’s future plans, strategies and expectations, are generally identifiable by use of the words “believe,” “expect,” “intend,” “anticipate,” “estimate,” “project,” “will,” “target,” “forecast” or similar expressions. You should not rely on forward-looking statements since they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond the Company’s control and could materially affect actual results, performances or achievements. Factors which may cause actual results to differ materially from current expectations include, but are not limited to (i) general adverse economic and local real estate conditions, (ii) the inability of major tenants to continue paying their rent obligations due to bankruptcy, insolvency or a general downturn in their business, (iii) financing risks, such as the inability to obtain equity, debt or other sources of financing or refinancing on favorable terms to the Company, (iv) the Company’s ability to raise capital by selling its assets, (v) changes in governmental laws and regulations and management’s ability to estimate the impact of such changes, (vi) the level and volatility of interest rates and managements’ ability to estimate the impact thereof, (vii) risks related to the Company’s international operations, (viii) the availability of suitable acquisition, disposition, development and redevelopment opportunities, and risks related to acquisitions not performing in accordance with our expectations, (ix) valuation and risks related to the Company’s joint venture and preferred equity investments, (x) valuation of marketable securities and other investments, (xi) increases in operating costs, (xii) changes in the dividend policy for the Company’s common and preferred stock and the Company’s ability to pay dividends at current levels, (xiii) the reduction in the Company’s income in the event of multiple lease terminations by tenants or a failure by multiple tenants to occupy their premises in a shopping center, (xiv) impairment charges, (xv) unanticipated changes in the Company’s intention or ability to prepay certain debt prior to maturity and/or hold certain securities until maturity and (xvi) the risks and uncertainties identified under Item 1A, “Risk Factors” and elsewhere in this Form 10-K and in the Company’s other filings with the Securities and Exchange Commission (“SEC”). Accordingly, there is no assurance that the Company’s expectations will be realized. The Company disclaims any intention or obligation to update the forward-looking statements, whether as a result of new information, future events or otherwise. You are advised to refer to any further disclosures the Company makes or related subjects in the Company’s quarterly reports on Form 10-Q and current reports on Form 8-K that the Company files with the SEC.

PART I

Item 1. Business

Overview

Kimco Realty Corporation, a Maryland corporation, is one of North America’s largest publicly traded owners and operators of open-air shopping centers. The terms “Kimco,” the “Company,” “we,” “our” and “us” each refer to Kimco Realty Corporation and our subsidiaries, unless the context indicates otherwise. The Company’s mission is to create destinations for everyday living that inspire a sense of community and deliver value to our many stakeholders.

The Company is a self-administered real estate investment trust (“REIT”) and has owned and operated open-air shopping centers for over 60 years. The Company has not engaged, nor does it expect to retain, any REIT advisors in connection with the operation of its properties. As of December 31, 2018, the Company had interests in 437 shopping center properties (the “Combined Shopping Center Portfolio”), aggregating 76.3 million square feet of gross leasable area (“GLA”), located in 27 states and Puerto Rico. In addition, the Company had 290 other property interests, primarily through the Company’s preferred equity investments and other real estate investments, totaling 4.7 million square feet of GLA. The Company’s ownership interests in real estate consist of its consolidated portfolio and portfolios where the Company owns an economic interest, such as properties in the Company’s investment real estate management programs, where the Company partners with institutional investors and also retains management.

The Company's executive offices are located at 3333 New Hyde Park Road, New Hyde Park, New York 11042-0020 and its telephone number is (516) 869-9000. Nearly all operating functions, including leasing, legal, construction, data processing, maintenance, finance and accounting are administered by the Company from its executive offices in New Hyde Park, New York and supported by the Company’s regional offices. As of December 31, 2018, a total of 533 persons were employed by the Company.

The Company’s website is located at <http://www.kimcorealty.com>. The information contained on our website does not constitute part of this Form 10-K. On the Company’s website you can obtain, free of charge, a copy of this 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 Exchange Act of 1934, as amended, as soon as reasonably practicable, after we file such material electronically with, or furnish it to, the SEC. The public may read and obtain a copy of any materials we file electronically with the SEC at <http://www.sec.gov>.

The Company began operations through its predecessor, The Kimco Corporation, which was organized in 1966 upon the contribution of several shopping center properties owned by its principal stockholders. In 1973, these principals formed the Company as a Delaware corporation, and, in 1985, the operations of The Kimco Corporation were merged into the Company. The Company completed its initial public stock offering (the “IPO”) in November 1991, and, commencing with its taxable year which began January 1, 1992, elected to qualify as a REIT in accordance with Sections 856 through 860 of the Internal Revenue Code of 1986, as amended (the “Code”). If, as the Company believes, it is organized and operates in such a manner so as to qualify and remain qualified as a REIT under the Code, the Company generally will not be subject to federal income tax, provided that distributions to its stockholders equal at least the amount of its REIT taxable income, as defined under the Code. The Company maintains certain subsidiaries which made joint elections with the Company to be treated as taxable REIT subsidiaries (“TRS”), which permit the Company to engage in certain business activities which the REIT may not conduct directly. A TRS is subject to federal and state income taxes on its income, and the Company includes a provision for taxes in its consolidated financial statements. In 1994, the Company reorganized as a Maryland corporation. In March 2006, the Company was added to the S & P 500 Index, an index containing the stock of 500 Large Cap companies, most of which are U.S. corporations. The Company’s common stock, Class I Depositary Shares, Class J Depositary Shares, Class K Depositary Shares, Class L Depositary Shares and Class M Depositary Shares are traded on the New York Stock Exchange (“NYSE”) under the trading symbols “KIM”, “KIMprI”, “KIMprJ”, “KIMprK”, “KIMprL”, and “KIMprM”, respectively.

The Company began to expand its operations through the development of real estate and the construction of shopping centers but revised its growth strategy to focus on the acquisition of existing shopping centers. The Company also expanded internationally within Canada, Mexico, Chile, Brazil and Peru but has since substantially liquidated its investments in Mexico and has completely exited Canada, Chile, Brazil and Peru. More recently the Company, on a selective basis, has embarked on several ground-up development and re-development projects which include residential and mixed-use components.

The Company implemented its investment real estate management format through the establishment of various institutional joint venture programs, in which the Company has noncontrolling interests. The Company earns management fees, acquisition fees, disposition fees as well as promoted interests based on achieving certain performance metrics.

In addition, the Company has capitalized on its established expertise in retail real estate by establishing other ventures in which the Company owns a smaller equity interest and provides management, leasing and operational support for those properties. The Company has also provided preferred equity capital in the past to real estate entrepreneurs and, from time to time, provides real estate capital and management services to both healthy and distressed retailers. The Company has also made selective investments in secondary market opportunities where a security or other investment is, in management’s judgment, priced below the value of the underlying assets, however these investments are subject to volatility within the equity and debt markets.

Business Objective and Strategies

Strategy Overview

The Company’s strategy focuses on:

- improving the quality and locations of its portfolio;
- harvesting the unrealized value in its portfolio; and
- maintaining a strong balance sheet with ample liquidity.

Over the past several years, the Company has transformed its portfolio, focusing on major metropolitan-area U.S. markets, predominantly on the East and West coasts and in the Sunbelt region, which are supported by strong demographics, significant projected population growth, and where the Company perceives significant barriers to entry. As of December 31, 2018, the Company derived 81% of its annualized base rent from its top 20 core markets. Since December 2015, when the Company announced this strategic focus, it has disposed of 260 property interests, for an aggregate gross sales price of \$3.8 billion, which includes completing its exit from Latin America and Canada and the substantial liquidation of its assets in Mexico.

The Company’s focus on high-quality locations has led to significant opportunities for value creation through the reinvestment in its assets to add density, replace outdated shopping center concepts, and better meet changing consumer demands. Since 2015, the Company has completed 78 redevelopment projects, with a gross investment of \$374.8 million and a blended return on investment of 10.0%. In 2018, the Company delivered three Signature Series™ ground-up developments, Grand Parkway Marketplace Phase II, Dania Pointe Phase I, and Lincoln Square, which embody the high-quality characteristics and growth profile of its overall portfolio. The successful completion of Lincoln Square also demonstrates the potential in its residential and mixed-use platform. The Company continues to place strategic emphasis on live/work/play environments and in reinvesting in its existing assets.

The strength and security of the Company’s balance sheet remains central to its strategy. The Company’s strong balance sheet and liquidity position are evidenced by its investment grade unsecured debt ratings (Baa1/BBB+/BBB+) by all three

major ratings agencies. The Company maintains one of the longest debt maturity profiles in the REIT industry, now at 10.5 years. The Company has taken meaningful steps to reduce leverage, and its goal is to further improve its debt coverage metrics as redevelopment and development projects continue to come online and contribute additional cash flow growth.

Business Objective

The Company's primary business objective is to be the premier owner and operator of open-air shopping centers in the U.S.

The Company believes it can achieve this objective by:

- increasing value of its existing portfolio of properties and generating higher levels of portfolio growth;
- increasing cash flows for reinvestment and/or for distribution to shareholders;
- continuing growth in desirable demographic areas with successful retailers; and
- increasing capital appreciation.

Operating Strategies

The Company's operating strategies are to (i) own and operate its shopping center properties at their highest potential through maximizing and maintaining rental income and occupancy levels, (ii) attract local area customers to its shopping centers, which offer off-price merchandise and day-to-day necessities rather than high-priced luxury items, and (iii) maintain a strong balance sheet.

To effectively execute these strategies the Company seeks to:

- increase rental rates where possible through the leasing of space to new tenants;
- attract a diverse and robust tenant base across a variety of retailers at its properties, which include grocery store, off-price retailers, discounters, or service-oriented tenants;
- renew leases with existing tenants;
- decrease vacancy levels and duration of vacancy;
- monitor operating costs and overhead;
- redevelop existing shopping centers to obtain the highest and best use to maximize the real estate value;
- provide unmatched tenant services deriving from decades of experience managing retail properties; and
- provide communities with a destination for everyday living goods and services.

The Company reduces its operating and leasing risks through diversification achieved by the geographic distribution of its properties and a large tenant base. As of December 31, 2018, no single open-air shopping center accounted for more than 1.8% of the Company's annualized base rental revenues, including the proportionate share of base rental revenues from properties in which the Company has less than a 100% economic interest, or more than 1.7% of the Company's total shopping center GLA. Furthermore, at December 31, 2018, the Company's single largest tenant represented only 3.7% and the Company's five largest tenants aggregated less than 12.2% of the Company's annualized base rental revenues, including the proportionate share of base rental revenues from properties in which the Company has less than a 100% economic interest.

As one of the original participants in the growth of the shopping center industry and one of the nation's largest owners and operators of open-air shopping centers, the Company has established close relationships with major national and regional retailers and maintains a broad network of industry contacts. Management is associated with and/or actively participates in many shopping center and REIT industry organizations. Notwithstanding these relationships, there are numerous regional and local commercial developers, real estate companies, financial institutions and other investors who compete with the Company for the acquisition of properties and other investment opportunities and in seeking tenants who will lease space in the Company's properties.

Investment Strategies

The Company's investment strategy is to invest capital into high quality assets which are concentrated in major metro markets that provide opportunity for growth while disposing of lesser quality assets in less desirable locations. Through this strategy, the Company has steadily progressed in its transformation of its portfolio and will continue these efforts as deemed necessary to maximize the quality and growth of its portfolio. The properties acquired are primarily located in major metro areas allowing tenants to generate higher foot traffic resulting in higher sales volume. The Company believes that this will enable it to maintain higher occupancy levels, rental rates and rental growth.

The Company's investment strategy also includes the retail re-tenanting, renovation and expansion of its existing centers and acquired centers, while also pursuing redevelopment opportunities to increase overall value within its portfolio. The Company may selectively acquire established income-producing real estate properties and properties requiring significant re-tenanting and redevelopment, primarily in geographic regions in which the Company presently operates. Additionally, the Company may selectively acquire land parcels in its key markets for real estate development projects for long-term investment. The Company may consider investments in other real estate sectors and in geographic markets where it does not presently operate should suitable opportunities arise. The Company also continues to simplify its business by reducing the number of joint venture investments.

As part of the Company’s investment strategy each property is evaluated for its highest and best use, which may include residential and mixed-use components. In addition, the Company may consider other opportunistic investments related to retailer controlled real estate such as, repositioning underperforming retail locations, retail real estate financing and bankruptcy transaction support. The Company has an active capital recycling program which provides for the disposition of certain properties. If the estimated fair value for any of these assets is less than their net carrying values, the Company would be required to take impairment charges and such amounts could be material.

The Company may either purchase or lease income-producing properties in the future and may also participate with other entities in property ownership through partnerships, joint ventures or similar types of co-ownership. Equity investments may be subject to existing mortgage financing and/or other indebtedness. Financing or other indebtedness may be incurred simultaneously or subsequently in connection with such investments. Any such financing or indebtedness would have priority over the Company’s equity interest in such property.

Corporate Responsibility and Sustainability

The Company is focused on building a thriving and sustainable business, one that succeeds by delivering long-term value for its stakeholders. The Company takes pride in how it conducts business, including the positive contribution it makes to communities and its initiatives to safeguard the environment.

By investing in technologies and improved processes, the Company has delivered significant year-over-year reductions in energy consumption across its portfolio of properties, including re-thinking how it controls and lights its parking areas, which reduces negative environmental impacts associated with fossil-fuel based energy sources.

The Company’s responsibility efforts are not limited to promoting operational efficiency. The Company believes that sustainability leadership also requires an understanding of how environmental, social, and governance issues impact both its customers and the organization’s future growth prospects. As a result, it is taking steps to engage with its tenants on these issues and to better understand how the shopping centers it chooses to own and manage can grow in value by viewing them through this unique lens.

To focus the Company’s corporate responsibility efforts, it has established a set of five strategic program priorities:

- openly engage its key stakeholders;
- lead by example in its operations;
- positively influence tenants & partners;
- enhance its communities; and
- build and retain a quality team.

For the fourth consecutive year, the Company was named to the Dow Jones Sustainability North America Index, remaining the sole U.S. retail owner among eligible companies. The Company also earned the Green Star designation by the Global Real Estate Sustainability Benchmark (“GRESB”) for the fifth year in a row and remains the top-ranked North American company among a peer group of open-air retail property owners. Also, for the first time, the Company achieved perfect scores in the categories of “Management” and “Policy and Disclosure”.

Executive Officers

The following table sets forth information with respect to the executive officers of the Company as of December 31, 2018:

Name	Age	Position	Joined Kimco
Milton Cooper	89	Executive Chairman of the Board of Directors	Co-Founder
Conor C. Flynn	38	Chief Executive Officer	2003
Ross Cooper	36	President and Chief Investment Officer	2006
Glenn G. Cohen	54	Executive Vice President, Chief Financial Officer and Treasurer	1995
David Jamieson	38	Executive Vice President, Chief Operating Officer	2007

Item 1A. Risk Factors

We are subject to certain business and legal risks including, but not limited to, the following:

Risks Related to Our Business and Operations

Adverse global market and economic conditions may impede our ability to generate sufficient income and maintain our properties.

Our properties consist primarily of open-air shopping centers and other retail properties. Our performance, therefore, is generally linked to economic conditions in the market for retail space. The economic performance and value of our properties is subject to all of the risks associated with owning and operating real estate, including but not limited to:

- changes in the national, regional and local economic climate;
- local conditions, including an oversupply of, or a reduction in demand for, space in properties like those that we own;
- trends toward smaller store sizes as retailers reduce inventory and new prototypes;
- increasing use by customers of e-commerce and online store sites;
- the attractiveness of our properties to tenants;
- the ability of tenants to pay rent, particularly anchor tenants with leases in multiple locations;
- tenants who may declare bankruptcy and/or close stores;
- competition from other available properties to attract and retain tenants;
- changes in market rental rates;
- the need to periodically pay for costs to repair, renovate and re-let space;
- ongoing consolidation in the retail sector;
- the excess amount of retail space in a number of markets;
- changes in operating costs, including costs for maintenance, insurance and real estate taxes;
- the expenses of owning and operating properties, which are not necessarily reduced when circumstances such as market factors and competition cause a reduction in income from the properties;
- changes in laws and governmental regulations, including those governing usage, zoning, the environment and taxes;
- acts of terrorism and war, acts of God and physical and weather-related damage to our properties; and
- the risk of functional obsolescence of properties over time.

Competition may limit our ability to purchase new properties or generate sufficient income from tenants and may decrease the occupancy and rental rates for our properties.

Numerous commercial developers and real estate companies compete with us in seeking tenants for our existing properties and properties for acquisition. New regional malls, open-air lifestyle centers or other retail shopping centers with more convenient locations or better rents may attract tenants or cause them to seek more favorable lease terms at or prior to renewal. Retailers at our properties may face increasing competition from other retailers, e-commerce, outlet malls, discount shopping clubs, direct mail, telemarketing or home shopping networks, all of which could (i) reduce rents payable to us; (ii) reduce our ability to attract and retain tenants at our properties; or (iii) lead to increased vacancy rates at our properties. We may fail to anticipate the effects of changes in consumer buying practices, particularly of growing online sales and the resulting retailing practices and space needs of our tenants or a general downturn in our tenants' businesses, which may cause tenants to close stores or default in payment of rent.

We face competition in the acquisition or development of real property from others engaged in real estate investment that could increase our costs associated with purchasing and maintaining assets. Some of these competitors may have greater financial resources than we do. This could result in competition for the acquisition of properties for tenants who lease or consider leasing space in our existing and subsequently acquired properties and for other real estate investment or development opportunities.

Our performance depends on our ability to collect rent from tenants, including anchor tenants, our tenants' financial condition and our tenants maintaining leases for our properties.

At any time, our tenants may experience a downturn in their business that may significantly weaken their financial condition. As a result, our tenants may delay a number of lease commencements, decline to extend or renew leases upon expiration, fail to make rental payments when due, close stores or declare bankruptcy. Any of these actions could result in the termination of tenants' leases and the loss of rental income attributable to these tenants' leases. In the event of a default by a tenant, we may experience delays and costs in enforcing our rights as landlord under the terms of the leases.

In addition, multiple lease terminations by tenants, including anchor tenants, or a failure by multiple tenants to occupy their premises in a shopping center could result in lease terminations or significant reductions in rent by other tenants in the same shopping centers under the terms of some leases. In that event, we may be unable to re-lease the vacated space at attractive rents or at all, and our rental payments from our continuing tenants could significantly decrease. The occurrence of any of the situations described

above, particularly involving a substantial tenant with leases in multiple locations, could have a material adverse effect on our financial condition, results of operations and cash flows.

A tenant that files for bankruptcy protection may not continue to pay us rent. A bankruptcy filing by, or relating to, one of our tenants or a lease guarantor would bar all efforts by us to collect pre-bankruptcy debts from the tenant or the lease guarantor, or their property, unless the bankruptcy court permits us to do so. A tenant bankruptcy could delay our efforts to collect past due balances under the relevant leases and could ultimately preclude collection of these sums. If a lease is rejected by a tenant in bankruptcy, we would have only a general unsecured claim for damages. As a result, it is likely that we would recover substantially less than the full value of any unsecured claims we hold, if at all.

We may be unable to sell our real estate property investments when appropriate or on terms favorable to us.

Real estate property investments are illiquid and generally cannot be disposed of quickly. The capitalization rates at which properties may be sold could be higher than historic rates, thereby reducing our potential proceeds from sale. In addition, the Code restricts a REIT's ability to dispose of properties that are not applicable to other types of real estate companies. Therefore, we may not be able to vary our portfolio in response to economic or other conditions promptly or on terms favorable to us within a timeframe that we would need. All of these factors reduce our ability to respond to changes in the performance of our investments and could adversely affect our business, financial condition and results of operations.

Certain properties we own have a low tax basis, which may result in a taxable gain on sale. We intend to utilize 1031 exchanges to mitigate taxable income; however, there can be no assurance that we will identify properties that meet our investment objectives for acquisitions. In the event that we do not utilize 1031 exchanges, we may be required to distribute the gain proceeds to shareholders or pay income tax, which may reduce our cash flow available to fund our commitments.

We may acquire or develop properties or acquire other real estate related companies, and this may create risks.

We may acquire or develop properties or acquire other real estate related companies when we believe that an acquisition or development is consistent with our business strategies. We may not succeed in consummating desired acquisitions or in completing developments on time or within budget. When we do pursue a project or acquisition, we may not succeed in leasing newly developed or acquired properties at rents sufficient to cover the costs of acquisition or development and operations. Difficulties in integrating acquisitions may prove costly or time-consuming and could divert management's attention from other activities. Acquisitions or developments in new markets or industries where we do not have the same level of market knowledge may result in poorer than anticipated performance. We may also abandon acquisition or development opportunities that management has begun pursuing and consequently fail to recover expenses already incurred and will have devoted management's time to a matter not consummated. Furthermore, our acquisitions of new properties or companies will expose us to the liabilities of those properties or companies, some of which we may not be aware of at the time of the acquisition. In addition, development of our existing properties presents similar risks.

Newly acquired or re-developed properties may have characteristics or deficiencies currently unknown to us that affect their value or revenue potential. It is also possible that the operating performance of these properties may decline under our management. As we acquire additional properties, we will be subject to risks associated with managing new properties, including lease-up and tenant retention. In addition, our ability to manage our growth effectively will require us to successfully integrate our new acquisitions into our existing management structure. We may not succeed with this integration or effectively manage additional properties, particularly in secondary markets. Also, newly acquired properties may not perform as expected.

Unsuccessful real estate under development activities or a slowdown in real estate under development activities could have a direct impact on our growth, results of operations and cash flows.

Real estate under development is a component of our operating and investment strategy. We intend to continue pursuing select real estate under development opportunities for long-term investment and construction of retail, residential and/or mixed-use properties as opportunities arise. We expect to phase in construction until sufficient preleasing is reached. Our real estate under development and construction activities include the following risks:

- we may abandon real estate under development opportunities after expending resources and could lose all or part of our investment in such opportunities, including loss of deposits or failure to recover expenses already incurred;
- development, construction or operating costs, including increased interest rates and higher materials, transportation, labor, leasing or other costs, may exceed our original estimates;
- occupancy rates and rents at a newly completed property may not meet our expectations and may not be sufficient to make the property profitable;
- construction or permanent financing may not be available to us on favorable terms or at all;

- we may not complete construction and lease-up on schedule due to a variety of factors including construction delays or contractor changes, resulting in increased expenses and construction costs or tenants or operators with the right to terminate pre-construction leases; and
- we may not be able to obtain, or may experience delays in obtaining, necessary zoning, land use, building, occupancy and other required governmental permits and authorizations.

Additionally, new real estate under development activities typically require substantial time and attention from management, and the time frame required for development, construction and lease-up of these properties could require several years to realize any significant cash return. The foregoing risks could hinder our growth and have an adverse effect on our financial condition, results of operations and cash flows.

We face risks associated with the development of mixed-use commercial properties.

We operate, are currently developing, and may in the future develop, properties either alone or through joint ventures with other persons that are known as “mixed-use” developments. This means that in addition to the development of retail space, the project may also include space for residential, office, hotel or other commercial purposes. We have less experience in developing and managing non-retail real estate than we do with retail real estate. As a result, if a development project includes a non-retail use, we may seek to develop that component ourselves, sell the rights to that component to a third-party developer with experience developing properties for such use or partner with such a developer. If we do not sell the rights or partner with such a developer, or if we choose to develop the other component ourselves, we would be exposed not only to those risks typically associated with the development of commercial real estate generally, but also to specific risks associated with the development and ownership of non-retail real estate. In addition, even if we sell the rights to develop the other component or elect to participate in the development through a joint venture, we may be exposed to the risks associated with the failure of the other party to complete the development as expected. These include the risk that the other party would default on its obligations necessitating that we complete the other component ourselves (including providing any necessary financing). In the case of residential properties, these risks include competition for prospective residents from other operators whose properties may be perceived to offer a better location or better amenities or whose rent may be perceived as a better value given the quality, location and amenities that the resident seeks. We will also compete against condominiums and single-family homes that are for sale or rent. In the case of office properties, the risks also include changes in space utilization by tenants due to technology, economic conditions and business culture, declines in financial condition of these tenants and competition for credit worthy office tenants. In the case of hotel properties, the risks also include increases in inflation and utilities that may not be offset by increases in room rates. We are also dependent on business and commercial travelers and tourism. Because we have less experience with residential, office and hotel properties than with retail properties, we expect to retain third parties to manage our residential properties. If we decide to not sell or participate in a joint venture and instead hire a third-party manager, we would be dependent on them and their key personnel who provide services to us and we may not find a suitable replacement if the management agreement is terminated, or if key personnel leave or otherwise become unavailable to us.

Construction and development projects are subject to risks that materially increase the costs of completion.

In the event that we decide to develop and construct new properties or redevelop existing properties, we will be subject to risks and uncertainties associated with construction and development. These risks include, but are not limited to, risks related to obtaining all necessary zoning, land-use, building occupancy and other governmental permits and authorizations, risks related to the environmental concerns of government entities or community groups, risks related to changes in economic and market conditions between development commencement and stabilization, risks related to construction labor disruptions, adverse weather, acts of God or shortages of materials which could cause construction delays and risks related to increases in the cost of labor and materials which could cause construction costs to be greater than projected and adversely impact the amount of our development fees or our financial condition, results of operations and cash flows.

We do not have exclusive control over our joint venture and preferred equity investments, such that we are unable to ensure that our objectives will be pursued.

We have invested in some properties as a co-venturer or partner, instead of owning directly. In these investments, we do not have exclusive control over the development, financing, leasing, management and other aspects of these investments. As a result, the co-venturer or partner might have interests or goals that are inconsistent with ours, take action contrary to our interests or otherwise impede our objectives. These investments involve risks and uncertainties. The co-venturer or partner may fail to provide capital or fulfill its obligations, which may result in certain liabilities to us for guarantees and other commitments. Conflicts arising between us and our partners may be difficult to manage and/or resolve and it could be difficult to manage or otherwise monitor the existing business arrangements. The co-venturer or partner also might become insolvent or bankrupt, which may result in significant losses to us.

In addition, joint venture arrangements may decrease our ability to manage risk and implicate additional risks, such as:

- potentially inferior financial capacity, diverging business goals and strategies and the need for our venture partner's continued cooperation;
- our inability to take actions with respect to the joint venture activities that we believe are favorable to us if our joint venture partner does not agree;
- our inability to control the legal entity that has title to the real estate associated with the joint venture;
- our lenders may not be easily able to sell our joint venture assets and investments or may view them less favorably as collateral, which could negatively affect our liquidity and capital resources;
- our joint venture partners can take actions that we may not be able to anticipate or prevent, which could result in negative impacts on our debt and equity; and
- our joint venture partners' business decisions or other actions or omissions may result in harm to our reputation or adversely affect the value of our investments.

Our joint venture and preferred equity investments generally own real estate properties for which the economic performance and value is subject to all the risks associated with owning and operating real estate as described above.

We may not be able to recover our investments in mortgage receivables or other investments, which may result in significant losses to us.

In the event of a default by a borrower, it may be necessary for us to foreclose our mortgage or engage in costly negotiations. Delays in liquidating defaulted mortgage loans and repossessing and selling the underlying properties could reduce our investment returns. Furthermore, in the event of default, the actual value of the property securing the mortgage may decrease. A decline in real estate values will adversely affect the value of our loans and the value of the mortgages securing our loans.

Our mortgage receivables may be or become subordinated to mechanics' or materialmen's liens or property tax liens. In these instances, we may need to protect a particular investment by making payments to maintain the current status of a prior lien or discharge it entirely. Where that occurs, the total amount we recover may be less than our total investment, resulting in a loss. In the event of a major loan default or several loan defaults resulting in losses, our investments in mortgage receivables would be materially and adversely affected.

The economic performance and value of our other investments which we do not control and are in retail operations, are subject to risks associated with owning and operating retail businesses, including:

- changes in the national, regional and local economic climate;
- the adverse financial condition of some large retailing companies;
- increasing use by customers of e-commerce and online store sites; and
- ongoing consolidation in the retail sector.

A decline in the value of our other investments may require us to recognize an other-than-temporary impairment ("OTTI") against such assets. When the fair value of an investment is determined to be less than its amortized cost at the balance sheet date, we assess whether the decline is temporary or other-than-temporary. If we intend to sell an impaired asset, or it is more likely than not that we will be required to sell the impaired asset before any anticipated recovery, then we must recognize an OTTI through charges to earnings equal to the entire difference between the asset's amortized cost and its fair value at the balance sheet date. When an OTTI is recognized through earnings, a new cost basis is established for the asset and the new cost basis may not be adjusted through earnings for subsequent recoveries in fair value.

We intend to continue to sell our non-strategic assets and may not be able to recover our investments, which may result in significant losses to us.

There can be no assurance that we will be able to recover the current carrying amount of all of our non-strategic properties and investments and those of our unconsolidated joint ventures in the future. Our failure to do so would require us to recognize impairment charges for the period in which we reached that conclusion, which could materially and adversely affect our financial condition, results of operations and cash flows.

We have substantially completed our efforts to exit our investments in Mexico, South America and Canada, however, we cannot predict the impact of laws and regulations affecting these international operations, including the United States Foreign Corrupt Practices Act, or the potential that we may face regulatory sanctions.

Our international operations have included properties in Canada, Mexico, Chile, Brazil and Peru and are subject to a variety of United States and foreign laws and regulations, including the United States Foreign Corrupt Practices Act ("FCPA") and foreign tax laws and regulations. Although we have substantially completed our efforts to exit our investments in Mexico, South America and Canada, we cannot assure you that our past or any current international operations will continue to be found to be in compliance

with such laws or regulations. In addition, we cannot predict the manner in which such laws or regulations might be administered or interpreted, or when, or the potential that we may face regulatory sanctions or tax audits as a result of our international operations.

We face risks relating to cybersecurity attacks which could adversely affect our business, cause loss of confidential information and disrupt operations.

A cyber incident is considered to be any adverse event that threatens the confidentiality, integrity, or availability of our information resources. More specifically, a cyber incident is an intentional attack or an unintentional event that can include gaining unauthorized access to systems to disrupt operations, corrupt data, or steal confidential information. We may face cyber incidents and security breaches through malware, computer viruses, attachments to e-mails, persons inside our organization or persons with access to systems inside our organization and other significant disruptions of our IT networks and related systems. The risk of a cybersecurity breach or disruption, particularly through a cyber incident, including by computer hackers, foreign governments and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. Our IT networks and related systems are essential to the operation of our business and our ability to perform day-to-day operations and, in some cases, may be critical to the operations of certain of our tenants. Although we make efforts to maintain the security and integrity of these types of IT networks and related systems, and we have implemented various measures to manage the risk of a security breach or disruption, there can be no assurance that our security efforts and measures will be effective or that attempted security breaches or disruptions would not be successful or damaging.

While we maintain some of our own critical information technology systems, we also depend on third parties to provide important information technology services relating to several key business functions, such as payroll, human resources, electronic communications and certain finance functions. Our measures to prevent, detect and mitigate these threats, including password protection, firewalls, backup servers, threat monitoring and periodic penetration testing, may not be successful in preventing a data breach or limiting the effects of a breach. Furthermore, the security measures employed by third-party service providers may prove to be ineffective at preventing breaches of their systems.

The primary risks that could directly result from the occurrence of a cyber incident include operational interruption, damage to our relationship with our tenants, and private data exposure. Our financial results may be negatively impacted by such an incident or resulting negative media attention.

A cyber incident could:

- disrupt the proper functioning of our networks and systems and therefore our operations and/or those of certain of our tenants;
- result in misstated financial reports, violations of loan covenants and/or missed reporting deadlines;
- result in our inability to properly monitor our compliance with the rules and regulations regarding our qualification as a REIT;
- result in the unauthorized access to, and destruction, loss, theft, misappropriation or release of proprietary, confidential, sensitive or otherwise valuable information of ours or others, which others could use to compete against us or for disruptive, destructive or otherwise harmful purposes and outcomes;
- result in our inability to maintain the building systems relied upon by our tenants for the efficient use of their leased space;
- require significant management attention and resources to remedy and damages that result;
- subject us to claims for breach of contract, damages, credits, penalties or termination of leases or other agreements; or
- damage our reputation among our tenants, investors and associates.

Moreover, cyber incidents perpetrated against our tenants, including unauthorized access to customers' credit card data and other confidential information, could diminish consumer confidence and consumer spending and negatively impact our business.

We may be subject to liability under environmental laws, ordinances and regulations.

Under various federal, state, and local laws, ordinances and regulations, we may be considered an owner or operator of real property and may be responsible for paying for the disposal or treatment of hazardous or toxic substances released on or in our property, as well as certain other potential costs relating to hazardous or toxic substances (including governmental fines and injuries to persons and property). This liability may be imposed whether or not we knew about, or were responsible for, the presence of hazardous or toxic substances.

Natural disasters and severe weather conditions could have an adverse impact on our financial condition, results of operations and cash flows.

Our operations are located in areas that are subject to natural disasters and severe weather conditions such as hurricanes, tornados, earthquakes, 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 costs for

future property insurance, negatively impact the tenant demand for lease space and cause substantial damages or losses to our properties which could exceed any applicable insurance coverage. 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 financial condition, results of operations and cash flows could be adversely affected.

Risks Related to Our Debt and Equity Securities

We may be unable to obtain financing through the debt and equities market, which would have a material adverse effect on our growth strategy, our results of operations and our financial condition.

We cannot assure you that we will be able to access the credit and/or equity markets to obtain additional debt or equity financing or that we will be able to obtain financing on terms favorable to us. The inability to obtain financing on a timely basis could have negative effects on our business, such as:

- we could have great difficulty acquiring or developing properties, which would materially adversely affect our investment strategy;
- our liquidity could be adversely affected;
- we may be unable to repay or refinance our indebtedness;
- we may need to make higher interest and principal payments or sell some of our assets on terms unfavorable to us to fund our indebtedness; or
- we may need to issue additional capital stock, which could further dilute the ownership of our existing stakeholders.

Adverse changes in our credit ratings could impair our ability to obtain additional debt and equity financing on terms favorable to us, if at all, and could significantly reduce the market price of our publicly traded securities.

We are subject to financial covenants that may restrict our operating and acquisition activities.

Our revolving credit facility and the indentures under which our senior unsecured debt is issued contain certain financial and operating covenants, including, among other things, certain coverage ratios and limitations on our ability to incur debt, make dividend payments, sell all or substantially all of our assets and engage in mergers and consolidations and certain acquisitions. These covenants may restrict our ability to pursue certain business initiatives or certain acquisition transactions that might otherwise be advantageous. In addition, failure to meet any of the financial covenants could cause an event of default under our revolving credit facility and the indentures and/or accelerate some or all of our indebtedness, which would have a material adverse effect on us.

Impacts from transition away from London Inter-bank Offered Rate (“LIBOR”).

A portion of our long-term indebtedness bears interest at fluctuating interest rates based on LIBOR for deposits of U.S. dollars. LIBOR and certain other interest “benchmarks” may be subject to regulatory guidance and/or reform that could cause interest rates under our current or future debt agreements to perform differently than in the past or cause other unanticipated consequences. The United Kingdom’s Financial Conduct Authority, which regulates LIBOR, has announced that it intends to stop encouraging or requiring banks to submit LIBOR rates after 2021, and it is unclear if LIBOR will cease to exist or if new methods of calculating LIBOR will evolve. If LIBOR ceases to exist or if the methods of calculating LIBOR change from their current form, interest rates on our current or future indebtedness may be adversely affected.

Changes in market conditions could adversely affect the market price of our publicly traded securities.

The market price of our publicly traded securities depends on various market conditions, which may change from time-to-time. Among the market conditions that may affect the market price of our publicly traded securities are the following:

- the extent of institutional investor interest in us;
- the reputation of REITs generally and the reputation of REITs with portfolios similar to ours;
- the attractiveness of the securities of REITs in comparison to securities issued by other entities, including securities issued by other real estate companies;
- our financial condition and performance;
- the market’s perception of our growth potential, potential future cash dividends and risk profile;
- an increase in market interest rates, which may lead prospective investors to demand a higher distribution rate in relation to the price paid for our shares; and
- general economic and financial market conditions.

We may change the dividend policy for our common stock in the future.

The decision to declare and pay dividends on our common stock in the future, as well as the timing, amount and composition of any such future dividends, will be at the sole discretion of our Board of Directors and will depend on our earnings, operating cash flows, liquidity, financial condition, capital requirements, contractual prohibitions or other limitations under our indebtedness including preferred stock, the annual distribution requirements under the REIT provisions of the Code, state law and such other factors as our Board of Directors deems relevant or are requirements under the Code or state or federal laws. Any negative change in our dividend policy could have a material adverse effect on the market price of our common stock.

Risks Related to Our Status as a REIT and Related U.S. Federal Income Tax Matters

Loss of our tax status as a REIT or changes in U.S. federal income tax laws, regulations, administrative interpretations or court decisions relating to REITs could have significant adverse consequences to us and the value of our securities.

We have elected to be taxed as a REIT for U.S. federal income tax purposes under the Code. We believe that we are organized and operate in a manner that has allowed us to qualify and will allow us to remain qualified as a REIT under the Code. However, there can be no assurance that we have qualified or will continue to qualify as a REIT for U.S. federal income tax purposes.

Qualification as a REIT involves the application of highly technical and complex Code provisions, for which there are only limited judicial and administrative interpretations. The determination of various factual matters and circumstances not entirely within our control may affect our ability to qualify as a REIT. The rules dealing with U.S. federal income taxation are constantly under review by persons involved in the legislative process and by the IRS and U.S. Department of the Treasury. We cannot predict how changes in the tax laws might affect our investors or us. New legislation, regulations, administrative interpretations or court decisions could significantly and negatively change the tax laws with respect to qualification as a REIT, the U.S. federal income tax consequences of such qualification or the desirability of an investment in a REIT relative to other investments.

In order to qualify as a REIT, we must satisfy a number of requirements, including requirements regarding the composition of our assets and a requirement that at least 95% of our gross income in any year be derived from qualifying sources, such as “rents from real property.” Also, we must make distributions to stockholders aggregating annually at least 90% of our REIT taxable income, excluding net capital gains. Furthermore, we own a direct or indirect interest in certain subsidiary REITs which elected to be taxed as REITs for U.S. federal income tax purposes under the Code. Provided that each subsidiary REIT qualifies as a REIT, our interest in such subsidiary REIT will be treated as a qualifying real estate asset for purposes of the REIT asset tests. To qualify as a REIT, the subsidiary REIT must independently satisfy all of the REIT qualification requirements. The failure of a subsidiary REIT to qualify as a REIT could have an adverse effect on our ability to comply with the REIT income and asset tests, and thus our ability to qualify as a REIT.

If we lose our REIT status, we will face serious tax consequences that will substantially reduce the funds available to pay dividends to stockholders for each of the years involved because:

- we would not be allowed a deduction for dividends to stockholders in computing our taxable income and we would be subject to the regular U.S. federal corporate income tax;
- we could possibly be subject to increased state and local taxes;
- unless we were entitled to relief under statutory provisions, we could not elect to be taxed as a REIT for four taxable years following the year during which we were disqualified; and
- we would not be required to make distributions to stockholders.

Moreover, the Tax Cuts and Jobs Act, enacted on December 22, 2017, has significantly changed the U.S. federal income taxation of U.S. businesses and their owners, including REITs and their stockholders. Changes made by the legislation that could affect us and our stockholders include:

- temporarily reducing individual U.S. federal income tax rates on ordinary income; the highest individual U.S. federal income tax rate has been reduced from 39.6% to 37% (excluding the 3.8% Medicare tax on net investment income) for taxable years beginning after December 31, 2017 and before January 1, 2026;
- permanently eliminating the progressive corporate tax rate structure, with a maximum corporate tax rate of 35%, and replacing it with a flat corporate tax rate of 21%;
- allowing a deduction for certain pass-through business income, including dividends received by our stockholders from us that are not designated by us as capital gain dividends or qualified dividend income, which will allow individuals, trusts, and estates to deduct up to 20% of such amounts for taxable years beginning after December 31, 2017 and before January 1, 2026; REIT dividends, as described herein, will be allowed the full 20% deduction thereby reducing the highest marginal income tax rate on these dividends to 29.6% from 37% (excluding the 3.8% Medicare tax on net investment income);
- reducing the highest rate of withholding with respect to our distributions to non-U.S. stockholders that are treated as attributable to gains from the sale or exchange of U.S. real property interests from 35% to 21%;

- limiting our deduction for net operating losses arising in taxable years beginning after December 31, 2017 to 80% of REIT taxable income (after the application of the dividends paid deduction);
- generally limiting the deduction for net business interest expense in excess of 30% of a business's adjusted taxable income, except for taxpayers that engage in certain real estate businesses and elect out of this rule (and requiring such electing taxpayers to use the less favorable alternative depreciation system); and
- elimination of the corporate alternative minimum tax.

Many of these changes are effective immediately, without any transition periods or grandfathering for existing transactions. The legislation is unclear in many respects and could be subject to potential amendments and technical corrections, as well as interpretations and implementing regulations by the Treasury and IRS, any of which could lessen or increase certain adverse impacts of the legislation. In addition, it is unclear how these U.S. federal income tax changes will affect state and local taxation, which often uses U.S. federal taxable income as a starting point for computing state and local tax liabilities.

While some of the changes made by the tax legislation may adversely affect us in one or more reporting periods and prospectively, other changes may be beneficial on a going forward basis. We continue to work with our tax advisors to determine the full impact that the recent tax legislation as a whole will have on us. We urge our investors to consult with their legal and tax advisors with respect to such legislation and the potential tax consequences of investing in our common stock.

Our failure to qualify as a REIT or new legislation or changes in U.S. federal income tax laws (including interpretations and regulations with respect to the Tax Cuts and Jobs Act), and with respect to qualification as a REIT or the tax consequences of such qualification, could also impair our ability to expand our business or raise capital and have a materially adverse effect on the value of our securities.

To maintain our REIT status, we may be forced to borrow funds during unfavorable market conditions, and the unavailability of such capital on favorable terms at the desired times, or at all, may cause us to curtail our investment activities and/or to dispose of assets at inopportune times, which could adversely affect our financial condition, results of operations, cash flows and per share trading price of our common stock.

To qualify as a REIT, we generally must distribute to our stockholders at least 90% of our net taxable income each year, excluding net capital gains, and we will be subject to regular corporate income taxes on the amount we distribute that is less than 100% of our net taxable income each year, including capital gains. In addition, we will be subject to a 4% nondeductible excise tax on the amount, if any, by which distributions paid by us in any calendar year are less than the sum of 85% of our ordinary income, 95% of our capital gain net income and 100% of our undistributed income from prior years. While we have historically satisfied these distribution requirements by making cash distributions to our stockholders, a REIT is permitted to satisfy these requirements by making distributions of cash or other property, including, in limited circumstances, its own stock. Assuming we continue to satisfy these distribution requirements with cash, we may need to borrow funds to meet the REIT distribution requirements and avoid the payment of income and excise taxes even if the then prevailing market conditions are not favorable for these borrowings. These borrowing needs could result from differences in timing between the actual receipt of cash and inclusion of income for U.S. federal income tax purposes, or the effect of non-deductible capital expenditures, the creation of cash reserves or required debt or amortization payments. These sources, however, may not be available on favorable terms or at all. Our access to third-party sources of capital depends on a number of factors, including the market's perception of our growth potential, our current debt levels, the market price of our common stock, and our current and potential future earnings. We cannot assure you that we will have access to such capital on favorable terms at the desired times, or at all, which may cause us to curtail our investment activities and/or to dispose of assets at inopportune times, and could adversely affect our financial condition, results of operations, cash flows and per share trading price of our common stock.

The tax imposed on REITs engaging in "prohibited transactions" may limit our ability to engage in transactions which would be treated as sales for U.S. federal income tax purposes.

A REIT's net income from prohibited transactions is subject to a 100% penalty tax. In general, prohibited transactions are sales or other dispositions of property, other than foreclosure property, held primarily for sale to customers in the ordinary course of business. Although we do not intend to hold any properties that would be characterized as held for sale to customers in the ordinary course of our business, unless a sale or disposition qualifies under certain statutory safe harbors, such characterization is a factual determination and no guarantee can be given that the IRS would agree with our characterization of our properties or that we will always be able to make use of the available safe harbors.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Real Estate Portfolio. As of December 31, 2018, the Company had interests in 437 shopping center properties aggregating 76.3 million square feet of GLA located in 27 states and Puerto Rico. In addition, the Company had 290 other property interests, primarily through the Company's preferred equity investments and other real estate investments, totaling 4.7 million square feet of GLA. The Company's portfolio is used by its single reportable segment. Open-air shopping centers comprise the primary focus of the Company's current portfolio. As of December 31, 2018, the Company's Combined Shopping Center Portfolio, including noncontrolling interests, was 95.6% leased.

The Company's open-air shopping center properties, which are generally owned and operated through subsidiaries or joint ventures, had an average size of 174,108 square feet as of December 31, 2018. The Company generally retains its shopping centers for long-term investment and consequently pursues a program of regular physical maintenance together with redevelopment, major renovations and refurbishing to preserve and increase the value of its properties. This includes renovating existing facades, installing uniform signage, resurfacing parking lots and enhancing parking lot lighting. During 2018, the Company expended \$290.9 million in connection with these property improvements as well as tenant improvements while expensing \$29.7 million to operations.

The Company's management believes its experience in the real estate industry and its relationships with numerous national and regional tenants gives it an advantage in an industry where ownership is fragmented among a large number of property owners. The Company's open-air shopping centers are usually "anchored" by a grocery store, off-price retailer, discounter or service-oriented tenant. As one of the original participants in the growth of the shopping center industry and one of the nation's largest owners and operators of shopping centers, the Company has established close relationships with a large number of major national and regional retailers. Some of the major national and regional companies that are tenants in the Company's shopping center properties include TJX Companies, The Home Depot, Ahold Delhaize, Petsmart, Albertsons, Ross Stores, Whole Foods Market, Walmart, Bed Bath & Beyond and Kohl's.

The Company reduces its operating and leasing risks through diversification achieved by the geographic distribution of its properties and a large tenant base. As of December 31, 2018, no single open-air shopping center accounted for more than 1.8% of the Company's annualized base rental revenues, including the proportionate share of base rental revenues from properties in which the Company has less than a 100% economic interest, or more than 1.7% of the Company's total shopping center GLA. At December 31, 2018, the Company's five largest tenants were TJX Companies, The Home Depot, Ahold Delhaize, Petsmart and Albertsons, which represented 3.7%, 2.6%, 2.2%, 1.9% and 1.8%, respectively, of the Company's annualized base rental revenues, including the proportionate share of base rental revenues from properties in which the Company has less than a 100% economic interest.

A substantial portion of the Company's income consists of rent received under long-term leases. Most of the leases provide for the payment of fixed-base rentals monthly in advance and for the payment by tenants of an allocable share of the real estate taxes, insurance, utilities and common area maintenance expenses incurred in operating the shopping centers (certain of the leases provide for the payment of a fixed-rate reimbursement of these such expenses). Although many of the leases require the Company to make roof and structural repairs as needed, a number of tenant leases place that responsibility on the tenant, and the Company's standard small store lease provides for reimbursements by the tenant as part of common area maintenance. Additionally, many of the leases provide for reimbursements by the tenant of capital expenditures.

Minimum base rental revenues and operating expense reimbursements accounted for 98% and other revenues, including percentage rents, accounted for 2% of the Company's total revenues from rental properties for the year ended December 31, 2018. The Company's management believes that the base rent per leased square foot for many of the Company's existing leases is generally lower than the prevailing market-rate base rents in the geographic regions where the Company operates, reflecting the potential for future growth. Additionally, a majority of the Company's leases have provisions requiring contractual rent increases. The Company's leases may also include escalation clauses, which provide for increases based upon changes in the consumer price index or similar inflation indices.

As of December 31, 2018, the Company's consolidated operating portfolio, comprised of 53.0 million square feet of GLA, was 95.8% leased. The consolidated operating portfolio consists entirely of properties located in the U.S., inclusive of Puerto Rico. For the period January 1, 2018 to December 31, 2018, the Company increased the average base rent per leased square foot, which includes the impact of tenant concessions, in its consolidated portfolio of open-air shopping centers from \$15.43 to \$16.22, an increase of \$0.79. This increase primarily consists of (i) a \$0.32 increase relating to new leases signed net of leases vacated and rent step-ups within the portfolio, (ii) a \$0.38 increase relating to dispositions, and (iii) a \$0.09 increase relating to acquisitions and stabilized development projects.

The Company has a total of 5,624 leases in the consolidated operating portfolio. The following table sets forth the aggregate lease expirations for each of the next ten years, assuming no renewal options are exercised. For purposes of the table, the Total Annual Base Rent Expiring represents annualized rental revenue, excluding the impact of straight-line rent, for each lease that expires during the respective year. Amounts in thousands except for number of lease data:

Year Ending December 31,	Number of Leases Expiring	Square Feet Expiring	Total Annual Base Rent Expiring	% of Gross Annual Rent
(1)	150	508	\$ 10,466	1.3%
2019	594	2,853	\$ 55,322	6.7%
2020	776	5,282	\$ 88,643	10.8%
2021	770	5,980	\$ 90,977	11.1%
2022	804	6,154	\$ 102,944	12.6%
2023	742	6,102	\$ 101,493	12.4%
2024	424	4,631	\$ 71,176	8.7%
2025	227	1,937	\$ 34,896	4.3%
2026	231	3,654	\$ 51,512	6.3%
2027	249	3,292	\$ 50,253	6.1%
2028	326	3,363	\$ 61,518	7.5%

(1) Leases currently under month to month lease or in process of renewal.

During 2018, the Company executed 1,046 leases totaling over 7.6 million square feet in the Company's consolidated operating portfolio comprised of 388 new leases and 658 renewals and options. The leasing costs associated with these leases are estimated to aggregate \$73.4 million or \$27.63 per square foot. These costs include \$56.3 million of tenant improvements and \$17.1 million of leasing commissions. The average rent per square foot on new leases was \$18.03 and on renewals and options was \$17.00. The Company will seek to obtain rents that are higher than amounts within its expiring leases, however, there are many variables and uncertainties which can significantly affect the leasing market at any time; as such, the Company cannot guarantee that future leases will continue to be signed for rents that are equal to or higher than current amounts.

Ground-Leased Properties. The Company has interests in 31 consolidated shopping center properties that are subject to long-term ground leases where a third party owns and has leased the underlying land to the Company to construct and/or operate a shopping center. The Company pays rent for the use of the land and generally is responsible for all costs and expenses associated with the building and improvements. At the end of these long-term leases, unless extended, the land together with all improvements reverts to the landowner (See Footnote 1 of the Notes to Consolidated Financial Statements included in this Form 10-K, New Accounting Pronouncements- Leases).

More specific information with respect to each of the Company's property interests is set forth in Exhibit 99.1, which is incorporated herein by reference.

Item 3. Legal Proceedings

The Company is not presently involved in any litigation nor, to its knowledge, is any litigation threatened against the Company or its subsidiaries that, in management's opinion, would result in any material adverse effect on the Company's ownership, management or operation of its properties taken as a whole, or which is not covered by the Company's liability insurance.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

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

Market Information: The Company's common stock is traded on the NYSE under the trading symbol "KIM".

Holders: The number of holders of record of the Company's common stock, par value \$0.01 per share, was 2,122 as of January 31, 2019.

Dividends: Since the IPO, the Company has paid regular quarterly cash dividends to its stockholders. While the Company intends to continue paying regular quarterly cash dividends, future dividend declarations will be paid at the discretion of the Board of Directors and will depend on the actual cash flows of the Company, its financial condition, capital requirements, the annual distribution requirements under the REIT provisions of the Code and such other factors as the Board of Directors deems relevant. The Company's Board of Directors will continue to evaluate the Company's dividend policy on a quarterly basis as they monitor sources of capital and evaluate operating fundamentals. The Company is required by the Code to distribute at least 90% of its REIT taxable income. The actual cash flow available to pay dividends will be affected by a number of factors, including the revenues received from operating properties, the operating expenses of the Company, the interest expense on its borrowings, the ability of lessees to meet their obligations to the Company, the ability to refinance near-term debt maturities and any unanticipated capital expenditures.

	Year Ended December 31,			
	2018		2017	
Dividend paid per share	\$	1.12	\$	1.08
Ordinary income		50%		57%
Capital gains		45%		2%
Return of capital		5%		41%

In addition to its common stock offerings, the Company has capitalized on the growth in its business through the issuance of unsecured fixed and floating-rate medium-term notes, underwritten bonds, unsecured bank debt, mortgage debt and construction loans, convertible preferred stock and perpetual preferred stock. Borrowings under the Company's revolving credit facility have also been an interim source of funds to both finance the purchase of properties and other investments and meet any short-term working capital requirements. The various instruments governing the Company's issuance of its unsecured public debt, bank debt, mortgage debt and preferred stock impose certain restrictions on the Company regarding dividends, voting, liquidation and other preferential rights available to the holders of such instruments. See "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Footnotes 12, 13 and 16 of the Notes to Consolidated Financial Statements included in this Form 10-K.

The Company does not believe that the preferential rights available to the holders of its Class I Preferred Stock, Class J Preferred Stock, Class K Preferred Stock, Class L Preferred Stock and Class M Preferred Stock, the financial covenants contained in its public bond indentures, as amended, or its revolving credit agreements will have an adverse impact on the Company's ability to pay dividends in the normal course to its common stockholders or to distribute amounts necessary to maintain its qualification as a REIT.

The Company maintains a dividend reinvestment and direct stock purchase plan (the "Plan") pursuant to which common and preferred stockholders and other interested investors may elect to automatically reinvest their dividends to purchase shares of the Company's common stock or, through optional cash payments, purchase shares of the Company's common stock. The Company may, from time-to-time, either (i) purchase shares of its common stock in the open market or (ii) issue new shares of its common stock for the purpose of fulfilling its obligations under the Plan.

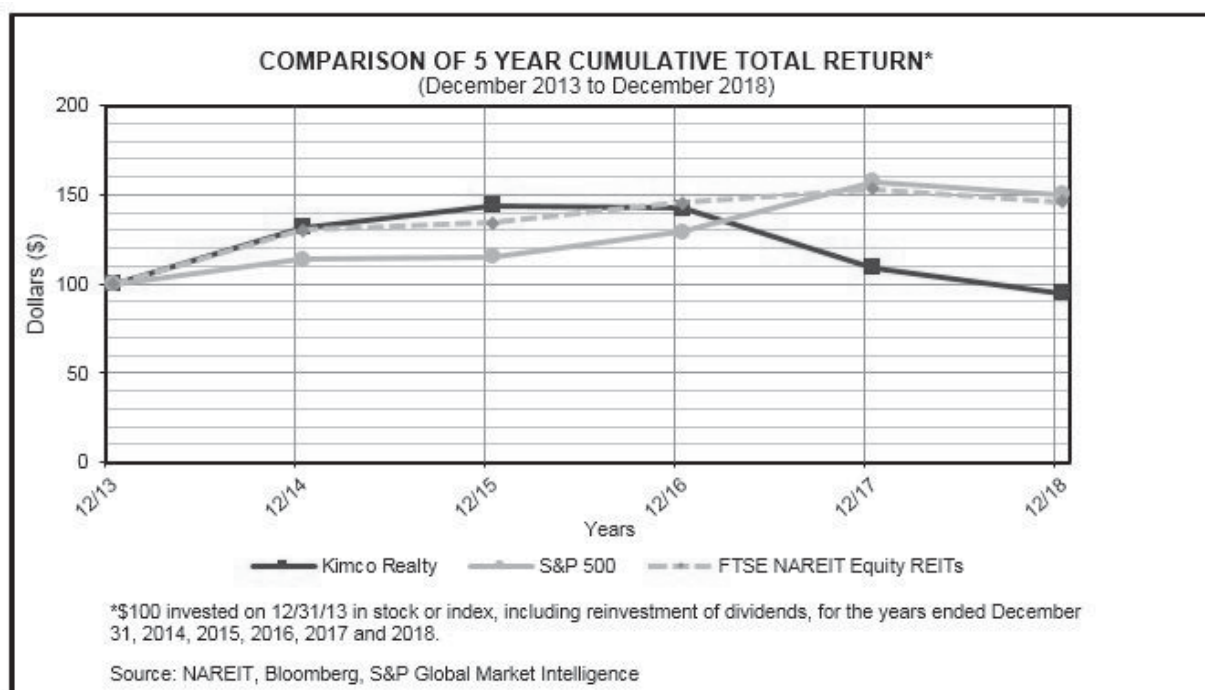
Recent Sales of Unregistered Securities: None.

Issuer Purchases of Equity Securities: During the year ended December 31, 2018, the Company repurchased 278,566 shares for an aggregate purchase price of \$4.3 million (weighted average price of \$15.44 per share) in connection with common shares surrendered or deemed surrendered to the Company to satisfy statutory minimum tax withholding obligations in connection with the vesting of restricted stock awards under the Company's equity-based compensation plans. In addition, during February 2018, the Company's Board of Directors authorized a share repurchase program, which is effective for a term of two years, pursuant to which the Company may repurchase shares of its common stock, par value \$0.01 per share, with an aggregate gross purchase price of up to \$300.0 million. During the year ended December 31, 2018, the Company repurchased 5,100,000 shares for an aggregate purchase price of \$75.1 million (weighted average price of \$14.72 per share). These repurchased shares are no longer outstanding.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in millions)
January 1, 2018 – January 31, 2018	56,094	\$ 17.69	-	\$ -
February 1, 2018 - February 28, 2018	1,764,751	\$ 15.09	1,600,000	\$ 275.7
March 1, 2018 – March 31, 2018	222	\$ 15.21	-	\$ 275.7
April 1, 2018 – April 30, 2018	1,067	\$ 14.37	-	\$ 275.7
May 1, 2018 – May 31, 2018	3,505,277	\$ 14.52	3,500,000	\$ 224.9
June 1, 2018 – June 30, 2018	1,020	\$ 17.40	-	\$ 224.9
July 1, 2018 – July 31, 2018	5,427	\$ 16.46	-	\$ 224.9
August 1, 2018 – August 31, 2018	38,524	\$ 16.49	-	\$ 224.9
September 1, 2018 – September 30, 2018	3,556	\$ 17.11	-	\$ 224.9
October 1, 2018 – October 31, 2018	2,628	\$ 15.85	-	\$ 224.9
November 1, 2018 – November 30, 2018	-	\$ -	-	\$ 224.9
December 1, 2018 – December 31, 2018	-	\$ -	-	\$ 224.9
Total	5,378,566	\$ 15.44	5,100,000	

Total Stockholder Return Performance: The following performance chart compares, over the five years ended December 31, 2018, the cumulative total stockholder return on the Company’s common stock with the cumulative total return of the S&P 500 Index and the cumulative total return of the FTSE NAREIT All Equity REITs Index (the “FTSE NAREIT Equity REITs”) prepared and published by the National Association of Real Estate Investment Trusts (“NAREIT”). The FTSE NAREIT Equity REITs is a free-float adjusted, market capitalization-weighted index of U.S. equity REITs. Constituents of the index include all tax-qualified REITs with more than 50% of total assets in qualifying real estate assets other than mortgages secured by real property.

Stockholder return performance, presented annually for the five years ended December 31, 2018, is not necessarily indicative of future results. All stockholder return performance assumes the reinvestment of dividends. The information in this paragraph and the following performance chart are deemed to be furnished, not filed.



Item 6. Selected Financial Data

The following table sets forth selected, historical, consolidated financial data for the Company and should be read in conjunction with the Consolidated Financial Statements of the Company and Notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations included in this Form 10-K.

The Company believes that the book value of its real estate assets, which reflects the historical costs of such real estate assets less accumulated depreciation, is not indicative of the current market value of its properties. Historical operating results are not necessarily indicative of future operating performance.

	Year Ended December 31,				
	2018	2017	2016	2015	2014
	(in thousands, except per share data)				
Operating Data:					
Revenues from rental properties (1)	\$ 882,345	\$ 912,670	\$ 893,365	\$ 885,278	\$ 739,917
Reimbursement income (1)	\$ 246,381	\$ 247,563	\$ 239,015	\$ 238,151	\$ 201,036
Other rental property income (1)	\$ 20,877	\$ 23,552	\$ 20,021	\$ 21,045	\$ 17,935
Interest expense (1)	\$ (183,339)	\$ (191,956)	\$ (192,549)	\$ (218,891)	\$ (203,759)
Early extinguishment of debt charges	\$ (12,762)	\$ (1,753)	\$ (45,674)	\$ -	\$ -
Depreciation and amortization (1)	\$ (310,380)	\$ (360,811)	\$ (355,320)	\$ (344,527)	\$ (258,074)
Gain on sale of operating properties/change in control of interests (1)	\$ 229,840	\$ 93,538	\$ 92,823	\$ 132,908	\$ 618
(Provision)/benefit for income taxes, net (1)	\$ (1,600)	\$ 880	\$ (78,583)	\$ (67,325)	\$ (22,438)
Impairment charges (2)	\$ (79,207)	\$ (67,331)	\$ (93,266)	\$ (45,383)	\$ (39,808)
Income from continuing operations	\$ 498,463	\$ 439,671	\$ 386,138	\$ 900,218	\$ 384,895
Net income	\$ 498,463	\$ 439,671	\$ 386,138	\$ 900,143	\$ 435,880
Net income attributable to the Company	\$ 497,795	\$ 426,075	\$ 378,850	\$ 894,115	\$ 424,001
Net income available to the Company's common shareholders	\$ 439,604	\$ 372,461	\$ 332,630	\$ 831,215	\$ 365,707
Earnings per common share:					
Income from continuing operations:					
Basic	\$ 1.02	\$ 0.87	\$ 0.79	\$ 2.01	\$ 0.77
Diluted	\$ 1.02	\$ 0.87	\$ 0.79	\$ 2.00	\$ 0.77
Net income available to the Company's common shareholders:					
Basic	\$ 1.02	\$ 0.87	\$ 0.79	\$ 2.01	\$ 0.89
Diluted	\$ 1.02	\$ 0.87	\$ 0.79	\$ 2.00	\$ 0.89
Weighted average number of shares of common stock:					
Basic	420,641	423,614	418,402	411,319	409,088
Diluted	421,379	424,019	419,709	412,851	411,038
Cash dividends declared per common share	\$ 1.120	\$ 1.090	\$ 1.035	\$ 0.975	\$ 0.915

	December 31,				
	2018	2017	2016	2015	2014
	(in thousands)				
Balance Sheet Data:					
Real estate, before accumulated depreciation	\$ 11,877,190	\$ 12,653,446	\$ 12,008,075	\$ 11,568,809	\$ 10,018,226
Total assets	\$ 10,999,100	\$ 11,763,726	\$ 11,230,600	\$ 11,344,171	\$ 10,261,400
Total debt	\$ 4,873,872	\$ 5,478,927	\$ 5,066,368	\$ 5,376,310	\$ 4,595,970
Total stockholders' equity	\$ 5,333,804	\$ 5,394,244	\$ 5,256,139	\$ 5,046,300	\$ 4,774,785
Cash flow provided by operations	\$ 637,936	\$ 614,181	\$ 592,096	\$ 493,701	\$ 629,343
Cash flow provided/(used for) by investing activities	\$ 253,645	\$ (294,280)	\$ 165,383	\$ 21,365	\$ 126,705
Cash flow used for financing activities	\$ (986,513)	\$ (223,874)	\$ (804,527)	\$ (512,854)	\$ (717,494)

(1) Does not include amounts reflected in discontinued operations.

(2) Amounts exclude noncontrolling interests and amounts reflected in discontinued operations.

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

The following discussion should be read in conjunction with the Consolidated Financial Statements and Notes thereto included in this Form 10-K. Historical results and percentage relationships set forth in the Consolidated Statements of Income contained in the Consolidated Financial Statements, including trends, should not be taken as indicative of future operations.

Critical Accounting Policies

The Consolidated Financial Statements of the Company include the accounts of the Company, its wholly-owned subsidiaries and all entities in which the Company has a controlling interest, including where the Company has been determined to be a primary beneficiary of a variable interest entity in accordance with the consolidation guidance of the FASB Accounting Standards Codification ("ASC"). The Company applies these provisions to each of its joint venture investments to determine whether the cost, equity or consolidation method of accounting is appropriate. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions in certain circumstances that affect amounts reported in the accompanying Consolidated Financial Statements and related notes. In preparing these financial statements, management has made its best estimates and assumptions that affect the reported amounts of assets and liabilities. These estimates are based on, but not limited to, historical results, industry standards and current economic conditions, giving due consideration to materiality. The most significant assumptions and estimates relate to revenue recognition and the recoverability of trade accounts receivable, depreciable lives, valuation of real estate, including real estate under development, and intangible assets and liabilities, valuation of joint venture investments and other investments, and realizability of deferred tax assets and uncertain tax positions. Application of these assumptions requires the exercise of judgment as to future uncertainties, and, as a result, actual results could materially differ from these estimates.

The Company is required to make subjective assessments as to whether there are impairments in the value of its real estate properties, investments in joint ventures, marketable securities and other investments. The Company's reported net earnings are directly affected by management's estimate of impairments.

Revenue Recognition and Recoverability of Trade Accounts Receivable

The Company's primary source of revenue is derived from property leases which produce the Company's Revenues from rental properties, Reimbursement income and Other rental property income. On January 1, 2018, the Company adopted ASU 2014-09, *Revenue from Contracts with Customers* (Topic 606), using the modified retrospective method. The adoption of this standard did not result in any material changes to the Company's revenue recognition (See Footnote 1 of the Notes to Consolidated Financial Statements included in this Form 10-K).

Revenues from rental properties

Revenues from rental properties are comprised of minimum base rent, percentage rent, lease termination fee income, amortization of above-market and below-market rent adjustments and straight-line rent adjustments. Base rental revenues from rental properties are recognized on a straight-line basis over the terms of the related leases. Certain of these leases also provide for percentage rents based upon the level of sales achieved by the lessee. These percentage rents are recognized once the required sales level is achieved. Rental income may also include payments received in connection with lease termination agreements. Lease termination fee income is recognized when the lessee provides consideration in order to terminate an existing lease agreement and has vacated the leased space. The performance obligation of the Company is the termination of the lease agreement which occurs upon consideration received and execution of the termination agreement. Upon acquisition of real estate operating properties, the Company estimates the fair value of identified intangible assets and liabilities (including above-market and below-market leases, where applicable). The capitalized above-market or below-market intangible asset or liability is amortized to rental income over the estimated remaining term of the respective leases, which includes the expected renewal option period for below-market leases.

Reimbursement income

Leases typically provide for reimbursement to the Company of common area maintenance costs ("CAM"), real estate taxes and other operating expenses. Operating expense reimbursements are recognized as earned.

Trade accounts receivable

The Company makes estimates of the uncollectable trade accounts receivables related to base rents, straight-line rent, expense reimbursements and other revenues. The Company analyzes accounts receivable and historical bad debt levels, customer credit worthiness and current economic trends when evaluating the adequacy of the allowance for doubtful accounts. In addition, tenants in bankruptcy are analyzed and estimates are made in connection with the expected recovery of pre-petition and post-petition claims.

The Company's reported net earnings are directly affected by management's estimate of the collectability of trade accounts receivable.

Real Estate

Depreciable Lives

The Company's investments in real estate properties are stated at cost, less accumulated depreciation and amortization. Expenditures for maintenance and repairs are charged to operations as incurred. Significant renovations and replacements, which improve and extend the life of the asset, are capitalized.

The Company capitalizes acquisition costs related to real estate operating properties, which qualify as asset acquisitions. Also, upon acquisition of real estate operating properties, the Company estimates the fair value of acquired tangible assets (consisting of land, building, building improvements and tenant improvements) and identified intangible assets and liabilities (consisting of above and below-market leases, in-place leases, and tenant relationships, where applicable), assumed debt and redeemable units issued at the date of acquisition, based on evaluation of information and estimates available at that date. Fair value is determined based on a market approach, which contemplates the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Depreciation and amortization are provided on the straight-line method over the estimated useful lives of the assets, as follows:

Buildings and building improvements (in years)	5 to 50
Fixtures, leasehold and tenant improvements (including certain identified intangible assets)	Terms of leases or useful lives, whichever is shorter

The Company is required to make subjective assessments as to the useful lives of its properties for purposes of determining the amount of depreciation to reflect on an annual basis with respect to those properties. These assessments have a direct impact on the Company's net earnings.

Valuation of real estate, including real estate under development, and intangible assets and liabilities

On a continuous basis, management assesses whether there are any indicators, including property operating performance, changes in anticipated holding period, general market conditions and delays of development, that the value of the real estate properties (including any related amortizable intangible assets or liabilities) may be impaired. A property value is considered impaired only if management's estimate of current and projected operating cash flows, net of anticipated construction and leasing costs, (undiscounted and unleveraged) of the property over its anticipated hold period is less than the net carrying value of the property. Such cash flow projections consider factors such as expected future costs of materials and labor, operating income, trends and prospects, as well as the effects of demand, competition and other factors. To the extent impairment has occurred, the carrying value of the property would be adjusted to reflect the estimated fair value of the property. The Company's estimated fair values are based upon a discounted cash flow model for each property that includes all estimated cash inflows and outflows over a specified holding period. Capitalization rates, discount rates and credit spreads utilized in these models are based upon rates that the Company believes to be within a reasonable range of current market rates.

When a real estate asset is identified by management as held-for-sale, the Company ceases depreciation of the asset and estimates the sales price of such asset net of selling costs. If, in management's opinion, the net sales price of the asset is less than the net book value of such asset, an adjustment to the carrying value would be recorded to reflect the estimated fair value of the property.

Valuation of Joint Venture Investments and Other Investments

The Company accounts for its investments in unconsolidated joint ventures under the equity method of accounting as the Company exercises significant influence, but does not control, these entities. These investments are recorded initially at cost and are subsequently adjusted for cash contributions and distributions. Earnings for each investment are recognized in accordance with each respective investment agreement and, where applicable, are based upon an allocation of the investment's net assets at book value as if the investment was hypothetically liquidated at the end of each reporting period.

The Company's joint ventures and other real estate investments primarily consist of co-investments with institutional and other joint venture partners in open-air shopping center properties, consistent with its core business. These joint ventures typically obtain non-recourse third-party financing on their property investments, thus contractually limiting the Company's exposure to losses to the amount of its equity investment, and, due to the lender's exposure to losses, a lender typically will require a minimum level of equity in order to mitigate its risk. From time to time the joint ventures will obtain unsecured debt, which may be guaranteed by the joint venture. The Company's exposure to losses associated with its unconsolidated joint ventures is primarily limited to its carrying value in these investments.

On a continuous basis, management assesses whether there are any indicators, including property operating performance and general market conditions, that the value of the Company's investments in unconsolidated joint ventures may be impaired. An investment's value is impaired only if management's estimate of the fair value of the investment is less than the carrying value of the investment and such difference is deemed to be other-than-temporary. To the extent impairment has occurred, the loss will be measured as the excess of the carrying amount of the investment over the estimated fair value of the investment.

The Company's estimated fair values are based upon a discounted cash flow model for each joint venture that includes all estimated cash inflows and outflows over a specified holding period and, where applicable, any estimated debt premiums. Capitalization rates, discount rates and credit spreads utilized in these models are based upon rates that the Company believes to be within a reasonable range of current market rates.

Realizability of Deferred Tax Assets and Uncertain Tax Positions

The Company is subject to federal, state and local income taxes on the income from its activities relating to its TRS activities and subject to local taxes on certain non-U.S. investments. The Company accounts for income taxes using the asset and liability method, which requires that deferred tax assets and liabilities be recognized based on future tax consequences of temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply in the years in which temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in earnings in the period when the changes are enacted.

A reduction of the carrying amounts of deferred tax assets by a valuation allowance is required, if based on the evidence available, it is more likely than not (a likelihood of more than 50 percent) that some portion or all of the deferred tax assets will not be realized. The valuation allowance, which requires significant judgement from management, should be sufficient to reduce the deferred tax asset to the amount that is more likely than not to be realized. The Company's reported net earnings are directly affected by management's judgement in determining a valuation allowance.

The Company recognizes and measures benefits for uncertain tax positions, which requires significant judgment from management. Although the Company believes it has adequately reserved for any uncertain tax positions, no assurance can be given that the final tax outcome of these matters will not be different. The Company adjusts these reserves in light of changing facts and circumstances, such as the closing of a tax audit or the refinement of an estimate. Changes in the recognition or measurement of uncertain tax positions could result in material increases or decreases in the Company's income tax expense in the period in which a change is made, which could have a material impact on operating results (see Footnote 21 of the Notes to Consolidated Financial Statements included in this Form 10-K).

Executive Overview

Kimco Realty Corporation is one of North America's largest publicly traded owners and operators of open-air shopping centers. As of December 31, 2018, the Company had interests in 437 shopping center properties aggregating 76.3 million square feet of GLA located in 27 states and Puerto Rico. In addition, the Company had 290 other property interests, primarily through the Company's preferred equity investments and other real estate investments, totaling 4.7 million square feet of GLA.

The executive officers are engaged in the day-to-day management and operation of real estate exclusively with the Company, with nearly all operating functions, including leasing, asset management, maintenance, construction, legal, finance and accounting, administered by the Company.

The following highlights the Company's significant transactions, events and results that occurred during the year ended December 31, 2018:

Financial and Portfolio Information:

- Net income available to the Company's common shareholders increased to \$439.6 million, or \$1.02 per diluted share for the year ended December 31, 2018 from \$372.5 million, or \$0.87 per diluted share for the year ended December 31, 2017.
- Funds from operations ("FFO") was \$620.7 million or \$1.47 per diluted share for the year ended December 31, 2018, as compared to \$655.6 million or \$1.55 per diluted share for the corresponding period in 2017 (see additional disclosure on FFO beginning on page 36).
- FFO as adjusted was \$613.0 million or \$1.45 per diluted share for the year ended December 31, 2018, as compared to \$644.2 million or \$1.52 per diluted share for the corresponding period in 2017 (see additional disclosure on FFO beginning on page 36).
- Same property net operating income ("Same property NOI") increased 2.9% for the year ended December 31, 2018, as compared to the corresponding period in 2017 (see additional disclosure on Same property NOI beginning on page 38).

- Executed 1,046 new leases, renewals and options totaling approximately 7.6 million square feet in the consolidated operating portfolio.
- The Company’s consolidated operating portfolio occupancy at December 31, 2018 was 95.8% as compared to 95.9% at December 31, 2017.

Acquisition and Development Activity (see Footnotes 3 and 4 of the Notes to Consolidated Financial Statements included in this Form 10-K):

- Acquired two land parcels adjacent to existing shopping centers located in Ardmore, PA and Elmont, NY, in separate transactions, for an aggregate purchase price of \$5.4 million.
- Completed and opened three development projects totaling \$338.8 million (including capitalized costs of \$21.4 million) during the year ended December 31, 2018.

Disposition Activity (see Footnote 5 of the Notes to Consolidated Financial Statements included in this Form 10-K):

- During 2018, the Company disposed of 54 operating properties (including the deconsolidation of one property) and seven out-parcels, in separate transactions, for an aggregate sales price of \$1.2 billion. These transactions resulted in (i) aggregate gains of \$229.8 million and (ii) aggregate impairment charges of \$19.7 million.
- During 2018, the Company sold 10 land parcels for an aggregate sales price of \$9.7 million, which resulted in an aggregate gain of \$6.3 million.

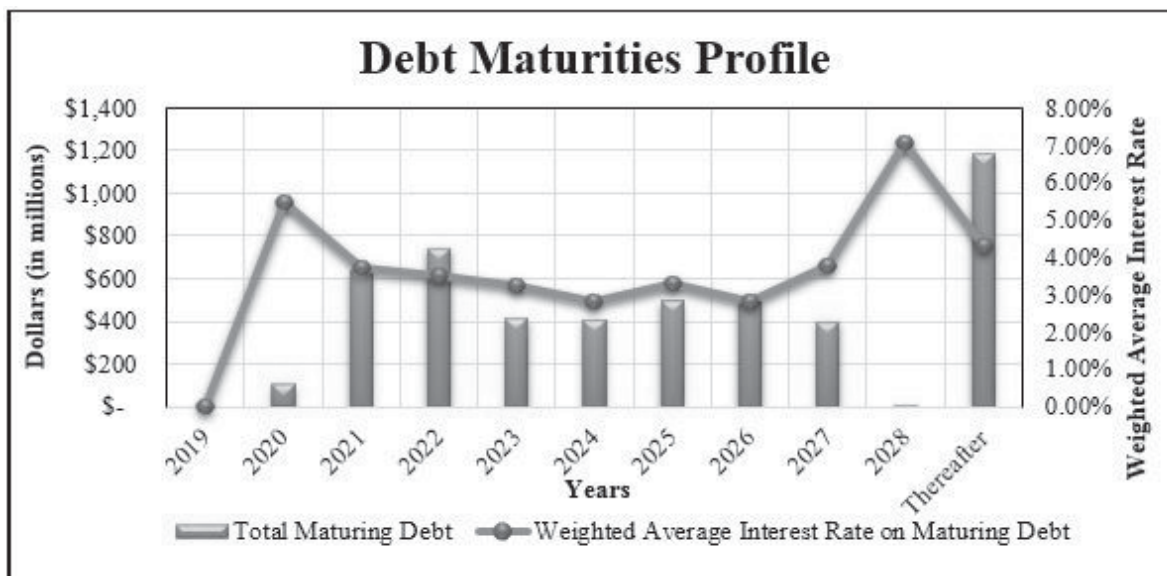
Capital Activity (for additional details see Liquidity and Capital Resources below):

- During January 2018, the underwriting financial institutions for the Class M Preferred Stock exercised the over-allotment option and as a result, the Company issued an additional 1,380,000 Class M Depositary Shares and received net proceeds before expenses of \$33.4 million.
- During the year ended December 31, 2018, the Company repaid the following notes (dollars in millions):

Type	Date Paid	Amount Repaid	Interest Rate	Maturity Date
Senior unsecured notes (1)	Aug-18	\$ 300.0	6.875%	Oct-19
Senior unsecured notes (2)	Jun-18 & Jul-18	\$ 15.1	3.200%	May-21

- (1) The Company recorded an early extinguishment of debt charge of \$12.8 million resulting from the early repayment of these notes.
- (2) Represents partial repayments. As of December 31, 2018, these notes had a remaining outstanding balance of \$484.9 million.

- Also, during 2018, the Company (i) deconsolidated \$206.0 million of individual non-recourse mortgage debt relating to an operating property for which the Company no longer holds a controlling interest, (ii) repaid \$205.6 million of maturing mortgage debt (including fair market value adjustments of \$0.9 million) that encumbered six operating properties and (iii) disposed of a \$12.4 million encumbered property through foreclosure.
- In August 2018, the Company closed on a construction loan commitment of \$67.0 million relating to one development property, which had a balance of \$51.0 million outstanding as of December 31, 2018.
- As a result of the above activity, the Company’s debt maturity profile, including extension options, is as follows:



- As of December 31, 2018, the weighted average interest rate was 3.62% and the weighted average maturity profile was 10.5 years.

The Company faces external factors which may influence its future results from operations. The convenience and availability of e-commerce has continued to have an impact on the retail sector, which could affect our ability to increase or maintain rental rates and our ability to renew expiring leases and/or lease available space. To mitigate the effect of e-commerce on its business, the Company's strategy has been to attract local area customers to its properties by providing a diverse and robust tenant base across a variety of retailers, including grocery stores, off-price retailers, discounters or service-oriented tenants, which offer off-price merchandise and day-to-day necessities rather than high-priced luxury items. In addition, the Company's strategy includes investing capital into high quality assets, which are concentrated in major metro markets, allowing our tenants to generate higher foot traffic resulting in higher sales volume while also disposing of lesser quality assets in less desirable locations. For a further discussion of these and other factors that could impact our future results, performance or transactions, see Item 1A. "Risk Factors."

The Company continues to take steps to strengthen its portfolio in the rapidly changing retail environment. The Company intends to continue to dispose of assets outside its core markets, which will allow it to concentrate its presence in target coastal markets by completing development projects underway and continuing to invest in redevelopment, ultimately producing a stronger portfolio for sustained long-term growth.

Results of Operations

Comparison of Years Ended December 31, 2018 to 2017

The following table presents the comparative results from the Company's Consolidated Statements of Income for the year ended December 31, 2018, as compared to the corresponding period in 2017 (in thousands, except per share data):

	Year Ended December 31,		
	2018	2017	\$ Change
Revenues			
Revenues from rental properties (1)	\$ 882,345	\$ 912,670	\$ (30,325)
Reimbursement income (1)	246,381	247,563	(1,182)
Other rental property income (1)	20,877	23,552	(2,675)
Management and other fee income	15,159	17,049	(1,890)
Operating expenses			
Rent (2)	(10,929)	(11,145)	216
Real estate taxes	(153,336)	(157,196)	3,860
Operating and maintenance (1) (3)	(164,294)	(169,552)	5,258
General and administrative (1) (4)	(87,797)	(91,690)	3,893
Provision for doubtful accounts	(6,253)	(5,630)	(623)
Impairment charges	(79,207)	(67,331)	(11,876)
Depreciation and amortization	(310,380)	(360,811)	50,431
Gain on sale of operating properties/change in control of interests	229,840	93,538	136,302
Other income/(expense)			
Other income, net	13,041	2,559	10,482
Interest expense	(183,339)	(191,956)	8,617
Early extinguishment of debt charges	(12,762)	(1,753)	(11,009)
(Provision)/benefit for income taxes, net	(1,600)	880	(2,480)
Equity in income of joint ventures, net	71,617	60,763	10,854
Gain on change in control of joint venture interests	-	71,160	(71,160)
Equity in income of other real estate investments, net	29,100	67,001	(37,901)
Net income attributable to noncontrolling interests	(668)	(13,596)	12,928
Preferred stock redemption charges	-	(7,014)	7,014
Preferred dividends	(58,191)	(46,600)	(11,591)
Net income available to the Company's common shareholders	<u>\$ 439,604</u>	<u>\$ 372,461</u>	<u>\$ 67,143</u>
Net income available to the Company's common shareholders:			
Diluted per share	<u>\$ 1.02</u>	<u>\$ 0.87</u>	<u>\$ 0.15</u>

- (1) The Company reclassified \$247.6 million of Reimbursement income and \$23.6 million of Other rental property income from Revenues from rental properties on the Company's Consolidated Statements of Income for the year ended December 31, 2017. The Company reclassified \$26.8 million from General and administrative to Operating and maintenance on the Company's Consolidated Statements of Income for the year ended December 31, 2017. See Footnote 1 of the Notes to the Consolidated Financial Statements for further discussion.
- (2) Rent expense relates to ground lease payments for which the Company is the lessee.
- (3) Operating and maintenance expense consists of property related costs including repairs and maintenance costs, roof repair, landscaping, parking lot repair, snow removal, utilities, property insurance costs, security, personnel costs related to property management services and various other property related expenses.

- (4) General and administrative costs include employee-related expenses (including salaries, bonuses, equity awards, benefits, severance costs and payroll taxes but excluding property management personnel), professional fees, office rent, travel expense and other company-specific expenses.

Net income available to the Company's common shareholders was \$439.6 million for the year ended December 31, 2018, as compared to \$372.5 million for the comparable period in 2017. On a diluted per share basis, net income available to the Company's common shareholders for year ended December 31, 2018, was \$1.02 as compared to \$0.87 for the comparable period in 2017. For additional disclosure, see Footnote 23 of the Notes to Consolidated Financial Statements included in this Form 10-K.

The following describes the changes of certain line items included in Net income available to the Company's common shareholders on the Company's Consolidated Statements of Income, which it believes represent items that have significant changes during the year ended December 31, 2018, as compared to the corresponding periods in 2017:

Revenue from rental properties –

The decrease in Revenues from rental properties of \$30.3 million is primarily from the combined effect of (i) a decrease in revenues of \$63.2 million from properties sold during 2018 and 2017, partially offset by (ii) the completion of certain development/redevelopment projects, tenant buyouts and net growth in the current portfolio, which provided incremental revenues for the year ended December 31, 2018 of \$21.6 million, as compared to the corresponding period in 2017, and (iii) the acquisition/consolidation of operating properties during 2018 and 2017, which provided incremental revenues for the year ended December 31, 2018 of \$11.3 million, as compared to the corresponding period in 2017.

Real estate taxes –

Real estate taxes decreased \$3.9 million primarily due to (i) a decrease of \$12.0 million resulting from properties sold during 2018 and 2017, partially offset by (ii) an overall net increase of \$6.4 million primarily due to increases in property tax rates and assessments during 2018, as compared to 2017 and (iii) an increase of \$1.7 million related to the acquisition/consolidation of operating properties during 2018 and 2017.

Operating and maintenance –

The decrease in Operating and maintenance of \$5.3 million is primarily from the combined effect of (i) a decrease in operating costs of \$9.4 million from properties sold during 2018 and 2017, partially offset by (ii) an increase of \$2.5 million related to the acquisition/consolidation of operating properties and (iii) an increase of \$1.6 million primarily related to snow removal costs.

General and administrative –

The decrease in General and administrative costs of \$3.9 million is primarily due to a decrease in personnel costs and consulting fees.

Impairment charges –

During the years ended December 31, 2018 and 2017, the Company recognized impairment charges related to adjustments to property carrying values of \$79.2 million and \$67.3 million, respectively, for which the Company's estimated fair values were primarily based upon (i) signed contracts or letters of intent from third party offers, (ii) discounted cash flow models or (iii) third party appraisal. These adjustments to property carrying values were recognized in connection with the Company's efforts to market certain properties, including a property which the Company discontinued its plan to develop and now intends to market it for sale as is, and management's assessment as to the likelihood and timing of such potential transactions. Certain of the calculations to determine fair value utilized unobservable inputs and as such are classified as Level 3 of the fair value hierarchy. For additional disclosure, see Footnotes 6 and 15 of the Notes to Consolidated Financial Statements included in this Form 10-K.

Depreciation and amortization –

The decrease in Depreciation and amortization of \$50.4 million is primarily due to (i) a decrease of \$29.1 million related to the acceleration of depreciable lives of assets due to demolition within the Company's redevelopment projects during 2017, as compared to 2018, (ii) a decrease of \$15.6 million resulting from property dispositions in 2018 and 2017 and (iii) a decrease related to tenant vacates and write-offs of depreciable assets of \$14.5 million, partially offset by (iv) an increase of \$8.8 million related to the acquisition/consolidation of operating properties during 2017.

Gain on sale of operating properties/change in control of interests-

During 2018, the Company disposed of 54 operating properties (including the deconsolidation of one property) and seven out-parcels, in separate transactions, for an aggregate sales price of \$1.2 billion. These transactions resulted in aggregate gains of \$229.8

million and aggregate impairment charges of \$19.7 million. During 2017, the Company disposed of 25 operating properties and nine parcels, in separate transactions, for an aggregate sales price of \$352.2 million. These transactions resulted in aggregate gains of \$93.5 million and aggregate impairment charges of \$17.1 million.

Other income, net –

The increase in Other income, net of \$10.5 million is primarily due to (i) the recognition of gain on forgiveness of debt of \$4.3 million and relief of accrued interest expense of \$3.4 million resulting from the foreclosure of an encumbered property during 2018, (ii) the recognition of \$4.2 million in income resulting from the receipt of casualty insurance claims in excess of the value of the assets written off, (iii) a reduction in demolition related costs of \$3.5 million and (iv) an increase in gains on land sales of \$2.9 million, partially offset by (v) the recognition of a net loss on changes in fair value of available-for-sale marketable securities of \$3.5 million during 2018 and (vi) an increase in deal costs of \$3.2 million related to transactions the Company is no longer pursuing.

Interest expense –

The decrease in Interest expense of \$8.6 million for the year ended December 31, 2018, as compared to the corresponding period in 2017, is primarily the result of the repayment of maturing debt during 2018 and 2017 and lower levels of borrowings during the year ended December 31, 2018, as compared to the corresponding period in 2017.

Early extinguishment of debt charges –

During the year ended December 31, 2018, the Company incurred early extinguishment of debt charges of \$12.8 million in connection with the optional make-whole provisions of unsecured notes that were repaid prior to maturity. During the year ended December 31, 2017, the Company incurred early extinguishment of debt charges of \$1.8 million in connection with the tender premium on Medium Term Notes that were partially tendered prior to maturity.

Equity in income of joint ventures, net –

The increase in Equity in income of joint ventures, net of \$10.9 million is primarily due to (i) an increase in net gains of \$13.8 million resulting from the sales of properties and ownership interests within various joint venture investments during 2018 as compared to 2017 and (ii) the recognition during 2017 of a cumulative foreign currency translation loss of \$4.8 million as a result of the substantial liquidation of the Company's investments in Canada, partially offset by (iii) lower equity in income of \$5.6 million primarily resulting from the sales of properties within various joint venture investments and the acquisition of partnership interests in joint ventures by the Company during 2018 and 2017 and (iv) an increase in impairment charges of \$2.1 million recognized during 2018 as compared to 2017.

Gain on change in control of joint venture interests –

During 2017, the Company acquired, in separate transactions, a controlling interest in three operating properties from certain joint venture partners in which the Company had noncontrolling interests. As a result of these transactions, the Company recorded an aggregate gain on change in control of interests of \$71.2 million related to the fair value adjustment associated with its previously held equity interest in these operating properties.

Equity in income from other real estate investments, net –

The decrease in Equity in income from other real estate investments, net of \$37.9 million is primarily due to (i) a decrease of \$34.6 million in equity in income from the Albertsons joint venture resulting from cash distributions received in excess of the Company's carrying basis during 2017 and (ii) the recognition in 2017 of a cumulative foreign currency translation gain of \$14.8 million as a result of the substantial liquidation of the Company's investments in Canada during 2017, partially offset by (iii) an increase in earnings and profit participation from capital transactions related to Company's Preferred Equity Program of \$11.4 million during 2018, as compared to the corresponding period in 2017.

Net income attributable to noncontrolling interests –

The decrease in Net income attributable to noncontrolling interests of \$12.9 million is primarily due to equity in income allocated to the Company's noncontrolling interest members as a result of a distribution in excess of basis in the Albertsons joint venture during 2017.

Preferred stock redemption charges –

During 2017, the Company partially redeemed its Class I Preferred Stock shares, and as a result, the Company recorded a redemption charge of \$7.0 million. This \$7.0 million charge was subtracted from net income attributable to the Company to arrive

at net income available to the Company's common shareholders and used in the calculation of earnings per share for the year ended December 31, 2017.

Preferred dividends –

The increase in Preferred dividends of \$11.6 million is primarily due to the issuances of Class L Preferred Stock and Class M Preferred Stock in 2017 and 2018, partially offset by the partial redemption of Class I Preferred Stock in 2017.

Comparison of Years Ended December 31, 2017 to 2016

The following table presents the comparative results from the Company's Consolidated Statements of Income for the year ended December 31, 2017, as compared to the corresponding period in 2016 (in thousands, except per share data):

	Year Ended December 31,		
	2017	2016	\$ Change
Revenues			
Revenues from rental properties (1)	\$ 912,670	\$ 893,365	\$ 19,305
Reimbursement income (1)	247,563	239,015	8,548
Other rental property income (1)	23,552	20,021	3,531
Management and other fee income	17,049	18,391	(1,342)
Operating expenses			
Rent	(11,145)	(10,993)	(152)
Real estate taxes	(157,196)	(146,615)	(10,581)
Operating and maintenance (1)	(169,552)	(171,416)	1,864
General and administrative (1)	(91,690)	(86,796)	(4,894)
Provision for doubtful accounts	(5,630)	(5,563)	(67)
Impairment charges	(67,331)	(93,266)	25,935
Depreciation and amortization	(360,811)	(355,320)	(5,491)
Gain on sale of operating properties/change in control of interests (1)	93,538	92,823	715
Other income/(expense)			
Other income, net	2,559	5,425	(2,866)
Interest expense	(191,956)	(192,549)	593
Early extinguishment of debt charges	(1,753)	(45,674)	43,921
Benefit/(provision) for income taxes, net	880	(78,583)	79,463
Equity in income of joint ventures, net	60,763	218,714	(157,951)
Gain on change in control of joint venture interests	71,160	57,386	13,774
Equity in income of other real estate investments, net	67,001	27,773	39,228
Net income attributable to noncontrolling interests	(13,596)	(7,288)	(6,308)
Preferred stock redemption charges	(7,014)	-	(7,014)
Preferred dividends	(46,600)	(46,220)	(380)
Net income available to the Company's common shareholders	\$ 372,461	\$ 332,630	\$ 39,831
Net income available to the Company's common shareholders:			
Diluted per share	<u>\$ 0.87</u>	<u>\$ 0.79</u>	<u>\$ 0.08</u>

- (1) The Company reclassified \$239.0 million of Reimbursement income and \$20.0 million of Other rental property income from Revenues from rental properties on the Company's Consolidated Statements of Income for the year ended December 31, 2016. The Company reclassified \$30.5 million from General and administrative to Operating and maintenance on the Company's Consolidated Statements of Income for the year ended December 31, 2016. The Company reclassified \$6.0 million from Gain on sale of operating properties/change in control of interests to (Provision)/benefit for income taxes, net on the Company's Consolidated Statements of Income for the year ended December 31, 2016. See Footnote 1 of the Notes to the Consolidated Financial Statements for further discussion.

Net income available to the Company's common shareholders was \$372.5 million for the year ended December 31, 2017, as compared to \$332.6 million for the comparable period in 2016. On a diluted per share basis, net income available to the Company for the year ended December 31, 2017 was \$0.87 as compared to \$0.79 for the comparable period in 2016. For additional disclosure, see Footnote 23 of the Notes to Consolidated Financial Statements included in this Form 10-K.

The following describes the changes of certain line items included in Net income available to the Company's common shareholders on the Company's Consolidated Statements of Income, which it believes represent items that have significant changes during the year ended December 31, 2017, as compared to the corresponding periods in 2016:

Revenue from rental properties –

The increase in Revenues from rental properties of \$19.3 million is primarily from the combined effect of (i) the acquisition/consolidation of operating properties during 2017 and 2016, which provided incremental revenues for the year ended December 31, 2017 of \$43.5 million, as compared to the corresponding period in 2016, and (ii) the completion of certain

redevelopment projects, tenant buyouts and net growth in the current portfolio, which provided incremental revenues for the year ended December 31, 2017 of \$0.4 million, as compared to the corresponding period in 2016, partially offset by (iii) a decrease in revenues of \$24.6 million from properties sold during 2017 and 2016.

Reimbursement income –

The increase in Reimbursement income of \$8.5 million is primarily from the combined effect of (i) the acquisition/consolidation of operating properties during 2017 and 2016, which provided incremental revenues for the year ended December 31, 2017 of \$12.9 million, as compared to the corresponding period in 2016, and (ii) increased occupancy rates, the nature and timing of spending and net growth in recovery rates for the current portfolio, which provided incremental reimbursement income for the year ended December 31, 2017 of \$2.1 million, as compared to the corresponding period in 2016, partially offset by (iii) a decrease in revenues of \$6.5 million from properties sold during 2017 and 2016.

Other rental income –

The increase in Other rental income of \$3.5 million is primarily from the combined effect of (i) the acquisition/consolidation of operating properties during 2017 and 2016, which provided incremental revenues for the year ended December 31, 2017 of \$1.1 million, as compared to the corresponding period in 2016, and (ii) the completion of certain redevelopment projects, tenant buyouts and net growth in the current portfolio, which provided incremental revenues for the year ended December 31, 2017 of \$2.4 million, as compared to the corresponding period in 2016.

Real estate taxes –

The increase in Real estate taxes of \$10.6 million is primarily due to (i) an increase of \$8.4 million related to the acquisition and consolidation of operating properties during 2017 and 2016, and (ii) an overall net increase of \$5.0 million primarily due to refunds received during 2016, partially offset by (iii) a decrease of \$2.8 million resulting from properties sold during 2017 and 2016.

General and administrative –

The increase in General and administrative costs of \$4.9 million due to an increase in severance and personnel costs.

Impairment charges –

During the years ended December 31, 2017 and 2016, the Company recognized impairment charges related to adjustments to property carrying values of \$67.3 million and \$93.3 million, respectively, for which the Company's estimated fair values were primarily based upon (i) signed contracts or letters of intent from third party offers or (ii) discounted cash flow models. These adjustments to property carrying values were recognized in connection with the Company's efforts to market certain properties and management's assessment as to the likelihood and timing of such potential transactions. Also, the Company re-evaluated its long-term plan for a single property due to unfavorable local market conditions. Certain of the calculations to determine fair value utilized unobservable inputs and as such are classified as Level 3 of the fair value hierarchy. For additional disclosure, see Footnotes 6 and 15 of the Notes to Consolidated Financial Statements included in this Form 10-K.

Depreciation and amortization –

The increase in Depreciation and amortization of \$5.5 million is primarily due to (i) an increase of \$21.8 million related to the acquisition/consolidation of operating properties during 2017 and 2016, and (ii) an increase of \$15.2 million related to the acceleration of depreciable lives of assets due to demolition within the Company's redevelopment projects in 2017 and 2016, partially offset by (iii) a decrease of \$31.5 million resulting from property dispositions and tenant vacates in 2017 and 2016.

Gain on sale of operating properties/change in control of interests –

During 2017, the Company disposed of 25 operating properties and nine parcels, in separate transactions, for an aggregate sales price of \$352.2 million. These transactions resulted in (i) an aggregate gain of \$93.5 million and (ii) aggregate impairment charges of \$17.1 million. During 2016, the Company disposed of 30 operating properties and two parcels, in separate transactions, for an aggregate sales price of \$378.7 million. These transactions resulted in an aggregate gain of \$92.8 million and aggregate impairment charges of \$37.2 million.

Early extinguishment of debt charges –

During 2017, the Company incurred early Extinguishment of debt charges aggregating \$1.8 million in connection with the tender premium on Medium Term Notes that were partially tendered prior to maturity. During 2016, the Company incurred early extinguishment of debt charges aggregating \$45.7 million in connection with the optional make-whole provisions of unsecured notes

that were repaid prior to maturity and prepayment penalties on a mortgage encumbering 10 operating properties, which the Company also paid prior to the scheduled maturity date.

(Provision)/benefit for income taxes, net –

The change in (Provision)/benefit for income taxes, net of \$79.5 million is primarily due to (i) a decrease in tax expense of \$63.5 million resulting from the recognition of a valuation allowance as a result of the Company's merger of its taxable REIT subsidiary into a wholly owned LLC of the Company on August 1, 2016, (ii) a decrease in foreign tax expense of \$30.4 million primarily relating to the sale of certain unconsolidated properties during 2016 within the Company's Canadian portfolio which were subject to foreign taxes at a consolidated reporting entity level and (iii) a decrease in tax expense of \$6.0 million resulting from the sales of properties during 2017, partially offset by (iv) a decrease in tax benefit of \$17.1 million primarily related to impairment charges recognized during 2016, (v) a tax refund during 2016 of \$2.0 million resulting from the favorable settlement of a tax audit and (vi) an increase in tax expense of \$1.1 million due to effects of changes in U.S. tax law, which lowered corporate tax rates impacting the amounts relating to the Company's deferred tax assets and liabilities within its TRS.

Equity in income of joint ventures, net –

The decrease in Equity in income of joint ventures, net of \$158.0 million is primarily due to (i) a decrease in net gains of \$158.1 million resulting from fewer sales of properties and ownership interests within various joint venture investments during 2017 as compared to 2016, (ii) lower equity in income of \$5.3 million primarily resulting from the sales of properties within various joint venture investments and the acquisition of partnership interests in joint ventures by the Company during 2017 and 2016, and (iii) the recognition of a cumulative foreign currency translation loss of \$4.8 million as a result of the substantial liquidation of the Company's investments in Canada during 2017, partially offset by (iv) a decrease in impairment charges of \$10.2 million recognized during 2017 as compared to 2016.

Gain on change in control of joint venture interests –

During 2017, the Company acquired, in separate transactions, a controlling interest in three operating properties from certain joint venture partners in which the Company had noncontrolling interests. As a result of these transactions, the Company recorded an aggregate gain on change in control of interests of \$71.2 million related to the fair value adjustment associated with its previously held equity interest in these operating properties. During 2016, the Company acquired, in separate transactions, a controlling interest in nine operating properties and one development project from certain joint venture partners in which the Company had noncontrolling interests. As a result of these transactions, the Company recorded a gain on change in control of interests of \$57.4 million related to the fair value adjustment associated with its previously held equity interest in these operating properties and the development project.

Equity in income from other real estate investments, net –

The increase in Equity in income from other real estate investments, net of \$39.2 million is primarily due to (i) an increase of \$34.6 million in equity in income from the Albertsons joint venture resulting from cash distributions received in excess of the Company's carrying basis during 2017 and (ii) the recognition of a cumulative foreign currency translation gain of \$14.8 million as a result of the substantial liquidation of the Company's investments in Canada during 2017, partially offset by (iii) a decrease in earnings and profit participation from capital transactions related to Company's Preferred Equity Program of \$10.1 million during 2017, as compared to the corresponding period in 2016.

Net income attributable to noncontrolling interests –

The increase in Net income attributable to noncontrolling interests of \$6.3 million is primarily due to (i) an increase of \$10.9 million in equity in income attributable to the Company's noncontrolling partners in the Albertsons joint venture during 2017, partially offset by (ii) lower equity in income of \$4.4 million resulting from the redemption of certain noncontrolling interests, the sales of properties within various joint venture investments and/or acquisition/consolidation of ownership interests in joint ventures by the Company during 2017 and 2016.

Preferred stock redemption charges –

During 2017, the Company partially redeemed its Class I Preferred Stock shares and as a result, the Company recorded a non-cash redemption charge of \$7.0 million. This \$7.0 million charge was subtracted from net income attributable to the Company to arrive at net income available to the Company's common shareholders and used in the calculation of earnings per share for the year ended December 31, 2017.

Liquidity and Capital Resources

The Company's capital resources include accessing the public debt and equity capital markets, mortgage and construction loan financing, and immediate access to an unsecured revolving credit facility (the "Credit Facility") with bank commitments of \$2.25 billion which can be increased to \$2.75 billion through an accordion feature.

The Company's cash flow activities are summarized as follows (in thousands):

	Year Ended December 31,	
	2018	2017
Cash and cash equivalents, beginning of year	\$ 238,513	\$ 142,486
Net cash flow provided by operating activities	637,936	614,181
Net cash flow provided by/(used for) investing activities	253,645	(294,280)
Net cash flow used for financing activities	(986,513)	(223,874)
Change in cash and cash equivalents	(94,932)	96,027
Cash and cash equivalents, end of year	\$ 143,581	\$ 238,513

Operating Activities

The Company anticipates that cash on hand, cash flows from operations, borrowings under its Credit Facility, and the issuance of equity and public debt, as well as other debt and equity alternatives, will provide the necessary capital required by the Company.

Cash flows provided by operating activities for the year ended December 31, 2018, were \$637.9 million, as compared to \$614.2 million for the comparable period in 2017. The increase of \$23.7 million is primarily attributable to:

- the acquisition of operating properties during 2017;
- new leasing, expansion and re-tenanting of core portfolio properties;
- an increase in distributions from the Company's joint venture programs; and
- a decrease in interest expense; partially offset by
- changes in operating receivables and payables due to timing of receipts and payments; and
- the disposition of operating properties during 2018 and 2017.

During the years ended December 31, 2018 and 2017, the Company capitalized personnel costs of \$14.8 million and \$16.1 million, respectively, relating to deferred leasing costs.

Investing Activities

Cash flows provided by investing activities were \$253.6 million for 2018, as compared to cash flows used for investing activities of \$294.3 million for 2017.

Investing activities during 2018 consisted primarily of:

Cash inflows:

- \$754.7 million in proceeds from the sale of 54 operating properties (including the deconsolidation of one property), seven out-parcels and 10 land parcels;
- \$34.0 million in reimbursements of investments and advances to real estate joint ventures and reimbursements of investments and advances to other real estate investments, primarily related to disposition of properties and loan refinancing within the joint venture portfolio and the Company's Preferred Equity Program;
- \$22.3 million in collection of mortgage loans receivable; and
- \$16.2 million in proceeds from insurance casualty claims in connection with Hurricane Maria which damaged several of the Company's properties in Puerto Rico during 2017.

Cash outflows:

- \$526.9 million for improvements to operating real estate related to the Company's active redevelopment pipeline and improvements to real estate under development;
- \$36.1 million for investments in and advances to real estate joint ventures, primarily related to a redevelopment project within the Company's joint venture portfolio; and
- \$10.0 million for acquisition of operating real estate and other related net assets, including two land parcels, and the acquisition of a land parcel at one development project.

Investing activities during 2017 consisted primarily of:

Cash inflows:

- \$181.3 million in proceeds from the sale of 25 operating properties and nine parcels; and
- \$96.5 million in reimbursements of investments and advances to real estate joint ventures, primarily related to disposition of properties within the joint venture portfolio, and reimbursements of investments and advances to other real estate investments, primarily related to the distribution from the Albertsons joint venture.

Cash outflows:

- \$367.1 million for improvements to operating real estate related to the Company's active redevelopment pipeline and improvements to real estate under development;
- \$163.9 million for acquisition of operating real estate and other related net assets, including seven operating properties and six parcels, and acquisition of real estate under development related to one development project;
- \$35.3 million for investments in and advances to real estate joint ventures, primarily related to a redevelopment project and the repayment of a mortgage within the Company's joint venture portfolio; and
- \$9.8 million for investment in marketable securities.

Acquisitions of Operating Real Estate and Other Related Net Assets

During the years ended December 31, 2018 and 2017, the Company expended \$5.4 million and \$153.9 million, respectively, towards the acquisition of operating real estate properties. The Company anticipates spending approximately \$50.0 million to \$75.0 million towards the acquisition of operating properties during 2019. The Company intends to fund these acquisitions with cash flow from operating activities, proceeds from property dispositions and availability under its Credit Facility.

Improvements to Operating Real Estate

During the years ended December 31, 2018 and 2017, the Company expended \$290.9 million and \$206.8 million, respectively, towards improvements to operating real estate. These amounts consist of the following (in thousands):

	Year Ended December 31,	
	2018	2017
Redevelopment and renovations	\$ 220,829	\$ 177,840
Tenant improvements and tenant allowances	67,624	16,995
Other	2,421	11,965
Total (1)	<u>\$ 290,874</u>	<u>\$ 206,800</u>

- (1) During the years ended December 31, 2018 and 2017, the Company capitalized interest of \$3.6 million and \$3.5 million, respectively, and capitalized payroll of \$7.1 million and \$3.1 million, respectively, in connection with the Company's improvements to operating real estate.

The Company has an ongoing program to redevelop and re-tenant its properties to maintain or enhance its competitive position in the marketplace. The Company is actively pursuing redevelopment opportunities within its operating portfolio which it believes will increase the overall value by bringing in new tenants and improving the assets' value. The Company has identified three categories of redevelopment, (i) large scale redevelopment, which involves demolishing and building new square footage, (ii) value creation redevelopment, which includes the subdivision of large anchor spaces into multiple tenant layouts, and (iii) creation of out-parcels and pads located in the front or adjacent to its existing shopping center properties. The Company anticipates its capital commitment toward these redevelopment projects and re-tenanting efforts during 2019 will be approximately \$200.0 million to \$250.0 million. The funding of these capital requirements will be provided by proceeds from property dispositions, cash flow from operating activities and availability under the Company's Credit Facility.

Improvements to Real Estate Under Development

The Company is engaged in select real estate development projects, which are expected to be held as long-term investments. As of December 31, 2018, the Company had in progress two active consolidated real estate development projects and one additional project held for future development. During 2018 and 2017, the Company capitalized (i) interest of \$13.9 million and \$11.0 million, respectively, (ii) real estate taxes, insurance and legal costs of \$2.6 million and \$5.7 million, respectively, and (iii) payroll of \$1.9 million and \$3.3 million, respectively, in connection with its real estate development projects. The Company anticipates the total remaining costs to complete its active projects to be approximately \$150.0 million to \$200.0 million. The Company anticipates its capital commitment toward these development projects during 2019 will be approximately \$100.0 million to \$150.0 million. The funding of these capital requirements will be provided by proceeds from property dispositions, cash flow from operating activities and availability under the Company's Credit Facility.

Financing Activities

Cash flows used for financing activities were \$986.5 million for 2018, as compared to \$223.9 million for 2017.

Financing activities during 2018 primarily consisted of the following:

Cash inflows:

- \$92.3 million in proceeds from the Company's unsecured revolving credit facility, net;
- \$51.0 million in proceeds from construction loan financing at one of the Company's development projects; and
- \$33.7 million in proceeds primarily from the exercise of the Class M Preferred Stock over-allotment option.

Cash outflows:

- \$529.8 million of dividends paid;
- \$315.1 million for the repayment of unsecured notes;
- \$217.9 million for principal payments on debt (related to the repayment of debt on six encumbered properties), including normal amortization on rental property debt;
- \$75.1 million for the repurchase of common stock;
- \$13.3 million for the payment of early extinguishment of debt charges; and
- \$6.7 million for redemption/distribution of noncontrolling interests, primarily related to the redemption of certain partnership units by consolidated subsidiaries.

Financing activities during 2017 primarily consisted of:

Cash inflows:

- \$1.25 billion in proceeds from issuance of the \$500.0 million, the \$400.0 million and the \$350.0 million unsecured notes;
- \$440.9 million in proceeds from issuance of stock, net, including the issuances of Class L Preferred Stock and Class M Preferred Stock; and
- \$206.0 million in proceeds from mortgage loan financing.

Cash outflows:

- \$702.3 million for principal payments on debt (related to the repayment of debt on 27 encumbered properties), including normal amortization on rental property debt;
- \$550.0 million for repayments under unsecured term loan/notes, including \$300.0 million of unsecured notes and \$250.0 million of unsecured term loan;
- \$506.2 million of dividends paid;
- \$225.0 million for the partial redemption of Class I Preferred Stock;
- \$96.6 million for redemption/distribution of noncontrolling interests, primarily related to the redemption of certain partnership units by consolidated subsidiaries;
- \$23.3 million for financing origination costs, primarily related to costs associated with the issuance of unsecured notes; and
- \$17.1 million for repayments under the Company's unsecured revolving credit facility, net.

The Company continually evaluates its debt maturities, and, based on management's current assessment, believes it has viable financing and refinancing alternatives that will not materially adversely impact its expected financial results. The Company continues to pursue borrowing opportunities with large commercial U.S. and global banks, select life insurance companies and certain regional and local banks. The Company has noticed a continuing trend that, although pricing remains dependent on specific deal terms, generally spreads for non-recourse mortgage financing has stabilized and the unsecured debt markets are functioning well and credit spreads are at manageable levels.

Debt maturities for 2019 consist of: \$45.6 million of unconsolidated joint venture debt and \$26.3 million of debt included in the Company's Preferred Equity Program, assuming the utilization of extension options where available. These debt maturities are anticipated to be repaid through operating cash flows, debt refinancing, unsecured credit facilities, proceeds from sales and partner capital contributions, as deemed appropriate.

The Company intends to maintain strong debt service coverage and fixed charge coverage ratios as part of its commitment to maintain its investment-grade senior, unsecured debt ratings. The Company may, from time-to-time, seek to obtain funds through additional common and preferred equity offerings, unsecured debt financings and/or mortgage/construction loan financings and other capital alternatives.

Since the completion of the Company's IPO in 1991, the Company has utilized the public debt and equity markets as its principal source of capital for its expansion needs. Since the IPO, the Company has completed additional offerings of its public unsecured

debt and equity, raising in the aggregate over \$13.8 billion. Proceeds from public capital market activities have been used for the purposes of, among other things, repaying indebtedness, acquiring interests in open-air shopping centers, funding real estate under development projects, expanding and improving properties in the portfolio and other investments.

During February 2018, the Company filed a shelf registration statement on Form S-3, which is effective for a term of three years, for the future unlimited offerings, from time-to-time, of debt securities, preferred stock, depositary shares, common stock and common stock warrants. The Company, pursuant to this shelf registration statement may, from time-to-time, offer for sale its senior unsecured debt for any general corporate purposes, including (i) funding specific liquidity requirements in its business, including property acquisitions, development and redevelopment costs and (ii) managing the Company's debt maturities (See Footnotes 12 and 13 of the Notes to Consolidated Financial Statements included in this Form 10-K).

Preferred Stock –

During January 2018, the underwriting financial institutions for the Class M Preferred Stock issuance elected to exercise the over-allotment option and as a result, the Company issued an additional 1,380,000 Class M Depositary Shares, each representing a one-thousandth fractional interest in a share of the Company's 5.250% Class M Cumulative Redeemable Preferred Stock, \$1.00 par value per share. The Company received net proceeds before expenses of \$33.4 million from this over-allotment issuance.

Share Repurchase Program –

During February 2018, the Company's Board of Directors authorized a share repurchase program, which is effective for a term of two years, pursuant to which the Company may repurchase shares of its common stock, par value \$0.01 per share, with an aggregate gross purchase price of up to \$300.0 million. During the year ended December 31, 2018, the Company repurchased 5,100,000 shares for an aggregate purchase price of \$75.1 million (weighted average price of \$14.72 per share). As of December 31, 2018, the Company had \$224.9 million available under this share repurchase program.

Senior Notes –

The Company's supplemental indenture governing its senior notes contains the following covenants, all of which the Company is compliant with:

Covenant	Must Be	As of 12/31/18
Consolidated Indebtedness to Total Assets	<65%	37%
Consolidated Secured Indebtedness to Total Assets	<40%	4%
Consolidated Income Available for Debt Service to Maximum Annual Service Charge	>1.50x	6.0x
Unencumbered Total Asset Value to Consolidated Unsecured Indebtedness	>1.50x	2.6x

For a full description of the various indenture covenants refer to the Indenture dated September 1, 1993; the First Supplemental Indenture dated August 4, 1994; the Second Supplemental Indenture dated April 7, 1995; the Third Supplemental Indenture dated June 2, 2006; the Fourth Supplemental Indenture dated April 26, 2007; the Fifth Supplemental Indenture dated as of September 24, 2009; the Sixth Supplemental Indenture dated as of May 23, 2013; and the Seventh Supplemental Indenture dated as of April 24, 2014, each as filed with the SEC. See the Exhibits Index for specific filing information.

During the year ended December 31, 2018, the Company repaid the following notes (dollars in millions):

Type	Date Paid	Amount Repaid	Interest Rate	Maturity Date
Senior unsecured notes (1)	Aug-18	\$ 300.0	6.875%	Oct-19
Senior unsecured notes (2)	Jun-18 & Jul-18	\$ 15.1	3.200%	May-21

- (1) The Company recorded an early extinguishment of debt charge of \$12.8 million resulting from the early repayment of these notes.
(2) Represents partial repayments. As of December 31, 2018, these notes had an outstanding balance of \$484.9 million.

Credit Facility –

The Company has a \$2.25 billion unsecured revolving credit facility (the "Credit Facility") with a group of banks, which is scheduled to expire in March 2021, with two additional six-month options to extend the maturity date, at the Company's discretion, to March 2022. This Credit Facility, which accrues interest at a rate of LIBOR plus 87.5 basis points (3.31% as of December 31, 2018), can be increased to \$2.75 billion through an accordion feature. In addition, the Credit Facility includes a \$500.0 million sub-limit which provides the Company the opportunity to borrow in alternative currencies including Canadian Dollars ("CAD"), British Pounds Sterling, Japanese Yen or Euros. Pursuant to the terms of the Credit Facility, the Company, among other things, is subject to covenants requiring the maintenance of (i) maximum leverage ratios on both unsecured and secured debt and (ii) minimum interest and fixed coverage ratios. As of December 31, 2018, the Credit Facility had a balance of \$100.0 million outstanding and \$0.3 million appropriated for letters of credit.

Pursuant to the terms of the Credit Facility, the Company, among other things, is subject to maintenance of various covenants. The Company is currently in compliance with these covenants. The financial covenants for the Credit Facility are as follows:

Covenant	Must Be	As of 12/31/18
Total Indebtedness to Gross Asset Value (“GAV”)	<60%	38%
Total Priority Indebtedness to GAV	<35%	3%
Unencumbered Asset Net Operating Income to Total Unsecured Interest Expense	>1.75x	4.2x
Fixed Charge Total Adjusted EBITDA to Total Debt Service	>1.50x	3.0x

For a full description of the New Credit Facility’s covenants refer to the Amended and Restated Credit Agreement dated as of February 1, 2017, filed as Exhibit 10.1 to the Company’s Current Report on Form 8-K dated January 30, 2017.

Mortgages and Construction Loan Payable –

During 2018, the Company (i) deconsolidated \$206.0 million of individual non-recourse mortgage debt relating to an operating property for which the Company no longer holds a controlling interest and (ii) repaid \$205.6 million of maturing mortgage debt (including fair market value adjustments of \$0.9 million) that encumbered six operating properties.

In August 2018, the Company closed on a construction loan commitment of \$67.0 million relating to one development property. This loan commitment is scheduled to mature in August 2020, with six additional six-month options to extend the maturity date to August 2023 and bears interest at a rate of LIBOR plus 180 basis points (4.23% as of December 31, 2018). As of December 31, 2018, the construction loan had a balance of \$51.0 million outstanding.

During 2018, the Company disposed of an encumbered property through foreclosure. The transaction resulted in a net decrease in mortgage debt of \$12.4 million. In addition, the Company recognized a gain on forgiveness of debt of \$4.3 million and relief of accrued interest expense of \$3.4 million, both of which are included in Other income, net in the Company’s Consolidated Statements of Income.

In addition to the public equity and debt markets as capital sources, the Company may, from time-to-time, obtain mortgage financing on selected properties and construction loans to partially fund the capital needs of its real estate under development projects. As of December 31, 2018, the Company had over 325 unencumbered property interests in its portfolio.

Dividends –

In connection with its intention to continue to qualify as a REIT for federal income tax purposes, the Company expects to continue paying regular dividends to its stockholders. These dividends will be paid from operating cash flows. The Company’s Board of Directors will continue to evaluate the Company’s dividend policy on a quarterly basis as the Board of Directors monitors sources of capital and evaluates the impact of the economy and capital markets availability on operating fundamentals. Since cash used to pay dividends reduces amounts available for capital investment, the Company generally intends to maintain a conservative dividend payout ratio, reserving such amounts as it considers necessary for the expansion and renovation of shopping centers in its portfolio, debt reduction, the acquisition of interests in new properties and other investments as suitable opportunities arise and such other factors as the Board of Directors considers appropriate. Cash dividends paid were \$529.8 million, \$506.2 million and \$474.0 million in 2018, 2017 and 2016, respectively.

Although the Company receives substantially all of its rental payments on a monthly basis, it generally intends to continue paying dividends quarterly. Amounts accumulated in advance of each quarterly distribution will be invested by the Company in short-term money market or other suitable instruments. On October 23, 2018, the Company’s Board of Directors declared a quarterly cash dividend of \$0.28 per common share payable to shareholders of record on January 2, 2019, which was paid on January 15, 2019. Additionally, on January 29, 2019, the Company’s Board of Directors declared a quarterly cash dividend of \$0.28 per common share payable to shareholders of record on April 2, 2019, which is scheduled to be paid on April 15, 2019.

The Company’s Board of Directors also declared quarterly dividends with respect to the Company’s various classes of cumulative redeemable preferred shares (Classes I, J, K, L and M). All dividends on the preferred shares are scheduled to be paid on April 15, 2019, to shareholders of record on April 1, 2019.

Hurricane Impacts –

The Company incurred no significant damage to its properties in September 2018 as a result of Hurricanes Florence, which primarily hit North and South Carolina, and Michael, which hit the Florida Panhandle.

On September 20, 2017, Hurricane Maria struck Puerto Rico as a Category 4 hurricane which resulted in widespread damage, flooding, and power outages. The Company has interests in seven operating properties located throughout Puerto Rico, aggregating 2.2 million square feet of GLA, which were variously impacted by the hurricane. The Company maintains a comprehensive property insurance policy on these properties with total coverage of up to \$62.0 million, as well as business interruption insurance with coverage up to \$39.3 million in the aggregate, subject to a collective deductible of \$1.2 million.

The Company expects to collect property insurance proceeds (net of deductible) equal to the replacement cost of its damaged property, currently estimated to be approximately \$30.3 million. As of December 31, 2018, the Company has collected property insurance proceeds totaling \$20.2 million to date, which exceeds the \$16.0 million previously written off due to property damage by \$4.2 million. As a result, the Company recognized this excess as income included in Other income, net on the Company's Consolidated Statements of Income for the year ended December 31, 2018.

The Company's business interruption insurance covers lost revenues as a result of the hurricane for a period of up to one year. After the expiration of one year following the loss, the policy has 365 days of an extended period of indemnity which provides business interruption coverage in the event the properties have not fully recovered from the storm. During 2018 and 2017, the Company collected business interruption claims totaling \$2.8 million and \$1.6 million, respectively, from its insurance provider. Although the Company has primarily recovered its business interruption insurance claims, it will continue to assess and process any future business interruption claims for the extended period of indemnity and will submit insurance claims for its losses, if any, under its business interruption insurance policy.

Income Taxes –

The Company is subject to taxes on its activities in Canada, Puerto Rico and Mexico. In general, under local country law applicable to the structures the Company has in place and applicable treaties, the repatriation of cash to the Company from its subsidiaries and joint ventures in Canada, Puerto Rico and Mexico generally are not subject to withholding tax. The Company is subject to and also includes in its tax provision non-U.S. income taxes on certain investments located in jurisdictions outside the U.S. These investments are held by the Company at the REIT level and not in the Company's taxable REIT subsidiary. Accordingly, the Company does not expect a U.S. income tax impact associated with the repatriation of undistributed earnings from the Company's foreign subsidiaries.

Contractual Obligations and Other Commitments

The Company has debt obligations relating to its Credit Facility, unsecured senior notes and mortgages with maturities ranging from one year to 29 years. As of December 31, 2018, the Company's total debt had a weighted average term to maturity of 10.5 years. In addition, the Company has non-cancelable operating leases pertaining to its shopping center portfolio. As of December 31, 2018, the Company had 31 consolidated shopping center properties that are subject to long-term ground leases where a third party owns and has leased the underlying land to the Company to construct and/or operate a shopping center. The following table summarizes the Company's debt maturities (excluding extension options, unamortized debt issuance costs of \$55.9 million and fair market value of debt adjustments aggregating \$13.1 million) and obligations under non-cancelable operating leases as of December 31, 2018:

	Payments due by period (in millions)						
	2019	2020	2021	2022	2023	Thereafter	Total
Long-Term Debt:							
Principal (1)	\$ 12.7	\$ 160.3	\$ 729.8	\$ 640.1	\$ 365.5	\$ 3,008.3	\$ 4,916.7
Interest (2)	\$ 177.9	\$ 175.0	\$ 155.0	\$ 136.6	\$ 113.1	\$ 1,260.3	\$ 2,017.9
Operating Leases:							
Ground Leases (3)	\$ 7.9	\$ 7.5	\$ 7.5	\$ 7.4	\$ 7.5	\$ 115.4	\$ 153.2
Office Leases	\$ 4.3	\$ 2.4	\$ 2.3	\$ 1.8	\$ 1.5	\$ 0.3	\$ 12.6

(1) Maturities utilized do not reflect extension options, which range from six months to one year.

(2) For loans which have interest at floating rates, future interest expense was calculated using the rate as of December 31, 2018.

(3) For leases which have inflationary increases, future ground rent expense was calculated using the rent based upon initial lease payment.

The Company has no secured debt scheduled to mature in 2019. The Company anticipates satisfying the remaining future maturities with a combination of operating cash flows, its Credit Facility, exercise of extension options, where available, and new debt issuances.

The Company has issued letters of credit in connection with completion and repayment guarantees for loans encumbering certain of the Company's development and redevelopment projects and guarantee of payment related to the Company's insurance program. As of December 31, 2018, these letters of credit aggregated \$41.8 million.

In connection with the construction of its development/redevelopment projects and related infrastructure, certain public agencies require posting of performance and surety bonds to guarantee that the Company's obligations are satisfied. These bonds expire upon

the completion of the improvements and infrastructure. As of December 31, 2018, the Company had \$20.6 million in performance and surety bonds outstanding.

The Company has accrued \$2.8 million of non-current uncertain tax positions and related interest under the provisions of the authoritative guidance that addresses accounting for income taxes, which are included in Other liabilities on the Company's Consolidated Balance Sheets at December 31, 2018. These amounts are not included in the table above because a reasonably reliable estimate regarding the timing of settlements with the relevant tax authorities, if any, cannot be made.

Off-Balance Sheet Arrangements

Unconsolidated Real Estate Joint Ventures

The Company has investments in various unconsolidated real estate joint ventures with varying structures. These joint ventures primarily operate shopping center properties. Such arrangements are generally with third-party institutional investors and individuals. The properties owned by the joint ventures are primarily financed with individual non-recourse mortgage loans, however, the Company, on a selective basis, has obtained unsecured financing for certain joint ventures. As of December 31, 2018, the Company did not guarantee any joint venture unsecured debt. Non-recourse mortgage debt is generally defined as debt whereby the lenders' sole recourse with respect to borrower defaults is limited to the value of the property collateralized by the mortgage. The lender generally does not have recourse against any other assets owned by the borrower or any of the constituent members of the borrower, except for certain specified exceptions listed in the particular loan documents (see Footnote 7 of the Notes to Consolidated Financial Statements included in this Form 10-K). The table below presents debt balances within the Company's unconsolidated joint venture investments for which the Company held noncontrolling ownership interests at December 31, 2018 (dollars in millions):

Joint Venture	Kimco Ownership Interest	Number of Properties	Mortgages and Notes Payable, Net (in millions)	Number of Encumbered Properties	Weighted Average Interest Rate	Weighted Average Remaining Term (months)*
Prudential Investment Program (1)	15.0%	42	\$ 572.6	13	4.29%	49.0
Kimco Income Opportunity Portfolio (2)	48.6%	39	651.4	27	4.43%	40.4
Canada Pension Plan Investment Board	55.0%	4	84.4	1	3.85%	54.0
Other Joint Venture Programs	Various	24	474.2	14	4.26%	78.6
Total			\$ 1,782.6			

* Average remaining term includes extensions

- (1) Includes an unsecured term loan of \$200.0 million (excluding deferred financing costs of \$0.3 million), which is scheduled to mature in August 2019, with two one-year extension options at the joint venture's discretion, and bears interest at a rate equal to LIBOR plus 1.75% (4.18% at December 31, 2018).
- (2) Includes an unsecured revolving credit facility with an outstanding balance at December 31, 2018 of \$73.3 million (excluding deferred financing costs of \$0.3 million), which is scheduled to mature in September 2020, with two one-year extension options at the joint venture's discretion, and bears interest at a rate equal to LIBOR plus 1.75% (4.18% at December 31, 2018).

As of December 31, 2018, these loans had scheduled maturities ranging from one month to 13 years and bore interest at rates ranging from 2.91% to 7.25%. Approximately \$45.6 million of the aggregate outstanding loan balance matures in 2019. These maturing loans are anticipated to be repaid with operating cash flows, debt refinancing, unsecured credit facilities, proceeds from sales and partner capital contributions, as deemed appropriate (see Footnote 7 of the Notes to Consolidated Financial Statements included in this Form 10-K).

Other Real Estate Investments

The Company previously provided capital to owners and developers of real estate properties through its Preferred Equity Program. As of December 31, 2018, the Company's net investment under the Preferred Equity Program was \$176.3 million relating to 285 properties, including 273 net leased properties. As of December 31, 2018, these preferred equity investment properties had individual non-recourse mortgage loans aggregating \$298.9 million (excluding fair market value of debt adjustments aggregating \$15.1 million). These loans have scheduled maturities ranging from six months to six years and bear interest at rates ranging from 4.19% to 10.47%. Due to the Company's preferred position in these investments, the Company's share of each investment is subject to fluctuation and is dependent upon property cash flows. The Company's maximum exposure to losses associated with its preferred equity investments is limited to its invested capital.

Funds From Operations

Funds From Operations ("FFO") is a supplemental non-GAAP financial measure utilized to evaluate the operating performance of real estate companies. The National Association of Real Estate Investment Trusts ("NAREIT") defines FFO as net income/(loss) available to the Company's common shareholders computed in accordance with generally accepted accounting principles in the

United States (“GAAP”), excluding (i) gains or losses from sales of operating real estate assets and change in control of interests, plus (ii) depreciation and amortization of operating properties and (iii) impairment of depreciable real estate and in substance real estate equity investments and (iv) after adjustments for unconsolidated partnerships and joint ventures calculated to reflect FFO on the same basis.

The Company presents FFO available to the Company’s common shareholders as it considers it an important supplemental measure of our operating performance and believes it is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs, many of which present FFO available to the Company’s common shareholders when reporting results. Comparison of our presentation of FFO available to the Company’s common shareholders 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.

The Company also presents FFO available to the Company’s common shareholders as adjusted as an additional supplemental measure as it believes it is more reflective of its core operating performance and provides investors and analysts an additional measure to compare the Company’s performance across reporting periods on a consistent basis by excluding items that we do not believe are indicative of our core operating performance. FFO available to the Company’s common shareholders as adjusted is generally calculated by the Company as FFO available to the Company’s common shareholders excluding certain transactional income and expenses and non-operating impairments which management believes are not reflective of the results within the Company’s operating real estate portfolio.

FFO is a supplemental non-GAAP financial measure of real estate companies’ operating performances, which does not represent cash generated from operating activities in accordance with GAAP and therefore should not be considered an alternative for net income or cash flows from operations as a measure of liquidity. Our method of calculating FFO available to the Company’s common shareholders and FFO available to the Company’s common shareholders as adjusted may be different from methods used by other REITs and, accordingly, may not be comparable to such other REITs.

The Company’s reconciliation of net income available to the Company’s common shareholders to FFO available to the Company’s common shareholders and FFO available to the Company’s common shareholders as adjusted for the three months and years ended December 31, 2018 and 2017 is as follows (in thousands, except per share data):

	Three Months Ended December 31,		Year Ended December 31,	
	2018	2017	2018	2017
Net income available to the Company’s common shareholders	\$ 73,627	\$ 73,465	\$ 439,604	\$ 372,461
Gain on sale of operating properties/change in control of interests	(49,379)	(31,436)	(229,763)	(92,830)
Gain on sale of joint venture operating properties/change in control of interests	(12,446)	(6,849)	(18,549)	(79,034)
Depreciation and amortization - real estate related	74,086	83,959	305,079	356,191
Depreciation and amortization - real estate joint ventures	10,717	9,835	43,483	39,248
Impairment of depreciable real estate properties	50,050	32,854	83,754	65,148
Benefit for income taxes (2)	-	-	-	(39)
Noncontrolling interests (2)	(421)	(1,688)	(2,891)	(5,583)
FFO available to the Company’s common shareholders	146,234	160,140	620,717	655,562
Transactional (income)/expense:				
Profit participation from other real estate investments	(129)	(379)	(10,903)	(34,952)
Losses/(gains) from land sales	10	(2,362)	(6,295)	(3,422)
Distribution in excess of basis	-	-	(3,550)	-
Demolition costs	495	3,589	1,487	4,686
Gain on forgiveness of debt	-	(380)	(4,274)	(380)
Prepayment penalties	-	-	12,762	1,753
Severance costs	-	5,190	1,185	5,190
Gain on liquidation of a foreign entity	-	-	-	(14,822)
Insurance proceeds in excess of related loss	(2,722)	-	(4,279)	-
Loss on of marketable securities	1,444	-	3,487	-
Impairments on other investments	2,051	423	2,318	11,766
Preferred stock redemption charges	-	-	-	7,014
Noncontrolling interests (3)	-	-	136	11,338
Other income, net	32	170	252	502
Total transactional expense/(income), net	1,181	6,251	(7,674)	(11,327)
FFO available to the Company’s common shareholders as adjusted	\$ 147,415	\$ 166,391	\$ 613,043	\$ 644,235
Weighted average shares outstanding for FFO calculations:				
Basic	419,258	423,734	420,641	423,614
Units	837	961	835	852
Dilutive effect of equity awards	628	354	629	405

Diluted	420,723 (1)	425,049 (1)	422,105 (1)	424,871 (1)
FFO per common share – basic	\$ 0.35	\$ 0.38	\$ 1.48	\$ 1.55
FFO per common share – diluted	\$ 0.35 (1)	\$ 0.38 (1)	\$ 1.47 (1)	\$ 1.55 (1)
FFO as adjusted per common share – basic	\$ 0.35	\$ 0.39	\$ 1.46	\$ 1.52
FFO as adjusted per common share – diluted	\$ 0.35 (1)	\$ 0.39 (1)	\$ 1.45 (1)	\$ 1.52 (1)

- (1) Reflects the potential impact if certain units were converted to common stock at the beginning of the period, which would have a dilutive effect on FFO. FFO would be increased by \$228 and \$274 for the three months ended December 31, 2018 and 2017, respectively, and \$916 and \$923 for the years ended December 31, 2018 and 2017, respectively. The effect of other certain convertible units would have an anti-dilutive effect upon the calculation of Income from continuing operations per share. Accordingly, the impact of such conversion has not been included in the determination of diluted earnings per share calculations.
- (2) Related to gains, impairment and depreciation on depreciable real estate properties, where applicable.
- (3) Related to transaction (income)/expense, where applicable.

Same Property Net Operating Income (“Same property NOI”)

Same property NOI is a supplemental non-GAAP financial measure of real estate companies’ operating performance and should not be considered an alternative to net income in accordance with GAAP or as a measure of liquidity. The Company considers Same property NOI as an important operating performance measure because it is frequently used by securities analysts and investors to measure only the net operating income of properties that have been owned by the Company for the entire current and prior year reporting periods. It excludes properties under redevelopment, development and pending stabilization; properties are deemed stabilized at the earlier of (i) reaching 90% leased or (ii) one year following a project’s inclusion in operating real estate. Same property NOI assists in eliminating disparities in net income due to the development, acquisition or disposition of properties during the particular period presented, and thus provides a more consistent performance measure for the comparison of the Company’s properties.

Same property NOI is calculated using revenues from rental properties (excluding straight-line rent adjustments, lease termination fees and amortization of above/below market rents) less charges for bad debt, operating and maintenance expense, real estate taxes and rent expense plus the Company’s proportionate share of Same property NOI from unconsolidated real estate joint ventures, calculated on the same basis. The Company’s method of calculating Same property NOI available to the Company’s common shareholders may differ from methods used by other REITs and, accordingly, may not be comparable to such other REITs.

The following is a reconciliation of Net income available to the Company’s common shareholders to Same property NOI (in thousands):

	Three Months Ended December 31,		Year Ended December 31,	
	2018	2017	2018	2017
Net income available to the Company’s common shareholders	\$ 73,627	\$ 73,465	\$ 439,604	\$ 372,461
Adjustments:				
Management and other fee income	(2,397)	(4,593)	(15,159)	(17,049)
General and administrative	20,022	27,972	87,797	91,690
Impairment charges	45,352	33,051	79,207	67,331
Depreciation and amortization	74,266	85,024	310,380	360,811
Gain on sale of operating properties/change in control of interests	(49,379)	(31,436)	(229,840)	(93,538)
Interest and other expense, net	44,515	53,380	183,060	191,150
Provision/(benefit) for income taxes, net	2,583	1,344	1,600	(880)
Gain on change in control of joint venture interests	-	-	-	(71,160)
Equity in income of other real estate investments, net	(4,462)	(5,049)	(29,100)	(67,001)
Net (loss)/income attributable to noncontrolling interests	(214)	(330)	668	13,596
Preferred stock redemption charges	-	-	-	7,014
Preferred dividends	14,534	11,431	58,191	46,600
Non same property net operating income	(20,269)	(47,533)	(118,690)	(169,513)
Non-operational expense from joint ventures, net	13,219	9,359	60,417	72,970
Same property NOI	\$ 211,397	\$ 206,085	\$ 828,135	\$ 804,482

Same property NOI increased by \$5.3 million or 2.6% for the three months ended December 31, 2018, as compared to the corresponding period in 2017. This increase is primarily the result of (i) an increase of \$5.6 million related to lease-up and rent commencements in the portfolio, partially offset by (ii) an increase of \$0.2 million of credit losses and (iii) a decrease in other property income of \$0.1 million.

Same property NOI increased by \$23.7 million or 2.9% for the year ended December 31, 2018, as compared to the corresponding period in 2017. This increase is primarily the result of (i) an increase of \$24.6 million related to lease-up and rent commencements

in the portfolio, partially offset by (ii) a decrease in other property income of \$0.5 million and (iii) an increase of \$0.4 million of credit losses.

Effects of Inflation

Many of the Company's long-term leases contain provisions designed to mitigate the adverse impact of inflation. Such provisions include clauses enabling the Company to receive payment of additional rent calculated as a percentage of tenants' gross sales above pre-determined thresholds, which generally increase as prices rise, and/or escalation clauses, which generally increase rental rates during the terms of the leases. Such escalation clauses often include increases based upon changes in the consumer price index or similar inflation indices. In addition, many of the Company's leases are for terms of less than 10 years, which permits the Company to seek to increase rents to market rates upon renewal. Most of the Company's leases include escalation clauses or require the tenant to pay an allocable share of operating expenses, including common area maintenance costs, real estate taxes and insurance, thereby reducing the Company's exposure to increases in costs and operating expenses resulting from inflation.

New Accounting Pronouncements

See Footnote 1 of the Notes to Consolidated Financial Statements included in this Form 10-K.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

The Company's primary market risk exposure is interest rate risk. The Company periodically evaluates its exposure to short-term interest rates and will, from time-to-time, enter into interest rate protection agreements which mitigate, but do not eliminate, the effect of changes in interest rates on its floating-rate debt. The Company has not, and does not plan to, enter into any derivative financial instruments for trading or speculative purposes. The following table presents the Company's aggregate fixed rate and variable rate debt obligations outstanding, including fair market value adjustments and unamortized deferred financing costs, as of December 31, 2018, with corresponding weighted-average interest rates sorted by maturity date. The table does not include extension options where available (amounts in millions).

	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>Thereafter</u>	<u>Total</u>	<u>Fair Value</u>
<u>Secured Debt</u>								
Fixed Rate	\$ -	\$ 104.5	\$ 150.7	\$ 151.2	\$ 11.9	\$ 24.1	\$ 442.4	\$ 434.9
Average Interest Rate	-	5.47%	5.39%	4.05%	3.23%	6.85%	4.97%	
Variable Rate	\$ -	\$ 50.0	\$ -	\$ -	\$ -	\$ -	\$ 50.0	\$ 51.5
Average Interest Rate	-	4.23%	-	-	-	-	4.23%	
<u>Unsecured Debt</u>								
Fixed Rate	\$ -	\$ -	\$ 483.2	\$ 495.9	\$ 347.7	\$ 2,959.0	\$ 4,285.8	\$ 4,028.8
Average Interest Rate	-	-	3.20%	3.40%	3.13%	3.59%	3.49%	
Variable Rate	\$ -	\$ -	\$ 95.7	\$ -	\$ -	\$ -	\$ 95.7	\$ 97.6
Average Interest Rate	-	-	3.31%	-	-	-	3.31%	

Based on the Company's variable-rate debt balances, interest expense would have increased by \$1.5 million for the year ended December 31, 2018, if short-term interest rates were 1.0% higher. The Company has not, and does not plan to, enter into any derivative financial instruments for trading or speculative purposes.

The Company's revenues and equity in income (including gains on sales and impairment losses) from its foreign investments in U.S. dollar equivalents and their respective local currencies are as follows (in millions):

	<u>2018</u>	<u>2017</u>	<u>2016</u>
Revenues from consolidated in USD:			
Mexico	\$ -	\$ 0.3	\$ 0.6
Revenues from consolidated in local currencies:			
Mexico (Mexican Pesos "MXN")	-	5.7	11.3
Equity in income/(loss) from unconsolidated joint ventures and preferred equity investments in USD:			
Canada (1)	\$ 3.2	\$ (1.3)	\$ 152.6
Mexico (2)	\$ (0.7)	\$ (0.3)	\$ (3.6)

Equity in income/(loss) from unconsolidated joint ventures and preferred equity investments in local currencies:

Canada (CAD) (1)	4.5	(1.7)	199.5
Mexico (MXN) (2)	(12.9)	(6.3)	29.2

- (1) Includes impairment charge of \$3.4 million (CAD 4.3 million) related to the pending sale of a property for the year ended December 31, 2017. In addition, includes gains of \$0.8 million (CAD 1.0 million) and \$141.9 million (CAD 185.9 million) on disposition of equity interests for the years ended December 31, 2018 and 2016, respectively.
- (2) Includes impairment charge of \$0.6 million (MXN 11.0 million) related to pending sale of land parcel for the year ended December 31, 2018. In addition, includes equity losses of \$5.2 million for the year ended December 31, 2016 related to foreign investments for which the reporting currency is denominated in USD and not subject to foreign translation exposure.

At December 31, 2018, the Company's foreign real estate investments in their local currency had an aggregate carrying amount of 39.7 million Mexican Pesos (USD \$4.1 million). Currency fluctuations between local currency and the U.S. dollar for the Company's foreign monetary assets and liabilities result in foreign currency gains/losses which are recognized in Other income, net in the Company's Consolidated Statements of Income. During the year ended December 31, 2018, the Company recognized a net foreign currency loss of \$0.2 million.

Item 8. Financial Statements and Supplementary Data

The response to this Item 8 is included in our audited Consolidated Financial Statements and Notes to Consolidated Financial Statements, which are contained in Part IV Item 15 of this Form 10-K.

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

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures are effective.

Changes in Internal Control Over Financial Reporting

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fourth fiscal quarter ended December 31, 2018, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in the *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in *Internal Control - Integrated Framework (2013)*, our management concluded that our internal control over financial reporting was effective as of December 31, 2018.

The effectiveness of our internal control over financial reporting as of December 31, 2018, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item is incorporated by reference to “Proposal 1—Election of Directors,” “Corporate Governance,” “Committees of the Board of Directors,” “Executive Officers” and “Other Matters” in our definitive proxy statement to be filed with respect to the Annual Meeting of Stockholders expected to be held on April 30, 2019 (“Proxy Statement”).

We have adopted a Code of Business Conduct and Ethics (the “Code of Ethics”). The Code of Ethics is available at the Investors/Governance/Governance Documents section of our website at www.kimcorealty.com. A copy of the Code of Ethics is available in print, free of charge, to stockholders upon request to us at the address set forth in Item 1 of this Annual Report on Form 10-K under the section “Business - Overview.” We intend to satisfy the disclosure requirements under the Securities and Exchange Act of 1934, as amended, regarding an amendment to or waiver from a provision of our Code of Ethics by posting such information on our website.

Item 11. Executive Compensation

The information required by this item is incorporated by reference to “Compensation Discussion and Analysis,” “Executive Compensation Committee Report,” “Compensation Tables,” “Compensation of Directors” and “Other Matters” in our Proxy Statement.

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

The information required by this item is incorporated by reference to “Security Ownership of Certain Beneficial Owners and Management” and “Compensation Tables” in our Proxy Statement.

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

The information required by this item is incorporated by reference to “Certain Relationships and Related Transactions” and “Corporate Governance” in our Proxy Statement.

Item 14. Principal Accounting Fees and Services

The information required by this item is incorporated by reference to “Independent Registered Public Accountants” in our Proxy Statement.

PART IV

Item 15. Exhibits, Financial Statement Schedules

Financial Statements –	Form 10-K
(a) 1. The following consolidated financial information is included as a separate section of this annual report on Form 10-K.	Report Page
Report of Independent Registered Public Accounting Firm	47
Consolidated Financial Statements	
Consolidated Balance Sheets as of December 31, 2018 and 2017	48
Consolidated Statements of Income for the years ended December 31, 2018, 2017 and 2016	49
Consolidated Statements of Comprehensive Income for the years ended December 31, 2018, 2017 and 2016	50
Consolidated Statements of Changes in Equity for the years ended December 31, 2018, 2017 and 2016	51
Consolidated Statements of Cash Flows for the years ended December 31, 2018, 2017 and 2016	53
Notes to Consolidated Financial Statements	54
2. Financial Statement Schedules -	
Schedule II - Valuation and Qualifying Accounts for the years ended December 31, 2018, 2017 and 2016	95
Schedule III - Real Estate and Accumulated Depreciation as of December 31, 2018	96
Schedule IV - Mortgage Loans on Real Estate as of December 31, 2018	107
All other schedules are omitted since the required information is not present or is not present in amounts sufficient to require submission of the schedule.	
3. Exhibits -	
The exhibits listed on the accompanying Index to Exhibits are filed as part of this report.	43

Item 16. Form 10-K Summary

None.

INDEX TO EXHIBITS

Incorporated by Reference

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Form</u>	<u>File No.</u>	<u>Date of Filing</u>	<u>Filed/ Exhibit Number Furnished Herewith</u>
3.1(a)	Articles of Restatement of Kimco Realty Corporation, dated January 14, 2011	10-K	1-10899	02/28/11	3.1(a)
3.1(b)	Amendment to Articles of Restatement of Kimco Realty Corporation, dated May 8, 2014	10-K	1-10899	02/27/17	3.1(b)
3.1(c)	Articles Supplementary of Kimco Realty Corporation, dated November 8, 2010	10-K	1-10899	02/28/11	3.1(b)
3.1(d)	Articles Supplementary of Kimco Realty Corporation, dated March 12, 2012	8-A12B	1-10899	03/13/12	3.2
3.1(e)	Articles Supplementary of Kimco Realty Corporation, dated July 17, 2012	8-A12B	1-10899	07/18/12	3.2
3.1(f)	Articles Supplementary of Kimco Realty Corporation, dated November 30, 2012	8-A12B	1-10899	12/03/12	3.2
3.1(g)	Articles Supplementary of Kimco Realty Corporation, dated August 8, 2017	8-A12B	1-10899	08/08/17	3.3
3.1(h)	Articles Supplementary of Kimco Realty Corporation, dated December 12, 2017	8-A12B	1-10899	12/12/17	3.3
3.2	Amended and Restated Bylaws of Kimco Realty Corporation, dated February 25, 2009	10-K	1-10899	02/27/09	3.2
4.1	Agreement of Kimco Realty Corporation pursuant to Item 601(b)(4)(iii)(A) of Regulation S-K	S-11	333-42588	09/11/91	4.1
4.2	Indenture dated September 1, 1993, between Kimco Realty Corporation and Bank of New York (as successor to IBJ Schroder Bank and Trust Company)	S-3	333-67552	09/10/93	4(a)
4.3	First Supplemental Indenture, dated August 4, 1994, between Kimco Realty Corporation and Bank of New York (as successor to IBJ Schroder Bank and Trust Company)	10-K	1-10899	03/28/96	4.6
4.4	Second Supplemental Indenture, dated April 7, 1995, between Kimco Realty Corporation and Bank of New York (as successor to IBJ Schroder Bank and Trust Company)	8-K	1-10899	04/07/95	4(a)
4.5	Third Supplemental Indenture, dated June 2, 2006, between Kimco Realty Corporation and The Bank of New York, as Trustee	8-K	1-10899	06/05/06	4.1
4.6	Fourth Supplemental Indenture, dated April 26, 2007, between Kimco Realty Corporation and The Bank of New York, as Trustee	8-K	1-10899	04/26/07	1.3
4.7	Fifth Supplemental Indenture, dated September 24, 2009, between Kimco Realty Corporation and The Bank of New York Mellon, as Trustee	8-K	1-10899	09/24/09	4.1
4.8	Sixth Supplemental Indenture, dated May 23, 2013, between Kimco Realty Corporation and The Bank of New York Mellon, as Trustee	8-K	1-10899	05/23/13	4.1
4.9	Seventh Supplemental Indenture, dated April 24, 2014, between Kimco Realty Corporation and The Bank of New York Mellon, as Trustee	8-K	1-10899	04/24/14	4.1
10.1	Amended and Restated Stock Option Plan	10-K	1-10899	03/28/95	10.3
10.2	Second Amended and Restated 1998 Equity Participation Plan of Kimco Realty Corporation (restated February 25, 2009)	10-K	1-10899	02/27/09	10.9
10.3	Form of Indemnification Agreement	10-K	1-10899	02/27/09	99.1
10.4	Agency Agreement, dated July 17, 2013, by and among Kimco North Trust III, Kimco Realty Corporation and Scotia Capital Inc., RBC Dominion Securities Inc., CIBC World Markets Inc. and National Bank Financial Inc.	10-Q	1-10899	08/02/13	99.1

Incorporated by Reference

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Form</u>	<u>File No.</u>	<u>Date of Filing</u>	<u>Exhibit Number</u>	<u>Filed/ Furnished Herewith</u>
10.5	Kimco Realty Corporation Executive Severance Plan, dated March 15, 2010	8-K	1-10899	03/19/10	10.5	
10.7	Amendment No. 1 to the Kimco Realty Corporation 2010 Equity Participation Plan	10-K	1-10899	02/23/18	10.7	
10.8	Form of Performance Share Award Grant Notice and Performance Share Award Agreement	8-K	1-10899	03/19/10	10.8	
10.9	First Amendment to the Kimco Realty Corporation Executive Severance Plan, dated March 20, 2012	10-Q	1-10899	05/10/12	10.3	
10.10	\$1.75 Billion Amended and Restated Credit Agreement, dated March 17, 2014, among Kimco Realty Corporation, the subsidiaries of Kimco party thereto, the lenders party thereto, and JPMorgan Chase Bank, N.A., as administrative agent	8-K	1-10899	03/20/14	10.1	
10.11	\$2.25 Billion Amended and Restated Credit Agreement, dated February 1, 2017, among Kimco Realty Corporation, the subsidiaries of Kimco party thereto, the lenders party thereto, and JPMorgan Chase Bank, N.A., as administrative agent	8-K	1-10899	02/02/17	10.1	
10.12	Credit Agreement, dated January 30, 2015, among Kimco Realty Corporation and each of the parties named therein	8-K	1-10899	02/05/15	10.1	
10.13	Consulting Agreement, dated June 11, 2015, between Kimco Realty Corporation and David B. Henry	8-K	1-10899	06/12/15	10.1	
21.1	Significant Subsidiaries of the Company	—	—	—	—	*
23.1	Consent of PricewaterhouseCoopers LLP	—	—	—	—	*
31.1	Certification of the Company's Chief Executive Officer, Conor C. Flynn, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	—	—	—	—	X
31.2	Certification of the Company's Chief Financial Officer, Glenn G. Cohen, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	—	—	—	—	X
32.1	Certification of the Company's Chief Executive Officer, Conor C. Flynn, and the Company's Chief Financial Officer, Glenn G. Cohen, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	—	—	—	—	**
99.1	Property Chart	—	—	—	—	X
101.INS	XBRL Instance Document	—	—	—	—	*
101.SCH	XBRL Taxonomy Extension Schema	—	—	—	—	*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase	—	—	—	—	*
101.DEF	XBRL Taxonomy Extension Definition Linkbase	—	—	—	—	*
101.LAB	XBRL Taxonomy Extension Label Linkbase	—	—	—	—	*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase	—	—	—	—	*

X - Filed herewith

* - Incorporated by reference to the corresponding Exhibit to the Company's Annual Report on Form 10-K filed on February 15, 2019

** - Furnished herewith

SIGNATURES

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

KIMCO REALTY CORPORATION

By: /s/ Conor C. Flynn
Conor C. Flynn
Chief Executive Officer

Dated: February 15, 2019

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Milton Cooper</u> Milton Cooper	Executive Chairman of the Board of Directors	February 15, 2019
<u>/s/ Conor C. Flynn</u> Conor C. Flynn	Chief Executive Officer and Director	February 15, 2019
<u>/s/ Richard G. Dooley</u> Richard G. Dooley	Director	February 15, 2019
<u>/s/ Joe Grills</u> Joe Grills	Director	February 15, 2019
<u>/s/ Frank Lourenso</u> Frank Lourenso	Director	February 15, 2019
<u>/s/ Richard Saltzman</u> Richard Saltzman	Director	February 15, 2019
<u>/s/ Philip Coviello</u> Philip Coviello	Director	February 15, 2019
<u>/s/ Colombe Nicholas</u> Colombe Nicholas	Director	February 15, 2019
<u>/s/ Mary Hogan Preusse</u> Mary Hogan Preusse	Director	February 15, 2019
<u>/s/ Valerie Richardson</u> Valerie Richardson	Director	February 15, 2019
<u>/s/ Glenn G. Cohen</u> Glenn G. Cohen	Executive Vice President - Chief Financial Officer and Treasurer	February 15, 2019
<u>/s/ Paul Westbrook</u> Paul Westbrook	Vice President - Chief Accounting Officer	February 15, 2019

ANNUAL REPORT ON FORM 10-K
ITEM 8, ITEM 15 (a) (1) and (2)
INDEX TO FINANCIAL STATEMENTS
AND
FINANCIAL STATEMENT SCHEDULES

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders
of Kimco Realty Corporation:

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the consolidated financial statements, including the related notes, as listed in the index appearing under Item 15(a)(1), and the financial statement schedules listed in the index appearing under Item 15(a)(2), of Kimco Realty Corporation and its subsidiaries (collectively referred to as the “consolidated financial statements”). We also have audited the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2018 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018 based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) 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.

/s/ PricewaterhouseCoopers LLP
New York, New York
February 15, 2019

We have served as the Company's auditor since at least 1991. We have not been able to determine the specific year we began serving as auditor of the Company.

KIMCO REALTY CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Assets:		
Real estate:		
Land	\$ 2,822,691	\$ 3,019,284
Building and improvements	8,813,115	9,231,644
Real estate	11,635,806	12,250,928
Less: accumulated depreciation and amortization	(2,385,287)	(2,433,053)
Total real estate, net	9,250,519	9,817,875
Real estate under development	241,384	402,518
Investments in and advances to real estate joint ventures	570,922	483,861
Other real estate investments	192,123	217,584
Mortgages and other financing receivables	14,448	21,838
Cash and cash equivalents	143,581	238,513
Marketable securities	10,302	13,265
Accounts and notes receivable, net	184,528	189,757
Deferred charges and prepaid expenses	156,155	155,472
Other assets	235,138	223,043
Total assets (1)	<u>\$ 10,999,100</u>	<u>\$ 11,763,726</u>
Liabilities:		
Notes payable, net	\$ 4,381,456	\$ 4,596,140
Mortgages and construction loan payable, net	492,416	882,787
Accounts payable and accrued expenses	174,903	185,702
Dividends payable	130,262	128,892
Other liabilities	385,328	431,915
Total liabilities (2)	<u>5,564,365</u>	<u>6,225,436</u>
Redeemable noncontrolling interests	<u>23,682</u>	<u>16,143</u>
Commitments and contingencies (Footnote 19)		
Stockholders' equity:		
Preferred stock, \$1.00 par value, authorized 5,996,240 shares; 42,580 and 41,200 shares issued and outstanding (in series), respectively; Aggregate liquidation preference \$1,064,500 and \$1,030,000, respectively	43	41
Common stock, \$.01 par value, authorized 750,000,000 shares issued and outstanding 421,388,879 and 425,646,380 shares, respectively	4,214	4,256
Paid-in capital	6,117,254	6,152,764
Cumulative distributions in excess of net income	(787,707)	(761,337)
Accumulated other comprehensive loss	-	(1,480)
Total stockholders' equity	<u>5,333,804</u>	<u>5,394,244</u>
Noncontrolling interests	<u>77,249</u>	<u>127,903</u>
Total equity	<u>5,411,053</u>	<u>5,522,147</u>
Total liabilities and equity	<u>\$ 10,999,100</u>	<u>\$ 11,763,726</u>

(1) Includes restricted assets of consolidated variable interest entities ("VIEs") at December 31, 2018 and December 31, 2017 of \$239,012 and \$644,990, respectively. See Footnote 9 of the Notes to Consolidated Financial Statements.

(2) Includes non-recourse liabilities of consolidated VIEs at December 31, 2018 and December 31, 2017 of \$143,186 and \$417,688, respectively. See Footnote 9 of the Notes to Consolidated Financial Statements.

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

KIMCO REALTY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share data)

	Year Ended December 31,		
	2018	2017	2016
Revenues			
Revenues from rental properties	\$ 882,345	\$ 912,670	\$ 893,365
Reimbursement income	246,381	247,563	239,015
Other rental property income	20,877	23,552	20,021
Management and other fee income	15,159	17,049	18,391
Total revenues	<u>1,164,762</u>	<u>1,200,834</u>	<u>1,170,792</u>
Operating expenses			
Rent	(10,929)	(11,145)	(10,993)
Real estate taxes	(153,336)	(157,196)	(146,615)
Operating and maintenance	(164,294)	(169,552)	(171,416)
General and administrative	(87,797)	(91,690)	(86,796)
Provision for doubtful accounts	(6,253)	(5,630)	(5,563)
Impairment charges	(79,207)	(67,331)	(93,266)
Depreciation and amortization	(310,380)	(360,811)	(355,320)
Total operating expenses	<u>(812,196)</u>	<u>(863,355)</u>	<u>(869,969)</u>
Gain on sale of operating properties/change in control of interests	229,840	93,538	92,823
Operating income	582,406	431,017	393,646
Other income/(expense)			
Other income, net	13,041	2,559	5,425
Interest expense	(183,339)	(191,956)	(192,549)
Early extinguishment of debt charges	(12,762)	(1,753)	(45,674)
Income before income taxes, net, equity in income of joint ventures, net, gain on change in control of joint venture interests and equity in income from other real estate investments, net	399,346	239,867	160,848
(Provision)/benefit for income taxes, net	(1,600)	880	(78,583)
Equity in income of joint ventures, net	71,617	60,763	218,714
Gain on change in control of joint venture interests	-	71,160	57,386
Equity in income of other real estate investments, net	29,100	67,001	27,773
Net income	<u>498,463</u>	<u>439,671</u>	<u>386,138</u>
Net income attributable to noncontrolling interests	(668)	(13,596)	(7,288)
Net income attributable to the Company	497,795	426,075	378,850
Preferred stock redemption charges	-	(7,014)	-
Preferred dividends	(58,191)	(46,600)	(46,220)
Net income available to the Company's common shareholders	<u>\$ 439,604</u>	<u>\$ 372,461</u>	<u>\$ 332,630</u>
Per common share:			
Net income available to the Company's common shareholders:			
-Basic	<u>\$ 1.02</u>	<u>\$ 0.87</u>	<u>\$ 0.79</u>
-Diluted	<u>\$ 1.02</u>	<u>\$ 0.87</u>	<u>\$ 0.79</u>
Weighted average shares:			
-Basic	<u>420,641</u>	<u>423,614</u>	<u>418,402</u>
-Diluted	<u>421,379</u>	<u>424,019</u>	<u>419,709</u>

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

KIMCO REALTY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)

	Year Ended December 31,		
	2018	2017	2016
Net income	\$ 498,463	\$ 439,671	\$ 386,138
Other comprehensive income:			
Change in unrealized gains/losses related to available-for-sale securities	-	(1,542)	8
Change in unrealized value on interest rate swaps	344	631	451
Change in foreign currency translation adjustments	-	(6,335)	(281)
Other comprehensive income/(loss)	344	(7,246)	178
Comprehensive income	498,807	432,425	386,316
Comprehensive income attributable to noncontrolling interests	(668)	(13,596)	(7,288)
Comprehensive income attributable to the Company	\$ 498,139	\$ 418,829	\$ 379,028

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

KIMCO REALTY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
For the Years Ended December 31, 2018, 2017 and 2016
(in thousands)

	Cumulative Distributions in Excess of Net Income	Accumulated Other Comprehensive Income / (Loss)	Preferred Stock		Common Stock		Paid-in Capital	Total Stockholders' Equity	Noncontrolling Interests	Total Equity
			Issued	Amount	Issued	Amount				
Balance, January 1, 2016	\$ (572,335)	\$ 5,588	32	\$ 32	413,431	\$ 4,134	\$ 5,608,881	\$ 5,046,300	\$ 135,651	\$ 5,181,951
Contributions/deemed contributions from noncontrolling interests	-	-	-	-	-	-	-	-	16,667	16,667
Net income	378,850	-	-	-	-	-	-	378,850	7,288	386,138
Other comprehensive income:										
Change in unrealized gains on marketable securities	-	8	-	-	-	-	-	8	-	8
Change in unrealized value on interest rate swaps	-	451	-	-	-	-	-	451	-	451
Change in foreign currency translation adjustment	-	(281)	-	-	-	-	-	(281)	-	(281)
Redeemable noncontrolling interests income	-	-	-	-	-	-	-	-	(4,349)	(4,349)
Dividends declared to common and preferred shares	(483,382)	-	-	-	-	-	-	(483,382)	-	(483,382)
Distributions to noncontrolling interests	-	-	-	-	-	-	-	-	(8,522)	(8,522)
Issuance of common stock	-	-	-	-	10,711	107	286,314	286,421	-	286,421
Surrender of restricted stock	-	-	-	-	(276)	(3)	(7,005)	(7,008)	-	(7,008)
Exercise of common stock options	-	-	-	-	1,168	12	21,048	21,060	-	21,060
Amortization of equity awards	-	-	-	-	-	-	13,720	13,720	-	13,720
Balance, December 31, 2016	(676,867)	5,766	32	\$ 32	425,034	4,250	5,922,958	5,256,139	146,735	5,402,874
Contributions/deemed contributions from noncontrolling interests	-	-	-	-	-	-	-	-	48,877	48,877
Net income	426,075	-	-	-	-	-	-	426,075	13,596	439,671
Other comprehensive income:										
Change in unrealized gains/losses on marketable securities	-	(1,542)	-	-	-	-	-	(1,542)	-	(1,542)
Change in unrealized value on interest rate swaps	-	631	-	-	-	-	-	631	-	631
Change in foreign currency translation adjustments	-	(6,335)	-	-	-	-	-	(6,335)	-	(6,335)
Redeemable noncontrolling interests income	-	-	-	-	-	-	-	-	(1,297)	(1,297)
Dividends declared to common and preferred shares	(510,545)	-	-	-	-	-	-	(510,545)	-	(510,545)
Distributions to noncontrolling interests	-	-	-	-	-	-	-	-	(13,995)	(13,995)
Issuance of common stock	-	-	-	-	776	8	(8)	(8)	-	-
Issuance of preferred stock	-	-	18	18	-	-	439,401	439,419	-	439,419
Surrender of restricted stock	-	-	-	-	(248)	(2)	(5,697)	(5,699)	-	(5,699)
Exercise of common stock options	-	-	-	-	84	-	1,526	1,526	-	1,526
Amortization of equity awards	-	-	-	-	-	-	18,983	18,983	-	18,983
Redemption of preferred stock	-	-	(9)	(9)	-	-	(224,991)	(225,000)	-	(225,000)
Redemption/conversion of noncontrolling interests	-	-	-	-	-	-	592	592	(66,013)	(65,421)
Balance, December 31, 2017	(761,337)	(1,480)	41	\$ 41	425,646	4,256	6,152,764	5,394,244	127,903	5,522,147
Impact of change in accounting principles ASU 2017-05 (1)	8,098	-	-	-	-	-	-	8,098	-	8,098

KIMCO REALTY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended December 31,		
	2018	2017	2016
Cash flow from operating activities:			
Net income	\$ 498,463	\$ 439,671	\$ 386,138
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	310,380	360,811	355,320
Impairment charges	79,207	67,331	93,266
Deferred taxes	-	807	55,068
Early extinguishment of debt charges	12,762	1,753	45,674
Equity award expense	18,221	21,563	19,071
Gain on sale of operating properties, net	(229,840)	(93,538)	(92,823)
Gain on change in control of joint venture interests	-	(71,160)	(57,386)
Equity in income of joint ventures, net	(71,617)	(60,763)	(218,714)
Equity in income from other real estate investments, net	(29,100)	(67,001)	(27,773)
Distributions from joint ventures and other real estate investments	104,626	58,189	90,589
Change in accounts and notes receivable	5,229	(7,934)	(6,571)
Change in accounts payable and accrued expenses	(9,175)	4,417	(7,886)
Change in Canadian withholding tax receivable	-	12,996	23,571
Change in other operating assets and liabilities	(51,220)	(52,961)	(65,448)
Net cash flow provided by operating activities	<u>637,936</u>	<u>614,181</u>	<u>592,096</u>
Cash flow from investing activities:			
Acquisition of operating real estate and other related net assets	(5,407)	(153,854)	(203,190)
Improvements to operating real estate	(290,874)	(206,800)	(143,489)
Acquisition of real estate under development	(4,592)	(10,010)	(51,588)
Improvements to real estate under development	(235,988)	(160,257)	(72,759)
Investment in marketable securities	(63)	(9,822)	(2,466)
Proceeds from sale of marketable securities	957	3,146	1,937
Investments in and advances to real estate joint ventures	(36,139)	(35,291)	(86,453)
Reimbursements of investments and advances to real estate joint ventures	21,127	55,839	71,656
Distributions from liquidation of real estate joint ventures	-	-	138,475
Return of investment from liquidation of real estate joint ventures	-	-	191,902
Investment in other real estate investments	(524)	(666)	(233)
Reimbursements of investments and advances to other real estate investments	12,878	40,709	11,019
Investment in other financing receivable	(125)	-	-
Collection of mortgage loans receivable	22,299	1,405	921
Investment in other investments	(857)	-	-
Reimbursements of other investments	-	-	500
Proceeds from sale of operating properties	754,731	181,321	304,600
Proceeds from sale of development properties	-	-	4,551
Proceeds from insurance casualty claims	16,222	-	-
Net cash flow provided by/(used for) investing activities	<u>253,645</u>	<u>(294,280)</u>	<u>165,383</u>
Cash flow from financing activities:			
Principal payments on debt, excluding normal amortization of rental property debt	(204,746)	(687,117)	(700,853)
Principal payments on rental property debt	(13,113)	(15,186)	(19,039)
Proceeds from mortgage and construction loan financings	50,972	206,000	-
Proceeds/(repayments) under the unsecured revolving credit facility, net	92,254	(17,143)	26,445
Proceeds from issuance of unsecured notes	-	1,250,000	1,400,000
Repayments under unsecured notes/term loan	(315,095)	(550,000)	(1,261,850)
Payment of early extinguishment of debt charges	(13,308)	(2,631)	(45,674)
Change in other financing liabilities	(4,528)	911	1,367
Contributions from noncontrolling interests	109	1,422	-
Redemption/distribution of noncontrolling interests	(6,660)	(96,599)	(12,594)
Dividends paid	(529,756)	(506,172)	(474,045)
Proceeds from issuance of stock, net	33,705	440,946	307,395
Redemption of preferred stock	-	(225,000)	-
Repurchase of common stock	(75,126)	-	-
Financing origination costs	(1,221)	(23,305)	(25,679)
Net cash flow used for financing activities	<u>(986,513)</u>	<u>(223,874)</u>	<u>(804,527)</u>
Net change in cash and cash equivalents	(94,932)	96,027	(47,048)
Cash and cash equivalents, beginning of year	238,513	142,486	189,534
Cash and cash equivalents, end of year	<u>\$ 143,581</u>	<u>\$ 238,513</u>	<u>\$ 142,486</u>
Interest paid during the year including payment of early extinguishment of debt charges of \$13,308, \$2,631 and \$45,674, respectively (net of capitalized interest of \$17,549, \$14,480 and \$5,618, respectively)	<u>\$ 199,701</u>	<u>\$ 192,155</u>	<u>\$ 252,482</u>
Income taxes paid/(received) during the year (net of refunds received of \$1,007, \$16,118 and \$113,934, respectively)	<u>\$ 514</u>	<u>\$ (14,456)</u>	<u>\$ 6,090</u>

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

KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Amounts relating to the number of buildings, square footage, tenant and occupancy data, joint venture debt average interest rates and terms and estimated project costs are unaudited.

1. Summary of Significant Accounting Policies:

Business and Organization

Kimco Realty Corporation and its subsidiaries (the "Company" or "Kimco"), operate as a Real Estate Investment Trust ("REIT") and are engaged principally in the ownership, management, development and operation of open-air shopping centers, which are anchored generally by grocery stores, off-price retailers, discounters or service-oriented tenants. Additionally, the Company provides complementary services that capitalize on the Company's established retail real estate expertise. The Company evaluates performance on a property specific or transactional basis and does not distinguish its principal business or group its operations on a geographical basis for purposes of measuring performance. Accordingly, the Company believes it has a single reportable segment for disclosure purposes in accordance with accounting principles generally accepted in the United States of America ("GAAP").

The Company has elected to be taxed as a REIT for federal income tax purposes under the Internal Revenue Code, as amended (the "Code"). The Company is organized and operates in a manner that enables it to qualify as a REIT under the Code.

Basis of Presentation

The accompanying Consolidated Financial Statements include the accounts of the Company. The Company's subsidiaries include subsidiaries which are wholly-owned or which the Company has a controlling interest, including where the Company has been determined to be a primary beneficiary of a variable interest entity ("VIE") in accordance with the consolidation guidance of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC"). All inter-company balances and transactions have been eliminated in consolidation.

Use of Estimates

GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses during a reporting period. The most significant assumptions and estimates relate to the valuation of real estate and related intangible assets and liabilities, equity method investments, other investments, including the assessment of impairments, as well as, depreciable lives, revenue recognition, the collectability of trade accounts receivable, realizability of deferred tax assets and the assessment of uncertain tax positions. Application of these assumptions requires the exercise of judgment as to future uncertainties, and, as a result, actual results could differ from these estimates.

Reclassifications

Certain amounts in the prior period have been reclassified in order to conform with the current period's presentation. In conjunction with the adoption of Accounting Standard Update ("ASU") 2014-09 discussed below, the Company reclassified \$247.6 million and \$239.0 million to Reimbursement income and \$23.6 million and \$20.0 million to Other rental property income from Revenues from rental properties on the Company's Consolidated Statements of Income for the years ended December 31, 2017 and 2016, respectively. The Company reclassified \$26.8 million and \$30.5 million of costs related to property management and services of the Company's operating properties from General and administrative to Operating and maintenance on the Company's Consolidated Statements of Income for the years ended December 31, 2017 and 2016, respectively. In addition, in accordance with the SEC's Disclosure Update and Simplification release, dated August 18, 2018, the Company moved the Gains on sale of operating properties/change in control of interests line on the Company's Consolidated Statements of Income within Operating income and as a result reclassified \$6.0 million from Gain on sale of operating properties/change in control of interests to (Provision)/benefit for income taxes, net on the Company's Consolidated Statements of Income for the year ended December 31, 2016.

Subsequent Events

The Company has evaluated subsequent events and transactions for potential recognition or disclosure in its consolidated financial statements.

KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

Real Estate

Real estate assets are stated at cost, less accumulated depreciation and amortization. Upon acquisition of real estate operating properties, the Company estimates the fair value of acquired tangible assets (consisting of land, building, building improvements and tenant improvements) and identified intangible assets and liabilities (consisting of above-market and below-market leases, in-place leases and tenant relationships, where applicable), assumed debt and redeemable units issued at the date of acquisition, based on evaluation of information and estimates available at that date. Fair value is determined based on a market approach, which contemplates the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Acquisitions of operating properties are categorized as asset acquisitions and as such the Company capitalizes the acquisition costs associated with these acquisitions.

In allocating the purchase price to identified intangible assets and liabilities of an acquired property, the value of above-market and below-market leases is estimated based on the present value of the difference between the contractual amounts, including fixed rate below-market lease renewal options, to be paid pursuant to the leases and management's estimate of the market lease rates and other lease provisions (i.e., expense recapture, base rental changes, etc.) measured over a period equal to the estimated remaining term of the lease. The capitalized above-market or below-market intangible is amortized to rental income over the estimated remaining term of the respective leases, which includes the expected renewal option period for below-market leases. Mortgage debt discounts or premiums are amortized into interest expense over the remaining term of the related debt instrument.

In determining the value of in-place leases, management considers current market conditions and costs to execute similar leases in arriving at an estimate of the carrying costs during the expected lease-up period from vacant to existing occupancy. In estimating carrying costs, management includes real estate taxes, insurance, other operating expenses, estimates of lost rental revenue during the expected lease-up periods and costs to execute similar leases including leasing commissions, legal and other related costs based on current market demand. The value assigned to in-place leases and tenant relationships is amortized over the estimated remaining term of the leases. If a lease were to be terminated prior to its scheduled expiration, all unamortized costs relating to that lease would be written off.

Depreciation and amortization are provided on the straight-line method over the estimated useful lives of the assets, as follows:

Buildings and building improvements (in years)	5 to 50
Fixtures, leasehold and tenant improvements (including certain identified intangible assets)	Terms of leases or useful lives, whichever is shorter

The Company periodically assesses the useful lives of its depreciable real estate assets, including those expected to be redeveloped in future periods, and accounts for any revisions prospectively. Expenditures for maintenance, repairs and demolition costs are charged to operations as incurred. Significant renovations and replacements, which improve or extend the life of the asset, are capitalized. The useful lives of amortizable intangible assets are evaluated each reporting period with any changes in estimated useful lives being accounted for over the revised remaining useful life.

When a real estate asset is identified by management as held-for-sale, the Company ceases depreciation of the asset and estimates the fair value. If the fair value of the asset, less cost to sell, is less than the net book value of the asset, an adjustment to the carrying value would be recorded to reflect the estimated fair value of the property, less estimated costs of sale and the asset is classified as other assets.

On a continuous basis, management assesses whether there are any indicators, including property operating performance, changes in anticipated holding period and general market conditions, that the value of the real estate properties (including any related amortizable intangible assets or liabilities) may be impaired. A property value is considered impaired only if management's estimated fair value is less than the net carrying value of the property. The Company's estimated fair value is primarily based upon (i) estimated sales prices from signed contracts or letters of intent from third party offers, (ii) discounted cash flow models of the property over its remaining hold period or (iii) third party appraisals. The Company does not have access to the unobservable inputs used to determine the estimated fair values of third party offers. For the discounted cash flow models and appraisals, the capitalization rate and discount rate utilized in the models are based upon unobservable rates that the Company believes to be within a reasonable range of current market rates for each respective investment. In addition, such cash flow models consider factors such as expected future operating income, trends and prospects, as well as the effects of demand, competition and other factors. To the extent impairment has occurred, the carrying value of the property would be adjusted to an amount to reflect the estimated fair value of the property.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

Real Estate Under Development

Real estate under development represents the development of open-air shopping center projects, which may include residential and mixed-use components, that the Company plans to hold as long-term investments. These properties are carried at cost. The cost of land and buildings under development includes specifically identifiable costs. Capitalized costs include pre-construction costs essential to the development of the property, development costs, construction costs, interest costs, real estate taxes, insurance, legal costs, salaries and related costs of personnel directly involved and other costs incurred during the period of development. The Company ceases cost capitalization when the property is held available for occupancy and placed into service. This usually occurs upon substantial completion of all costs necessary to bring the property to the condition needed for its intended use, but no later than one year from the completion of major construction activity. However, the Company may continue to capitalize costs even though a project is substantially completed if construction is still ongoing at the site. If, in management's opinion, the current and projected undiscounted cash flows of these assets to be held as long-term investments is less than the net carrying value plus estimated costs to complete the development, the carrying value would be adjusted to an amount that reflects the estimated fair value of the property.

Investments in Unconsolidated Joint Ventures

The Company accounts for its investments in unconsolidated joint ventures under the equity method of accounting as the Company exercises significant influence but does not control these entities. These investments are recorded initially at cost and subsequently adjusted for cash contributions, distributions and our share of earnings and losses. Earnings or losses for each investment are recognized in accordance with each respective investment agreement and where applicable, based upon an allocation of the investment's net assets at book value as if the investment was hypothetically liquidated at the end of each reporting period.

The Company's joint ventures and other real estate investments primarily consist of co-investments with institutional and other joint venture partners in open-air shopping center properties, consistent with its core business. These joint ventures typically obtain non-recourse third-party financing on their property investments, thus contractually limiting the Company's exposure to losses primarily to the amount of its equity investment; and due to the lender's exposure to losses, a lender typically will require a minimum level of equity in order to mitigate its risk. The Company, on a limited selective basis, has obtained unsecured financing for certain joint ventures. These unsecured financings may be guaranteed by the Company with guarantees from the joint venture partners for their proportionate amounts of any guaranty payment the Company is obligated to make. As of December 31, 2018, the Company did not guaranty any unsecured joint venture debt.

To recognize the character of distributions from equity investees within its Consolidated Statements of Cash Flows, all distributions received are presumed to be returns on investment and classified as cash inflows from operating activities unless the Company's cumulative distributions received less distributions received in prior periods that were determined to be returns of investment exceed its cumulative equity in earnings recognized by the investor (as adjusted for amortization of basis differences). When such an excess occurs, the current-period distribution up to this excess is considered a return of investment and classified as cash inflows from investing.

On a continuous basis, management assesses whether there are any indicators, including the underlying investment property operating performance and general market conditions, that the value of the Company's investments in unconsolidated joint ventures may be impaired. An investment's value is impaired only if management's estimate of the fair value of the investment is less than the carrying value of the investment and such difference is deemed to be other-than-temporary. To the extent impairment has occurred, the loss shall be measured as the excess of the carrying amount of the investment over the estimated fair value of the investment.

The Company's estimated fair values are based upon a discounted cash flow model for each joint venture that includes all estimated cash inflows and outflows over a specified holding period. Capitalization rates, discount rates and credit spreads utilized in these models are based upon rates that the Company believes to be within a reasonable range of current market rates.

Other Real Estate Investments and Other Assets

Other real estate investments primarily consist of preferred equity investments for which the Company provides capital to owners and developers of real estate. The Company typically accounts for its preferred equity investments on the equity method of accounting, whereby earnings for each investment are recognized in accordance with each respective investment agreement and based upon an allocation of the investment's net assets at book value as if the investment was hypothetically liquidated at the end of each reporting period.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

On a continuous basis, management assesses whether there are any indicators, including the underlying investment property operating performance and general market conditions, that the value of the Company's Other real estate investments may be impaired. An investment's value is impaired only if management's estimate of the fair value of the investment is less than the carrying value of the investment and such difference is deemed to be other-than-temporary. To the extent impairment has occurred, the loss shall be measured as the excess of the carrying amount of the investment over the estimated fair value of the investment.

The Company's estimated fair values are based upon a discounted cash flow model for each investment that includes all estimated cash inflows and outflows over a specified holding period and, where applicable, any estimated debt premiums. Capitalization rates, discount rates and credit spreads utilized in these models are based upon rates that the Company believes to be within a reasonable range of current market rates.

Other assets include investments for which the Company applies the cost method of accounting. The Company recognizes as income distributions from net accumulated earnings of the investee since the date of acquisition. The net accumulated earnings of an investee subsequent to the date of investment are recognized by the Company only to the extent distributed by the investee. Distributions received in excess of earnings subsequent to the date of investment are considered a return of investment and are recorded as reductions of cost of the investment. For the periods presented, there have been no events or changes in circumstances that may have a significant adverse effect on the fair value of the Company's cost-method investments. Other assets include the Company's investment in Albertsons Companies, Inc, an owner/operator of grocery stores. The Company accounts for this investment under the cost method of accounting, as it does not have significant influence over this investment (See Footnote 8 of the Notes to the Consolidated Financial Statements).

Mortgages and Other Financing Receivables

Mortgages and other financing receivables consist of loans acquired and loans originated by the Company. Borrowers of these loans are primarily experienced owners, operators or developers of commercial real estate. The Company's loans are primarily mortgage loans that are collateralized by real estate. Mortgages and other financing receivables are recorded at stated principal amounts, net of any discount or premium or deferred loan origination costs or fees. The related discounts or premiums on mortgages and other loans purchased are amortized or accreted over the life of the related loan receivable. The Company defers certain loan origination and commitment fees, net of certain origination costs and amortizes them as an adjustment of the loan's yield over the term of the related loan. On a quarterly basis, the Company reviews credit quality indicators such as (i) payment status to identify performing versus non-performing loans, (ii) changes affecting the underlying real estate collateral and (iii) national and regional economic factors.

Interest income on performing loans is accrued as earned. A non-performing loan is placed on non-accrual status when it is probable that the borrower may be unable to meet interest payments as they become due. Generally, loans 90 days or more past due are placed on non-accrual status unless there is sufficient collateral to assure collectability of principal and interest. Upon the designation of non-accrual status, all unpaid accrued interest is reserved and charged against current income. Interest income on non-performing loans is generally recognized on a cash basis. Recognition of interest income on non-performing loans on an accrual basis is resumed when it is probable that the Company will be able to collect amounts due according to the contractual terms.

The Company has determined that it has one portfolio segment, primarily represented by loans collateralized by real estate, whereby it determines, as needed, reserves for loan losses on an asset-specific basis. The reserve for loan losses reflects management's estimate of loan losses as of the balance sheet date. The reserve is increased through loan loss expense and is decreased by charge-offs when losses are confirmed through the receipt of assets such as cash or via ownership control of the underlying collateral in full satisfaction of the loan upon foreclosure or when significant collection efforts have ceased.

The Company considers a loan to be impaired when, based upon current information and events, it is probable that the Company will be unable to collect all amounts due under the existing contractual terms. A reserve allowance is established for an impaired loan when the estimated fair value of the underlying collateral (for collateralized loans) or the present value of expected future cash flows is lower than the carrying value of the loan. An internal valuation is performed generally using the income approach to estimate the fair value of the collateral at the time a loan is determined to be impaired. The model is updated if circumstances indicate a significant change in value has occurred. The Company does not provide for an additional allowance for loan losses based on the grouping of loans as the Company believes the characteristics of the loans are not sufficiently similar to allow an evaluation of these loans as a group for a possible loan loss allowance. As such, all of the Company's loans are evaluated individually for impairment purposes.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

Cash and Cash Equivalents

Cash and cash equivalents include demand deposits in banks, commercial paper and certificates of deposit with original maturities of three months or less. Cash and cash equivalent balances may, at a limited number of banks and financial institutions, exceed insurable amounts. The Company believes it mitigates risk by investing in or through major financial institutions and primarily in funds that are currently U.S. federal government insured up to applicable account limits. Recoverability of investments is dependent upon the performance of the issuers.

Marketable Securities

The Company classifies its marketable equity securities as available-for-sale in accordance with the FASB's Investments-Debt and Equity Securities guidance. On January 1, 2018, the Company adopted ASU 2016-01, *Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities* ("ASU 2016-01"). In accordance with the adoption of ASU 2016-01, the Company recognizes changes in the fair value of equity investments with readily determinable fair values in net income. Previously, changes in fair value of the Company's available-for-sale marketable securities were recognized in Accumulated other comprehensive loss ("AOCI") on the Company's Consolidated Balance Sheets. As of December 31, 2017, the Company had aggregate unrealized losses related to its available-for-sale marketable securities of \$1.1 million, which were included in AOCI on the Company's Consolidated Balance Sheets. In connection with the adoption of ASU 2016-01, the Company recorded a cumulative-effect adjustment of \$1.1 million to its beginning retained earnings as of January 1, 2018, which is reflected in Cumulative distributions in excess of net income on the Company's Consolidated Statements of Changes in Equity.

All debt securities are generally classified as held-to-maturity because the Company has the positive intent and ability to hold the securities to maturity. It is more likely than not that the Company will not be required to sell the debt security before its anticipated recovery and the Company expects to recover the security's entire amortized cost basis even if the entity does not intend to sell. Held-to-maturity securities are stated at amortized cost, adjusted for amortization of premiums and accretion of discounts to maturity.

On a continuous basis, management assesses whether there are any indicators that the value of the Company's marketable securities may be impaired, which includes reviewing the underlying cause of any decline in value and the estimated recovery period, as well as the severity and duration of the decline. In the Company's evaluation, the Company considers its ability and intent to hold these investments for a reasonable period of time sufficient for the Company to recover its cost basis. A marketable security is impaired if the fair value of the security is less than the carrying value of the security and such difference is deemed to be other-than-temporary. To the extent impairment has occurred, the loss shall be measured as the excess of the carrying amount of the security over the estimated fair value in the security.

Deferred Leasing Costs

Costs incurred in obtaining tenant leases, included in deferred charges and prepaid expenses in the accompanying Consolidated Balance Sheets, are capitalized and amortized on a straight-line basis, over the terms of the related leases, as applicable. Such capitalized costs include salaries, lease incentives and related costs of personnel directly involved in successful leasing efforts. Deferred leasing costs are classified as operating activities on the Company's Consolidated Statements of Cash Flows.

Effective January 1, 2019, in accordance with the adoption of ASU 2016-02, *Leases (Topic 842)* ("ASU 2016-02"), indirect internal leasing costs previously capitalized will be expensed. However, external leasing costs will continue to be capitalized. Previously, capitalized indirect internal leasing costs were recognized in Other assets, on the Company's Consolidated Balance Sheets and upon adoption of ASU 2016-02 will be recognized in net income.

Software Development Costs

Expenditures for major software purchases and software developed for internal use are capitalized and amortized on a straight-line basis generally over a three to five-year period. The Company's policy provides for the capitalization of external direct costs of materials and services associated with developing or obtaining internal use computer software. In addition, the Company also capitalizes certain payroll and payroll-related costs for employees who are directly associated with internal use computer software projects. The amount of payroll costs that can be capitalized with respect to these employees is limited to the time directly spent on such projects. Costs associated with preliminary project stage activities, training, maintenance and all other post-implementation stage activities are expensed as incurred. As of December 31, 2018 and 2017, the Company had unamortized software development costs of \$4.3 million and \$6.2 million, respectively, which is included in Other assets on the

KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

Company's Consolidated Balance Sheets. The Company expensed \$5.3 million, \$4.6 million and \$8.0 million in amortization of software development costs during the years ended December 31, 2018, 2017 and 2016, respectively.

Deferred Financing Costs

Costs incurred in obtaining long-term financing, included in Notes payable, net and Mortgages and construction loan payable, net in the accompanying Consolidated Balance Sheets, are amortized on a straight-line basis, which approximates the effective interest method, over the terms of the related debt agreements, as applicable.

Revenue, Trade Accounts Receivable and Gain Recognition

On January 1, 2018, the Company adopted ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*, ("Topic 606") using the modified retrospective method applying it to any open contracts as of January 1, 2018, for which the Company did not identify any open contracts. The Company also utilized the practical expedient for which the Company was not required to restate revenue from contracts that began and were completed within the same annual reporting period. Results for reporting periods beginning after January 1, 2018, are presented under Topic 606, while prior period amounts are not adjusted and continue to be reported in accordance with our historic accounting under Revenue Recognition (Topic 605). The new guidance provides a unified model to determine how revenue is recognized. To determine the proper amount of revenue to be recognized, the Company performs the following steps: (i) identify the contract with the customer, (ii) identify the performance obligations within the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations and (v) recognize revenue when (or as) a performance obligation is satisfied. As of December 31, 2018, the Company had no outstanding contract assets or contract liabilities. The adoption of this standard did not result in any material changes to the Company's revenue recognition as compared to the previous guidance.

The Company's primary source of revenue is derived from property leases which fall under the scope of Leases (Topic 840). The revenues which will be impacted by the adoption of Topic 606 include fees for services performed at various unconsolidated joint ventures for which the Company is the manager. These fees primarily include property and asset management fees, leasing fees, development fees and property acquisition/disposition fees. Also affected by Topic 606 are gains on sales of properties, lease termination fees and tax increment financing ("TIF") contracts. The Company elected to disaggregate its revenue streams into the following line items on the Company's Consolidated Statements of Income: Revenues from rental properties, Reimbursement income, Other rental property income and Management and other fee income. The Company believes that these are the proper disaggregated categories as they are the best depiction of its revenue streams both qualitatively and quantitatively.

Revenues from rental properties

Revenues from rental properties are comprised of minimum base rent, percentage rent, lease termination fee income, amortization of above-market and below-market rent adjustments and straight-line rent adjustments. Base rental revenues from rental properties are recognized on a straight-line basis over the terms of the related leases. Certain of these leases also provide for percentage rents based upon the level of sales achieved by the lessee. These percentage rents are recognized once the required sales level is achieved. Rental income may also include payments received in connection with lease termination agreements. Lease termination fee income is recognized when the lessee provides consideration in order to terminate an existing lease agreement and has vacated the leased space. The performance obligation of the Company is the termination of the lease agreement which occurs upon consideration received and execution of the termination agreement. Upon acquisition of real estate operating properties, the Company estimates the fair value of identified intangible assets and liabilities (including above-market and below-market leases, where applicable). The capitalized above-market or below-market intangible asset or liability is amortized to rental income over the estimated remaining term of the respective leases, which includes the expected renewal option period for below-market leases.

Reimbursement income

Leases typically provide for reimbursement to the Company of common area maintenance costs ("CAM"), real estate taxes and other operating expenses. Operating expense reimbursements are recognized as earned. The Company plans to elect the lessor practical expedient upon the effective date of ASU 2016-02. Under this expedient the Company anticipates combining the lease components and non-lease components (CAM) and such will account for the for the combined components under ASU 2016-02. See New Accounting Pronouncements below for further details.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

Other rental property income

Other rental property income totaled \$20.9 million, \$23.6 million and \$20.0 million for the years ended December 31, 2018, 2017 and 2016, respectively, which mainly consists of ancillary income and TIF income. Ancillary income is derived through various agreements relating to parking lots, clothing bins, temporary storage, vending machines, ATMs, trash bins and trash collections, seasonal leases, etc. The majority of the revenue derived from these sources are through lease agreements/arrangements and are recognized in accordance with the lease terms described in the lease. The Company has TIF agreements with certain municipalities and receives payments in accordance with the agreements. TIF reimbursement income is recognized on a cash-basis when received.

Management and other fee income

Property management fees, property acquisition and disposition fees, construction management fees, leasing fees and asset management fees all fall within the scope of Topic 606. These fees arise from contractual agreements with third parties or with entities in which the Company has a noncontrolling interest. Management and other fee income related to partially owned entities are recognized to the extent attributable to the unaffiliated interest. Property and asset management fee income is recognized as a single performance obligation (managing the property) comprised of a series of distinct services (maintaining property, handling tenant inquiries, etc.). The Company believes that the overall service of property management is substantially the same each day and has the same pattern of performance over the term of the agreement. As a result, each day of service represents a performance obligation satisfied at that point in time. These fees are recognized at the end of each period for services performed during that period, primarily billed to the customer monthly and terms for payment are payment due upon receipt.

Leasing fee income is recognized as a single performance obligation primarily upon the rent commencement date. The Company believes the leasing services it provides are similar for each available space leased and none of the individual activities necessary to facilitate the execution of each lease are distinct. These fees are billed to the customer monthly and terms for payment are payment due upon receipt.

Property acquisition and disposition fees are recognized when the Company satisfies a performance obligation by acquiring a property or transferring control of a property. These fees are billed subsequent to the acquisition or sale of the property and payment is due upon receipt.

Construction management fees are recognized as a single performance obligation (managing the construction of the project) composed of a series of distinct services. The Company believes that the overall service of construction management is substantially the same each day and has the same pattern of performance over the term of the agreement. As a result, each day of service represents a performance obligation satisfied at that point in time. These fees are based on the amount spent on the construction at the end of each period for services performed during that period, primarily billed to the customer monthly and terms for payment are payment due upon receipt.

Trade Accounts Receivable

The Company makes estimates of the uncollectable trade accounts receivables related to base rents, straight-line rent, expense reimbursements and other revenues. The Company analyzes accounts receivable and historical bad debt levels, customer credit worthiness and current economic trends when evaluating the adequacy of the allowance for doubtful accounts. In addition, tenants in bankruptcy are analyzed and estimates are made in connection with the expected recovery of pre-petition and post-petition claims. The Company's reported net earnings are directly affected by management's estimate of the collectability of trade accounts receivable.

Accounts and notes receivable in the accompanying Consolidated Balance Sheets are net of estimated unrecoverable amounts of \$10.3 million and \$9.2 million of billed accounts receivable and \$10.2 million and \$7.9 million of straight-line rent receivable at December 31, 2018 and 2017, respectively.

Gains on sales of operating properties/change in control of interests

On January 1, 2018, the Company also adopted ASU 2017-05, *Other Income—Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets* ("Topic 610") for gains and losses from the sale and/or transfer of real estate property. The Company adopted Topic 610 using the modified retrospective approach for all contracts effective January 1, 2018. Topic 610 provides that sales of nonfinancial assets, such as real estate, are to be recognized when control of the asset transfers to the buyer, which

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

will occur when the buyer has the ability to direct the use of or obtain substantially all of the remaining benefits from the asset. This generally occurs when the transaction closes and consideration is exchanged for control of the property.

In accordance with its election to apply the modified retrospective approach for all contracts, the Company recorded a cumulative-effect adjustment of \$8.1 million to its beginning retained earnings as of January 1, 2018, on the Company's Consolidated Statements of Changes in Equity and an adjustment to Investments in and advances to real estate joint ventures on the Company's Consolidated Balance Sheets. As of December 31, 2017, the Company had aggregate net deferred gains of \$8.1 million relating to partial disposals of two operating real estate properties prior to the adoption of ASU 2017-05, of which \$6.9 million was included in Investments in and advances to real estate joint ventures and \$1.2 million was included in Other liabilities on the Company's Consolidated Balance Sheets. The Company had deferred these gains in accordance with prior guidance due to its continuing involvement in the entities which acquired the operating real estate properties.

During the year ended December 31, 2018, the Company sold a portion of its investment in an operating property to its partner and amended the partnership agreement to provide for joint control of the entity. As a result of the amendment, the Company no longer consolidates the entity and recognized a gain on change in control of \$6.8 million, in accordance with the adoption of ASU 2017-05 (See Footnote 5 to the Notes to the Company's Consolidated Financial Statements for additional disclosure regarding disposals), which is included in Gain on sale of operating properties/change in control of interests on the Company's Consolidated Statements of Income.

Income Taxes

The Company elected status as a REIT for federal income tax purposes beginning in its taxable year January 1, 1992 and operates in a manner that enables the Company to qualify and maintain its status as a REIT. Accordingly, the Company generally will not be subject to federal income tax, provided that distributions to its stockholders equal at least the amount of its REIT taxable income as defined under Section 856 through 860 of the Code. Most states, where the Company holds investments in real estate, conform to the federal rules recognizing REITs.

Additionally, in connection with the Tax Relief Extension Act of 1999 (the "RMA"), which became effective January 1, 2001, the Company is permitted to participate in activities which it was precluded from previously in order to maintain its qualification as a REIT, so long as these activities are conducted in entities which elect to be treated as taxable REIT subsidiaries ("TRS") under the Code, subject to certain limitations. Certain subsidiaries of the Company have made a joint election with the Company to be treated as TRSs. A TRS is subject to federal and state income taxes on its income, and the Company includes a provision for taxes in its consolidated financial statements. As such, the Company, through its wholly-owned TRS, has been engaged in various retail real estate related opportunities including retail real estate management and disposition services which primarily focuses on leasing and disposition strategies of retail real estate controlled by both healthy and distressed and/or bankrupt retailers. The Company may consider other investments through its TRS should suitable opportunities arise. The Company is subject to and also includes in its tax provision non-U.S. income taxes on certain investments located in jurisdictions outside the U.S. These investments are held by the Company at the REIT level and not in the Company's taxable REIT subsidiaries. Accordingly, the Company does not expect a U.S. income tax impact associated with the repatriation of undistributed earnings from the Company's foreign subsidiaries.

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry-forwards. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The Company provides a valuation allowance for deferred tax assets for which it does not consider realization of such assets to be more likely than not.

The Company reviews the need to establish a valuation allowance against deferred tax assets on a quarterly basis. The review includes an analysis of various factors, such as future reversals of existing taxable temporary differences, the capacity for the carryback or carryforward of any losses, the expected occurrence of future income or loss and available tax planning strategies.

The Company applies the FASB's guidance relating to uncertainty in income taxes recognized in a Company's financial statements. Under this guidance the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. The guidance on accounting for uncertainty in income taxes also provides guidance on de-recognition, classification, interest and penalties on income taxes, and accounting in interim periods.

Foreign Currency Translation and Transactions

Assets and liabilities of the Company's foreign operations, where it has been determined that the local currency is the functional currency, are translated using year-end exchange rates, and revenues and expenses are translated using exchange rates as determined throughout the year. Gains or losses resulting from translation are included in AOCI, as a separate component of the Company's stockholders' equity. Gains or losses resulting from foreign currency transactions are translated to local currency at the rates of exchange prevailing at the dates of the transactions. The effect of the transaction's gain or loss is included in the caption Other (expense)/income, net in the Consolidated Statements of Income. The Company is required to release cumulative translation adjustment ("CTA") balances into earnings when the Company has substantially liquidated its investment in a foreign entity. As of December 31, 2018, the Company had substantially liquidated its investments in Mexico and exited South America and Canada.

Noncontrolling Interests

The Company accounts for noncontrolling interests in accordance with the Consolidation guidance and the Distinguishing Liabilities from Equity guidance issued by the FASB. Noncontrolling interests represent the portion of equity that the Company does not own in those entities it consolidates. The Company identifies its noncontrolling interests separately within the equity section on the Company's Consolidated Balance Sheets. The amounts of consolidated net earnings attributable to the Company and to the noncontrolling interests are presented separately on the Company's Consolidated Statements of Income.

Noncontrolling interests also include amounts related to partnership units issued by consolidated subsidiaries of the Company in connection with certain property acquisitions. These units have a stated redemption value or a defined redemption amount based upon the trading price of the Company's common stock and provides the unit holders various rates of return during the holding period. The unit holders generally have the right to redeem their units for cash at any time after one year from issuance. For convertible units, the Company typically has the option to settle redemption amounts in cash or common stock.

The Company evaluates the terms of the partnership units issued in accordance with the FASB's Distinguishing Liabilities from Equity guidance. Convertible units for which the Company has the option to settle redemption amounts in cash or common stock are included in the caption Noncontrolling interests within the equity section on the Company's Consolidated Balance Sheets. Units which embody a conditional obligation requiring the Company to redeem the units for cash after a specified or determinable date (or dates) or upon the occurrence of an event that is not solely within the control of the issuer are determined to be contingently redeemable under this guidance and are included as Redeemable noncontrolling interest and classified within the mezzanine section between Total liabilities and Stockholders' equity on the Company's Consolidated Balance Sheets.

Contingently redeemable noncontrolling interests are recorded at fair value upon issuance. Any change in the fair value or redemption value of these noncontrolling interests is subsequently recognized through Paid-in capital on the Company's Consolidated Balance Sheets and is included in the Company's computation of earnings per share (See Footnote 23 of the Notes to the Consolidated Financial Statements).

Stock Compensation

The Company maintains two equity participation plans, the Second Amended and Restated 1998 Equity Participation Plan (the "Prior Plan") and the 2010 Equity Participation Plan (the "2010 Plan") (collectively, the "Plans"). The Prior Plan provides for a maximum of 47,000,000 shares of the Company's common stock to be issued for qualified and non-qualified stock options and restricted stock grants. Effective May 1, 2012, the 2010 Plan provides for a maximum of 10,000,000 shares of the Company's common stock to be issued for qualified and non-qualified stock options and other awards, plus the number of shares of common stock which are or become available for issuance under the Prior Plan and which are not thereafter issued under the Prior Plan, subject to certain conditions. Unless otherwise determined by the Board of Directors at its sole discretion, stock options granted under the Plans generally vest ratably over a range of three to five years, expire ten years from the date of grant and are exercisable at the market price on the date of grant. Restricted stock grants generally vest (i) 100% on the fourth or fifth anniversary of the grant, (ii) ratably over three, four and five years or (iii) over ten years at 20% per year commencing after the fifth year. Performance share awards, which vest over a period of one to three years, may provide a right to receive shares of the Company's common stock or restricted stock based on the Company's performance relative to its peers, as defined, or based on other performance criteria as determined by the Board of Directors. In addition, the Plans provide for the granting of certain stock options and restricted stock to each of the Company's non-employee directors (the "Independent Directors") and permit such Independent Directors to elect to receive deferred stock awards in lieu of directors' fees.

The Company accounts for equity awards in accordance with the FASB's Stock Compensation guidance which requires that all share-based payments to employees, be recognized in the Statements of Income over the service period based on their fair

KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

values. Fair value is determined, depending on the type of award, using either the Black-Scholes option pricing formula or the Monte Carlo method, both of which are intended to estimate the fair value of the awards at the grant date (see Footnote 20 of the Notes to Consolidated Financial Statements for additional disclosure on the assumptions and methodology).

New Accounting Pronouncements

The following table represents ASUs to the FASB's ASC that, as of the year ended December 31, 2018, are not yet effective for the Company and for which the Company has not elected early adoption, where permitted:

ASU	Description	Effective Date	Effect on the financial statements or other significant matters
ASU 2018-17, Consolidation (Topic 810) – Targeted Improvements to Related Party Guidance for Variable Interest Entities	The amendment to Topic 810 clarifies the following areas: (i) Applying the variable interest entity (VIE) guidance to private companies under common control, and (ii) Considering indirect interests held through related parties under common control, and for determining whether fees paid to decision makers and service providers are variable interests. This update improves the accounting for those areas, thereby improving general purpose financial reporting. Retrospective adoption is required.	January 1, 2020; Early adoption permitted	The adoption of this ASU is not expected to have a material impact on the Company's financial position and/or results of operations.
ASU 2018-15, Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement that is a Service Contract	The amendment aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software.	January 1, 2020; Early adoption permitted	The adoption of this ASU is not expected to have a material impact on the Company's financial position and/or results of operations.
ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement	The amendment modifies the disclosure requirements for fair value measurements in Topic 820, based on the concepts in the FASB Concepts Statement, <i>Conceptual Framework for Financial Reporting – Chapter 8: Notes to Financial Statements</i> , including the consideration of costs and benefits.	January 1, 2020; Early adoption permitted	The adoption of this ASU is not expected to have a material impact on the Company's financial position and/or results of operations.
ASU 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments ASU 2018-19, Codification Improvements to Topic 326, Financial Instruments – Credit Losses	The new guidance introduces a new model for estimating credit losses for certain types of financial instruments, including loans receivable, held-to-maturity debt securities, and net investments in direct financing leases, amongst other financial instruments. ASU 2016-13 also modifies the impairment model for available-for-sale debt securities and expands the disclosure requirements regarding an entity's assumptions, models, and methods for estimating the allowance for losses. In November 2018, the FASB issued ASU 2018-19, which includes amendments to clarify receivables arising from operating leases are within the scope of the new leases standard (Topic 842) discussed below and align the implementation date for nonpublic entities' annual financial statements with the implementation date for their interim financial statements. Early adoption is permitted as of the original effective date.	January 1, 2020; Early adoption permitted	The Company is still assessing the impact on its financial position and/or results of operations.
ASU 2016-02, Leases (Topic 842)	This ASU sets out the principles for the recognition, measurement, presentation and disclosure of leases for both	January 1, 2019; Early	The Company plans to adopt this standard using the modified

KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

<p>ASU 2018-01, Leases (Topic 842): Land Easement Practical Expedient for Transition to Topic 842</p> <p>ASU 2018-10, Codification Improvements to Topic 842, Leases</p> <p>ASU 2018-11, Leases (Topic 842): Targeted Improvements</p> <p>ASU 2018-20, Leases (Topic 842): Narrow-Scope Improvements for Lessors</p>	<p>parties to a contract (i.e. lessees and lessors). The new standard requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases today. The new standard requires lessors to account for leases using an approach that is substantially equivalent to existing guidance for sales-type leases, direct financing leases and operating leases. ASU 2016-02 supersedes the previous leases standard, Leases (Topic 840).</p> <p>In January 2018, the FASB issued ASU 2018-01, which includes amendments to clarify land easements are within the scope of the new leases standard (Topic 842) and provide an optional transition practical expedient to not evaluate whether existing and expired land easements that were not previously accounted for as leases under current lease guidance in Topic 840 and are to be accounted for or contain leases under Topic 842. Early adoption is permitted as of the original effective date.</p> <p>In July 2018, the FASB issued ASU 2018-10, which includes amendments to clarify certain aspects of the new lease standard. These amendments address the rate implicit in the lease, impairment of the net investment in the lease, lessee reassessment of lease classification, lessor reassessment of lease term and purchase options, variable payments that depend on an index or rate and certain transition adjustments.</p> <p>Additionally, during July 2018, the FASB issued ASU 2018-11, which includes (i) an additional transition method to provide transition relief on comparative reporting at adoption and (ii) an amendment to provide lessors with a practical expedient to combine lease and non-lease components of a contract if certain criteria are met. Under the transition option, companies can opt to not apply the new guidance, including its disclosure requirements, in the comparative periods they present in their financial statements in the year of adoption. The practical expedient allows lessors to elect, by class of underlying asset, to combine non-lease and associated lease components when certain criteria are met and requires them to account for the combined component in accordance with new revenue standard (Topic 606) if the non-lease components are the predominant component; conversely, if a lessor determines that the lease components are the predominant component, it requires them to account for the combined component as an operating lease in accordance with new leasing standard (Topic 842).</p> <p>In December 2018, the FASB issued ASU 2018-20, which includes narrow-scope improvements for lessors. The FASB amended the new leases standard to allow lessors to make an</p>	<p>adoption permitted</p>	<p>retrospective approach, which requires a cumulative-effect adjustment, if any, as of the date of adoption.</p> <p>The Company has identified certain leases and accounting policies which it believes the adoption will impact, including its ground leases, administrative office leases, internal leasing costs and non-lease components.</p> <p>For leases where the Company is a lessee, primarily its ground leases and administrative office leases, the Company will be required to record a right-of-use asset and a lease liability on its Consolidated Balance Sheets upon adoption. While the Company is continuing to assess the potential impact of this standard, it expects to recognize total right-of-use assets and total lease liabilities ranging from \$80.0 million to \$110.0 million upon adoption of this standard.</p> <p>In addition, direct internal leasing costs will continue to be capitalized, however, indirect internal leasing costs previously capitalized will be expensed. The Company expects to incur an expense relating to indirect internal leasing costs ranging from \$11.0 million to \$14.0 million during 2019.</p> <p>For leases where the Company is a lessor, within the terms of certain of its leases, the Company is entitled to receive reimbursement amounts from tenants for operating expenses such as real estate taxes, insurance and other CAM. The Company plans to elect the lessor practical expedient to combine the lease and non-lease components. The Company expects that the lease components are the predominant component in the majority of its leasing arrangements and will account for the combined component as an operating lease under Topic 842.</p>
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KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

	<p>accounting policy election not to evaluate whether sales taxes and similar taxes imposed by a governmental authority on a specific lease revenue-producing transaction are the primary obligation of the lessor as owner of the underlying leased asset. The amendments also require a lessor to exclude lessor costs paid directly by a lessee to third parties on the lessor's behalf from variable payments and include lessor costs that are paid by the lessor and reimbursed by the lessee in the measurement of variable lease revenue and the associated expense. In addition, the amendments clarify that when lessors allocate variable payments to lease and non-lease components they are required to follow the recognition guidance in the new lease standard for the lease component and other applicable guidance, such as the new revenue standard, for the non-lease component.</p>	<p>The Company will also elect to exclude lessor costs paid directly by a lessee to third parties on the lessor's behalf from variable payments and include lessor costs that are paid by the lessor and reimbursed by the lessee in the measurement of variable lease revenue and the associated expense.</p> <p>The Company currently does not believe the adoption will significantly affect the timing of the recognition of its combined lease and non-lease components.</p>
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The following ASUs to the FASB's ASC have been adopted by the Company during the year ended December 31, 2018:

ASU	Description	Adoption Date	Effect on the financial statements or other significant matters
<p>ASU 2017-09, Compensation – Stock Compensation (Topic 718): Scope of Modification Accounting</p>	<p>The amendment provides guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. Under the new guidance, modification accounting is required only if the fair value, the vesting conditions, or the classification of the award (as equity or liability) changes as a result of the change in terms or conditions. The new guidance will be applied prospectively to awards modified on or after the adoption date.</p>	<p>January 1, 2018</p>	<p>There was no material impact to the Company's financial position and/or results of operations.</p>
<p>ASU 2017-05, Other Income – Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets</p>	<p>The amendment clarifies that a financial asset is within the scope of Subtopic 610-20 if it meets the definition of an in substance nonfinancial asset and defines the term in substance nonfinancial asset. ASU 2017-05 also clarifies that nonfinancial assets within the scope of Subtopic 610-20 may include nonfinancial assets transferred within a legal entity to a counterparty. Subtopic 610-20, which was issued in May 2014 as part of ASU 2014-09, discussed below, provides guidance for recognizing gains and losses from the transfer of nonfinancial assets in contracts with noncustomers. An entity is required to apply the amendments in ASU 2017-05 at the same time it applies the amendments in ASU 2014-09 discussed below. An entity may elect to apply the amendments in ASU 2017-05 either retrospectively to each period presented in the financial statements in accordance with the guidance on accounting changes in ASC Topic 250, Accounting Changes and Error Corrections, paragraphs 10-45-5 through 10-45-10 (i.e. the retrospective approach) or retrospectively with a cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year of adoption (i.e. the modified retrospective approach). An entity may elect to apply all of the amendments in ASU 2017-05 and ASU 2014-09 using</p>	<p>January 1, 2018</p>	<p>The Company adopted the provisions of Subtopic 610-20 using the modified retrospective approach. The Company has applied the guidance to disposals of nonfinancial assets (including real estate assets) within the scope of Subtopic 610-20, see above for impact from the adoption of this ASU.</p>

KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

	the same transition method, or alternatively may elect to use different transition methods.		
<p>ASU 2016-01, Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities</p> <p>ASU 2018-03, Technical Corrections and Improvements to Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities</p>	<p>The amendment addresses certain aspects of recognition, measurement, presentation and disclosure of financial instruments, including the following:</p> <p>(i) Requires equity investments (excluding those investments accounted for under the equity method of accounting or those that result in consolidation of the investee) with readily determinable fair values to be measured at fair value with the changes in fair value recognized in net income; however, an entity may choose to measure equity investments that do not have readily determinable fair values at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer.</p> <p>(ii) Simplifies the impairment assessment of those equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment</p> <p>(iii) Eliminates the disclosure of the method(s) and significant assumptions used to estimate the fair value for financial instruments measured at amortized cost and changes the fair value calculation for those investments</p> <p>(iv) Changes the disclosure in other comprehensive income for financial liabilities that are measured at fair value in accordance with the fair value options for financial instruments, and</p> <p>(v) Clarifies that a deferred asset related to available-for-sale securities should be included in an entity's evaluation for a valuation allowance.</p> <p>The amendments clarify certain aspects of the guidance issued in ASU 2016-01, discussed below, primarily impacting the accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements for financial instruments.</p>	January 1, 2018	Effective as of date of adoption, changes in fair value of the Company's available-for-sale marketable securities are recognized in Other income, net on the Company's Consolidated Statements of Income. See above and Footnote 11 in the Notes to the Consolidated Financial Statements for impact from the adoption of this ASU.
<p>ASU 2014-09, Revenue from Contracts with Customers (Topic 606)</p> <p>ASU 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date</p> <p>ASU 2016-08, Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations</p> <p>ASU 2016-10, Revenue from Contracts with Customers (Topic 606): Identifying performance</p>	<p>ASU 2014-09 is a comprehensive new revenue recognition model requiring a company to recognize revenue to depict the transfer of goods or services to a customer at an amount reflecting the consideration it expects to receive in exchange for those goods or services. In adopting ASU 2014-09, companies may use either a full retrospective or a modified retrospective approach. ASU 2014-09 was anticipated to be effective for the first interim period within annual reporting periods beginning after December 15, 2016, and early adoption was not permitted.</p> <p>In August 2015, the FASB issued ASU 2015-14, which delayed the effective date of ASU 2014-09 by one year making it effective for the first interim period within annual reporting periods beginning after December 15, 2017.</p> <p>Subsequently, in March 2016, the FASB issued ASU 2016-08, which further clarifies the implementation guidance on principal versus agent considerations, and in April 2016, the FASB issued ASU 2016-10, an update on identifying</p>	January 1, 2018	The Company's revenue-producing contracts are primarily leases that are not within the scope of this standard. Common area maintenance ("CAM") reimbursement revenue, a non-lease component, falls within the scope of Topic 606. Under the practical expedient mentioned above in Topic 842, the Company will be permitted to combine its non-lease and associated lease components. If the non-lease components are the predominant component, the Company will account for the combined component in accordance with the revenue standard (Topic 606).

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

obligations and licensing	performance obligations and accounting for licenses of intellectual property.		The revenues which are within the scope of this standard include other ancillary income earned through the Company's operating properties as well as fees for services performed at various unconsolidated joint ventures which the Company manages. These fees primarily include property and asset management fees, leasing fees, development fees and property acquisition/disposition fees. The timing of recognition and amount of these revenues are consistent with the previous recognition and measurement. See above for impact from the adoption of this ASU.
ASU 2016-12, Revenue from Contracts with Customers (Topic 606): Narrow-scope improvements and practical expedients	Additionally, in May 2016, the FASB issued ASU 2016-12, which includes amendments for enhanced clarification of the guidance. Early adoption is permitted as of the original effective date.		
ASU 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash	This amendment requires entities to show the changes in the total of cash, cash equivalents, restricted cash, and restricted cash equivalents in the statement of cash flows. The amendment should be applied using a retrospective transition method to each period presented.	January 1, 2018	There was no impact to the Company's statement of cash flows.

2. Real Estate:

The Company's components of Real estate, net consist of the following (in thousands):

	December 31,	
	2018	2017
Land:		
Developed land	\$ 2,783,959	\$ 2,971,020
Undeveloped land	38,732	48,264
Total land	2,822,691	3,019,284
Buildings and improvements:		
Buildings	5,697,269	6,047,413
Building improvements	1,696,440	1,653,581
Tenant improvements	730,623	753,501
Fixtures and leasehold improvements	42,635	45,795
Above-market leases	133,913	153,484
In-place leases and tenant relationships	512,235	577,870
Total buildings and improvements	8,813,115	9,231,644
Real estate	11,635,806	12,250,928
Accumulated depreciation and amortization (1)	(2,385,287)	(2,433,053)
Total real estate, net	\$ 9,250,519	\$ 9,817,875

(1) At December 31, 2018 and 2017, the Company had accumulated amortization relating to in-place leases, tenant relationships and above-market leases aggregating \$466,576 and \$459,211, respectively.

In addition, at December 31, 2018 and 2017, the Company had intangible liabilities relating to below-market leases from property acquisitions of \$288.4 million and \$329.3 million, respectively, net of accumulated amortization of \$196.4 million and \$184.5 million, respectively. These amounts are included in the caption Other liabilities on the Company's Consolidated Balance Sheets.

The Company's amortization associated with above-market and below-market leases for the years ended December 31, 2018, 2017 and 2016 resulted in net increases to revenue of \$14.9 million, \$15.5 million and \$21.4 million, respectively. The

KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

Company's amortization expense associated with in-place leases and tenant relationships, which is included in depreciation and amortization, for the years ended December 31, 2018, 2017 and 2016 was \$47.4 million, \$62.7 million and \$66.6 million, respectively.

The estimated net amortization income/(expense) associated with the Company's above-market and below-market leases, tenant relationships and in-place leases for the next five years are as follows (in millions):

	2019	2020	2021	2022	2023
Above-market and below-market leases amortization, net	\$ 13.4	\$ 13.5	\$ 13.8	\$ 12.8	\$ 12.5
In-place leases and tenant relationships amortization	\$ (32.4)	\$ (24.7)	\$ (19.1)	\$ (14.6)	\$ (10.9)

3. Property Acquisitions, Developments and Other Investments:

Acquisition/Consolidation of Operating Properties

During the year ended December 31, 2018, the Company acquired two land parcels adjacent to existing shopping centers located in Ardmore, PA and Elmont, NY, in separate transactions, for an aggregate purchase price of \$5.4 million.

During the year ended December 31, 2017, the Company acquired the following operating properties, in separate transactions, through direct asset purchases or consolidation due to change in control resulting from the purchase of additional interests or obtaining control through the modification of a joint venture investment:

Property Name	Location	Month Acquired/ Consolidated	Purchase Price (in thousands)				GLA***
			Cash*	Debt	Other Consideration**	Total	
Plantation Commons	Plantation, FL (1) (3) Woodbridge, VA (1)	Jan-17	\$ -	\$ -	\$ 12,300	\$ 12,300	60
Gordon Plaza	(3)	Jan-17	-	-	3,100	3,100	184
Plaza del Prado	Glenview, IL	Jan-17	39,063	-	-	39,063	142
Columbia Crossing Parcel	Columbia Crossing, MD	Jan-17	5,100	-	-	5,100	25
The District at Tustin Legacy	Tustin, CA (2) (3)	Apr-17	-	206,000	98,698	304,698	688
Jantzen Beach Center	Portland, OR	Jul-17	131,927	-	-	131,927	722
Del Monte Plaza Parcel	Reno, NV	Jul-17	24,152	-	-	24,152	83
Gateway Station Phase II	Burleson, TX	Aug-17	15,355	-	-	15,355	79
Jantzen Beach Center Parcel	Portland, OR	Sep-17	6,279	-	-	6,279	25
Webster Square Outparcel	Nashua, NH	Sep-17	4,985	-	-	4,985	22
Whittwood Town Center	Whittier, CA	Oct-17	80,397	43,000	-	123,397	783
123 Coulter Avenue Parcel	Ardmore, PA	Oct-17	4,808	-	-	4,808	1
Fulton Marketplace Parcel	Santa Rosa, CA	Nov-17	13,162	-	-	13,162	61
			<u>\$ 325,228</u>	<u>\$ 249,000</u>	<u>\$ 114,098</u>	<u>\$ 688,326</u>	<u>2,875</u>

* The Company utilized an aggregate \$162.4 million associated with Internal Revenue Code §1031 sales proceeds.

** Includes the Company's previously held equity interest investment.

*** Gross leasable area ("GLA")

- (1) The Company acquired from its partners, their ownership interest in properties that were held in joint ventures in which the Company had noncontrolling interests. The Company has a controlling interest in these properties and has deemed these entities to be VIEs for which the Company is the primary beneficiary and consolidates these assets.
- (2) Effective April 1, 2017, the Company and its partner amended its joint venture agreement relating to the Company's investment in this property. As a result of this amendment, the Company controls the entity and consolidates the property. This entity is deemed to be a VIE for which the Company is the primary beneficiary.
- (3) The Company evaluated these transactions pursuant to the FASB's Consolidation guidance and as a result, recognized gains on change in control of interests resulting from the fair value adjustments associated with the Company's previously held equity interests, which are included in the purchase price above in

KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

Other Consideration. The Company's current ownership interests and gains on change in control of interests recognized as a result of these transactions are as follows (in thousands):

Property Name	Previous Ownership Interest	Gain on change in control of joint venture interests
Plantation Commons	76.25%	\$ 9,793
Gordon Plaza	40.62%	395
The District at Tustin Legacy	(a)	60,972
		\$ 71,160

- (a) The Company's share of this investment is subject to change and is based upon a cash flow waterfall provision within the partnership agreement (54.27% as of date of consolidation).

Included in the Company's Consolidated Statements of Income are \$0 million, \$31.0 million and \$23.8 million in total revenues from the date of acquisition through December 31, 2018, 2017 and 2016, respectively, for operating properties acquired during each of the respective years.

Purchase Price Allocations

The purchase price for these acquisitions is allocated to real estate and related intangible assets acquired and liabilities assumed, as applicable, in accordance with our accounting policies for asset acquisitions. There were no operating property acquisitions during the year ended December 31, 2018. The purchase price allocations for properties acquired/consolidated during the year ended December 31, 2017, are as follows (in thousands):

	Allocation as of December 31, 2017	Weighted-Average Amortization Period (in Years)
Land	\$ 255,715	n/a
Buildings	379,148	50.0
Building improvements	46,613	41.5
Tenant improvements	14,520	7.2
In-place leases	56,200	7.2
Above-market leases	12,197	7.8
Below-market leases	(77,027)	29.5
Mortgage fair value adjustment	(8,521)	1.3
Tax increment financing (TIF) contracts	8,342	19.0
Other assets	5,090	n/a
Other liabilities	(3,951)	n/a
Net assets acquired/consolidated	\$ 688,326	

Hurricane Impact

On September 20, 2017, Hurricane Maria struck Puerto Rico as a Category 4 hurricane which resulted in widespread damage, flooding, and power outages. The Company has interests in seven operating properties located throughout Puerto Rico, aggregating 2.2 million square feet of GLA, which were variously impacted by the hurricane. The Company maintains a comprehensive property insurance policy on these properties with total coverage of up to \$62.0 million, as well as business interruption insurance with coverage up to \$39.3 million in the aggregate, subject to a collective deductible of \$1.2 million.

The Company expects to collect property insurance proceeds (net of deductible) equal to the replacement cost of its damaged property, currently estimated to be approximately \$30.3 million. As of December 31, 2018, the Company has collected property insurance proceeds totaling \$20.2 million to date, which exceeds the \$16.0 million previously written off due to property damage by \$4.2 million. As a result, the Company recognized this excess as income included in Other income, net on the Company's Consolidated Statements of Income for the year ended December 31, 2018.

The Company's business interruption insurance covers lost revenues as a result of the hurricane for a period of up to one year. After the expiration of one year following the loss, the policy has 365 days of an extended period of indemnity which provides business interruption coverage in the event the properties have not fully recovered from the storm. During 2018 and 2017, the Company collected business interruption claims totaling \$2.8 million and \$1.6 million, respectively, from its insurance provider.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

Although the Company has primarily recovered its business interruption insurance claims, it will continue to assess and process any future business interruption claims for the extended period of indemnity and will submit insurance claims for its losses, if any, under its business interruption insurance policy.

4. Real Estate Under Development:

The Company is engaged in various real estate development projects for long-term investment. As of December 31, 2018, the Company had two active real estate development projects and one additional project held for future development. The costs incurred to date for these projects are as follows (in thousands):

Property Name	Location	December 31,	
		2018	2017
Dania Pointe (1)	Dania Beach, FL	\$ 152,111	\$ 152,841
Mill Station	Owings Mills, MD	55,771	34,347
Promenade at Christiana (2)	New Castle, DE	33,502	32,875
Grand Parkway Marketplace (3)	Spring, TX	-	43,403
Lincoln Square (4)	Philadelphia, PA	-	90,479
Avenues Walk (5)	Jacksonville, FL	-	48,573
Total*		\$ 241,384	\$ 402,518

* Includes capitalized costs of interest, real estate taxes, insurance, legal costs and payroll of \$24.9 million and \$27.7 million, as of December 31, 2018 and 2017, respectively.

- (1) During 2018, the Company acquired a parcel adjacent to this development project for a purchase price of \$4.6 million. Effective December 31, 2018, the first phase of this development project, aggregating \$129.7 million (including capitalized costs of \$8.9 million), were placed in service and reclassified into Land and Building and improvements on the Company's Consolidated Balance Sheets. The remaining portion of the project consists of a mixed-use development project.
- (2) Project to be developed in the future.
- (3) During 2017, the Company sold a land parcel at this development project for a sales price of \$2.9 million. In addition, effective September 30, 2018, this development project, aggregating \$47.4 million (including capitalized costs of \$5.2 million), was placed in service and reclassified into Land and Building and improvements on the Company's Consolidated Balance Sheets.
- (4) During 2017, KIM Lincoln, LLC ("KIM Lincoln"), a wholly owned subsidiary of the Company, and Lincoln Square Property, LP ("Lincoln Member") entered into a joint venture agreement wherein KIM Lincoln has a 90% controlling interest and Lincoln Member has a 10% noncontrolling interest (see Footnote 14). The joint venture acquired land parcels in Philadelphia, PA to be held for development for a gross purchase price of \$10.0 million. Based upon the Company's intent to develop the property, the Company allocated the gross purchase price to Real estate under development on the Company's Consolidated Balance Sheets. This joint venture is accounted for as a consolidated VIE (see Footnote 9). Effective December 31, 2018, this development project, aggregating \$161.5 million (including capitalized costs of \$7.1 million), was placed in service and reclassified into Land and Building and improvements on the Company's Consolidated Balance Sheets.
- (5) During 2018, the Company reclassified this project to Land on the Company's Consolidated Balance Sheets, as it is no longer anticipated to be developed and will be marketed for sale as is. The as is value, estimated fair value, was below the carrying value and as such, the Company recorded an impairment charge of \$37.8 million during the year ended December 31, 2018 (see Footnote 6).

During 2018 and 2017, the Company capitalized (i) interest of \$13.9 million and \$11.0 million, respectively, (ii) real estate taxes, insurance and legal costs of \$2.6 million and \$5.7 million, respectively, and (iii) payroll of \$1.9 million and \$3.3 million, respectively, in connection with these real estate development projects.

5. Dispositions of Real Estate and Assets Held-for-Sale:

Operating Real Estate

The table below summarizes the Company's disposition activity relating to operating properties and parcels, in separate transactions (dollars in millions):

	Year Ended December 31,		
	2018	2017	2016
Aggregate sales price/gross fair value	\$ 1,164.3	\$ 352.2	\$ 378.7
Gain on sale of operating properties/change in control of interests	\$ 229.8	\$ 93.5	\$ 92.8
Impairment charges	\$ 19.7	\$ 17.1	\$ 37.2
Number of operating properties sold/deconsolidated	54	25	30
Number of out-parcels sold	7	9	2

Included in the table above, during the year ended December 31, 2018, the Company sold a portion of its investment in an operating property to its partner based on a gross fair value of \$320.0 million, including \$206.0 million of non-recourse mortgage

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

debt, and amended the partnership agreement to provide for joint control of the entity. As a result of the amendment, the Company no longer consolidates the entity and as such, reduced noncontrolling interests by \$43.8 million and recognized a gain on change in control of \$6.8 million, in accordance with the adoption of ASU 2017-05 effective as of January 1, 2018 (see Footnote 1 of the Notes to Consolidated Financial Statements). The Company has an investment in this unconsolidated property (\$62.4 million as of the date of deconsolidation), included in Investments in and advances to real estate joint ventures on the Company's Consolidated Balance Sheets. The Company's share of this investment is subject to change and is based upon a cash flow waterfall provision within the partnership agreement (54.8% as of the date of deconsolidation).

Land Sales

During 2018 and 2016, the Company sold 10 and six land parcels, respectively, for an aggregate sales price of \$9.7 million and \$3.9 million, respectively. These transactions resulted in an aggregate gain of \$6.3 million and \$1.9 million, before income tax expense and noncontrolling interest for the years ended December 31, 2018 and 2016, respectively. The gains from these transactions are recorded as other income, which is included in Other income, net on the Company's Consolidated Statements of Income.

Held-for-Sale

At December 31, 2018, the Company had two consolidated properties classified as held-for-sale at an aggregate carrying amount of \$17.2 million, net of accumulated depreciation of \$5.5 million, which are included in Other assets on the Company's Consolidated Balance Sheets. The Company's determination of the fair value of the properties was based upon executed contracts of sale with third parties, which are in excess of the carrying values of the properties.

At December 31, 2017, the Company had three consolidated properties classified as held-for-sale at an aggregate carrying amount of \$22.4 million, net of accumulated depreciation of \$16.8 million, which are included in Other assets on the Company's Consolidated Balance Sheets. The Company's determination of the fair value of the properties was based upon executed contracts of sale with third parties, which are in excess of the carrying values of the properties.

6. Impairments:

Management assesses on a continuous basis whether there are any indicators, including property operating performance, changes in anticipated holding period, general market conditions and delays of development, that the value of the Company's assets (including any related amortizable intangible assets or liabilities) may be impaired. To the extent impairment has occurred, the carrying value of the asset would be adjusted to an amount to reflect the estimated fair value of the asset.

The Company has an active capital recycling program which provides for the disposition of certain properties, typically of lesser quality assets in less desirable locations. The Company has adjusted the anticipated hold period for these properties and as a result the Company recognized impairment charges on certain operating properties (see Footnote 15 of the Notes to Consolidated Financial Statements for fair value disclosure).

The Company's efforts to market certain assets and management's assessment as to the likelihood and timing of such potential transactions and/or the property hold period resulted in the Company recognizing impairment charges for the years ended December 31, 2018, 2017 and 2016 as follows (in millions):

	2018	2017	2016
Properties marketed for sale (1) (2)	\$ 59.5	\$ 34.0	\$ 28.6
Properties disposed	19.7	17.1	37.2
Properties held and used (3)	-	16.2	27.5
Total gross property impairment charges* (4)	79.2	67.3	93.3
Noncontrolling interests	-	-	(0.4)
Benefit for income taxes	-	-	(21.1)
Total net impairment charges	<u>\$ 79.2</u>	<u>\$ 67.3</u>	<u>\$ 71.8</u>

* See Footnote 15 of the Notes to Consolidated Financial Statements for additional disclosure on fair value.

- (1) These impairment charges relate to adjustments to property carrying values for properties which the Company has marketed for sale as part of its active capital recycling program and as such has adjusted the anticipated hold periods for such properties.
- (2) During December 2018, the Company recognized an impairment charge of \$41.0 million related to a development project located in Jacksonville, FL, for which the Company no longer intends to develop. The Company's intent is to now market the property as is for sale during 2019. The Company's decision to discontinue this development project was primarily based upon the expectation of increases in estimated costs to complete the project and unfavorable market conditions which would have a negative impact on the Company's return on its investment. In addition, the Company believes its capital allocation to other

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projects within its portfolio, which are located within major metro markets, offer a better opportunity for growth and would provide greater value to the Company.

- (3) During 2017, the Company recognized an impairment charge of \$16.2 million related to a property for which the Company had re-evaluated its long-term plan for the property due to unfavorable local market conditions.
- (4) During 2016, the Company recognized aggregate impairment charges of \$93.3 million, before an income tax benefit of \$21.1 million and noncontrolling interests of \$0.4 million, primarily related to sale of certain operating properties and certain properties maintained in the Company's TRS for which the hold period was re-evaluated in connection with the Merger (see Footnote 21 of the Notes to Consolidated Financial Statements for additional disclosure) and adjustments to property carrying values in connection with the Company's efforts to market certain properties and management's assessment as to the likelihood and timing of such potential transactions and the anticipated hold period for such properties.

In addition to the impairment charges above, the Company recognized pretax impairment charges during 2018, 2017 and 2016 of \$6.9 million, \$4.8 million, and \$15.0 million, respectively, relating to certain properties held by various unconsolidated joint ventures in which the Company holds noncontrolling interests. These impairment charges are included in Equity in income of joint ventures, net on the Company's Consolidated Statements of Income (see Footnote 7 of the Notes to Consolidated Financial Statements).

The Company will continue to assess the value of its assets on an on-going basis. Based on these assessments, the Company may determine that one or more of its assets may be impaired and would therefore write-down its carrying basis accordingly.

7. Investment in and Advances to Real Estate Joint Ventures:

The Company and its subsidiaries have investments in and advances to various real estate joint ventures. These joint ventures are engaged primarily in the operation of shopping centers which are either owned or held under long-term operating leases. The Company and the joint venture partners have joint approval rights for major decisions, including those regarding property operations. As such, the Company holds noncontrolling interests in these joint ventures and accounts for them under the equity method of accounting. The table below presents unconsolidated joint venture investments for which the Company held an ownership interest at December 31, 2018 and 2017 (in millions, except number of properties):

Joint Venture	Ownership Interest	The Company's Investment As of December 31,	
		2018	2017
Prudential Investment Program ("KimPru" and "KimPru II") (1) (2) (3)	15.0%	\$ 175.2	\$ 179.5
Kimco Income Opportunity Portfolio ("KIR") (2)	48.6%	167.2	154.1
Canada Pension Plan Investment Board ("CPP") (2)	55.0%	135.0	105.0
Other Joint Venture Programs (3) (4)	Various	93.5	45.3
Total*		\$ 570.9	\$ 483.9

* Representing 109 property interests and 23.2 million square feet of GLA, as of December 31, 2018, and 118 property interests and 23.5 million square feet of GLA, as of December 31, 2017.

- (1) Represents four separate joint ventures, with four separate accounts managed by Prudential Global Investment Management, three of these ventures are collectively referred to as KimPru and the remaining venture is referred to as KimPru II.
- (2) The Company manages these joint venture investments and, where applicable, earns acquisition fees, leasing commissions, property management fees, asset management fees and construction management fees.
- (3) As of December 31, 2017, the Company had aggregate net deferred gains of \$6.9 million relating to the disposal of operating properties prior to the adoption of ASU 2017-05. These deferred gains were included in the Company's investment above, of which \$5.1 million related to KimPru II and \$1.8 million related to Other Joint Venture Programs. Upon adoption, the Company recorded a cumulative-effect adjustment of \$6.9 million to its beginning retained earnings as of January 1, 2018 on the Company's Consolidated Statements of Changes in Equity. See Footnote 1 to the Notes to the Company's Consolidated Financial Statements for further detail and discussion.
- (4) During March 2018, the Company sold a portion of its investment in an operating property to its partner and amended the partnership agreement to provide for joint control of the entity. As a result of the amendment, the Company no longer consolidates the entity. As of the date of deconsolidation, the Company had an investment in this unconsolidated property of \$62.4 million. See Footnote 5 to the Notes to the Company's Consolidated Financial Statements for further detail and discussion.

The table below presents the Company's share of net income for these investments which is included in Equity in income of joint ventures, net on the Company's Consolidated Statements of Income (in millions):

	Year Ended December 31,		
	2018	2017	2016
KimPru and KimPru II	\$ 15.2	\$ 13.0	\$ 16.4
KIR	38.7	36.7	44.0
CPP	5.1	7.2	7.7
Other Joint Venture Programs (1) (2) (3) (4)	12.6	3.9	150.6
Total	\$ 71.6	\$ 60.8	\$ 218.7

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- (1) During the year ended December 31, 2018, a joint venture investment distributed cash proceeds resulting from the refinancing of an existing loan of which the Company's share was \$3.6 million. This distribution was in excess of the Company's carrying basis in this joint venture investment and to that extent was recognized as income.
- (2) During the year ended December 31, 2018, a joint venture recognized an impairment charge related to the pending foreclosure of a property, of which the Company's share was \$5.2 million.
- (3) During the year ended December 31, 2017, the Company recognized a cumulative foreign currency translation loss of \$4.8 million due to the substantial liquidation of the Company's investments in Canada during 2017.
- (4) During the year ended December 31, 2017, a joint venture recognized an impairment charge related to the pending sale of a property, of which the Company's share was \$3.4 million.

During 2018, certain of the Company's real estate joint ventures disposed of 11 operating properties, in separate transactions, for an aggregate sales price of \$213.5 million. These transactions resulted in an aggregate net gain to the Company of \$18.5 million, for the year ended December 31, 2018.

During 2017, certain of the Company's real estate joint ventures disposed of or transferred interest to joint venture partners in 13 operating properties and a portion of one property, in separate transactions, for an aggregate sales price of \$180.8 million. These transactions resulted in an aggregate net gain to the Company of \$7.5 million, for the year ended December 31, 2017. In addition, during 2017, the Company acquired a controlling interest in three operating properties from certain joint ventures, in separate transactions, with an aggregate gross fair value of \$320.1 million. See Footnote 3 of the Notes to Consolidated Financial Statements for the operating properties acquired by the Company.

During 2016, certain of the Company's real estate joint ventures disposed of or transferred interest to joint venture partners in 45 operating properties and one land parcel, in separate transactions, for an aggregate sales price of \$1.1 billion. These transactions resulted in an aggregate net gain to the Company of \$151.2 million, before income taxes, for the year ended December 31, 2016. In addition, during 2016, the Company acquired a controlling interest in nine operating properties and one development project from certain joint ventures, in separate transactions, with an aggregate gross fair value of \$590.1 million.

The table below presents debt balances within the Company's unconsolidated joint venture investments for which the Company held noncontrolling ownership interests at December 31, 2018 and 2017 (dollars in millions):

Joint Venture	December 31, 2018			December 31, 2017		
	Mortgages and Notes Payable, Net	Weighted Average Interest Rate	Weighted Average Remaining Term (months)*	Mortgages and Notes Payable, Net	Weighted Average Interest Rate	Weighted Average Remaining Term (months)*
KimPru and KimPru II	\$ 572.6	4.29%	49.0	\$ 625.7	3.59%	59.8
KIR	651.4	4.43%	40.4	702.0	4.60%	47.5
CPP	84.4	3.85%	54.0	84.9	2.91%	4.0
Other Joint Venture Programs	474.2	4.26%	78.6	287.6	4.41%	27.2
Total	\$ 1,782.6			\$ 1,700.2		

* Average remaining term includes extensions

Summarized financial information for the Company's investment in and advances to real estate joint ventures is as follows (in millions):

	December 31,	
	2018	2017
Assets:		
Real estate, net	\$ 3,574.1	\$ 3,402.1
Other assets	227.0	208.9
	\$ 3,801.1	\$ 3,611.0
Liabilities and Partners'/Members' Capital:		
Notes payable, net	\$ 272.7	\$ 233.1
Mortgages payable, net	1,509.9	1,467.1
Other liabilities	62.4	52.5
Noncontrolling interests	16.8	15.5
Partners'/Members' capital	1,939.3	1,842.8
	\$ 3,801.1	\$ 3,611.0

	Year Ended December 31,		
	2018	2017	2016
Revenues	\$ 506.3	\$ 516.0	\$ 597.5

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Operating expenses	(146.1)	(150.7)	(178.1)
Impairment charges	(20.7)	(12.9)	(38.6)
Depreciation and amortization	(122.5)	(116.1)	(138.1)
Gain on sale of operating properties	60.3	26.0	296.2
Interest expense	(80.1)	(81.9)	(117.3)
Other (expense)/income, net	(4.4)	(3.0)	20.1
Net income	\$ 192.8	\$ 177.4	\$ 441.7

Other liabilities included in the Company's accompanying Consolidated Balance Sheets include accounts with certain real estate joint ventures totaling \$2.5 million and \$2.1 million at December 31, 2018 and 2017, respectively. The Company and its subsidiaries have varying equity interests in these real estate joint ventures, which may differ from their proportionate share of net income or loss recognized in accordance with GAAP.

The Company's maximum exposure to losses associated with its unconsolidated joint ventures is primarily limited to its carrying value in these investments. Generally, such investments contain operating properties and the Company has determined these entities do not contain the characteristics of a VIE. As of December 31, 2018 and 2017, the Company's carrying value in these investments was \$570.9 million and \$483.9 million, respectively.

8. Other Real Estate Investments and Other Assets:

Preferred Equity Capital –

The Company previously provided capital to owners and developers of real estate properties through its Preferred Equity program. The Company's maximum exposure to losses associated with its preferred equity investments is primarily limited to its net investment. As of December 31, 2018, the Company's net investment under the Preferred Equity program was \$176.3 million relating to 285 properties, including 273 net leased properties which are accounted for as direct financing leases. For the year ended December 31, 2018, the Company earned \$28.8 million from its preferred equity investments, including \$10.6 million in profit participation earned from six capital transactions. As of December 31, 2017, the Company's net investment under the Preferred Equity program was \$201.9 million relating to 357 properties, including 344 net leased properties which are accounted for as direct financing leases. For the year ended December 31, 2017, the Company earned \$32.2 million from its preferred equity investments, including \$14.8 million of cumulative foreign currency translation gain recognized as a result of the substantial liquidation of the Company's investments in Canada during 2017.

As of December 31, 2018, these preferred equity investment properties had non-recourse mortgage loans aggregating \$298.9 million (excluding fair market value of debt adjustments aggregating \$15.1 million). These loans have scheduled maturities ranging from six months to six years and bear interest at rates ranging from 4.19% to 10.47%. Due to the Company's preferred position in these investments, the Company's share of each investment is subject to fluctuation and is dependent upon property cash flows. The Company's maximum exposure to losses associated with its preferred equity investments is primarily limited to its invested capital.

Summarized financial information relating to the Company's preferred equity investments is as follows (in millions):

	December 31,	
	2018	2017
Assets:		
Real estate, net	\$ 110.4	\$ 142.3
Other assets	578.8	581.2
	<u>\$ 689.2</u>	<u>\$ 723.5</u>
Liabilities and Partners'/Members' Capital:		
Mortgages payable, net	\$ 314.0	\$ 381.9
Other liabilities	3.0	6.0
Partners'/Members' capital	372.2	335.6
	<u>\$ 689.2</u>	<u>\$ 723.5</u>

	Year Ended December 31,		
	2018	2017	2016
Revenues	\$ 77.0	\$ 75.4	\$ 102.6
Operating expenses	(15.5)	(14.7)	(27.4)
Depreciation and amortization	(4.3)	(4.6)	(6.7)
Gain on sale of operating properties	1.9	4.3	5.3

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Interest expense	(16.9)	(20.4)	(26.7)
Other expense, net	(8.2)	(5.9)	(11.5)
Net income	<u>\$ 34.0</u>	<u>\$ 34.1</u>	<u>\$ 35.6</u>

Kimsouth (Albertsons) –

Kimsouth Realty Inc. (“Kimsouth”) is a wholly-owned subsidiary of the Company. KRS AB Acquisition, LLC (the “ABS Venture”) was a subsidiary of Kimsouth that had a combined 14.35% noncontrolling interest (of which the Company held 9.8% and the two other noncontrolling members in the partnership, including Colony NorthStar, Inc. (“Colony NorthStar”) held a 4.3% ownership interest), in AB Acquisition, LLC (“AB Acquisition”). AB Acquisition was a joint venture which owned grocery operators Albertsons LLC (“Albertsons”), NAI Group Holdings Inc. (“NAI”) and Safeway Inc. (“Safeway”). The Company held a controlling interest in the ABS Venture and consolidated this entity.

During June 2017, the Company and ABS Venture received an aggregate cash distribution of \$34.6 million from Albertsons, of which the Company’s combined share was \$23.7 million with the remaining \$10.9 million distributed to the two noncontrolling interest members in the ABS Venture. This distribution exceeded the Company’s carrying basis in its Albertson’s investment and as such was recognized as income and is included in Equity in income from other real estate investments, net on the Company’s Consolidated Statements of Income.

During December 2017, Albertsons, NAI and Safeway were merged into a single corporate entity Albertsons Companies, Inc. (“ACI”). In addition, the Company liquidated the ABS Venture, its consolidated partnership with Colony NorthStar and its other noncontrolling member, which held investments in Albertsons, NAI and Safeway. As a result of these transactions, the Company owns 9.74% of the common stock of ACI through two newly formed wholly-owned partnerships and accounts for this investment on the cost method. The liquidation of the ABS Venture resulted in the elimination of the previous noncontrolling member’s, including Colony NorthStar’s noncontrolling interest of \$64.9 million, and a corresponding reduction in other assets to reflect the Company’s net investment in ACI of \$140.2 million. The Company’s net investment in ACI is included in Other assets on the Company’s Consolidated Balance Sheets. The previous two noncontrolling members own their respective interests in ACI directly and are no longer in a joint venture partnership with the Company. As of December 31, 2018, there were no identified events or changes in circumstances that may have a significant adverse effect on the fair value of this cost method investment.

9. Variable Interest Entities (“VIE”):

Included within the Company’s operating properties at December 31, 2018 and 2017, are 23 and 24 consolidated entities that are VIEs, respectively, for which the Company is the primary beneficiary. These entities have been established to own and operate real estate property. The Company’s involvement with these entities is through its majority ownership and management of the properties. The entities were deemed VIEs primarily because the unrelated investors do not have substantive kick-out rights to remove the general or managing partner by a vote of a simple majority or less and they do not have substantive participating rights. The Company determined that it was the primary beneficiary of these VIEs as a result of its controlling financial interest. At December 31, 2018, total assets of these VIEs were \$1.1 billion and total liabilities were \$75.2 million. At December 31, 2017, total assets of these VIEs were \$1.2 billion and total liabilities were \$383.5 million.

The majority of the operations of these VIEs are funded with cash flows generated from the properties. The Company has not provided financial support to any of these VIEs that it was not previously contractually required to provide, which consists primarily of funding any capital expenditures, including tenant improvements, which are deemed necessary to continue to operate the entity and any operating cash shortfalls that the entity may experience.

Additionally, included within the Company’s real estate development projects at December 31, 2018 and 2017, are one and three consolidated entities that are VIEs, respectively, for which the Company is the primary beneficiary. These entities have been established to develop real estate properties to hold as long-term investments. The Company’s involvement with these entities is through its majority ownership and management of the properties. These entities were deemed VIEs primarily because the equity investments at risk are not sufficient to permit the entities to finance their activities without additional financial support. The initial equity contributed to these entities was not sufficient to fully finance the real estate construction as development costs are funded by the partners throughout the construction period. The Company determined that it was the primary beneficiary of these VIEs as a result of its controlling financial interest. At December 31, 2018, total assets of this real estate development VIE was \$275.6 million and total liabilities were \$68.0 million. At December 31, 2017, total assets of these real estate development VIEs were \$307.9 million and total liabilities were \$34.2 million.

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Substantially all the projected remaining development costs to be funded for this real estate development project, aggregating \$122.5 million, will be funded with capital contributions from the Company, when contractually obligated, and/or construction loan financing. The Company has not provided financial support to these VIEs that it was not previously contractually required to provide.

All liabilities of these VIEs are non-recourse to the Company (“VIE Liabilities”). The assets of the unencumbered VIEs are not restricted for use to settle only the obligations of these VIEs. The remaining VIE assets are encumbered by third party non-recourse mortgage debt. The assets associated with these encumbered VIEs (“Restricted Assets”) are collateral under the respective mortgages and are therefore restricted and can only be used to settle the corresponding liabilities of the VIE. The classification of the Restricted Assets and VIE Liabilities on the Company’s Consolidated Balance Sheets are as follows (in millions):

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Number of unencumbered VIEs	20	22
Number of encumbered VIEs	4	5
Total number of consolidated VIEs	24	27
Restricted Assets:		
Real estate, net	\$ 229.2	\$ 627.5
Cash and cash equivalents	4.4	9.8
Accounts and notes receivable, net	2.1	3.2
Other assets	3.3	4.5
Total Restricted Assets	<u>\$ 239.0</u>	<u>\$ 645.0</u>
VIE Liabilities:		
Mortgages and construction loan payable, net	\$ 83.8	\$ 340.9
Other liabilities	59.4	76.8
Total VIE Liabilities	<u>\$ 143.2</u>	<u>\$ 417.7</u>

10. Mortgages and Other Financing Receivables:

The Company has various mortgages and other financing receivables which consist of loans acquired and loans originated by the Company. For a complete listing of the Company’s mortgages and other financing receivables at December 31, 2018, see Financial Statement Schedule IV included in this annual report on Form 10-K.

The following table reconciles mortgage loans and other financing receivables from January 1, 2016 to December 31, 2018 (in thousands):

	<u>2018</u>	<u>2017</u>	<u>2016</u>
Balance at January 1,	\$ 21,838	\$ 23,197	\$ 23,824
Additions:			
New mortgage loans	14,825	-	-
Foreign currency translation	116	385	397
Amortization of loan discounts	125	112	112
Deductions:			
Loan repayments	(21,012)	-	-
Charge off/foreign currency translation	(155)	(449)	(213)
Collections of principal	(1,287)	(1,405)	(921)
Amortization of loan costs	(2)	(2)	(2)
Balance at December 31,	<u>\$ 14,448</u>	<u>\$ 21,838</u>	<u>\$ 23,197</u>

The Company reviews payment status to identify performing versus non-performing loans. As of December 31, 2018, the Company had a total of 10 loans, all of which were identified as performing loans.

11. Marketable Securities:

Effective January 1, 2018, in accordance with the adoption of ASU 2016-01, the Company recognizes changes in the fair value of equity investments with readily determinable fair values in net income. In addition, the Company recorded a cumulative-effect adjustment of \$1.1 million to its beginning retained earnings as of January 1, 2018, which is reflected in Cumulative

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distributions in excess of net income on the Company's Consolidated Statements of Changes in Equity, to reclassify unrealized losses previously reported in AOCI for available-for-sale marketable securities. Also, during the year ended December 31, 2018, the Company recognized a net loss on changes in fair value of its available-for-sale marketable securities of \$3.5 million in Other income, net on the Company's Consolidated Statements of Income.

The following is a summary of amounts recorded on the Consolidated Financial Statements for marketable securities at December 31, 2018 and 2017 (in thousands):

	December 31, 2018	December 31, 2017
Available-for-sale:		
Equity securities	\$ 9,045	\$ 11,936
Held-to-maturity:		
Debt securities	1,257	1,329
Total marketable securities	<u>\$ 10,302</u>	<u>\$ 13,265</u>

During 2017, the Company acquired available-for-sale marketable equity securities for an aggregate purchase price of \$9.8 million.

As of December 31, 2018, the contractual maturities of debt securities classified as held-to-maturity are within the next five years. Actual maturities may differ from contractual maturities as issuers may have the right to prepay debt obligations with or without prepayment penalties.

12. Notes Payable:

As of December 31, 2018 and 2017 the Company's Notes payable, net consisted of the following (dollars in millions):

	Carrying Amount at		Interest Rate at		Maturity Date at
	December 31, 2018	2017	2018	2017	
Senior unsecured notes	\$ 4,334.9	\$ 4,650.0	2.70%- 4.45%	2.70%-6.88%	May-2021– Sep-2047
Credit facility	100.0	8.0	(a)	(a)	Mar-2021
Deferred financing costs, net	(53.4)	(61.9)	n/a	n/a	n/a
	<u>\$ 4,381.5</u>	<u>\$ 4,596.1</u>	<u>3.48%*</u>	<u>3.70%*</u>	

* Weighted-average interest rate

(a) Accrues interest at a rate of LIBOR plus 0.875% (3.31% and 2.28% at December 31, 2018 and 2017, respectively).

During the year ended December 31, 2017, the Company issued the following senior unsecured notes (dollars in millions):

Date Issued	Maturity Date	Amount Issued	Interest Rate
Aug-17	Feb-25	\$ 500.0	3.30%
Aug-17	Sep-47	\$ 350.0	4.45%
Mar-17	Apr-27	\$ 400.0	3.80%

During the years ended December 31, 2018 and 2017, the Company repaid the following notes (dollars in millions):

Type	Date Paid	Amount Repaid	Interest Rate	Maturity Date
Senior unsecured notes (1)	Aug-18	\$ 300.0	6.875%	Oct-19
Senior unsecured notes (2)	Jun-18 & Jul-18	\$ 15.1	3.200%	May-21
Medium term notes ("MTN") (3)	Aug-17 & Nov-17	\$ 300.0	4.300%	Feb-18
Unsecured term loan	Jan-17	\$ 250.0	LIBOR + 0.95%	Jan-17

(1) The Company recorded an early extinguishment of debt charge of \$12.8 million resulting from the early repayment of these notes.

(2) Represents partial repayments. As of December 31, 2018, these notes had an outstanding balance of \$484.9 million.

(3) On August 1, 2017, the Company made a tender offer to purchase any and all of these MTN notes outstanding. As a result, the Company accepted the tender of \$211.0 million of its \$300.0 million outstanding MTN notes on August 10, 2017. In connection with this tender offer, the Company recorded a tender premium of \$1.8 million resulting from the partial repayment of the MTN notes. In addition, in November 2017, the Company redeemed the remaining \$89.0 million outstanding MTN notes.

The scheduled maturities of all notes payable excluding unamortized debt issuance costs of \$53.4 million, as of December 31, 2018, were as follows (in millions):

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

	2019	2020	2021	2022	2023	Thereafter	Total
Principal payments	\$ -	\$ -	\$ 584.9	\$ 500.0	\$ 350.0	\$ 3,000.0	\$ 4,434.9

The Company's supplemental indentures governing its Senior Unsecured Notes contain covenants whereby the Company is subject to maintaining (a) certain maximum leverage ratios on both unsecured senior corporate and secured debt, minimum debt service coverage ratios and minimum equity levels, (b) certain debt service ratios and (c) certain asset to debt ratios. In addition, the Company is restricted from paying dividends in amounts that exceed by more than \$26.0 million the funds from operations, as defined, generated through the end of the calendar quarter most recently completed prior to the declaration of such dividend; however, this dividend limitation does not apply to any distributions necessary to maintain the Company's qualification as a REIT providing the Company is in compliance with its total leverage limitations. The Company was in compliance with all of the covenants as of December 31, 2018.

Interest on the Company's fixed-rate Senior Unsecured Notes is payable semi-annually in arrears. Proceeds from these issuances were primarily used for the acquisition of shopping centers, the expansion and improvement of properties in the Company's portfolio and the repayment of certain debt obligations of the Company.

Credit Facility

The Company has a \$2.25 billion unsecured revolving credit facility (the "Credit Facility") with a group of banks, which is scheduled to expire in March 2021, with two additional six-month options to extend the maturity date, at the Company's discretion, to March 2022. This Credit Facility, which accrues interest at a rate of LIBOR plus 87.5 basis points (3.31% as of December 31, 2018), can be increased to \$2.75 billion through an accordion feature. In addition, the Credit Facility includes a \$500.0 million sub-limit which provides the Company the opportunity to borrow in alternative currencies including Canadian Dollars, British Pounds Sterling, Japanese Yen or Euros. Pursuant to the terms of the Credit Facility, the Company, among other things, is subject to covenants requiring the maintenance of (i) maximum leverage ratios on both unsecured and secured debt and (ii) minimum interest and fixed coverage ratios. The Company was in compliance with all of the covenants as of December 31, 2018. As of December 31, 2018, the Credit Facility had a balance of \$100.0 million outstanding and \$0.3 million appropriated for letters of credit.

Term Loan

The Company had a \$650.0 million unsecured term loan ("Term Loan") which was scheduled to mature in January 2017, with three one-year extension options at the Company's discretion. The Term Loan accrued interest at LIBOR plus 95 basis points. During November 2016, the Company repaid \$400.0 million of borrowings under the Company's Term Loan and in January 2017, the Company repaid the remaining \$250.0 million balance and terminated the agreement.

13. Mortgages and Construction Loan Payable:

Mortgages, collateralized by certain shopping center properties (see Financial Statement Schedule III included in this annual report on Form 10-K), are generally due in monthly installments of principal and/or interest.

In August 2018, the Company closed on a construction loan commitment of \$67.0 million relating to one development property. This loan commitment is scheduled to mature in August 2020, with six additional six-month options to extend the maturity date to August 2023, bears interest at a rate of LIBOR plus 180 basis points (4.23% as of December 31, 2018), interest is paid monthly with a principal payment due at maturity. As of December 30, 2018, the construction loan had a balance of \$51.0 million outstanding.

As of December 31, 2018 and 2017, the Company's Mortgages and construction loan payable, net consisted of the following (in millions):

	Carrying Amount at December 31,		Interest Rate at December 31,		Maturity Date at December 31, 2018
	2018	2017	2018	2017	
Mortgages payable	\$ 430.8	\$ 867.1	3.23%-9.75%	2.60%-9.75%	Jan-2020 – Aug-2031
Construction loan payable	51.0	-	4.23%	n/a	Aug-2020
Fair value debt adjustments, net	13.1	19.3	n/a	n/a	n/a
Deferred financing costs, net	(2.5)	(3.6)	n/a	n/a	n/a
	<u>\$ 492.4</u>	<u>\$ 882.8</u>	<u>4.89%*</u>	<u>4.57%*</u>	

* Weighted-average interest rate

KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

During 2018, the Company (i) deconsolidated \$206.0 million of individual non-recourse mortgage debt relating to an operating property for which the Company no longer holds a controlling interest and (ii) repaid \$205.6 million of maturing mortgage debt (including fair market value adjustments of \$0.9 million) that encumbered six operating properties.

During 2018, the Company disposed of an encumbered property through foreclosure. The transaction resulted in a net decrease in mortgage debt of \$12.4 million. In addition, the Company recognized a gain on forgiveness of debt of \$4.3 million and relief of accrued interest of \$3.4 million, both of which are included in Other income, net on the Company's Consolidated Statements of Income.

During 2017, the Company (i) assumed/consolidated \$257.5 million of individual non-recourse mortgage debt (including a fair market value adjustment of \$8.5 million) related to two operating properties, (ii) paid off \$692.9 million of mortgage debt (including fair market value adjustments of \$5.8 million) that encumbered 27 operating properties and (iii) obtained a \$206.0 million non-recourse mortgage relating to one operating property.

The scheduled principal payments (excluding any extension options available to the Company) of all mortgages and construction loan payable, excluding unamortized fair value debt adjustments and unamortized debt issuance costs, as of December 31, 2018, were as follows (in millions):

	2019	2020	2021	2022	2023	Thereafter	Total
Principal payments	\$ 12.7	\$ 160.3	\$ 144.9	\$ 140.1	\$ 15.5	\$ 8.3	\$ 481.8

14. Noncontrolling Interests:

Noncontrolling interests represent the portion of equity that the Company does not own in those entities it consolidates as a result of having a controlling interest or determined that the Company was the primary beneficiary of a VIE in accordance with the provisions of the FASB's Consolidation guidance. The Company accounts and reports for noncontrolling interests in accordance with the Consolidation guidance and the Distinguishing Liabilities from Equity guidance issued by the FASB. The Company identifies its noncontrolling interests separately within the equity section on the Company's Consolidated Balance Sheets. The amounts of consolidated net income attributable to the Company and to the noncontrolling interests are presented separately on the Company's Consolidated Statements of Income. During the year ended December 31, 2018, there were various acquisitions and dispositions/liquidations of entities that had an impact on noncontrolling interest. See Footnotes 3, 4, and 8 of the Notes to Consolidated Financial Statements for additional information regarding specific transactions.

Included within noncontrolling interests are units that were determined to be contingently redeemable that are classified as Redeemable noncontrolling interests and presented in the mezzanine section between Total liabilities and Stockholder's equity on the Company's Consolidated Balance Sheets.

The following table presents the change in the redemption value of the Redeemable noncontrolling interests for the years ended December 31, 2018 and 2017 (in thousands):

	2018	2017
Balance at January 1,	\$ 16,143	\$ 86,953
Issuance of redeemable partnership interests (1)	-	10,000
Income	373	1,297
Distributions	(355)	(2,538)
Redemption/conversion of redeemable units (2)	-	(79,569)
Adjustment to estimated redemption value (1)	7,521	-
Balance at December 31,	\$ 23,682	\$ 16,143

- (1) During 2017, KIM Lincoln, a wholly owned subsidiary of the Company, and Lincoln Member entered into a joint venture agreement wherein KIM Lincoln has a 90% controlling interest and Lincoln Member has a 10% noncontrolling interest (See Footnote 4 of the Notes to Consolidated Financial Statements). During the year ended December 31, 2018, the Company recorded an adjustment of \$7.5 million to the estimated redemption fair market value of this noncontrolling interest in accordance with the provisions of the joint venture agreement and ASC 480 – Accounting for Redeemable Equity Instruments. The Company revalues the fair market value of this noncontrolling interest on a recurring basis and determined that its valuation was classified within Level 3 of the fair value hierarchy. The estimated fair market value of this noncontrolling interest was based upon a discounted cash flow model, for which a capitalization rate of 5.00% and discount rate of 6.00% were utilized in the model based upon unobservable rates that the Company believes to be within a reasonable range of current market rates.
- (2) During 2017, the Company redeemed the remaining 79,642,697 Preferred A Units for a total redemption price of \$79.9 million, including an accrued preferred return of \$0.4 million. These units, which had a par value of \$1.00 and return per annum of 5.0%, were issued in connection with the Puerto Rico shopping center acquisitions discussed below.

KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

The Company owns seven shopping center properties located throughout Puerto Rico. These properties were acquired partially through the issuance of \$158.6 million of non-convertible units and \$45.8 million of convertible units. Noncontrolling interests related to these acquisitions totaled \$233.0 million of units, including premiums of \$13.5 million and a fair market value adjustment of \$15.1 million (collectively, the "Units"). Since the acquisition date the Company has redeemed a substantial portion of these units. As of December 31, 2018 and 2017, noncontrolling interests relating to the remaining units were \$5.2 million. The Units related annual cash distribution rates and related conversion features consisted of the following as of December 31, 2018:

Type	Par Value Per Unit	Number of Units Remaining	Return Per Annum
Class B-1 Preferred Units (1)	\$ 10,000	189	7.0%
Class B-2 Preferred Units (2)	\$ 10,000	42	7.0%
Class C DownReit Units (1)	\$ 30.52	52,797	Equal to the Company's common stock dividend

- (1) These units are redeemable for cash by the holder or at the Company's option, shares of the Company's common stock, based upon the conversion calculation as defined in the agreement. These units are included in Noncontrolling interests on the Company's Consolidated Balance Sheets.
- (2) These units are redeemable for cash by the holder or callable by the Company and are included in Redeemable noncontrolling interests on the Company's Consolidated Balance Sheets.

The Company owns a shopping center located in Bay Shore, NY, which was acquired in 2006 with the issuance of 647,758 redeemable Class B Units at a par value of \$37.24 per unit. The units accrue a return equal to the Company's common stock dividend and are redeemable for cash by the holder or at the Company's option, shares of the Company's common stock at a ratio of 1:1. These units are callable by the Company any time after April 3, 2026, and are included in Noncontrolling interests on the Company's Consolidated Balance Sheets. During 2007, 30,000 units, or \$1.1 million par value, of the Class B Units were redeemed and at the Company's option settled in cash. In addition, during 2018 and 2017, 25,970 and 25,000 units, or \$1.1 million and \$0.9 million par value, respectively, of the Class B Units were redeemed and at the Company's option settled in cash. As of December 31, 2018 and 2017, noncontrolling interest relating to the remaining Class B Units was \$24.3 million and \$25.4 million, respectively.

Noncontrolling interests also includes 138,015 convertible units issued during 2006 by the Company, which were valued at \$5.3 million, including a fair market value adjustment of \$0.3 million, related to an interest acquired in an office building located in Albany, NY. These units are currently redeemable at the option of the holder for cash or at the option of the Company for the Company's common stock at a ratio of 1:1. The holder is entitled to a distribution equal to the dividend rate of the Company's common stock. The Company was restricted from disposing of these assets, other than through a tax-free transaction, through January 2017.

15. Fair Value Disclosure of Financial Instruments:

All financial instruments of the Company are reflected in the accompanying Consolidated Balance Sheets at amounts which, in management's estimation, based upon an interpretation of available market information and valuation methodologies, reasonably approximate their fair values except those listed below, for which fair values are disclosed. The valuation method used to estimate fair value for fixed-rate and variable-rate debt is based on discounted cash flow analyses, with assumptions that include credit spreads, market yield curves, trading activity, loan amounts and debt maturities. The fair values for marketable securities are based on published values, securities dealers' estimated market values or comparable market sales. Such fair value estimates are not necessarily indicative of the amounts that would be realized upon disposition.

As a basis for considering market participant assumptions in fair value measurements, the FASB's Fair Value Measurements and Disclosures guidance establishes a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

The following are financial instruments for which the Company's estimate of fair value differs from the carrying amounts (in thousands):

	December 31,			
	2018		2017	
	Carrying Amounts	Estimated Fair Value	Carrying Amounts	Estimated Fair Value
Notes payable, net (1)	\$ 4,381,456	\$ 4,126,450	\$ 4,596,140	\$ 4,601,479

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

Mortgages and construction loan payable, net (2)	\$ 492,416	\$ 486,341	\$ 882,787	\$ 881,427
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- (1) The Company determined that the valuation of its Senior Unsecured Notes were classified within Level 2 of the fair value hierarchy and its Credit Facility was classified within Level 3 of the fair value hierarchy. The estimated fair value amounts classified as Level 2 as of December 31, 2018 and 2017, were \$4.0 billion and \$4.6 billion, respectively. The estimated fair value amounts classified as Level 3 as of December 31, 2018 and 2017, were \$97.6 million and \$1.9 million, respectively.
- (2) The Company determined that its valuation of these Mortgages payable was classified within Level 3 of the fair value hierarchy.

The Company has certain financial instruments that must be measured under the FASB's Fair Value Measurements and Disclosures guidance, including available for sale securities. The Company currently does not have non-financial assets and non-financial liabilities that are required to be measured at fair value on a recurring basis.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

The Company from time to time has used interest rate swaps to manage its interest rate risk. The fair values of interest rate swaps are determined using the market standard methodology of netting the discounted future fixed cash receipts (or payments) and the discounted expected variable cash payments (or receipts). The variable cash payments (or receipts) are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves. Based on these inputs, the Company has determined that interest rate swap valuations are classified within Level 2 of the fair value hierarchy.

The tables below present the Company's financial assets and liabilities measured at fair value on a recurring basis as of December 31, 2018 and 2017, aggregated by the level in the fair value hierarchy within which those measurements fall (in thousands):

	Balance at December 31, 2018	Level 1	Level 2	Level 3
Assets:				
Marketable equity securities	\$ 9,045	\$ 9,045	\$ -	\$ -
Balance at December 31, 2017				
	Level 1	Level 2	Level 3	
Assets:				
Marketable equity securities	\$ 11,936	\$ 11,936	\$ -	\$ -
Liabilities:				
Interest rate swaps	\$ 344	\$ -	\$ 344	\$ -

Assets measured at fair value on a non-recurring basis at December 31, 2018 and 2017 are as follows (in thousands):

	Balance at December 31, 2018	Level 1	Level 2	Level 3
Real estate	\$ 99,693	\$ -	\$ -	\$ 99,693
Investments in real estate joint ventures (1)	\$ 62,429	\$ -	\$ -	\$ 62,429
Balance at December 31, 2017				
	Level 1	Level 2	Level 3	
Real estate	\$ 108,313	\$ -	\$ -	\$ 108,313

- (1) Fair value measurement as of date of deconsolidation. See Footnotes 5 and 7 to the Notes to the Consolidated Financial Statements.

During the year ended December 31, 2018, the Company recognized impairment charges related to adjustments to property carrying values of \$79.2 million. The Company's estimated fair values of these properties were primarily based upon estimated sales prices from (i) signed contracts or letters of intent from third party offers, (ii) discounted cash flow models or (iii) third party appraisals. The Company does not have access to the unobservable inputs used to determine the estimated fair values of

KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

third party offers. For the discounted cash flow models and appraisals, the capitalization rates primarily range from 8.50% to 9.75% and discount rates primarily range from 9.25% to 11.25% which were utilized in the models based upon unobservable rates that the Company believes to be within a reasonable range of current market rates for each respective investment. Based on these inputs, the Company determined that its valuation of these investments was classified within Level 3 of the fair value hierarchy.

During the year ended December 31, 2017, the Company recognized impairment charges related to adjustments to property carrying values of \$67.3 million. The Company's estimated fair values of these properties were primarily based upon estimated sales prices from (i) signed contracts or letters of intent from third party offers or (ii) discounted cash flow models. The Company does not have access to the unobservable inputs used to determine the estimated fair values of third party offers. For the discounted cash flow models, the capitalization rates primarily range from 8.50% to 9.50% and discount rates primarily range from 9.00% to 10.50% which were utilized in the models based upon unobservable rates that the Company believes to be within a reasonable range of current market rates for each respective investment. Based on these inputs, the Company determined that its valuation of these investments was classified within Level 3 of the fair value hierarchy.

The property carrying value impairment charges resulted from the Company's efforts to market certain assets and management's assessment as to the likelihood and timing of such potential transactions.

16. Preferred Stock, Common Stock and Convertible Unit Transactions:

Preferred Stock

The Company's outstanding Preferred Stock is detailed below (in thousands, except share data and par values):

As of December 31, 2018							
Class of Preferred Stock	Shares Authorized	Shares Issued and Outstanding	Liquidation Preference (in thousands)	Dividend Rate	Annual Dividend per Depository Share	Par Value	Optional Redemption Date
Class I	18,400	7,000	\$ 175,000	6.000%	\$ 1.50000	\$ 1.00	3/20/2017
Class J	9,000	9,000	225,000	5.500%	\$ 1.37500	\$ 1.00	7/25/2017
Class K	8,050	7,000	175,000	5.625%	\$ 1.40625	\$ 1.00	12/7/2017
Class L	10,350	9,000	225,000	5.125%	\$ 1.28125	\$ 1.00	8/16/2022
Class M	10,580	10,580	264,500	5.250%	\$ 1.31250	\$ 1.00	12/20/2022
		<u>42,580</u>	<u>\$ 1,064,500</u>				

As of December 31, 2017							
Class of Preferred Stock	Shares Authorized	Shares Issued and Outstanding	Liquidation Preference (in thousands)	Dividend Rate	Annual Dividend per Depository Share	Par Value	Optional Redemption Date
Class I	18,400	7,000	\$ 175,000	6.000%	\$ 1.50000	\$ 1.00	3/20/2017
Class J	9,000	9,000	225,000	5.500%	\$ 1.37500	\$ 1.00	7/25/2017
Class K	8,050	7,000	175,000	5.625%	\$ 1.40625	\$ 1.00	12/7/2017
Class L	10,350	9,000	225,000	5.125%	\$ 1.28125	\$ 1.00	8/16/2022
Class M	10,580	9,200	230,000	5.250%	\$ 1.31250	\$ 1.00	12/20/2022
		<u>41,200</u>	<u>\$ 1,030,000</u>				

The following Preferred Stock classes were issued during the year ended December 31, 2017:

Class of Preferred Stock	Date Issued	Depository Shares Issued	Fractional Interest per Share	Net Proceeds, Before Expenses (in millions)	Offering Price
Class L	8/16/2017	9,000,000	1/1000	\$ 218.1	25.00
Class M (1)	12/20/2017	9,200,000	1/1000	\$ 222.8	25.00

- (1) Additionally, during January 2018, the underwriting financial institutions for the Class M issuance elected to exercise the over-allotment option and as a result, the Company issued an additional 1,380,000 Class M Depository Shares, each representing a one-thousandth fractional interest in a share of the Company's 5.250% Class M Cumulative Redeemable Preferred Stock, \$1.00 par value per share. The Company received net proceeds before expenses of \$33.4 million from this offering.

KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

The following Preferred Stock class was partially redeemed during the year ended December 31, 2017:

Class of Preferred Stock	Redemption Date	Depository Shares Redeemed	Redemption Price	Redemption Amount (in millions)	Redemption Charges (in millions) (1)
Class I (2)	9/6/2017	9,000,000	\$ 25.00	\$ 225.0	\$ 7.0

- (1) Redemption charges resulting from the difference between the redemption amount and the carrying amount of the respective preferred stock class on the Company's Consolidated Balance Sheets are accounted for in accordance with the FASB's guidance on Distinguishing Liabilities from Equity. These charges were subtracted from net income attributable to the Company to arrive at net income available to the Company's common shareholders and used in the calculation of earnings per share.
- (2) The Company partially redeemed 9,000,000 depository shares of its issued and outstanding Class I Preferred Stock, representing 56.25% of the issued and outstanding Class I Preferred Stock.

The Company's Preferred Stock Depository Shares for all classes are not convertible or exchangeable for any other property or securities of the Company.

Voting Rights - The Class I, J, K, L and M Preferred Stock rank pari passu as to voting rights, priority for receiving dividends and liquidation preference as set forth below.

As to any matter on which the Class I, J, K, L or M Preferred Stock may vote, including any actions by written consent, each share of the Class I, J, K, L or M Preferred Stock shall be entitled to 1,000 votes, each of which 1,000 votes may be directed separately by the holder thereof. With respect to each share of Class I, J, K, L or M Preferred Stock, the holder thereof may designate up to 1,000 proxies, with each such proxy having the right to vote a whole number of votes (totaling 1,000 votes per share of Class I, J, K, L, or M Preferred Stock). As a result, each Class I, J, K, L or M Depository Share is entitled to one vote.

Liquidation Rights

In the event of any liquidation, dissolution or winding up of the affairs of the Company, preferred stock holders are entitled to be paid, out of the assets of the Company legally available for distribution to its stockholders, a liquidation preference of \$25,000 Class I Preferred Stock per share, \$25,000 Class J Preferred Stock per share, \$25,000 Class K Preferred Stock per share, \$25,000 Class L Preferred Stock per share and \$25,000 Class M Preferred Stock per share (\$25.00 per each Class I, Class J, Class K, Class L and Class M Depository Share), plus an amount equal to any accrued and unpaid dividends to the date of payment, before any distribution of assets is made to holders of the Company's common stock or any other capital stock that ranks junior to the preferred stock as to liquidation rights.

Common Stock

During February 2018, the Company's Board of Directors authorized a share repurchase program, which is effective for a term of two years, pursuant to which the Company may repurchase shares of its common stock, par value \$0.01 per share, with an aggregate gross purchase price of up to \$300.0 million. During the year ended December 31, 2018, the Company repurchased 5,100,000 shares for an aggregate purchase price of \$75.1 million (weighted average price of \$14.72 per share). As of December 31, 2018, the Company had \$224.9 million available under this share repurchase program.

During February 2015, the Company established an at the market continuous offering program (the "ATM program"), which was effective for a term of three years and expired in February 2018, pursuant to which the Company may have offered and sold shares of its common stock, par value \$0.01 per share, with an aggregate gross sales price of up to \$500.0 million through a consortium of banks acting as sales agents. Sales of the shares of common stock may have been made, as needed, from time to time in "at the market" offerings as defined in Rule 415 of the Securities Act of 1933, including by means of ordinary brokers' transactions on the New York Stock Exchange (the "NYSE") or otherwise (i) at market prices prevailing at the time of sale, (ii) at prices related to prevailing market prices or (iii) as otherwise agreed to with the applicable sales agent. During 2016, the Company issued 9,806,377 shares and received proceeds of \$285.2 million, net of commissions and fees of \$2.9 million. The Company did not offer for sale any shares of common stock under the ATM program during 2018 and 2017.

The Company, from time to time, repurchases shares of its common stock in amounts that offset new issuances of common stock relating to the exercise of stock options or the issuance of restricted stock awards. These repurchases may occur in open market purchases, privately negotiated transactions or otherwise subject to prevailing market conditions, the Company's liquidity requirements, contractual restrictions and other factors. During 2018, 2017 and 2016, the Company repurchased 278,566 shares, 232,304 shares and 257,477 shares, respectively, relating to shares of common stock surrendered to the

KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

Company to satisfy statutory minimum tax withholding obligations relating to the vesting of restricted stock awards under the Company's equity-based compensation plans.

Convertible Units

The Company has various types of convertible units that were issued in connection with the purchase of operating properties (see Footnote 14 of the Notes to Consolidated Financial Statements). The amount of consideration that would be paid to unaffiliated holders of units issued from the Company's consolidated subsidiaries which are not mandatorily redeemable, as if the termination of these consolidated subsidiaries occurred on December 31, 2018, is \$14.6 million. The Company has the option to settle such redemption in cash or shares of the Company's common stock. If the Company exercised its right to settle in common stock, the unit holders would receive 0.9 million shares of common stock.

Dividends Declared

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

	Year Ended December 31,		
	2018	2017	2016
Common Stock	\$ 1.12000	\$ 1.09000	\$ 1.03500
Class I Depositary Shares	\$ 1.50000	\$ 1.50000	\$ 1.50000
Class I Depositary Shares Redeemed	\$ -	\$ 0.96250	\$ -
Class J Depositary Shares	\$ 1.37500	\$ 1.37500	\$ 1.37500
Class K Depositary Shares	\$ 1.40625	\$ 1.40625	\$ 1.40625
Class L Depositary Shares	\$ 1.28125	\$ 0.48047	\$ -
Class M Depositary Shares	\$ 1.31250	\$ 0.04010	\$ -

17. Supplemental Schedule of Non-Cash Investing/Financing Activities:

The following schedule summarizes the non-cash investing and financing activities of the Company for the years ended December 31, 2018, 2017 and 2016 (in thousands):

	2018	2017	2016
Acquisition of real estate interests by assumption of mortgage debt	\$ -	\$ 45,299	\$ 33,174
Acquisition of real estate interests through proceeds held in escrow	\$ -	\$ 162,396	\$ 66,044
Proceeds deposited in escrow through sale of real estate interests	\$ 41,949	\$ 162,396	\$ 66,044
Disposition of real estate interests through the issuance of mortgage receivable	\$ 14,700	\$ -	\$ -
Disposition of real estate interests by foreclosure of debt	\$ 7,444	\$ -	\$ 22,080
Forgiveness of debt due to foreclosure	\$ 12,415	\$ -	\$ 26,000
Capital expenditures accrual	\$ 60,611	\$ 74,123	\$ 38,044
Issuance of common stock	\$ -	\$ -	\$ 85
Surrender of restricted common stock	\$ 4,360	\$ 5,699	\$ 7,008
Declaration of dividends paid in succeeding period	\$ 130,262	\$ 128,892	\$ 124,517
Change in noncontrolling interest due to liquidation of partnership	\$ -	\$ 64,948	\$ -
Increase in redeemable noncontrolling interests' carrying amount	\$ 7,521	\$ -	\$ -
Deemed contribution from noncontrolling interest	\$ -	\$ 10,000	\$ -
Consolidation of Joint Ventures:			
Increase in real estate and other assets	\$ -	\$ 325,981	\$ 407,813
Increase in mortgages payable, other liabilities and noncontrolling interests	\$ -	\$ 258,626	\$ 268,194
Deconsolidation of Joint Ventures:			
Decrease in real estate and other assets	\$ 300,299	\$ -	\$ -
Increase in investments in and advances to real estate joint ventures	\$ 62,429	\$ -	\$ -
Decrease in mortgages and construction loan payable, other liabilities and noncontrolling interests	\$ 248,274	\$ -	\$ -

18. Transactions with Related Parties:

The Company provides management services for shopping centers owned principally by affiliated entities and various real estate joint ventures in which certain stockholders of the Company have economic interests. Such services are performed pursuant to management agreements which provide for fees based upon a percentage of gross revenues from the properties and other direct costs incurred in connection with management of the centers. Substantially all of the Management and other fee income on the

KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

Company's Consolidated Statements of Income constitute fees earned from affiliated entities. Reference is made to Footnotes 3, 7 and 8 of the Notes to Consolidated Financial Statements for additional information regarding transactions with related parties.

Ripco

Ripco Real Estate Corp. ("Ripco") business activities include serving as a leasing agent and representative for national and regional retailers including Target, Best Buy, Kohl's and many others, providing real estate brokerage services and principal real estate investing. Todd Cooper, an officer and 50% shareholder of Ripco, is a son of Milton Cooper, Executive Chairman of the Board of Directors of the Company. During 2018, 2017 and 2016, the Company paid brokerage commissions of \$0.2 million, \$0.4 million and \$0.2 million, respectively, to Ripco for services rendered primarily as leasing agent for various national tenants in shopping center properties owned by the Company.

ProHEALTH

ProHEALTH is a multi-specialty physician group practice offering one-stop health care. Dr. David Cooper, M.D. and Dr. Clifford Cooper, M.D. are minority owners of ProHEALTH and are sons of Milton Cooper, Executive Chairman of the Board of Directors of the Company. David Cooper is the father of Ross Cooper, President and Chief Investment Officer of the Company. ProHEALTH and/or its affiliates ("ProHEALTH") have leasing arrangements with the Company whereby two consolidated property locations are currently under lease. Total contractual annual base rent received by the Company from these ProHEALTH leasing arrangements was \$0.4 million for each of the years ended December 31, 2018, 2017 and 2016.

19. Commitments and Contingencies:

Operations

The Company and its subsidiaries are primarily engaged in the operation of shopping centers that are either owned or held under long-term leases that expire at various dates through 2109. The Company and its subsidiaries, in turn, lease premises in these centers to tenants pursuant to lease agreements which provide for terms ranging generally from 5 to 25 years and for annual minimum rentals plus incremental rents based on operating expense levels and tenants' sales volumes. Annual minimum rentals plus incremental rents based on operating expense levels and percentage rents comprised 98% of total revenues from rental properties for each of the three years ended December 31, 2018, 2017 and 2016.

The minimum revenues from rental properties under the terms of all non-cancelable tenant leases for future years, assuming no new or renegotiated leases are executed for such premises, are as follows (in millions):

	2019	2020	2021	2022	2023	Thereafter
Minimum revenues	\$ 816.4	\$ 769.1	\$ 690.7	\$ 594.6	\$ 492.6	\$ 2,540.2

Base rental revenues from rental properties are recognized on a straight-line basis over the terms of the related leases. The difference between the amount of rental income contracted through leases and rental income recognized on a straight-line basis for the years ended December 31, 2018, 2017 and 2016 was \$13.6 million, \$15.7 million and \$16.5 million, respectively.

Minimum contractual payments to be made by the Company under the terms of all non-cancelable operating ground and office leases for future years are as follows (in millions):

	2019	2020	2021	2022	2023	Thereafter
Minimum contractual payments	\$ 12.2	\$ 9.9	\$ 9.8	\$ 9.2	\$ 9.0	\$ 115.7

Letters of Credit

The Company has issued letters of credit in connection with the completion and repayment guarantees for loans encumbering certain of the Company's development and redevelopment projects and guaranty of payment related to the Company's insurance program. At December 31, 2018, these letters of credit aggregated \$41.8 million.

KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

Other

In connection with the construction of its development and redevelopment projects and related infrastructure, certain public agencies require posting of performance and surety bonds to guarantee that the Company's obligations are satisfied. These bonds expire upon the completion of the improvements and infrastructure. As of December 31, 2018, there were \$20.6 million in performance and surety bonds outstanding.

The Company is subject to various other legal proceedings and claims that arise in the ordinary course of business. Management believes that the final outcome of such matters will not have a material adverse effect on the financial position, results of operations or liquidity of the Company as of December 31, 2018.

20. Incentive Plans:

The Company accounts for equity awards in accordance with FASB's Compensation – Stock Compensation guidance which requires that all share-based payments to employees, including grants of employee stock options, restricted stock and performance shares, be recognized in the Statements of Income over the service period based on their fair values. Fair value is determined, depending on the type of award, using either the Monte Carlo method for performance shares or the Black-Scholes option pricing formula, both of which are intended to estimate the fair value of the awards at the grant date. Fair value of restricted shares is calculated based on the price on the date of grant.

The Company recognized expense associated with its equity awards of \$18.2 million, \$21.6 million and \$19.1 million, for the years ended December 31, 2018, 2017 and 2016, respectively. As of December 31, 2018, the Company had \$29.4 million of total unrecognized compensation cost related to unvested stock compensation granted under the Plans. That cost is expected to be recognized over a weighted-average period of 2.8 years. The Company had 8,926,449, 10,410,343 and 10,015,040 shares of the Company's common stock available for issuance under the Plans at December 31, 2018, 2017 and 2016, respectively.

Stock Options

During 2018, 2017 and 2016, the Company did not grant any stock options. Information with respect to stock options outstanding under the Plan for the years ended December 31, 2018, 2017 and 2016 are as follows:

	Shares	Weighted- Average Exercise Price Per Share	Aggregate Intrinsic Value (in millions)
Options outstanding, January 1, 2016	9,012,441	\$ 31.09	\$ 27.4
Exercised	(1,167,819)	\$ 18.03	\$ 12.4
Forfeited	(1,830,893)	\$ 39.69	
Options outstanding, December 31, 2016	6,013,729	\$ 32.09	\$ 12.1
Exercised	(83,863)	\$ 18.20	\$ 3.4
Forfeited	(2,464,920)	\$ 35.91	
Options outstanding, December 31, 2017	3,464,946	\$ 27.81	\$ -
Exercised	(42,259)	\$ 14.00	\$ 0.1
Forfeited	(1,781,321)	\$ 36.53	
Options outstanding, December 31, 2018	1,641,366	\$ 18.78	\$ 0.4
Options exercisable (fully vested) -			
December 31, 2016	5,144,416	\$ 32.56	\$ 11.3
December 31, 2017	3,464,946	\$ 27.81	\$ 4.0
December 31, 2018	1,641,366	\$ 18.78	\$ 0.4

The exercise price per share for options outstanding as of December 31, 2018 ranges from \$11.54 to \$24.12. The Company estimates forfeitures based on historical data. As of December 31, 2018, all of the Company's outstanding options were vested. The weighted-average remaining contractual life for options outstanding and exercisable as of December 31, 2018 was 2.8 years. Cash received from options exercised under the Plan was \$0.6 million, \$1.5 million and \$21.1 million for the years ended December 31, 2018, 2017 and 2016, respectively.

Restricted Stock

Information with respect to restricted stock under the Plan for the years ended December 31, 2018, 2017 and 2016 are as follows:

KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

	2018	2017	2016
Restricted stock outstanding as of January 1,	1,777,429	1,930,732	1,712,534
Granted (1)	1,100,590	646,142	756,530
Vested	(751,201)	(783,872)	(520,539)
Forfeited	(21,904)	(15,573)	(17,793)
Restricted stock outstanding as of December 31,	<u>2,104,914</u>	<u>1,777,429</u>	<u>1,930,732</u>

- (1) The weighted-average grant date fair value for restricted stock issued during the years ended December 31, 2018, 2017 and 2016 were \$14.72, \$25.04 and \$26.15, respectively.

Restricted shares have the same voting rights as the Company's common stock and are entitled to a cash dividend per share equal to the Company's common dividend which is taxable as ordinary income to the holder. For the years ended December 31, 2018, 2017 and 2016, the dividends paid on unvested restricted shares were \$2.8 million, \$2.4 million, and \$2.2 million, respectively.

Performance Shares

Information with respect to performance share awards under the Plan for the years ended December 31, 2018, 2017 and 2016 are as follows:

	2018	2017	2016
Performance share awards outstanding as of January 1,	235,950	197,249	202,754
Granted (1)	297,450	135,780	100,170
Vested (2)	(100,170)	(97,079)	(105,675)
Performance share awards outstanding as of December 31,	<u>433,230</u>	<u>235,950</u>	<u>197,249</u>

- (1) The weighted-average grant date fair value for performance shares issued during the years ended December 31, 2018, 2017 and 2016 were \$15.40, \$23.35 and \$28.60, respectively.
(2) For the years ended December 31, 2018, 2017 and 2016, the corresponding common stock equivalent of these vested awards were 0, 0 and 130,080, respectively.

The more significant assumptions underlying the determination of fair values for these performance awards granted during 2018, 2017 and 2016 were as follows:

	2018	2017	2016
Stock price	\$ 14.99	\$ 24.91	\$ 26.29
Dividend yield (1)	0%	0%	0%
Risk-free rate	2.39%	1.45%	0.87%
Volatility (2)	22.90%	18.93%	18.80%
Term of the award (years)	2.85	2.88	2.88

- (1) Total Shareholder Returns, as used in the performance share awards computation, are measured based on cumulative dividend stock prices, as such a zero percent dividend yield is utilized.
(2) Volatility is based on the annualized standard deviation of the daily logarithmic returns on dividend-adjusted closing prices over the look-back period based on the term of the award.

Other

The Company maintains a 401(k)-retirement plan covering substantially all officers and employees, which permits participants to defer up to the maximum allowable amount determined by the Internal Revenue Service of their eligible compensation. This deferred compensation, together with Company matching contributions, which generally equal employee deferrals up to a maximum of 5% of their eligible compensation, is fully vested and funded as of December 31, 2018. The Company's contributions to the plan were \$2.2 million, \$2.1 million and \$2.0 million for the years ended December 31, 2018, 2017 and 2016, respectively.

The Company recognized severance costs associated with employee terminations during the years ended December 31, 2018, 2017 and 2016, of \$3.8 million, \$5.5 million and \$1.7 million, respectively.

KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

21. Income Taxes:

The Company elected to qualify as a REIT in accordance with the Code commencing with its taxable year which began January 1, 1992. To qualify as a REIT, the Company must meet several organizational and operational requirements, including a requirement that it currently distribute at least 90% of its REIT taxable income to its stockholders. Management intends to adhere to these requirements and maintain the Company's REIT status. As a REIT, the Company generally will not be subject to corporate federal income tax, provided that dividends to its stockholders equal at least the amount of its REIT taxable income. If the Company failed to qualify as a REIT in any taxable year, it would be subject to federal income taxes at regular corporate rates (including any applicable alternative minimum tax) and may not be permitted to elect REIT status for four subsequent taxable years. Even if the Company qualifies for taxation as a REIT, the Company is subject to certain state and local taxes on its income and property, and federal income and excise taxes on its undistributed taxable income. In addition, taxable income from non-REIT activities managed through TRSs is subject to federal, state and local income taxes. The Company is also subject to local taxes on certain Non-U.S. investments.

Reconciliation between GAAP Net Income and Federal Taxable Income

The following table reconciles GAAP net income to taxable income for the years ended December 31, 2018, 2017 and 2016 (in thousands):

	2018 (Estimated)	2017 (Actual)	2016 (Actual)
GAAP net income attributable to the Company	\$ 497,795	\$ 426,075	\$ 378,850
GAAP net (income)/loss attributable to TRSs	(3,357)	(13,597)	12,708
GAAP net income from REIT operations (1)	494,438	412,478	391,558
Net book depreciation in excess of tax depreciation	61,363	122,043	65,194
Capitalized leasing/legal commissions	(15,268)	(7,102)	(11,984)
Deferred/prepaid/above-market and below-market rents, net	(23,437)	(29,364)	(34,097)
Fair market value debt amortization	(5,268)	(8,495)	(15,901)
Book/tax differences from executive compensation (2)	5,460	2,396	-
Book/tax differences from non-qualified stock options	(112)	(172)	(11,301)
Book/tax differences from investments in and advances to real estate joint ventures	7,921	(23,802)	(20,739)
Book/tax differences from sale of properties	(2,889)	(86,629)	(93,704)
Book adjustment to property carrying values and marketable equity securities	69,804	51,309	11,161
Taxable currency exchange gains/(losses), net	1,260	(780)	(8,962)
Tangible property regulation deduction	(49,209)	(52,809)	(28,954)
GAAP gain on change in control of joint venture interests	(6,800)	(71,160)	(57,385)
Valuation allowance against net deferred tax assets	-	-	51,939
Other book/tax differences, net	(10,351)	3,282	28
Adjusted REIT taxable income	<u>\$ 526,912</u>	<u>\$ 311,195</u>	<u>\$ 236,853</u>

Certain amounts in the prior periods have been reclassified to conform to the current year presentation, in the table above.

- (1) All adjustments to "GAAP net income from REIT operations" are net of amounts attributable to noncontrolling interests and TRSs.
(2) In accordance with the Tax Cuts and Jobs Act, effective for tax years beginning on January 1, 2018, Section 162(m) of the Code placed a \$1.0 million limit on the amount a company can deduct for executive compensation for their CEO, CFO and other three most highly paid executives.

Characterization of Distributions

The following characterizes distributions paid for tax purposes for the years ended December 31, 2018, 2017 and 2016, (amounts in thousands):

	2018		2017		2016	
<u>Preferred I Dividends</u>						
Ordinary income	\$ 5,565	53%	\$ 21,636	96%	\$ 16,320	68%
Capital gain	4,935	47%	902	4%	7,680	32%
	<u>\$ 10,500</u>	<u>100%</u>	<u>\$ 22,538</u>	<u>100%</u>	<u>\$ 24,000</u>	<u>100%</u>
<u>Preferred J Dividends</u>						
Ordinary income	\$ 6,559	53%	\$ 11,880	96%	\$ 8,415	68%
Capital gain	5,816	47%	495	4%	3,960	32%
	<u>\$ 12,375</u>	<u>100%</u>	<u>\$ 12,375</u>	<u>100%</u>	<u>\$ 12,375</u>	<u>100%</u>

KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

<u>Preferred K Dividends</u>									
Ordinary income	\$	5,217	53%	\$	9,450	96%	\$	6,694	68%
Capital gain		4,627	47%		394	4%		3,150	32%
	\$	9,844	100%	\$	9,844	100%	\$	9,844	100%
<u>Preferred L Dividends</u>									
Ordinary income	\$	6,111	53%	\$	1,814	96%	\$	-	-
Capital gain		5,420	47%		76	4%		-	-
	\$	11,531	100%	\$	1,890	100%	\$	-	-
<u>Preferred M Dividends</u>									
Ordinary income	\$	6,031	53%	\$	-	-	\$	-	-
Capital gain		5,348	47%		-	-		-	-
	\$	11,379	100%	\$	-	-	\$	-	-
<u>Common Dividends</u>									
Ordinary income	\$	235,642	50%	\$	260,573	57%	\$	263,892	62%
Capital gain		212,077	45%		9,143	2%		127,689	30%
Return of capital		23,564	5%		187,430	41%		34,050	8%
	\$	471,283	100%	\$	457,146	100%	\$	425,631	100%
Total dividends distributed for tax purposes	\$	<u>526,912</u>		\$	<u>503,793</u>		\$	<u>471,850</u>	

For the years ended December 31, 2018, 2017 and 2016 cash dividends paid for tax purposes were equivalent to, or in excess of, the dividends paid deduction.

Taxable REIT Subsidiaries and Taxable Entities

The Company is subject to federal, state and local income taxes on income reported through its TRS activities, which include wholly-owned subsidiaries of the Company. The Company's TRSs include Kimco Realty Services II, Inc. ("KRS"), FNC Realty Corporation, Kimco Insurance Company (collectively "KRS Consolidated") and the consolidated entity, Blue Ridge Real Estate Company/Big Boulder Corporation.

On December 22, 2017, the Tax Cuts and Jobs Act was signed into law, making significant changes to taxation of corporations and individuals. Effective for tax years beginning on January 1, 2018, this tax reform law reduces the federal statutory income tax rate from 35% to 21% for corporations and changed other certain tax provisions and deductions. ASC 740, Income Taxes, requires the effects of changes in tax rates and laws on deferred tax balances to be recognized in the period in which the legislation is enacted. As a result, the Company remeasured its deferred tax assets and liabilities and recorded a tax provision of \$1.1 million during 2017.

The Company is also subject to local non-U.S. taxes on certain investments located outside the U.S. In general, under local country law applicable to the entity ownership structures the Company has in place and applicable tax treaties, the repatriation of cash to the Company from its subsidiaries and joint ventures in Canada, Puerto Rico and Mexico generally is not subject to withholding tax. The Company is subject to and includes in its tax provision non-U.S. income taxes on certain investments located in jurisdictions outside the U.S. These investments are primarily held by the Company at the REIT level and not in the Company's taxable REIT subsidiary. Accordingly, the Company does not expect a U.S. income tax impact associated with the repatriation of undistributed earnings from the Company's foreign subsidiaries.

Income taxes are accounted for under the asset and liability method. Deferred income taxes are recognized for the temporary differences between the financial reporting basis and the tax basis of taxable assets and liabilities.

The Company's pre-tax book income/(loss) and (provision)/benefit for income taxes relating to the Company's TRS and taxable entities which have been consolidated for accounting reporting purposes, for the years ended December 31, 2018, 2017 and 2016, are summarized as follows (in thousands):

	2018	2017	2016
Income/(loss) before income taxes – U.S.	\$ 4,331	\$ 1,487	\$ (23,810)
(Provision)/benefit for income taxes, net:			
Federal:			
Current	(1,221)	(704)	2,199
Deferred	(1,198)	(632)	(45,097)
Federal tax provision	(2,419)	(1,336)	(42,898)

KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

State and local:			
Current	(43)	(66)	1,057
Deferred	(414)	(190)	(8,812)
State tax provision	(457)	(256)	(7,755)
Total tax provision – U.S.	(2,876)	(1,592)	(50,653)
Net income/(loss) from U.S. TRSs	\$ 1,455	\$ (105)	\$ (74,463)
Income/(loss) before taxes – Non-U.S.			
	\$ 2,384	\$ (11,483)	\$ 138,253
Benefit/(provision) for Non-U.S. income taxes:			
Current (1)	\$ 1,634	\$ 2,425	\$ (24,393)
Deferred	(358)	47	(3,537)
Non-U.S. tax benefit/(provision)	\$ 1,276	\$ 2,472	\$ (27,930)

- (1) The year ended December 31, 2016 includes \$24.9 million in expense related to the sale of interests in properties located in Canada.

Provision for income taxes differs from the amounts computed by applying the statutory federal income tax rate to taxable income before income taxes as follows (in thousands):

	2018	2017	2016
Federal provision at statutory tax rate* (1)	\$ (2,490)	\$ (520)	\$ (47,155)
State and local provision, net of federal benefit (2)	(386)	(1,072)	(3,498)
Total tax provision – U.S.	\$ (2,876)	\$ (1,592)	\$ (50,653)

* Federal statutory tax rate of 21% for the year ended December 31, 2018 and federal statutory tax rate of 35% for the years ended December 31, 2017 and 2016.

- (1) The years ended December 31, 2018 and 2016, include charges of \$1.6 million and \$55.6 million, respectively, related to the recording of a deferred tax valuation allowance.
- (2) The years ended December 31, 2018 and 2016, include charges of \$0.3 million and \$7.9 million, respectively, related to the recording of a deferred tax valuation allowance.

Deferred Tax Assets, Liabilities and Valuation Allowances

The Company's deferred tax assets and liabilities at December 31, 2018 and 2017, were as follows (in thousands):

	2018	2017
Deferred tax assets:		
Tax/GAAP basis differences	\$ 28,865	\$ 35,839
Net operating losses (1)	20,947	22,137
Tax credit carryforwards (2)	6,064	6,064
Capital loss carryforwards	2,270	4,648
Related party deferred losses	619	619
Charitable contribution carryforwards	23	23
Valuation allowance	(45,413)	(54,155)
Total deferred tax assets	13,375	15,175
Deferred tax liabilities	(12,768)	(12,739)
Net deferred tax assets	\$ 607	\$ 2,436

- (1) Expiration dates ranging from 2021 to 2032.
- (2) Expiration dates ranging from 2027 to 2035 and includes alternative minimum tax credit carryovers of \$3.5 million that do not expire.

The major differences between the GAAP basis of accounting and the basis of accounting used for federal and state income tax reporting consist of impairment charges recorded for GAAP purposes, but not recognized for tax purposes, depreciation and amortization, rental revenue recognized on the straight-line method for GAAP, reserves for doubtful accounts, above-market and below-market lease amortization, differences in GAAP and tax basis of assets sold, and the period in which certain gains were recognized for tax purposes, but not yet recognized under GAAP.

Deferred tax assets and deferred tax liabilities are included in the captions Other assets and Other liabilities on the accompanying Consolidated Balance Sheets at December 31, 2018 and 2017. Operating losses and the valuation allowance are related primarily to the Company's consolidation of its TRS's for accounting and reporting purposes.

KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

Under GAAP a reduction of the carrying amounts of deferred tax assets by a valuation allowance is required, if, based on the evidence available, it is more likely than not (a likelihood of more than 50 percent) that some portion or all of the deferred tax assets will not be realized. The valuation allowance should be sufficient to reduce the deferred tax asset to the amount that is more likely than not to be realized. Effective August 1, 2016, the Company merged Kimco Realty Services, Inc. ("KRSI"), a TRS holding REIT qualifying real estate, into a wholly-owned LLC (the "Merger") and KRSI was dissolved. As a result of the Merger, the Company determined that the realization of its then net deferred tax assets was not deemed more likely than not and as such, the Company recorded a full valuation allowance against these net deferred tax assets that existed at the time of the Merger.

The Company prepared an analysis of the tax basis built-in tax gain or built-in loss inherent in each asset acquired from KRSI in the Merger. Assets of a TRS that become REIT assets in a merger transaction of the type entered into by the Company and KRSI are subject to corporate tax on the aggregate net built-in gain (built-in gains in excess of built-in losses) during a recognition period. Accordingly, the Company is subject to corporate-level taxation on the aggregate net built-in gain from the sale of KRSI assets within 60 months from the Merger date (the recognition period). The maximum taxable amount with respect to all merged assets disposed within 60 months of the Merger is limited to the aggregate net built-in gain at the Merger date. The Company compared fair value to tax basis for each property or asset to determine its built-in gain (value over basis) or built-in loss (basis over value) which could be subject to corporate level taxes if the Company disposed of the asset previously held by KRSI during the 60 months following the Merger date. In the event that sales of KRSI assets during the recognition period result in corporate level tax, the unrecognized tax benefits reported as deferred tax assets from KRSI will be utilized to reduce the corporate level tax for GAAP purposes.

Uncertain Tax Positions

The Company is subject to income tax in certain jurisdictions outside the U.S., principally Canada and Mexico. The statute of limitations on assessment of tax varies from three to seven years depending on the jurisdiction and tax issue. Tax returns filed in each jurisdiction are subject to examination by local tax authorities. The Company is currently under audit by the Canadian Revenue Agency and Mexican Tax Authority. The resolution of these audits are not expected to have a material effect on the Company's financial statements. The Company does not believe that the total amount of unrecognized tax benefits as of December 31, 2018, will significantly increase or decrease within the next 12 months.

The liability for uncertain tax benefits principally consists of estimated foreign tax liabilities in years for which the statute of limitations is open. Open years range from 2010 through 2018 and vary by jurisdiction and issue. The aggregate changes in the balance of unrecognized tax benefits, associated with the Company's previously held interests in Canada, for the years ended December 31, 2018 and 2017 were as follows (in thousands):

	2018	2017
Balance at January 1,	\$ 3,991	\$ 4,962
Changes in tax positions related to current year (1)	(250)	339
Reductions due to lapsed statute of limitations	(935)	(1,310)
Balance at December 31,	<u>\$ 2,806</u>	<u>\$ 3,991</u>

- (1) Amounts relate to increases/(decreases) from foreign currency translation adjustments.

During August 2016, the Mexican Tax Authority issued tax assessments for various wholly-owned entities of the Company that had previously held interests in operating properties in Mexico. These assessments relate to certain interest expense and withholding tax items subject to the United States-Mexico Income Tax Convention (the "Treaty"). The assessments are for the 2010 tax year and include amounts for taxes aggregating \$33.7 million, interest aggregating \$16.5 million and penalties aggregating \$11.4 million. The Company believes that it has operated in accordance with the Treaty provisions and has therefore concluded that no amounts are payable with respect to this matter. The Company has submitted appeals for these assessments and the U.S. Competent Authority (Department of Treasury) has represented the Company regarding this matter with the Mexican Competent Authority. The Company intends to vigorously defend its position and believes it will prevail, however this outcome cannot be assured.

22. Accumulated Other Comprehensive Income ("AOCI"):

In accordance with the adoption of ASU 2016-01, the Company recorded a cumulative-effect adjustment of \$1.1 million to beginning retained earnings as of January 1, 2018, which is reflected in Cumulative distributions in excess of net income on the Company's Consolidated Statements of Changes in Equity, to reclassify unrealized losses previously reported in AOCI for

KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

available-for-sale marketable securities (See Footnotes 2 and 9 to the Notes to the Company's Consolidated Financial Statements for additional disclosure).

The following table displays the change in the components of AOCI for the years ended December 31, 2018 and 2017:

	Foreign Currency Translation Adjustments	Unrealized Gains Related to Available- for-Sale Securities	Unrealized Gain/(Loss) on Interest Rate Swap	Total
Balance as of January 1, 2017	\$ 6,335	\$ 406	\$ (975)	\$ 5,766
Other comprehensive income before reclassifications	3,711	(1,542)	631	2,800
Amounts reclassified from AOCI (1)	(10,046)	-	-	(10,046)
Net current-period other comprehensive income	(6,335)	(1,542)	631	(7,246)
Balance as of December 31, 2017	-	(1,136)	(344)	(1,480)
Balance as of January 1, 2018, as adjusted (2)	-	-	(344)	(344)
Other comprehensive income before reclassifications	-	-	437	437
Amounts reclassified from AOCI (3)	-	-	(93)	(93)
Net current-period other comprehensive income	-	-	344	344
Balance as of December 31, 2018	\$ -	\$ -	\$ -	\$ -

- (1) During the year ended December 31, 2017, the Company was deemed to have substantially liquidated its investment in Canada and as a result, recognized a net cumulative foreign currency translation gain. Amounts were reclassified to the Company's Consolidated Statements of Income as follows (i) \$14.8 million of gain was reclassified to Equity in income of other real estate investments, net, and (ii) \$4.8 million of loss was reclassified to Equity in income of joint ventures, net.
- (2) Represents the balance as adjusted for the impact of change in accounting principles for ASU 2016-01. See Footnote 1 of the Notes to the Consolidated Financial Statements for additional disclosure.
- (3) Amounts reclassified to Other income, net on the Company's Consolidated Statements of Income.

23. Earnings Per Share:

The following table sets forth the reconciliation of earnings and the weighted-average number of shares used in the calculation of basic and diluted earnings per share (amounts presented in thousands, except per share data):

	For the Year Ended December 31,		
	2018	2017	2016
<i>Computation of Basic and Diluted Earnings Per Share:</i>			
Net income available to the Company's common shareholders	\$ 439,604	\$ 372,461	\$ 332,630
Change in estimated redemption value of redeemable noncontrolling interests	(7,521)	-	-
Earnings attributable to participating securities	(2,375)	(2,132)	(2,018)
Net income available to the Company's common shareholders for basic earnings per share	429,708	370,329	330,612
Distributions on convertible units	99	-	-
Net income available to the Company's common shareholders for diluted earnings per share	\$ 429,807	\$ 370,329	\$ 330,612
Weighted average common shares outstanding – basic	420,641	423,614	418,402
Effect of dilutive securities (1):			
Equity awards	628	405	1,307
Assumed conversion of convertible units	110	-	-
Weighted average common shares outstanding – diluted	421,379	424,019	419,709
Net income available to the Company's common shareholders:			
Basic earnings per share	\$ 1.02	\$ 0.87	\$ 0.79
Diluted earnings per share	\$ 1.02	\$ 0.87	\$ 0.79

- (1) The effect of the assumed conversion of certain convertible units had an anti-dilutive effect upon the calculation of Income from continuing operations per share. Accordingly, the impact of such conversions has not been included in the determination of diluted earnings per share calculations. Additionally, there were 1.3 million, 3.1 million and 3.5 million stock options that were not dilutive as of December 31, 2018, 2017 and 2016, respectively.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

The Company's unvested restricted share awards contain non-forfeitable rights to distributions or distribution equivalents. The impact of the unvested restricted share awards on earnings per share has been calculated using the two-class method whereby earnings are allocated to the unvested restricted share awards based on dividends declared and the unvested restricted shares' participation rights in undistributed earnings.

24. Supplemental Financial Information (Unaudited):

The following represents the quarterly results of operations, expressed in thousands except per share amounts, for the years ended December 31, 2018 and 2017:

	2018			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Revenues	\$ 304,078	\$ 293,403	\$ 283,080	\$ 284,201
Net income attributable to the Company	\$ 144,090	\$ 165,386	\$ 100,158	\$ 88,161
Net income per common share:				
Basic	\$ 0.30	\$ 0.36	\$ 0.19	\$ 0.17
Diluted	\$ 0.30	\$ 0.36	\$ 0.19	\$ 0.17

	2017			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Revenues	\$ 293,588	\$ 297,176	\$ 294,845	\$ 315,225
Net income attributable to the Company	\$ 76,733	\$ 143,416	\$ 121,030	\$ 84,896
Net income per common share:				
Basic	\$ 0.15	\$ 0.31	\$ 0.24	\$ 0.17
Diluted	\$ 0.15	\$ 0.31	\$ 0.24	\$ 0.17

25. Captive Insurance Company:

In October 2007, the Company formed a wholly-owned captive insurance company, KIC, which provides general liability insurance coverage for all losses below the deductible under the Company's third-party liability insurance policy. The Company created KIC as part of its overall risk management program and to stabilize its insurance costs, manage exposure and recoup expenses through the functions of the captive program. The Company capitalized KIC in accordance with the applicable regulatory requirements. KIC established annual premiums based on projections derived from the past loss experience of the Company's properties. KIC has engaged an independent third party to perform an actuarial estimate of future projected claims, related deductibles and projected expenses necessary to fund associated risk management programs. Premiums paid to KIC may be adjusted based on this estimate. Like premiums paid to third-party insurance companies, premiums paid to KIC may be reimbursed by tenants pursuant to specific lease terms.

KIC assumes occurrence basis general liability coverage (not including casualty loss or business interruption) for the Company and its affiliates under the terms of a reinsurance agreement entered into by KIC and the reinsurance provider.

From October 1, 2007 through October 1, 2019, KIC assumes 100% of the first \$250,000 per occurrence risk layer. This coverage is subject to annual aggregates ranging between \$7.8 million and \$11.1 million per policy year. The annual aggregate is adjustable based on the amount of audited square footage of the insureds' locations and can be adjusted for subsequent program years. Defense costs erode the stated policy limits. KIC is required to pay the reinsurance provider for unallocated loss adjustment expenses an amount ranging between 8.0% and 12.2% of incurred losses for the policy periods ending September 30, 2008 through September 30, 2019. These amounts do not erode the Company's per occurrence or aggregate limits.

As of December 31, 2018 and 2017, the Company maintained a letter of credit in the amount of \$23.0 million, issued in favor of the reinsurance provider to provide security for the Company's obligations under its agreement with the reinsurance provider. The letter of credit maintained as of December 31, 2018, has an expiration date of February 15, 2019, with automatic renewals for one year.

Activity in the liability for unpaid losses and loss adjustment expenses for the years ended December 31, 2018 and 2017, is summarized as follows (in thousands):

	2018	2017
Balance at the beginning of the year	\$ 18,965	\$ 19,515

KIMCO REALTY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued

Incurred related to:		
Current year	5,236	5,915
Prior years	(2,653)	(727)
Total incurred	<u>2,583</u>	<u>5,188</u>
Paid related to:		
Current year	(683)	(742)
Prior years	(4,735)	(4,996)
Total paid	<u>(5,418)</u>	<u>(5,738)</u>
Balance at the end of the year	<u>\$ 16,130</u>	<u>\$ 18,965</u>

For the years ended December 31, 2018 and 2017, the changes in estimates in insured events in the prior years, incurred losses and loss adjustment expenses resulted in a decrease of \$2.7 million and \$0.7 million, respectively, which was primarily due to continued regular favorable loss development on the general liability coverage assumed.

KIMCO REALTY CORPORATION AND SUBSIDIARIES
SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS

For Years Ended December 31, 2018, 2017 and 2016
(in thousands)

	Balance at beginning of period	Charged to expenses	Adjustments to valuation accounts	Deductions	Balance at end of period
Year Ended December 31, 2018					
Allowance for uncollectable accounts (1)	\$ 17,066	\$ 9,254	\$ -	\$ (5,882)	\$ 20,438
Allowance for deferred tax asset	\$ 54,155	\$ -	\$ (8,742)	\$ -	\$ 45,413
Year Ended December 31, 2017					
Allowance for uncollectable accounts (1)	\$ 24,175	\$ 6,641	\$ -	\$ (13,750)	\$ 17,066
Allowance for deferred tax asset	\$ 95,126	\$ -	\$ (40,971)	\$ -	\$ 54,155
Year Ended December 31, 2016					
Allowance for uncollectable accounts (1)	\$ 31,820	\$ 7,982	\$ -	\$ (15,627)	\$ 24,175
Allowance for deferred tax asset	\$ 27,905	\$ -	\$ 67,221	\$ -	\$ 95,126

(1) Includes allowances on accounts receivable and straight-line rents.

KIMCO REALTY CORPORATION AND SUBSIDIARIES
SCHEDULE III – REAL ESTATE AND ACCUMULATED DEPRECIATION
 December 31, 2018

DESCRIPTION	State	INITIAL COST		CAPITALIZED SUBSEQUENT TO ACQUISITION (1)		BUILDING AND IMPROVEMENTS		TOTAL	ACCUMULATED DEPRECIATION	TOTAL COST, NET OF DEPRECIATION	ENCUMBRANCES (2)	DATE OF ACQUISITION(A) CONSTRUCTION(C)
		LAND	BUILDING AND IMPROVEMENTS	LAND	BUILDING AND IMPROVEMENTS	LAND	IMPROVEMENTS					
SHOPPING CENTERS												
MESA PAVILIONS NORTH	AZ	\$ 6,060,018	\$ 35,955,005	\$ 2,034,161	\$ 6,060,018	\$ 37,989,166	\$ 44,049,184	\$ 8,503,717	\$ 35,545,467	-	-	2009(A)
MESA RIVERVIEW	AZ	15,000,000	-	142,414,824	307,992	157,106,832	157,414,824	58,970,517	98,444,307	-	-	2005(C)
MESA PAVILIONS SOUTH	AZ	-	148,508	342,420	-	490,928	490,928	142,928	348,000	-	-	2011(A)
METRO SQUARE	AZ	4,101,017	16,410,632	1,776,707	4,101,017	18,187,339	22,288,356	9,330,379	12,957,977	-	-	1998(A)
PLAZA DEL SOL	AZ	5,324,501	21,269,943	1,593,060	4,577,869	23,609,635	28,187,504	9,183,161	19,004,343	-	-	1998(A)
PLAZA AT MOUNTAINSIDE	AZ	2,450,341	9,802,046	2,383,629	14,636,016	12,185,675	14,636,016	6,535,004	-	-	1997(A)	
VILLAGE CROSSROADS	AZ	5,662,554	24,981,223	1,088,476	5,662,554	26,069,699	31,732,253	5,570,159	26,162,094	-	-	2011(A)
NORTH VALLEY	AZ	6,861,564	18,200,901	6,107,253	3,861,272	27,308,446	31,169,718	5,398,848	25,770,870	-	-	2011(A)
CHRISTOWN SPECTRUM	AZ	33,831,348	91,004,070	16,574,655	76,638,511	64,771,562	141,410,073	12,450,821	128,959,252	-	-	2015(A)
BELL CAMINO CENTER	AZ	2,427,465	6,439,065	576,138	2,427,465	7,015,203	9,442,668	2,011,511	7,431,157	-	-	2012(A)
COLLEGE PARK SHOPPING CENTER												
COSTCO PLAZA	CA	3,276,951	7,741,323	1,135,661	3,276,951	8,876,984	12,153,935	2,586,989	9,566,946	-	-	2011(A)
BROOKHURST CENTER	CA	10,492,714	31,357,512	3,037,064	22,299,852	22,587,438	44,887,290	2,870,443	42,016,847	-	-	2016(A)
LAKESIDE PLAZA	CA	1,294,176	3,669,266	(997,216)	-	4,366,226	4,366,226	1,336,096	3,030,130	-	-	2014(A)
MADISON PLAZA	CA	5,874,396	23,477,190	1,923,344	5,874,396	25,399,534	31,273,930	13,949,717	17,324,213	-	-	1998(A)
CORONA HILLS PLAZA	CA	13,360,965	53,373,453	8,317,004	13,360,965	61,690,457	75,051,422	34,289,289	40,762,133	-	-	1998(A)
280 METRO CENTER	CA	38,734,566	94,903,403	2,297,522	38,734,566	97,200,925	135,935,491	12,547,006	123,388,485	-	-	2015(A)
LABAND VILLAGE												
SHOPPING CENTER	CA	5,600,000	13,289,347	(881,719)	5,607,237	12,400,391	18,007,628	6,142,126	11,865,502	-	-	2008(A)
CUPERITINO VILLAGE	CA	19,886,099	46,534,919	25,970,678	19,886,099	72,505,597	92,391,696	20,827,069	71,564,627	-	-	2006(A)
NORTH COUNTY PLAZA	CA	10,205,305	28,934,219	(1,204,777)	20,894,811	17,039,936	37,934,747	3,517,213	34,417,534	-	-	2014(A)
CHICO CROSSROADS	CA	9,975,810	30,534,524	(5,469,532)	8,000,154	27,040,648	35,040,802	9,719,887	25,320,915	-	-	2008(A)
CORONA HILLS												
MARKETPLACE	CA	9,727,446	24,778,390	1,744,876	9,727,446	26,523,266	36,250,712	9,262,259	26,988,453	-	-	2007(A)
CREEKSIDE CENTER	CA	3,870,823	11,562,580	(265,986)	5,154,061	10,013,356	15,167,417	1,036,480	14,130,937	-	-	2016(A)
LA MIRADA THEATRE CENTER												
KENNETH HAHN PLAZA	CA	8,816,741	35,259,965	(1,882,905)	6,888,680	35,305,121	42,193,801	17,165,704	25,028,097	-	-	1998(A)
LA VERNE TOWN CENTER	CA	4,114,863	7,660,855	1,094,578	3,796,031	9,074,265	12,870,296	3,290,311	9,579,985	-	-	2010(A)
LINCOLN HILLS TOWN CENTER	CA	8,414,328	23,856,418	11,727,683	16,362,169	27,636,260	43,998,429	4,252,345	39,746,084	-	-	2014(A)
NOVATO FAIR S.C.												
SOUTH NAPA MARKET PLACE	CA	8,228,587	26,127,322	145,447	8,228,587	26,272,769	34,501,356	4,010,611	30,490,745	-	-	2015(A)
PLAZA DI NORTHRIDGE	CA	1,100,000	22,159,086	20,632,519	23,119,071	20,772,534	43,891,605	11,818,601	19,390,480	-	-	2009(A)
LINDA MAR SHOPPING CENTER	CA	12,900,000	40,574,842	945,914	12,900,000	41,520,756	54,420,756	14,391,127	40,029,629	-	-	2006(A)
POWAY CITY CENTRE												
REDWOOD CITY PLAZA	CA	16,548,592	37,521,194	2,715,559	16,548,592	40,236,753	56,785,345	7,787,456	48,997,889	-	-	2014(A)
STANFORD RANCH	CA	5,854,585	13,792,470	8,926,444	7,247,814	21,325,685	28,573,499	8,900,702	19,672,797	-	-	2005(A)
CROCKER RANCH	CA	2,552,000	6,215,168	5,942,129	2,552,000	12,157,297	14,709,297	1,843,845	12,865,452	-	-	2009(A)
HOME DEPOT PLAZA	CA	10,583,764	30,007,231	2,875,764	9,982,626	33,484,133	43,466,759	4,389,919	39,076,840	-	-	2014(A)
SANTÉE TROLLEY	CA	7,526,146	24,877,611	104,542	7,526,146	24,982,153	32,508,299	3,172,079	29,336,220	-	-	2015(A)
SAN DIEGO CARMEL MOUNTAIN	CA	4,592,364	18,345,257	-	4,592,364	18,345,257	22,937,621	9,838,272	13,099,349	-	-	1998(A)
FULTON MARKET PLACE	CA	40,208,683	62,963,757	3,418	40,208,683	62,967,175	103,175,858	16,499,567	86,676,291	-	-	2015(A)
BLACK MOUNTAIN VILLAGE	CA	5,322,600	8,873,991	140,982	5,322,600	9,014,973	14,337,573	2,492,439	11,845,134	-	-	2009(A)
RANCHO PENASQUITOS	CA	2,966,018	6,920,710	16,395,020	6,519,424	19,762,324	26,281,748	3,804,997	22,476,751	-	-	2005(A)
TOWNE CTR I	CA	4,678,015	11,913,344	825,438	4,678,015	12,738,782	17,416,797	4,763,408	12,653,389	-	-	2007(A)
RANCHO PENASQUITOS	CA	14,851,595	20,342,165	310,166	14,851,595	20,652,331	35,503,926	2,868,669	32,635,257	-	-	2015(A)
TWN CTR II	CA	12,944,972	20,323,961	610,406	12,944,972	20,934,367	33,879,339	2,908,894	30,970,445	-	-	2015(A)
CITY HEIGHTS	CA	10,687,472	28,324,896	(668,399)	13,908,563	24,435,406	38,343,969	3,931,461	34,412,508	-	-	2012(A)
TRUCKEE CROSSROADS	CA	2,140,000	28,324,896	(18,420,405)	2,140,000	9,904,491	12,044,491	5,740,669	6,303,822	-	-	2006(A)

KIMCO REALTY CORPORATION AND SUBSIDIARIES
SCHEDULE III – REAL ESTATE AND ACCUMULATED DEPRECIATION
December 31, 2018

DESCRIPTION	State	INITIAL COST		CAPITALIZED SUBSEQUENT TO ACQUISITION (1)		LAND IMPROVEMENTS	BUILDING AND IMPROVEMENTS	TOTAL	ACCUMULATED DEPRECIATION	TOTAL COST, NET OF ACCUMULATED DEPRECIATION	ENCUMBRANCES (2)	CONSTRUCTION (C)	DATE OF ACQUISITION (A)
		LAND	BUILDING AND IMPROVEMENTS	LAND	BUILDING AND IMPROVEMENTS								
GATEWAY AT DONNER PASS	CA	4,515,688	8,318,667	439,847	4,515,688	8,758,514	13,274,202	1,422,739	11,851,463	-	-	-	2015(A)
WESTLAKE SHOPPING CENTER	CA	16,174,307	64,818,562	101,644,330	16,174,307	166,462,892	182,637,199	56,984,694	125,652,505	-	-	-	2002(A)
LAKEWOOD VILLAGE	CA	8,597,100	24,374,615	(1,143,183)	11,683,364	20,145,168	31,828,532	4,170,152	27,658,380	-	-	-	2014(A)
WHITWOOD TOWN CENTER	CA	57,135,695	105,814,560	958,177	57,138,906	106,769,526	163,908,432	6,937,924	156,970,508	44,391,414	-	-	2017(A)
VILLAGE ON THE PARK	CO	2,194,463	8,885,987	9,747,732	3,018,391	17,809,791	20,828,182	5,738,440	15,089,742	-	-	-	1998(A)
QUINCY PLACE S.C.	CO	1,148,317	4,608,249	2,032,753	1,148,317	6,641,002	7,789,319	3,381,062	4,408,257	-	-	-	1998(A)
EAST BANK S.C.	CO	1,500,568	6,180,103	4,078,071	1,500,568	10,258,174	11,758,742	3,765,922	7,992,820	-	-	-	1998(A)
NORTHTRIDGE SHOPPING CENTER	CO	4,932,690	16,496,175	1,856,177	8,934,385	14,350,657	23,285,042	2,577,058	20,707,984	-	-	-	2013(A)
DENVER WEST 38TH STREET	CO	161,167	646,983	52,299	161,167	699,282	860,449	346,973	513,476	-	-	-	1998(A)
ENGLEWOOD PLAZA	CO	805,837	3,232,650	735,002	805,837	3,967,652	4,773,489	2,068,112	2,705,377	-	-	-	1998(A)
FORT COLLINS S.C.	CO	1,253,497	7,625,278	1,599,608	1,253,497	9,224,886	10,478,383	4,109,707	6,368,676	-	-	-	2000(A)
GREELEY COMMONS	CO	3,313,095	20,069,559	1,379,533	3,313,095	21,449,092	24,762,187	4,378,430	20,383,757	-	-	-	2012(A)
HIGHLANDS RANCH	CO	8,135,427	21,579,936	(503,844)	5,337,081	23,874,438	29,211,519	4,526,837	24,684,682	-	-	-	2011(A)
VILLAGE S.C.	CO	3,514,837	11,755,916	701,975	3,514,837	12,457,891	15,972,728	3,003,002	12,969,726	-	-	-	2013(A)
HIGHLANDS RANCH II	CO	2,010,519	8,361,084	649,106	2,010,519	9,010,190	11,020,709	1,530,233	9,490,476	-	-	-	2011(A)
VILLAGE CENTER WEST	CO	1,140,000	2,660,000	283,724	1,140,000	2,943,724	4,083,724	290,375	3,793,349	-	-	-	2014(A)
HIGHLAND RANCH	CO	1,526,576	6,124,074	2,056,247	1,526,576	8,180,321	9,706,897	3,846,369	5,860,528	-	-	-	1998(A)
HERITAGE WEST S.C.	CO	9,782,769	20,779,522	793,717	9,782,769	21,573,239	31,356,008	4,809,584	26,546,424	-	-	-	2011(A)
MARKET AT SOUTHPARK	CO	15,635,442	48,859	-	-	15,684,301	15,684,301	2,091,111	13,593,190	7,634,085	-	-	2014(A)
NEW TOWN S.C.	CT	5,805,969	23,348,024	17,897,993	7,585,116	39,466,870	47,051,986	15,794,743	31,257,243	-	-	-	1998(A)
WEST FARM SHOPPING CENTER	CT	13,668,167	40,890,166	5,105,443	14,225,573	45,438,203	59,663,776	5,389,032	54,274,744	20,597,668	-	-	2016(A)
HAMDEN MART	CT	7,704,968	30,797,640	3,406,887	7,704,968	34,204,527	41,909,495	15,906,581	26,002,914	-	-	-	1998(A)
HOME DEPOT PLAZA	CT	7,154,585	27,509,279	(90,084)	7,154,584	27,419,196	34,573,780	4,912,432	29,661,348	-	-	-	2012(A)
WILTON RIVER PARK SHOPPING CTR	CT	1,211,748	4,610,610	36,235	1,211,748	4,646,845	5,858,593	995,442	4,863,151	-	-	-	2012(A)
BRIGHT HORIZONS	CT	10,168,872	31,893,016	809,865	10,168,872	32,702,881	42,871,753	8,029,800	34,841,953	-	-	-	2013(A)
WILTON CAMPUS	CT	122,741	66,738	4,664,447	3,024,375	1,829,551	4,853,926	206,876	4,647,050	-	-	-	2003(A)
CAMDEN SQUARE PROMENADE AT	DE	14,371,686	-	19,130,790	33,502,476	-	33,502,476	-	33,502,476	-	-	-	2014(C)
CHRISTIANA (3)	DE	-	36,057,487	1,906,024	-	37,963,511	37,963,511	5,903,513	32,059,998	-	-	-	2014(A)
BRANDYWINE COMMONS	DE	573,875	2,295,501	3,110,802	733,875	5,246,303	5,980,178	3,872,616	2,107,562	-	-	-	1992(A)
CAMINO SQUARE	FL	710,000	2,842,907	4,080,612	710,000	6,923,519	7,633,519	4,010,239	3,623,280	-	-	-	1994(A)
CORAL SQUARE	FL	1,649,000	6,626,301	1,600,071	1,649,000	8,226,372	9,875,372	4,064,261	5,811,111	-	-	-	1997(A)
PROMENADE MAPLEWOOD PLAZA	FL	5,315,955	12,529,467	2,524,246	5,315,955	15,053,713	20,369,668	6,301,435	14,068,233	-	-	-	2005(A)
CURLEW CROSSING SHOPPING CTR	FL	743,463	5,373,994	148,505	743,463	5,522,499	6,265,962	813,190	5,452,772	-	-	-	2015(A)
SHOPS AT SANTA BARBARA PHASE 1	FL	331,692	2,488,832	-	331,692	2,488,832	2,820,524	390,095	2,430,429	-	-	-	2015(A)
SHOPS AT SANTA BARBARA PHASE 2	FL	329,726	2,358,700	61,618	329,726	2,420,318	2,750,044	341,468	2,408,576	-	-	-	2015(A)
SHOPS AT SANTA BARBARA PHASE 3	FL	2,411,608	20,507,735	361,446	2,411,608	20,869,181	23,280,789	2,954,149	20,326,640	-	-	-	2015(A)
CORAL POINTE S.C.	FL	105,113,024	-	35,286,919	35,481,702	104,918,241	140,399,943	-	140,399,943	49,969,297	-	-	2016(C)
DANIA POINTE PHASE II (3)	FL	-	-	142,723,016	142,723,016	-	142,723,016	-	142,723,016	-	-	-	2018(C)
FT LAUDERDALE/CYPRESS CREEK	FL	14,258,760	28,042,390	1,986,704	14,258,760	30,029,094	44,287,854	9,947,785	34,340,069	-	-	-	2009(A)

KIMCO REALTY CORPORATION AND SUBSIDIARIES
SCHEDULE III – REAL ESTATE AND ACCUMULATED DEPRECIATION
 December 31, 2018

DESCRIPTION	State	INITIAL COST		CAPITALIZED SUBSEQUENT TO ACQUISITION (1)		BUILDING AND IMPROVEMENTS		TOTAL	ACCUMULATED DEPRECIATION	TOTAL COST, NET OF ACCUMULATED DEPRECIATION	ENCUMBRANCES (2)	CONSTRUCTION (C)	DATE OF ACQUISITION (A)
		LAND	BUILDING AND IMPROVEMENTS	LAND	BUILDING AND IMPROVEMENTS	LAND	BUILDING AND IMPROVEMENTS						
HOMESTEAD-WACHTEL LAND LEASE	FL	150,000	-	-	-	150,000	-	150,000	-	150,000	-	-	2013(A)
OAKWOOD PLAZA NORTH	FL	35,300,961	141,731,019	1,078,739	35,300,961	142,809,758	178,110,719	14,067,418	14,067,418	164,043,301	-	-	2016(A)
OAKWOOD PLAZA SOUTH	FL	11,126,609	40,592,103	(78,501)	11,126,609	40,513,602	51,640,211	4,228,647	4,228,647	47,411,564	-	-	2016(A)
OAKWOOD BUSINESS CTR-BLDG 1	FL	6,792,500	18,662,565	3,515,189	6,792,500	22,177,754	28,970,254	6,661,972	6,661,972	22,308,282	-	-	2009(A)
KIMCO AVENUES WALK, LLC	FL	26,984,546	-	(16,224,546)	10,760,000	-	10,760,000	-	-	10,760,000	-	-	2005(C)
AVENUES WALK	FL	8,169,933	20,173,468	(22,080,393)	1,724,923	4,538,085	6,263,008	569,586	569,586	5,693,422	-	-	2017(A)
RIVERPLACE SHOPPING CTR.	FL	7,503,282	31,011,027	1,529,107	7,200,050	32,843,366	40,043,416	10,051,460	10,051,460	29,991,956	-	-	2010(A)
MERCHANTS WALK	FL	2,580,816	10,366,090	6,961,870	2,580,816	17,327,960	19,908,776	9,032,151	9,032,151	10,876,625	-	-	2001(A)
CENTER AT MISSOURI AVENUE	FL	293,686	792,119	7,076,359	293,686	7,868,478	8,162,164	1,849,332	1,849,332	6,312,832	-	-	1968(C)
TRI-CITY PLAZA	FL	2,832,296	11,329,185	20,905,810	2,832,296	32,234,995	35,067,291	4,528,142	4,528,142	30,539,149	-	-	1992(A)
FT LAUDERDALE #1, FL	FL	1,002,733	2,602,415	13,112,633	1,774,443	14,943,338	16,717,781	10,251,260	10,251,260	6,466,521	-	-	1974(C)
NASA PLAZA	FL	-	1,754,000	3,338,821	-	5,092,821	5,092,821	4,017,435	4,017,435	1,075,386	-	-	1968(C)
GROVE GATE S.C.	FL	365,893	1,049,172	792,700	365,893	1,841,872	2,207,765	1,590,221	1,590,221	617,544	-	-	1968(C)
CHEVRON OUTPARCEL	FL	530,570	1,253,410	-	530,570	1,253,410	1,783,980	378,236	378,236	1,405,744	-	-	2010(A)
IVES DAIRY CROSSING	FL	732,914	4,080,460	11,428,885	720,852	15,521,407	16,242,259	9,758,177	9,758,177	6,484,082	-	-	1985(A)
MILLER ROAD S.C.	FL	1,138,082	4,552,327	4,653,437	1,138,082	9,205,764	10,343,846	6,004,334	6,004,334	4,339,512	-	-	1986(A)
KENDALE LAKES PLAZA	FL	18,491,461	28,496,001	(1,799,109)	15,362,227	29,826,126	45,188,353	7,887,133	7,887,133	37,301,220	-	-	2009(A)
MILLER WEST PLAZA	FL	6,725,660	10,661,419	262,552	6,725,660	10,923,971	17,649,631	1,550,602	1,550,602	16,099,029	-	-	2015(A)
CORSICA SQUARE S.C.	FL	7,225,100	10,757,386	229,242	7,225,100	10,986,628	18,211,728	1,589,821	1,589,821	16,621,907	-	-	2015(A)
FLAGLER PARK	FL	26,162,980	80,737,041	4,548,949	26,723,480	84,723,490	111,448,970	24,399,812	24,399,812	87,049,158	-	-	2007(A)
PARK HILL PLAZA	FL	10,763,612	19,264,248	391,254	10,763,612	19,655,502	30,419,114	4,659,508	4,659,508	25,759,606	-	-	2011(A)
WINN DIXIE-MIAMI	FL	2,989,640	9,410,360	(51,872)	3,544,297	8,803,831	12,348,128	1,116,394	1,116,394	11,231,734	-	-	2013(A)
MARATHON SHOPPING CENTER	FL	2,412,929	8,069,450	1,408,179	1,514,731	10,375,827	11,890,558	1,780,924	1,780,924	10,109,634	-	-	2013(A)
SODO S.C.	FL	68,139,271	68,139,271	8,577,527	142,195	76,574,603	76,716,798	21,243,324	21,243,324	55,473,474	-	-	2008(A)
RENAISSANCE CENTER	FL	9,104,379	36,540,873	16,553,220	9,122,758	53,075,714	62,198,472	20,431,499	20,431,499	41,766,973	-	-	1998(A)
MILLENNIA PLAZA PHASE II	FL	7,711,000	20,202,992	1,801,738	7,698,200	22,517,530	30,215,730	8,761,724	8,761,724	21,454,006	-	-	2009(A)
RIVERSIDE LANDINGS S.C.	FL	3,512,202	14,439,668	261,172	3,512,202	14,700,840	18,213,042	1,999,649	1,999,649	16,213,393	-	-	2015(A)
GRAND OAKS VILLAGE	FL	7,409,319	19,653,869	(362,622)	5,846,339	20,854,227	26,700,566	4,386,341	4,386,341	22,314,225	-	-	2011(A)
PLANTATION CROSSING	FL	2,782,030	8,077,260	3,653,308	2,782,030	11,730,568	14,512,598	738,324	738,324	13,774,274	-	-	2017(A)
POMPANO POINTE S.C.	FL	10,516,500	14,355,836	530,900	10,516,500	14,886,736	25,403,236	1,136,919	1,136,919	24,266,317	-	-	2012(A)
UNIVERSITY TOWN CENTER	FL	5,515,265	13,041,400	423,147	5,515,265	13,464,547	18,979,812	3,197,352	3,197,352	15,782,460	-	-	2011(A)
PALM BEACH GARDENS	FL	2,764,953	11,059,812	891,072	2,764,953	11,950,884	14,715,837	2,010,352	2,010,352	12,705,532	-	-	2009(A)
OAK TREE PLAZA	FL	-	917,360	1,562,194	-	2,479,554	2,479,554	1,427,320	1,427,320	1,052,234	-	-	1968(C)
TUTTLEBEE PLAZA	FL	254,961	828,465	1,812,825	254,961	2,641,290	2,896,251	1,871,329	1,871,329	1,024,922	-	-	2008(A)
SOUTH MIAMI S.C.	FL	1,280,440	5,133,825	3,605,635	1,280,440	8,739,460	10,019,900	4,753,771	4,753,771	5,266,129	-	-	1995(A)
CARROLLWOOD COMMONS	FL	5,220,445	16,884,228	3,146,743	5,220,445	20,030,971	25,251,416	10,137,448	10,137,448	15,113,968	-	-	1997(A)
VILLAGE COMMONS SHOPPING CENTER	FL	2,192,331	8,774,158	4,983,680	2,192,331	13,757,838	15,950,169	6,134,286	6,134,286	9,815,883	-	-	1998(A)
MISSION BELL SHOPPING CENTER	FL	5,056,426	11,843,119	8,691,774	5,067,033	20,524,286	25,591,319	7,317,804	7,317,804	18,273,515	-	-	2004(A)
VILLAGE COMMONS S.C.	FL	2,026,423	5,106,476	2,031,564	2,026,423	7,138,040	9,164,463	1,585,055	1,585,055	7,579,408	-	-	2013(A)
BELMART PLAZA	FL	1,656,097	3,394,420	5,722,156	1,656,097	9,116,576	10,772,673	927,224	927,224	9,845,449	-	-	2014(A)
MARKET AT HAYNES BRIDGE	GA	4,880,659	21,549,424	979,391	4,889,863	22,519,611	27,409,474	7,551,081	7,551,081	19,858,393	-	-	2008(A)
EMBRY VILLAGE	GA	18,147,054	33,009,514	1,332,206	18,160,525	34,328,249	52,488,774	23,117,994	23,117,994	29,370,780	-	-	2008(A)
PERIMETER EXPO PROPERTY	GA	14,770,275	44,295,457	2,362,639	16,142,152	45,286,219	61,428,371	4,220,999	4,220,999	57,207,372	-	-	2016(A)
RIVERWALK MARKETPLACE	GA	3,512,202	18,862,571	50,327	3,512,202	18,912,898	22,425,100	1,900,860	1,900,860	20,524,240	-	-	2015(A)

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DESCRIPTION	State	INITIAL COST		COST CAPITALIZED		LAND	BUILDING AND IMPROVEMENTS	TOTAL	ACCUMULATED DEPRECIATION	TOTAL COST, NET OF DEPRECIATION	ENCUMBRANCES (2)	DATE OF ACQUISITION(A)	CONSTRUCTION(C)
		LAND	BUILDING AND IMPROVEMENTS	SUBSEQUENT TO ACQUISITION (1)	BUILDING AND IMPROVEMENTS								
LAWRENCEVILLE MARKET	GA	8,878,266	29,691,191	276,376	9,060,436	29,785,397	38,845,833	6,031,890	32,813,943	-	-	2013(A)	-
BRAELINN VILLAGE	GA	7,314,719	20,738,792	1,824,744	6,342,926	23,535,329	29,878,255	3,676,866	26,201,389	-	-	2014(A)	-
SAV ANNAH CENTER	GA	2,052,270	8,232,978	4,131,922	12,364,900	14,417,170	7,386,687	7,386,687	-	-	-	1993(A)	-
CHATHAM PLAZA	GA	13,390,238	35,115,882	980,126	13,403,262	36,082,984	49,486,246	13,169,012	36,317,234	-	-	2008(A)	-
CLIVE PLAZA	IA	500,525	2,002,101	-	500,525	2,002,101	2,502,626	1,176,448	1,326,178	-	-	1996(A)	-
DUBUQUE CENTER	IA	-	2,152,476	239,217	-	2,391,693	2,391,693	2,039,585	352,108	-	-	1997(A)	-
87TH STREET CENTER	IL	2,687,046	9,899,028	6,992,648	189,095	5,593,426	12,586,074	3,003,871	9,582,203	-	-	1997(A)	-
DOWNERS PARK PLAZA	IL	2,510,455	10,164,494	(12,485,854)	189,095	-	189,095	-	189,095	-	-	1999(A)	-
PLAZA DEL PRADO	IL	10,203,960	28,409,786	1,557,625	10,203,960	29,967,411	40,171,371	3,583,364	36,588,007	-	-	2017(A)	-
MOUNT PROSPECT CENTER	IL	1,017,345	6,572,176	4,105,133	1,017,345	10,677,309	11,694,654	6,434,800	5,259,854	-	-	1997(A)	-
22ND STREET PLAZA	IL	1,527,188	8,679,108	4,880,654	1,527,188	13,559,762	15,086,950	6,393,561	8,693,389	-	-	1997(A)	-
SKOKIE POINTE	IL	-	2,276,360	9,564,305	2,628,440	9,212,225	11,840,665	4,170,823	7,669,842	-	-	1997(A)	-
HAWTHORN HILLS SQUARE	IL	6,783,928	33,033,624	2,699,882	6,783,928	35,733,506	42,517,434	8,237,719	34,279,715	-	-	2012(A)	-
GREENWOOD S.C.	IN	423,371	1,883,421	18,814,874	1,640,748	19,480,918	21,121,666	3,160,755	17,960,911	-	-	1970(C)	-
ABINGTON PLAZA	MA	10,457,183	494,652	-	10,457,183	494,652	10,951,835	156,500	10,795,335	3,920,234	2014(A)	2014(A)	-
WASHINGTON ST. PLAZA	MA	11,007,593	5,652,368	9,428,287	12,957,593	13,130,655	26,088,248	2,086,506	24,001,742	5,546,021	2014(A)	2014(A)	-
MEMORIAL PLAZA	MA	16,411,388	27,553,908	958,835	16,411,388	28,512,743	44,924,131	3,755,548	41,168,583	15,293,404	2014(A)	2014(A)	-
MAIN ST. PLAZA	MA	555,898	2,139,494	-	555,898	2,139,494	2,695,392	376,910	2,318,482	1,271,526	2014(A)	2014(A)	-
MORRISSEY PLAZA	MA	4,097,251	3,751,068	(890,144)	4,097,251	2,860,924	6,958,175	269,139	6,689,036	2,913,275	2014(A)	2014(A)	-
GLENDALE SQUARE	MA	4,698,891	7,141,090	276,270	4,698,891	7,417,360	12,116,251	1,350,906	10,765,345	5,295,416	2014(A)	2014(A)	-
FALMOUTH PLAZA	MA	2,361,071	13,065,817	1,270,653	2,361,071	14,336,470	16,697,541	2,141,488	14,556,053	7,451,735	2014(A)	2014(A)	-
WAVERLY PLAZA	MA	1,215,005	3,622,911	281,295	1,203,205	3,916,006	5,119,211	754,489	4,364,722	2,143,170	2014(A)	2014(A)	-
FESTIVAL OF HYANNIS S.C.	MA	15,038,197	40,682,853	1,118,867	15,038,197	41,801,720	56,839,917	7,971,776	48,868,141	-	-	2014(A)	-
FELLSWAY PLAZA	MA	5,300,388	11,013,543	(99,939)	5,300,388	10,913,604	16,213,992	1,429,820	14,784,172	6,322,144	2014(A)	2014(A)	-
DEL ALBA PLAZA	MA	3,163,033	19,995	8,987,869	12,150,902	10,999,832	1,151,070	7,305,045	20,667,238	-	-	2014(A)	-
NORTH QUINCY PLAZA	MA	6,332,542	17,954,110	(991,929)	3,894,436	19,400,287	23,294,723	2,627,485	20,667,238	-	-	2014(A)	-
ADAMS PLAZA	MA	2,089,363	3,226,648	8,857	2,089,363	3,235,505	5,324,868	513,604	4,811,264	1,754,230	2014(A)	2014(A)	-
BROADWAY PLAZA	MA	6,485,065	343,422	-	6,485,065	6,828,487	117,986	6,710,501	2,692,126	2014(A)	2014(A)	-	
VINNIN SQUARE PLAZA	MA	5,545,425	16,324,060	(28,816)	5,545,425	16,295,244	21,840,669	3,386,960	18,453,709	8,482,824	2014(A)	2014(A)	-
PARADISE PLAZA	MA	4,183,038	12,194,885	1,558,032	4,183,038	13,752,917	17,935,955	2,579,883	15,356,072	8,197,970	2014(A)	2014(A)	-
BELMONT PLAZA	MA	11,104,983	848,844	-	11,104,983	848,844	11,953,827	196,427	11,757,400	4,843,479	2014(A)	2014(A)	-
VINNIN SQUARE IN-LINE	MA	582,228	2,094,560	(38,716)	582,228	2,055,844	2,638,072	279,681	2,358,391	-	-	2014(A)	-
LINDEN PLAZA	MA	4,628,215	3,535,431	473,357	4,628,215	4,008,788	8,637,003	964,470	7,672,533	3,307,417	2014(A)	2014(A)	-
NORTH AVE. PLAZA	MA	1,163,875	1,194,673	23,933	1,163,875	1,218,606	2,382,481	262,045	2,120,436	841,582	2014(A)	2014(A)	-
WASHINGTON ST. S.C.	MA	7,380,918	9,987,119	1,965,851	7,380,918	11,952,970	19,333,888	1,618,598	17,715,290	5,813,070	2014(A)	2014(A)	-
MILL ST. PLAZA	MA	4,195,024	6,203,410	449,771	4,195,024	6,653,181	10,848,205	1,134,835	9,713,370	3,801,095	2014(A)	2014(A)	-
FULLERTON PLAZA	MD	14,237,901	6,743,980	7,361,633	14,237,901	14,105,613	28,343,514	1,232,824	27,110,690	-	-	2014(A)	-
GREENBRIER S.C.	MD	8,891,468	30,304,760	74,934	8,891,468	30,379,694	39,271,162	4,405,361	34,865,801	-	-	2014(A)	-
INGLESIDE S.C.	MD	10,416,726	17,889,235	(2,058)	10,416,726	17,887,177	28,303,903	3,174,127	25,129,776	-	-	2014(A)	-
WILKENS BELTWAY PLAZA	MD	9,948,235	22,125,942	(238,016)	9,948,235	27,363,958	32,312,193	3,240,175	29,072,018	-	-	2014(A)	-
YORK ROAD PLAZA	MD	4,276,715	37,205,757	170,205	4,276,715	32,375,962	41,652,677	4,971,149	36,681,528	-	-	2014(A)	-
PUTTY HILL PLAZA	MD	4,192,152	11,112,111	774,676	4,192,152	11,886,787	16,078,939	3,320,369	12,758,570	-	-	2013(A)	-
SNOWDEN SQUARE S.C.	MD	1,929,402	4,557,934	5,155,349	3,326,422	8,316,263	11,642,685	1,830,541	9,812,144	-	-	2012(A)	-
COLUMBIA CROSSING	MD	3,612,550	34,344,509	172,640	3,612,550	34,517,149	38,129,699	4,164,044	33,965,655	-	-	2015(A)	-
DORSEY'S SEARCH VILLAGE CENTER	MD	6,321,963	27,996,087	177,268	6,321,963	28,173,355	34,495,318	3,233,759	31,261,559	-	-	2015(A)	-
HICKORY RIDGE	MD	7,183,646	26,947,776	526,522	7,183,646	27,474,298	34,657,944	3,561,103	31,096,841	-	-	2015(A)	-
HICKORY RIDGE (SUNOCO)	MD	543,197	2,122,234	-	543,197	2,122,234	2,665,431	357,204	2,308,227	-	-	2015(A)	-
KINGS CONTRIVANCE	MD	9,308,349	31,759,940	619,016	9,308,349	32,378,956	41,687,305	4,856,962	36,830,343	-	-	2014(A)	-
HARPER'S CHOICE	MD	8,429,284	18,373,994	688,796	8,429,284	19,062,790	27,492,074	2,709,642	24,782,432	-	-	2015(A)	-
WILDE LAKE	MD	1,468,038	5,869,862	25,978,515	2,577,073	30,739,342	33,316,415	9,681,524	23,634,891	-	-	2002(A)	-

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DESCRIPTION	State	INITIAL COST		CAPITALIZED SUBSEQUENT TO ACQUISITION (1)		BUILDING AND IMPROVEMENTS		TOTAL	ACCUMULATED DEPRECIATION	TOTAL COST, NET OF ACCUMULATED DEPRECIATION	ENCUMBRANCES (2)	DATE OF ACQUISITION(A)	CONSTRUCTION(C)
		LAND	BUILDING AND IMPROVEMENTS	LAND	BUILDING AND IMPROVEMENTS	LAND	BUILDING AND IMPROVEMENTS						
RIVERHILL VILLAGE CENTER	MD	16,825,496	23,282,222	395,512	16,825,496	23,677,734	40,503,230	4,708,950	35,794,280	-	-	2014(A)	
COLUMBIA CROSSING OUTPARCELS	MD	1,279,200	2,870,800	20,602,841	6,147,248	18,605,593	24,752,841	3,173,045	21,579,796	-	-	2011(A)	
COLUMBIA CROSSING II SHOP.CTR.	MD	3,137,628	19,868,075	1,210,438	3,137,628	21,078,513	24,216,141	3,114,562	21,101,579	-	-	2013(A)	
SHOPS AT DISTRICT HEIGHTS	MD	8,165,638	21,970,661	(1,389,278)	7,298,215	21,448,806	28,747,021	2,018,911	26,728,110	13,193,497	-	2015(A)	
ENCHANTED FOREST S.C.	MD	20,123,946	34,345,102	551,331	20,123,946	34,896,433	55,020,379	5,803,460	49,216,919	-	-	2014(A)	
SHOPS AT EASTON	MD	6,523,713	16,402,204	(2,574,117)	5,668,532	17,805,658	20,351,800	2,546,751	17,805,049	-	-	2014(A)	
VILLAGES AT URBANA	MD	3,190,074	6,067	19,032,291	4,828,774	17,399,658	22,228,432	2,068,527	20,159,905	-	-	2003(A)	
GAITHERSBURG S.C.	MD	244,890	6,787,534	1,583,659	244,890	8,371,193	8,616,083	3,741,315	4,874,768	-	-	1999(A)	
KENTLANDS MARKET SQUARE	MD	20,167,048	84,615,052	5,667,730	20,167,048	90,282,782	110,449,830	7,062,305	103,387,525	32,414,665	-	2016(A)	
SHAWAN PLAZA	MD	4,466,000	20,222,367	(457,359)	4,466,000	19,765,008	24,231,008	11,899,815	12,331,193	1,616,979	-	2008(A)	
LAUREL PLAZA	MD	349,562	1,398,250	4,661,863	1,571,288	4,838,387	6,409,675	2,104,312	4,305,363	-	-	1995(A)	
LAUREL PLAZA	MD	274,580	1,100,968	173,969	274,580	1,274,937	1,549,517	1,190,640	358,877	-	-	1972(C)	
MILL STATION	MD	23,378,543	1,089,760	51,928,950	70,508,283	5,888,970	76,397,253	172,744	76,224,509	-	-	2016(C)	
THEATER/RSRTRNTS (3) CENTRE COURT-	MD	1,035,359	7,785,830	135,322	1,035,359	7,921,152	8,956,511	1,390,511	7,566,000	1,489,591	-	2011(A)	
RETAIL/BANK	MD	3,854,099	12,769,628	23,770	3,854,099	12,793,398	16,647,497	2,748,067	13,899,430	5,421,228	-	2011(A)	
CENTRE COURT-GIANT CENTRE COURT-OLD	MD	2,279,177	5,284,577	3,744	2,279,177	5,288,321	7,567,498	1,129,051	6,438,447	-	-	2011(A)	
COURT/COURTYD	MD	12,042,713	21,187,946	7,512	12,042,713	21,195,458	33,238,171	3,392,854	29,845,317	-	-	2014(A)	
RADCLIFFE CENTER	MD	2,525,377	14,862,817	592,001	2,525,377	15,454,818	17,980,195	15,501,631	2,478,564	-	-	2014(A)	
TIMONIUM CROSSING	MD	6,000,000	24,282,998	14,639,146	7,331,195	37,590,949	44,922,144	17,036,129	27,886,015	-	-	2003(A)	
TIMONIUM SQUARE	MD	43,886,876	101,704,931	3,541,225	43,270,792	105,922,240	149,193,032	21,939,395	127,253,637	-	-	2012(A)	
TOWSON PLACE	MI	178,785	925,818	46,257	95,905	1,054,955	1,150,860	815,012	335,848	-	-	1968(C)	
GREEN ORCHARD	MI	3,682,478	14,730,060	5,933,982	3,547,007	20,799,513	24,346,520	11,245,423	13,101,097	-	-	1993(A)	
SHOPPING CENTER	MI	28,585,296	66,699,024	14,145,986	29,485,296	79,945,010	109,430,306	29,728,628	79,701,678	-	-	2006(A)	
THE FOUNTAINS AT ARBOR LAKES	MN	1,182,194	7,423,459	7,112,186	1,563,694	14,154,145	15,717,839	10,569,319	5,148,520	-	-	1997(A)	
CENTER POINT S.C.	MO	919,251	3,570,981	2,740,450	919,251	6,311,431	7,230,682	3,767,403	3,463,279	-	-	2008(A)	
CAVE SPRINGS S.C.	MO	767,864	3,098,881	1,233,350	767,864	4,332,231	5,100,095	1,914,296	3,185,799	-	-	2000(A)	
WOODLAWN	NC	3,875,224	10,292,231	492,962	2,143,695	12,516,722	14,660,417	2,455,738	12,204,679	-	-	2011(A)	
MARKETPLACE	NC	3,318,587	7,331,413	696,680	3,818,587	7,528,093	11,346,680	1,554,286	9,792,394	-	-	2012(A)	
MOUNTAIN ISLAND	NC	2,010,725	5,833,626	1,975,503	2,010,725	7,809,129	9,819,854	1,471,440	8,348,414	-	-	2012(A)	
WOODLAWN SHOPPING CENTER	NC	13,405,529	86,455,763	(1,357,983)	13,405,529	85,097,780	98,503,309	14,908,507	83,594,802	-	-	2014(A)	
CROSSROADS PLAZA	NC	7,318,321	26,675,644	1,459,529	7,318,321	28,135,173	35,453,494	3,920,660	31,532,834	15,783,077	-	2014(A)	
QUAIL CORNERS	NC	2,978,533	12,859,867	526,025	2,978,533	13,385,892	16,364,425	2,460,912	13,903,513	-	-	2012(A)	
DAVIDSON COMMONS	NC	5,461,478	16,163,494	2,452,621	5,469,809	18,607,784	24,077,593	6,862,892	17,214,701	-	-	2008(A)	
PARK PLACE SC	NC	12,013,727	30,604,173	101,982	11,625,801	31,094,081	42,719,882	11,980,366	30,739,516	-	-	2007(A)	
MOORESVILLE CROSSING PLEASANT VALLEY	NC	5,208,885	20,885,792	14,232,550	5,208,885	35,118,342	40,327,227	20,582,021	19,745,206	-	-	1993(A)	
PROMENADE	NC	7,749,751	20,536,891	(389,669)	6,321,923	21,595,050	27,916,973	5,690,496	22,226,477	-	-	2011(A)	
BRENNAN STATION	NC	627,906	1,665,576	(120,456)	450,232	1,722,794	2,173,026	395,687	1,777,339	-	-	2011(A)	
BRENNAN STATION	NC	540,667	719,655	7,293,478	540,667	8,013,133	8,553,800	3,720,029	4,833,771	-	-	1969(C)	
OUTPARCEL	NC	11,683,145	41,708,383	7,123,817	11,683,145	48,832,200	60,515,345	7,923,372	52,591,973	-	-	2014(A)	
CLOVERDALE PLAZA	NH												
WEBSTER SQUARE	NH												

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		LAND	BUILDING AND IMPROVEMENTS	SUBSEQUENT TO ACQUISITION (1)	BUILDING AND IMPROVEMENTS							
WEBSTER SQUARE - DSW	NH	1,346,391	3,638,397	131,388	1,346,391	3,769,785	5,116,176	247,958	4,868,218	-	-	2017(A)
WEBSTER SQUARE NORTH	NH	2,163,138	6,511,424	23,348	2,163,138	6,534,772	8,697,910	968,735	7,729,175	-	-	2016(A)
ROCKINGHAM PLAZA	NH	2,660,915	10,643,660	18,667,768	3,148,715	28,823,628	31,972,343	12,660,297	19,312,046	-	-	2008(A)
SHORRITON PLAZA	NJ	2,417,583	6,364,094	1,593,987	2,417,583	7,958,081	10,375,664	7,264,250	3,111,414	-	-	1985(C)
MARLTON PLAZA	NJ	-	4,318,534	153,375	-	4,471,909	4,471,909	2,492,551	1,979,358	-	-	1996(A)
HILLVIEW SHOPPING CENTER	NJ	16,007,647	32,607,423	(617,102)	16,007,647	31,990,321	47,997,968	4,938,386	43,059,582	-	-	2014(A)
GARDEN STATE PAVILIONS	NJ	7,530,709	10,801,949	20,263,576	12,203,841	26,392,393	38,596,234	7,264,990	31,331,244	-	-	2011(A)
CLARK SHOPRITE 70 CENTRAL AVE	NJ	3,496,673	11,693,769	994,829	13,959,593	2,225,678	16,185,271	841,415	15,343,856	-	-	2013(A)
COMMERCE CENTER WEST	NJ	385,760	1,290,080	160,534	793,595	1,042,779	1,836,374	254,498	1,581,876	-	-	2013(A)
COMMERCE CENTER EAST	NJ	1,518,930	5,079,690	1,753,865	7,235,196	1,117,289	8,352,485	441,223	7,911,262	-	-	2013(A)
CENTRAL PLAZA	NJ	3,170,465	10,602,845	32,536	5,145,167	8,660,679	13,805,846	2,289,780	11,516,066	-	-	2013(A)
EAST WINDSOR VILLAGE HOLMDEL TOWNE	NJ	9,335,011	23,777,978	216,781	9,335,011	23,994,759	33,329,770	6,834,515	26,495,255	-	-	2008(A)
CENTER COMMONS AT HOLMDEL	NJ	10,824,624	43,301,494	10,420,854	10,824,624	53,722,348	64,546,972	21,686,796	42,860,176	-	-	2002(A)
PLAZA AT HILLSDALE	NJ	16,537,556	38,759,952	4,102,243	16,537,556	42,862,195	59,399,751	17,731,112	41,668,639	-	-	2004(A)
MAPLE SHADE	NJ	7,601,596	6,994,196	1,507,019	7,601,596	8,501,215	16,102,811	1,405,423	14,697,388	5,646,076	-	2014(A)
PLAZA AT SHORT HILLS NORTH BRUNSWICK	NJ	20,155,471	11,061,984	703,566	20,155,471	11,765,550	31,921,021	2,361,189	29,559,832	8,989,640	-	2009(A)
PLAZA PISCATAWAY TOWN CENTER	NJ	3,204,978	12,819,912	26,577,782	3,204,978	39,397,694	42,602,672	20,263,413	22,339,259	-	-	1994(A)
EDGEWOOD S.C.	NJ	3,851,839	15,410,851	1,402,250	3,851,839	16,813,101	20,664,940	8,935,421	11,729,519	-	-	1998(A)
UNION CRESCENT III	NJ	450,000	2,106,566	1,241,414	450,000	3,347,980	3,797,980	1,826,481	1,971,499	-	-	1993(A)
WESTMONT PLAZA	NJ	7,895,483	3,010,640	28,965,399	8,696,579	31,174,943	39,871,522	16,041,646	23,829,876	-	-	2007(A)
WILLOWBROOK PLAZA	NJ	601,655	2,404,604	13,726,802	601,655	16,131,406	16,733,061	6,994,243	9,738,818	-	-	1994(A)
DEL MONTE PLAZA	NV	15,320,436	40,996,874	10,429,255	15,320,436	51,426,129	66,746,565	7,072,200	59,674,365	-	-	2009(A)
ANCHOR PARCEL	NV	2,489,429	5,590,415	608,807	2,210,000	6,478,651	8,688,651	3,688,769	4,999,882	1,989,588	-	2006(A)
REDFIELD PROMENADE	NV	6,512,745	17,599,602	108,249	6,520,017	17,700,579	24,220,596	921,154	23,299,442	-	-	2017(A)
MCQUEEN CROSSINGS	NV	4,415,339	32,035,192	595,394	4,415,339	32,630,586	37,045,925	6,310,310	30,735,615	-	-	2015(A)
GALENA JUNCTION	NV	8,931,027	20,779,024	232,165	5,017,431	21,011,189	26,028,620	4,033,179	21,993,441	-	-	2015(A)
D'ANDREA MARKETPLACE	NV	11,556,067	17,503,387	154,819	8,931,027	17,658,206	26,589,233	3,028,659	23,560,574	-	-	2015(A)
SPARKS MERCANTILE BRIDGEHAMPTON	NV	6,221,614	17,069,172	(62,106)	6,221,614	17,007,066	23,228,680	8,855,921	32,605,954	-	-	2007(A)
COMMONS-W&E SIDE OCEAN PLAZA	NY	1,811,752	3,107,232	31,744,409	1,858,188	34,805,205	36,663,393	21,384,048	15,279,345	-	-	1972(C)
KINGS HIGHWAY	NY	564,097	2,268,768	19,003	564,097	2,287,771	2,851,868	919,501	1,932,367	-	-	2003(A)
RALPH AVENUE PLAZA	NY	2,743,820	6,811,268	2,235,709	2,743,820	9,046,977	11,790,797	3,662,544	8,128,253	-	-	2004(A)
BELLMORE S.C.	NY	4,414,466	11,339,857	3,912,149	4,414,467	15,252,005	19,666,472	5,523,187	14,143,285	-	-	2004(A)
MARKET AT BAY SHORE	NY	1,272,269	3,183,547	1,590,605	1,272,269	4,774,152	6,046,421	1,914,907	4,131,514	-	-	2004(A)
KEY FOOD - ATLANTIC AVE	NY	12,359,621	30,707,802	6,003,366	12,359,621	36,711,168	49,070,789	13,772,828	35,297,961	11,931,409	-	2006(A)
VETERANS MEMORIAL PLAZA	NY	2,272,500	5,624,589	509,260	4,808,822	3,597,527	8,406,349	707,528	7,698,821	-	-	2012(A)
BIRCHWOOD PLAZA COMMACK	NY	5,968,082	23,243,404	12,008,996	5,980,130	35,240,352	41,220,482	14,944,317	26,276,165	-	-	1998(A)
ELMSTOWN S.C.	NY	3,630,000	4,774,791	1,145,649	3,630,000	5,920,440	9,550,440	2,017,817	7,532,623	-	-	2007(A)
ELMSFORD CENTER 1	NY	3,011,658	7,606,066	6,171,045	3,011,658	13,777,111	16,788,769	3,854,085	12,934,684	-	-	2004(A)
ELMSFORD CENTER 2	NY	4,134,273	1,193,084	-	4,134,273	1,193,084	5,327,357	189,472	5,137,885	-	-	2013(A)
FRANKLIN SQUARE S.C.	NY	1,078,541	15,598,504	949,902	4,076,403	16,548,406	20,624,809	3,036,778	17,588,031	-	-	2013(A)
AIRPORT PLAZA	NY	22,711,189	2,516,581	4,070,828	1,078,541	6,587,409	7,665,950	2,694,563	4,971,387	-	-	2004(A)
	NY	107,011,500	3,743,635	22,711,189	110,755,135	133,466,324	18,340,798	115,125,526				2015(A)

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		LAND	BUILDING AND IMPROVEMENTS	LAND	BUILDING AND IMPROVEMENTS							
KISSENA BOULEVARD SHOPPING CTR	NY	11,610,000	2,933,487	818,491	11,610,000	3,751,978	15,361,978	1,118,521	14,243,457	-	-	2007(A)
HAMPTON BAYS PLAZA	NY	1,495,105	5,979,320	3,319,769	1,495,105	9,299,089	10,794,194	7,539,633	3,254,561	-	-	1989(A)
HICKSVILLE PLAZA	NY	3,542,739	8,266,375	2,505,434	3,542,739	10,771,809	14,314,548	3,639,106	10,675,442	-	-	2004(A)
WOODBURY CENTRE	NY	4,314,991	32,585,508	(1,950,621)	3,805,271	31,144,607	34,949,878	5,026,007	29,923,871	-	-	2015(A)
TURNPIKE PLAZA	NY	2,471,832	5,839,416	708,010	2,471,832	6,547,426	9,019,258	1,965,026	7,054,232	-	-	2011(A)
JERICHO COMMONS SOUTH	NY	12,368,330	33,071,495	3,375,243	12,368,330	36,446,738	48,815,068	11,698,563	37,116,505	7,066,859	-	2007(A)
501 NORTH BROADWAY	NY	-	1,175,543	228,522	-	1,404,065	1,404,065	722,937	681,128	-	-	2007(A)
MILLERIDGE INN	NY	7,500,330	481,316	(48,741)	7,500,000	432,905	7,932,905	31,746	7,901,159	-	-	2015(A)
FAMILY DOLLAR UNION	NY	909,000	2,249,775	258,033	1,056,709	2,360,099	3,416,808	509,228	2,907,580	-	-	2012(A)
TURNPIKE	NY	3,277,254	13,161,218	5,996,052	3,277,253	19,157,271	22,434,524	7,525,806	14,908,718	-	-	2003(A)
LITTLE NECK PLAZA	NY	1,090,800	2,699,730	(159,449)	1,669,153	1,961,928	3,631,081	315,311	3,315,770	-	-	2012(A)
KEY FOOD - 21ST STREET	NY	4,567,003	19,165,808	30,995,487	3,471,939	51,256,359	54,728,298	25,230,504	29,497,794	-	-	1999(A)
MANHASSET CENTER	NY	950,000	-	-	950,000	-	950,000	-	950,000	-	-	2012(A)
MANHASSET CENTER(residential)	NY	1,872,013	4,827,940	1,036,886	1,872,013	5,864,826	7,736,839	2,164,089	5,572,750	1,717,674	-	2004(A)
MASPETH QUEENS-DUANE READE	NY	1,880,816	4,388,549	(1,066,203)	-	5,203,162	5,203,162	3,225,039	1,978,123	-	-	2004(A)
NORTH MASSAPEQUA S.C.	NY	4,150,000	7,520,692	249,645	4,150,000	7,770,337	11,920,337	2,354,155	9,566,182	-	-	2007(A)
MINEOLA CROSSINGS	NY	3,528,000	7,364,098	508,838	3,528,000	7,872,936	11,400,936	2,961,173	8,439,763	-	-	2009(A)
SMITHTOWN PLAZA	NY	263,693	584,031	10,882,601	263,693	11,466,632	11,730,325	6,730,779	4,999,546	-	-	1969(C)
MANETTO HILL PLAZA	NY	106,655	76,197	2,082,162	106,655	2,158,359	2,265,014	1,152,013	1,113,001	-	-	1990(C)
SYOSSET S.C.	NY	2,280,000	9,027,951	21,068,693	2,280,000	30,096,644	32,376,644	13,973,052	18,403,592	-	-	1989(A)
RICHMOND S.C.	NY	2,940,000	11,811,964	7,095,348	3,148,424	18,698,888	21,847,312	8,293,717	13,553,595	-	-	1997(A)
GREENRIDGE PLAZA	NY	28,723,536	38,232,267	49,602,960	28,723,536	87,835,227	116,558,763	14,231,135	102,327,628	-	-	2006(A)
THE BOULEVARD	NY	4,558,592	10,441,408	157,648	4,558,592	10,599,056	11,157,648	4,071,200	11,086,448	-	-	2005(A)
FOREST AVENUE PLAZA	NY	12,279,093	34,813,852	(2,276,549)	16,131,632	28,684,764	44,816,396	6,530,467	38,285,929	-	-	2014(A)
INDEPENDENCE PLAZA	NY	2,787,600	6,899,310	(394,910)	2,603,321	6,688,679	9,292,000	1,124,011	8,167,989	-	-	2012(A)
KEY FOOD - CENTRAL AVE.	NY	1,777,775	4,453,894	2,469,097	1,777,775	6,922,991	8,700,766	2,559,882	6,140,884	-	-	2004(A)
WHITE PLAINS S.C.	NY	757,500	1,874,813	(24,388)	2,241,118	366,807	2,607,925	161,713	2,446,212	-	-	2012(A)
CHAMPION FOOD SUPERMARKET	NY	871,977	3,487,909	-	871,977	3,487,909	4,359,886	2,329,607	2,030,279	-	-	1998(A)
SHOPRITE S.C.	NY	782,459	1,825,737	588,133	782,459	2,413,870	3,196,329	785,714	2,410,615	-	-	2005(A)
ROMAINE PLAZA	NY	5,802,422	12,622,879	327,401	5,802,422	12,950,280	18,752,702	4,947,651	13,805,051	-	-	2009(A)
OREGON TRAIL CENTER	OR	5,062,500	3,152,982	(2,459,449)	2,035,125	3,720,908	5,756,033	1,594,974	4,161,059	-	-	2009(A)
POWELL VALLEY JUNCTION	OR	57,575,244	102,844,429	(696,182)	57,588,287	102,135,204	159,723,491	6,798,963	152,924,528	-	-	2007(A)
JANTZEN BEACH CENTER	OR	70,679,871	166,351,381	54,820,988	71,279,871	220,572,369	291,852,240	52,131,369	239,720,871	-	-	2007(A)
SUBURBAN SQUARE	PA	-	3,298,908	17,747	-	3,316,655	3,316,655	3,316,655	-	-	-	1999(A)
CARNEGIE PLAZA	PA	731,888	2,927,551	1,196,209	691,297	4,164,351	4,855,648	2,818,569	2,037,079	-	-	1996(A)
CENTER SQUARE SHOPPING CENTER	PA	6,127,623	15,605,012	657,984	6,135,670	16,254,949	22,390,619	4,936,901	17,453,718	-	-	2008(A)
WAYNE PLAZA	PA	4,856,379	25,846,910	4,176,408	4,856,379	30,023,318	34,879,697	7,359,210	27,520,487	-	-	2012(A)
DEVON VILLAGE	PA	1,050,000	1,372,628	1,001,241	1,050,000	3,373,869	4,423,869	3,266,395	1,157,474	-	-	1973(C)
POCONO PLAZA	PA	1,525,337	4,251,732	(3,445,413)	325,972	2,005,684	2,331,656	1,067,589	1,264,067	-	-	2008(A)
RIDGE PIKE PLAZA	PA	176,666	4,895,360	1,447,703	176,666	6,343,063	6,519,729	2,735,654	3,784,075	-	-	1999(A)
WHITELAND - HOBBY LOBBY	PA	731,888	2,927,551	59,067	731,888	2,986,618	3,718,506	1,688,275	2,030,231	-	-	1996(A)
WHITELAND TOWN CENTER	PA	452,888	6,665,238	10,823,352	3,002,888	14,938,590	17,941,478	7,505,883	10,435,595	-	-	2002(A)
HARRISBURG EAST SHOPPING CTR.	PA	731,888	2,927,551	-	731,888	2,927,551	3,659,439	1,676,461	1,982,978	-	-	1996(A)
TOWNSHIP LINE S.C.	PA	3,813,247	18,189,450	207,022	3,813,247	18,396,472	22,209,719	2,197,127	20,012,592	-	-	2015(A)
HORSHAM POINT	PA	7,726,844	20,014,243	(4,342,789)	6,098,316	17,299,982	23,398,298	3,736,413	19,661,885	-	-	2015(A)
HOLIDAY CENTER	PA											

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		LAND	BUILDING AND IMPROVEMENTS	LAND	BUILDING AND IMPROVEMENTS	LAND	BUILDING AND IMPROVEMENTS						
NORRITON SQUARE	PA	686,134	2,664,535	774,084	4,014,541	6,591,126	7,365,210	4,955,112	2,410,098	-	-	1984(A)	
SEARS HARDWARE	PA	10,000	-	10,000	-	-	10,000	-	10,000	-	-	2015(C)	
FRANKFORD AVENUE S.C.	PA	731,888	2,927,551	731,888	-	2,927,551	3,659,439	1,676,461	1,982,978	-	-	1996(A)	
WEXFORD PLAZA	PA	6,413,635	9,774,600	9,811,076	25,999,299	19,700,012	25,999,311	4,672,156	21,327,155	-	-	2010(A)	
LINCOLN SQUARE	PA	90,478,522	-	10,532,804	72,389,626	152,335,344	162,868,148	-	162,868,148	-	-	2017(C)	
CRANBERRY TOWNSHIP-PARCEL 1&2	PA	10,270,846	30,769,592	6,070,254	1,152,285	36,122,469	42,192,723	3,147,623	39,045,030	-	-	2016(A)	
CROSSROADS PLAZA	PA	788,761	3,155,044	976,439	13,276,456	17,220,261	10,236,230	6,984,031	6,984,031	-	-	1986(A)	
SPRINGFIELD S.C.	PA	919,998	4,981,589	920,000	12,946,369	17,927,956	18,847,956	10,251,442	8,596,514	-	-	1983(A)	
SHREWSBURY SQUARE S.C.	PA	8,066,107	16,997,997	6,171,638	(2,176,277)	16,716,189	22,887,827	2,540,597	20,347,230	-	-	2014(A)	
WHITEHALL MALL	PA	-	5,195,577	-	-	5,195,577	5,195,577	2,975,246	2,220,331	-	-	1996(A)	
WHOLE FOODS AT WYNEWOOD	PA	15,042,165	-	13,772,394	11,782,090	13,051,861	26,824,255	587,371	26,236,884	-	-	2014(C)	
SHOPPES AT WYNEWOOD	PA	7,478,907	-	7,478,907	3,627,947	3,627,947	11,106,854	241,939	10,864,915	-	-	2015(C)	
WEST MARKET ST. PLAZA	PA	188,562	1,158,307	188,562	41,712	1,200,019	1,388,581	1,177,425	211,156	-	-	1986(A)	
REXVILLE TOWN CENTER	PR	24,872,982	48,688,161	25,678,064	7,708,424	55,591,503	81,269,567	33,332,955	47,936,612	-	-	2006(A)	
PLAZA CENTRO - COSTCO	PR	3,627,973	1,573,414	3,866,206	1,573,414	12,087,394	15,953,600	6,861,281	9,092,319	-	-	2006(A)	
PLAZA CENTRO - MALL	PR	19,873,263	58,719,179	19,408,112	11,279,620	70,463,950	89,872,062	35,363,672	54,508,390	-	-	2006(A)	
PLAZA CENTRO - RETAIL	PR	5,935,566	16,509,748	6,026,070	2,193,596	18,612,840	24,638,910	9,803,465	14,835,445	-	-	2006(A)	
PLAZA CENTRO - SAM'S CLUB	PR	6,643,224	20,224,758	6,520,090	2,766,593	23,114,485	29,634,575	21,639,814	7,994,761	-	-	2006(A)	
LOS COLOBOS - BUILDERS SQUARE	PR	4,404,593	9,627,903	4,461,145	1,283,497	10,854,848	15,315,993	9,763,092	5,552,901	-	-	2006(A)	
LOS COLOBOS - KMART	PR	4,594,944	10,120,147	4,402,338	789,782	11,102,535	15,504,873	9,889,185	5,615,688	-	-	2006(A)	
LOS COLOBOS I	PR	12,890,882	26,046,669	13,613,375	4,948,282	30,272,458	43,885,833	16,576,693	27,309,140	-	-	2006(A)	
LOS COLOBOS II	PR	14,893,698	30,680,556	15,142,300	5,698,650	36,130,604	51,272,904	20,072,967	31,199,937	-	-	2006(A)	
WESTERN PLAZA - MAYAGUEZ ONE	PR	10,857,773	12,252,522	11,241,993	1,507,075	13,375,377	24,617,370	9,740,358	14,877,012	-	-	2006(A)	
WESTERN PLAZA - MAYAGUEZ TWO	PR	16,874,345	19,911,045	16,872,647	3,718,253	23,630,996	40,503,643	16,343,909	24,159,734	-	-	2006(A)	
MANATI VILLA MARIA SC	PR	2,781,447	5,673,119	2,606,588	1,465,441	7,313,419	9,920,007	4,318,633	5,601,374	-	-	2006(A)	
PONCE TOWNE CENTER	PR	14,432,778	28,448,754	14,903,024	5,677,663	33,656,171	48,559,195	18,444,036	30,115,159	-	-	2006(A)	
TRUJILLO ALTO PLAZA	PR	12,053,673	24,445,858	3,431,113	12,289,288	27,641,356	39,930,644	15,848,062	24,082,582	-	-	2006(A)	
ST. ANDREW'S CENTER	SC	730,164	3,132,092	730,164	19,158,955	22,291,047	23,021,211	11,215,826	11,805,385	-	-	1978(C)	
WESTWOOD PLAZA	SC	1,744,430	6,986,094	1,726,833	14,195,199	21,198,890	22,925,723	4,480,724	18,444,999	-	-	1995(A)	
WOODRUFF SHOPPING CENTER	SC	3,110,439	15,501,117	3,465,199	1,302,159	16,448,516	19,913,715	3,822,036	16,091,679	-	-	2010(A)	
FOREST PARK	SC	1,920,241	9,544,875	1,920,241	46,791	9,591,666	11,511,907	1,713,102	9,798,805	-	-	2012(A)	
OLD TOWNE VILLAGE	TN	-	4,133,904	-	4,214,858	8,348,762	2,179,490	6,169,272	2,179,490	-	-	1978(C)	
CENTER OF THE HILLS	TX	2,923,585	11,706,145	2,923,585	2,785,660	14,491,805	17,415,390	5,988,829	11,426,561	-	-	2008(A)	
GATEWAY STATION	TX	1,373,692	28,145,158	1,374,880	2,980,906	31,124,876	32,499,756	4,766,669	27,733,087	-	-	2011(A)	
GATEWAY STATION PHASE II	TX	4,140,176	12,020,460	4,143,385	391,376	12,408,627	16,552,012	514,956	16,037,056	-	-	2017(A)	
LAS TIENDAS PLAZA	TX	8,678,107	-	7,943,925	27,150,696	27,884,878	35,828,803	6,647,340	29,181,463	-	-	2005(C)	
CONROE MARKETPLACE	TX	18,869,087	50,756,554	10,841,611	(3,206,438)	55,577,592	66,419,203	7,625,213	58,793,990	-	-	2015(A)	
MONTGOMERY PLAZA	TX	10,739,067	63,065,333	10,738,796	(427,375)	62,638,229	73,377,025	10,292,303	63,084,722	27,364,178	-	2015(A)	
PRESTON LEBANON CROSSING	TX	13,552,180	-	12,163,694	28,399,531	29,788,017	41,951,711	7,912,103	34,039,608	-	-	2006(C)	
LAKE PRAIRIE TOWN CROSSING	TX	7,897,491	-	6,783,464	28,749,984	29,864,011	36,647,475	6,316,735	30,330,740	-	-	2006(C)	
CENTER AT BAYBROOK	TX	6,941,017	27,727,491	6,928,120	12,232,730	39,973,118	46,901,238	17,822,217	29,079,021	-	-	1998(A)	
CYPRESS TOWNE CENTER	TX	6,033,932	-	2,251,666	1,692,407	5,474,673	7,726,339	1,229,147	6,497,192	-	-	2003(C)	
CYPRESS TOWNE CENTER	TX	12,329,195	36,836,381	1,284,624	1,284,624	41,806,055	50,450,200	3,847,926	46,602,274	-	-	2016(A)	
CYPRESS TOWNE CENTER PHASE II	TX	2,061,477	6,157,862	270,374	(1,361,233)	6,587,732	6,858,106	754,993	6,103,113	-	-	2016(A)	

KIMCO REALTY CORPORATION AND SUBSIDIARIES
SCHEDULE III – REAL ESTATE AND ACCUMULATED DEPRECIATION
 December 31, 2018

DESCRIPTION	State	INITIAL COST		CAPITALIZED SUBSEQUENT TO ACQUISITION (1)		BUILDING AND IMPROVEMENTS		TOTAL DEPRECIATION	ACCUMULATED DEPRECIATION	TOTAL COST, NET OF DEPRECIATION	ENCUMBRANCES (2)	DATE OF ACQUISITION(A)
		LAND	BUILDING AND IMPROVEMENTS	LAND	BUILDING AND IMPROVEMENTS	CONSTRUCTION(C)						
THE CENTRE AT COPPERFIELD	TX	6,723,267	22,524,551	535,094	6,723,357	23,059,555	29,782,912	3,590,931	26,191,981	-	-	2015(A)
COPPERWOOD VILLAGE SHOP CTR.	TX	13,848,109	84,183,731	1,787,815	13,848,109	85,971,546	99,819,655	13,710,949	86,108,706	-	-	2015(A)
ATASCOCITA COMMONS	TX	16,322,636	54,587,066	334,921	16,099,004	55,145,619	71,244,623	9,476,125	61,768,498	27,993,991	-	2013(A)
TOMBALL CROSSINGS	TX	8,517,427	28,484,450	668,500	7,964,894	29,705,483	37,670,377	5,016,941	32,653,436	-	-	2013(A)
COPPERFIELD VILLAGE SHOP CTR.	TX	7,827,639	34,864,441	500,342	7,827,639	35,364,783	43,192,422	5,243,651	37,948,771	-	-	2015(A)
KROGER PLAZA	TX	520,340	2,081,356	1,509,185	520,340	3,590,541	4,110,881	2,012,011	2,098,870	-	-	1995(A)
ACCENT PLAZA	TX	500,414	2,830,835	-	500,414	2,830,835	3,331,249	1,609,778	1,721,471	-	-	1996(A)
WOODBIDGE SHOPPING CENTER	TX	2,568,705	6,813,716	107,746	2,568,705	6,921,462	9,490,167	1,614,612	7,875,555	-	-	2012(A)
GRAND PARKWAY MARKETPLACE	TX	25,363,548	-	65,637,884	21,937,009	69,064,423	91,001,432	1,888,163	89,113,269	-	-	2014(C)
GRAND PARKWAY MARKETPLACE II	TX	13,436,447	-	37,823,988	13,218,908	38,041,527	51,260,435	227,580	51,032,855	-	-	2015(C)
BURKE TOWN PLAZA	VA	4,500,000	43,240,068	148,028	-	43,388,096	43,388,096	7,389,107	35,998,989	-	-	2014(A)
OLD TOWN PLAZA	VA	4,114,293	41,569,735	(15,361,974)	3,052,800	27,654,961	30,707,761	6,141,281	24,566,480	-	-	2007(A)
SUDLEY TOWNE PLAZA	VA	8,499,373	15,988,465	(8,878,436)	2,169,742	9,054,580	11,224,322	1,681,675	9,542,647	-	-	2015(A)
TOWNE SQUARE	VA	27,369,515	24,302,141	2,276,918	8,858,432	26,220,000	35,078,432	4,163,565	30,914,867	-	-	2014(A)
POTOMAC RUN PLAZA	VA	53,285,116	48,451,209	577,607	27,369,515	49,028,816	76,398,331	13,702,556	62,695,775	-	-	2008(A)
DULLES TOWN CROSSING	VA	3,839,249	104,175,738	(7,386)	53,285,116	104,168,352	157,453,468	17,943,630	139,509,838	-	-	2015(A)
DOCSTONE COMMONS	VA	1,425,307	11,468,264	473,394	3,903,963	11,876,944	15,780,907	913,189	14,867,718	-	-	2016(A)
DOCSTONE O/P - STAPLES	VA	26,893,429	4,317,552	(883,709)	1,167,588	3,691,562	4,859,150	374,065	4,485,085	-	-	2016(A)
STAFFORD MARKETPLACE	VA	3,330,621	86,449,614	347,103	26,893,429	86,796,717	113,690,146	12,171,070	101,519,076	-	-	2015(A)
GORDON PLAZA	VA	7,785,841	18,157,625	25,700	3,356,321	3,356,321	218,464	218,464	3,137,857	-	-	2017(A)
AUBURN NORTH	WA	60,502,358	92,696,231	4,477,043	60,502,358	97,173,274	157,675,632	20,942,726	136,732,906	55,049,645	-	2013(A)
THE MARKETPLACE AT FACTORIA	WA	10,750,863	36,387,020	96,299	10,750,863	36,483,319	47,234,182	6,987,088	40,247,094	-	-	2012(A)
FRONTIER VILLAGE SHOPPING CTR.	WA	6,937,929	11,270,322	6,023,649	6,937,929	17,293,971	24,231,900	1,101,984	23,129,916	-	-	2016(A)
GATEWAY SHOPPING CENTER	WA	360,000	799,640	100,360	360,000	900,000	1,260,000	148,269	1,111,731	-	-	2012(A)
OLYMPIA WEST OUTPARCEL	WA	5,418,825	11,988,657	1,542,755	5,418,825	13,531,412	18,950,237	2,084,443	16,865,794	-	-	2015(A)
FRANKLIN PARK COMMONS	WA	3,875,013	33,020,027	86,050	3,755,613	33,225,477	36,981,090	6,250,724	30,730,366	-	-	2012(A)
SILVERDALE PLAZA	WA	6,786,441	503,987	(1,256,377)	5,400,000	634,051	6,034,051	634,051	5,400,000	-	-	2008(C)
EL MIRAGE	AZ	8,702,635	3,405,683	2,866,808	11,039,472	3,935,654	14,975,126	3,564,804	11,410,322	-	-	2004(C)
ASANTE RETAIL CENTER	AZ	4,138,760	94,572	(94,572)	4,138,760	-	4,138,760	-	4,138,760	-	-	2008(C)
SURPRISE SPECTRUM	AZ	601,052	-	-	601,052	-	601,052	-	601,052	-	-	2009(A)
LAKE WALES S.C.	FL	7,524,800	-	(6,721,763)	803,037	-	803,037	-	803,037	-	-	2005(C)
PLANTATION CROSSING	FL	1,620,203	-	(1,399,538)	220,665	-	220,665	-	220,665	-	-	2007(A)
LOWES S.C.	FL	6,501,240	-	(5,520,565)	519,811	460,864	980,675	460,864	519,811	-	-	2005(C)
TREASURE VALLEY	ID	-	99,640	1,071,530	-	1,171,170	1,171,170	120,286	1,050,884	-	-	2001(A)
22ND STREET PLAZA OUTPARCEL	IL	-	678,668	108,483	-	787,151	787,151	784,200	2,951	-	-	1998(A)
MARKETPLACE OF OAKLAWN	IL	31,045	-	-	31,045	-	31,045	-	31,045	-	-	1991(A)
LINWOOD-INDIANAPOLIS	IN	101,424	-	(10,000)	91,424	-	91,424	-	91,424	-	-	2012(A)
FLINT - VACANT LAND	MI	500,754	1,858,643	479,046	500,754	2,337,689	2,838,443	1,846,094	992,349	-	-	1986(A)
CHARLOTTE SPORTS & FITNESS CTR	NC	-	-	(169,395)	350,000	-	350,000	-	350,000	-	-	2003(A)
SENATE/HILLSBOROUGH CROSSING	NC	6,506,450	-	(5,397,400)	1,475,214	(366,164)	1,109,050	218,191	890,859	-	-	2001(C)
WAKEFIELD COMMONS III	NC	-	-	-	-	-	-	-	-	-	-	-

KIMCO REALTY CORPORATION AND SUBSIDIARIES
SCHEDULE III – REAL ESTATE AND ACCUMULATED DEPRECIATION
 December 31, 2018

DESCRIPTION	State	INITIAL COST		COST CAPITALIZED SUBSEQUENT TO ACQUISITION (1)		BUILDING AND IMPROVEMENTS	TOTAL	ACCUMULATED DEPRECIATION	ENCUMBRANCES (2)	CONSTRUCTION (C)	DATE OF ACQUISITION (A)
		LAND	BUILDING AND IMPROVEMENTS	LAND	BUILDING AND IMPROVEMENTS						
WAKEFIELD CROSSINGS HILLSBOROUGH	NC	3,413,932	-	(3,276,783)	137,149	-	137,149	-	-	-	2001(C)
PROMENADE	NJ	11,886,809	-	(6,632,045)	5,006,054	248,710	5,254,764	47,376	-	-	2001(C)
KEY BANK BUILDING NORTHPORT LAND PARCEL	NY	1,500,000	40,486,755	(11,003,343)	668,637	30,312,775	30,981,412	19,859,365	-	-	2006(A)
MERRY LANE (PARKING LOT)	NY	-	14,460	81,983	-	96,443	96,443	1,072	-	-	2012(A)
JERICO ATRIUM	NY	1,485,531	1,749	517,081	1,485,531	518,830	2,004,361	-	-	-	2007(A)
BIRCHWOOD PARK	NY	10,624,099	20,065,496	807,434	10,624,099	20,872,930	31,497,029	3,737,113	-	-	2016(A)
STATEN ISLAND PLAZA	NY	3,507,162	4,126	(1,511,288)	2,000,000	-	2,000,000	-	-	-	2007(A)
HIGH PARK CTR RETAIL	OH	5,600,744	6,788,460	(2,981,672)	9,407,532	-	9,407,532	-	-	-	2005(A)
MCMINN VILLE PLAZA	OR	3,783,875	-	(3,298,325)	485,550	-	485,550	-	-	-	2001(C)
COULTER AVE. PARCEL	PA	4,062,327	-	-	4,062,327	-	4,062,327	-	-	-	2006(C)
MORRISVILLE S.C.	PA	577,630	1,348,019	15,283,061	16,795,296	413,414	17,208,710	28,529	-	-	2015(A)
BLUE RIDGE MICROPROPERTIES	Various TX	340,000	1,360,000	(1,669,238)	30,762	-	30,762	-	-	-	1996(A)
BALANCE OF PORTFOLIO (4)		12,346,900	71,529,796	(36,024,104)	6,069,109	41,783,483	47,852,592	22,030,647	6,299,863	-	2005(A)
		528,534	1,090,980	(1,266,986)	220,492	132,036	352,528	61,956	-	-	2012(A)
	Various	1,907,180	65,127,207	(12,574,380)	110	54,459,897	54,460,007	25,335,442	-	-	-
TOTALS		\$2,953,511,558	\$ 7,110,034,072	\$ 1,813,644,865	\$3,063,703,962	\$ 8,813,486,533	\$11,877,190,495	\$ 2,385,287,743	\$ 9,491,902,752	\$ 492,416,135	

- (1) The negative balance for costs capitalized subsequent to acquisition could include parcels/out-parcels sold, assets held-for-sale, provision for losses and/or demolition of part of a property for redevelopment.
- (2) Includes fair market value of debt adjustments, net and deferred financing costs, net.
- (3) Shopping center includes active real estate under development project or land held for development.
- (4) Includes fixtures, leasehold improvements and other costs capitalized.

KIMCO REALTY CORPORATION AND SUBSIDIARIES
SCHEDULE III – REAL ESTATE AND ACCUMULATED DEPRECIATION
December 31, 2018

Depreciation and amortization are provided on the straight-line method over the estimated useful lives of the assets as follows:

Buildings and building improvements (in years)	5 to 50
Fixtures, building and leasehold improvements (including certain identified intangible assets)	Terms of leases or useful lives, whichever is shorter

The aggregate cost for Federal income tax purposes was approximately \$9.7 billion at December 31, 2018.

The changes in total real estate assets for the years ended December 31, 2018, 2017 and 2016 are as follows:

	2018	2017	2016
Balance, beginning of period	\$ 12,653,444,998	\$ 12,008,075,148	\$ 11,568,809,126
Additions during period:			
Acquisitions	3,420,020	438,125,265	181,719,189
Improvements	554,408,568	414,955,609	217,668,292
Transfers from unconsolidated joint ventures	-	329,194,717	615,511,560
Change in exchange rate	-	1,035,816	598,744
Deductions during period:			
Sales	(767,246,512)	(315,954,464)	(391,758,149)
Transfers to unconsolidated joint ventures	(315,728,832)	-	-
Assets held for sale	(69,741,938)	(56,187,719)	(12,608,829)
Adjustment for fully depreciated assets	(72,992,791)	(107,660,366)	(80,660,536)
Adjustment of property carrying values	(108,373,018)	(58,139,008)	(91,204,249)
Balance, end of period	\$ 11,877,190,495	\$ 12,653,444,998	\$ 12,008,075,148

The changes in accumulated depreciation for the years ended December 31, 2018, 2017 and 2016 are as follows:

	2018	2017	2016
Balance, beginning of period	\$ 2,433,052,747	\$ 2,278,291,645	\$ 2,115,319,888
Additions during period:			
Depreciation for year	293,667,298	368,919,387	344,179,201
Deductions during period:			
Sales	(239,277,690)	(86,798,173)	(97,063,934)
Transfers to unconsolidated joint ventures	(11,634,554)	-	-
Assets held for sale	(17,527,267)	(19,699,746)	(3,482,974)
Adjustment for fully depreciated assets	(72,992,791)	(107,660,366)	(80,660,536)
Balance, end of period	\$ 2,385,287,743	\$ 2,433,052,747	\$ 2,278,291,645

Reclassifications:

Certain Amounts in the Prior Period Have Been Reclassified in Order to Conform with the Current Period's Presentation.

KIMCO REALTY CORPORATION AND SUBSIDIARIES
SCHEDULE IV - MORTGAGE LOANS ON REAL ESTATE
As of December 31, 2018
(in thousands)

Description	Interest Rate	Final Maturity Date	Periodic Payment Terms (a)	Prior Liens	Original Face Amount of Mortgages	Carrying Amount of Mortgages (b)	Principal Amount of Loans Subject to Delinquent Principal or Interest
<u>Mortgage Loans:</u>							
<i>Retail</i>							
Westport, CT	6.50%	Mar-33	I	\$ -	\$ 5,014	\$ 5,014	-
Las Vegas, NV	12.00%	May-33	I	-	3,075	3,075	-
Miami, FL	7.57%	Jun-19	P& I	-	4,201	1,646	-
Miami, FL	7.57%	Jun-19	P& I	-	3,678	1,613	-
<i>Nonretail</i>							
Oakbrook Terrace, IL	6.00%	Dec-24	I	-	1,950	1,950	-
Individually < 3%							
(c)	(d)	(e)	P&I	-	2,474	695	-
				-	20,392	13,993	-
<u>Other Financing Loans:</u>							
<i>Nonretail</i>							
Individually < 3%							
(f)	(g)	(h)	P&I	-	775	455	-
				\$ -	\$ 21,167	\$ 14,448	-

- (a) I = Interest only; P&I = Principal & Interest.
(b) The aggregate cost for Federal income tax purposes was approximately \$14.4 million as of December 31, 2018.
(c) Comprised of three separate loans with original loan amounts ranging from \$0.5 million to \$1.4 million.
(d) Interest rates range from 6.88% to 7.41%.
(e) Maturity dates range from October 2019 to December 2030.
(f) Comprised of two separate loans with original loan amounts ranging from \$0.2 million to \$0.6 million.
(g) Interest rates range from 2.28% to 6.85%.
(h) Maturity dates range from April 2019 to April 2027.

For a reconciliation of mortgage and other financing receivables from January 1, 2016 to December 31, 2018, see Footnote 10 of the Notes to the Consolidated Financial Statements included in this Form 10-K.

The Company feels it is not practicable to estimate the fair value of each receivable as quoted market prices are not available.

The cost of obtaining an independent valuation on these assets is deemed excessive considering the materiality of the total receivables.

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Conor C. Flynn, certify that:

1. I have reviewed this Annual Report on Form 10-K of Kimco Realty Corporation;
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(s) 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(s) 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 directors (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.

Date: February 15, 2019

/s/ Conor C. Flynn
Conor C. Flynn
Chief Executive Officer

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Glenn G. Cohen, certify that:

1. I have reviewed this Annual Report on Form 10-K of Kimco Realty Corporation;
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(s) 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(s) 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 directors (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.

Date: February 15, 2019

/s/ Glenn G. Cohen
Glenn G. Cohen
Chief Financial Officer

Section 1350 Certification

Pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned officers of Kimco Realty Corporation (the “Company”) hereby certifies, to such officer’s knowledge, that:

(i) the accompanying Annual Report on Form 10-K of the Company for the year ended December 31, 2018 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 15, 2019

/s/ Conor C. Flynn
Conor C. Flynn
Chief Executive Officer

Date: February 15, 2019

/s/ Glenn G. Cohen
Glenn G. Cohen
Chief Financial Officer

MAJOR LEASES

GROCCER

LOCATION	PORTFOLIO	YEAR DEVELOPED OR ACQUIRED	LEASABLE AREA (SQ.FT.)	PERCENT LEASED (1)	TENANT NAME	GLA	TENANT NAME	GLA	TENANT NAME	GLA
ARIZONA										
MESA		2009	227,627	98.8	FLOOR & DECOR	92,904	PETSMART	25,339	WINCO FOODS (6)	101,060
MESA (5)		2005	1,063,974	95.9	BASS PRO SHOPS OUTDOOR WORLD	170,000	HOME DEPOT	102,589	WALMART	208,000
MESA		2011	79,790	100	MOR FURNITURE FOR LESS	33,234	MICHAELS	25,520	TARGET (6)	128,972
PEORIA		2011	167,986	98.3	JCPENNEY	53,984	JO-ANN FABRICS	40,734	TARGET (6)	151,457
PHOENIX		1998	218,608	100	BURLINGTON	98,054	MICHAELS	23,190		
PHOENIX		1998	229,707	84.6	COSTCO	141,659	DD'S DISCOUNTS	21,406	RANCH MARKET (6)	103,909
PHOENIX		1997	131,621	100	TRADER JOE'S	11,145			SAFEWAY	62,573
PHOENIX		2011	184,292	99	MICHAELS	25,666			WALMART	110,627
PHOENIX		2015	836,986	98.5	WALMART	251,361	JCPENNEY	98,000	COSTCO	154,809
SUN CITY		2012	62,559	100	CVS	24,519			SAFEWAY (6)	48,500
TEMPE		2011	62,285	98.6					WHOLE FOODS MARKET	32,306
CALIFORNIA										
ALHAMBRA		1998	195,473	100	JO-ANN FABRICS	13,472			COSTCO	157,019
ANAHEIM	PRU	2006	348,524	99.5	FOREVER 21	80,000	SMART & FINAL EXTRA!	30,000	EL SUPER	54,087
ANAHEIM		2016	154,043	99.4	RITE AID	18,235	BLINK FITNESS	16,310	RALPHS	45,000
ANAHEIM	PRU	2006	105,338	91.8	HARBOR FREIGHT TOOLS	17,459	DOLLAR TREE	10,797	STATER BROTHERS	37,440
BELLFLOWER		2014	113,233	38.9	PLANET FITNESS	29,025				
CARLSBAD (5)		2014	149,513	94.7	MARSHALLS	27,000	DOLLAR TREE	16,610		
CARMICHAEL (5)		1998	200,499	88.2	HOME DEPOT	110,861			WALMART NEIGHBORHOOD MARKET	44,257
CHICO		2008	264,335	98.6	EVANS FURNITURE GALLERIES	57,635	BED BATH & BEYOND	25,002	FOOD MAXX	54,239
CHINO (5)		2006	315,957	85.4	LA CURACAO	104,465	ROSS DRESS FOR LESS	30,730	TARGET (6)	112,062
CHINO	PRU	2006	168,264	97.3	DOLLAR TREE	25,060	PETSMART	24,225	ALBERTSONS (6)	43,440
CHINO HILLS		2008	73,352	100					STATER BROTHERS	43,235
COLMA		2015	227,941	83.1	MARSHALLS	32,000	ROSS DRESS FOR LESS	24,759		
CORONA		1998	491,898	97.9	COSTCO	114,112	HOME DEPOT	100,000	99 RANCH MARKET (6)	42,630
CORONA		2007	148,805	100	PETSMART	24,515	HOWARD'S APPLIANCES, TV'S & M	15,120	VONS	55,650
COVINA		2000	277,782	100	LOWE'S HOME CENTER	111,348	SKYZONE	25,608	ALDI	17,508
CUPERTINO (5)		2006	129,047	92.5					99 RANCH MARKET	29,657
DALY CITY (5)		2002	595,850	94.6	HOME DEPOT	109,000	BURLINGTON	55,000	SAFEWAY	57,817
DUBLIN	PRU	2006	155,070	100	ORCHARD SUPPLY HARDWARE (4)	35,829	MARSHALLS	32,000		
EL CAJON	CPP	2010	98,316	100	RITE AID	27,642	ROSS DRESS FOR LESS	24,000	BEL AIR MARKET	56,435
ELK GROVE	PRU	2006	137,035	100	24 HOUR FITNESS	22,000			VONS	40,000
ESCONDIDO (5)	PRU	2006	215,203	93	LA FITNESS	40,000	ROSS DRESS FOR LESS	24,729	VONS	59,231
FAIR OAKS	PRU	2006	98,625	95.5	PLANET FITNESS	18,400			RALEYS	54,741
FREMONT	PRU	2007	504,666	90.4	BED BATH & BEYOND	39,830	MARSHALLS	30,028	SAFEWAY	48,000
FREMONT (5)	PRU	2006	127,938	100	CVS	24,437	24 HOUR FITNESS	24,145	SAVE MART	22,000
GARDENA	PRU	2006	65,987	100	DAISO JAPAN	19,300			99 RANCH MARKET	40,800
HAYWARD		2016	80,911	91.7	99 CENTS ONLY STORE	29,300	BIG LOTS	23,334	VONS	47,199
HUNTINGTON BEACH	PRU	2006	148,805	96.8	CVS	20,120	CRUNCH FITNESS	16,609	ALBERTSONS (6)	114,732
LA MIRADA		1998	264,513	94	UFC GYMS	45,388	U.S. POSTAL SERVICE	26,577	TARGET	55,342
LA VERNE		2014	226,872	96.6	MARSHALLS	27,764	STAPLES	15,661	SAFEWAY	112,739
LINCOLN		2015	116,409	97.8	CVS	23,077			TARGET (6)	38,950
LIVERMORE	PRU	2006	104,165	80.1	ROSS DRESS FOR LESS	24,000	DOLLAR TREE	12,061	RALPHS/FOOD 4 LESS	34,420
LOS ANGELES		2010	150,665	98.2	DD'S DISCOUNTS	22,224	RITE AID	18,160	SUPERIOR MARKETS	60,890
LOS ANGELES (5)	PRU	2006	151,900	100	ROSS DRESS FOR LESS	29,356	CVS	25,487	RALEYS	39,348
MONTEBELLO	KIR	2000	251,489	99.5	SEARS	105,000	BIG LOTS	46,270	SAFEWAY	51,199
NAPA		2006	349,530	100	TARGET	116,000	HOME DEPOT	100,238	RALEYS	30,000
NORTHBRIDGE		2005	163,941	86.8	DSW SHOE WAREHOUSE	32,400	MONKEY SPORTS	24,053	SUPER KING MARKET	12,881
NOVATO		2009	133,485	96.3	RITE AID	24,769	DOLLAR TREE	15,708	SAFEWAY	45,892
OCEANSIDE	PRU	2006	353,004	98.8	SEARS OUTLET	38,902	ROSS DRESS FOR LESS	30,000		
OCEANSIDE	PRU	2006	93,786	92	LAMPSPLUS	11,000			TRADER JOE'S	12,881
PACIFICA		2014	168,231	94.8	ROSS DRESS FOR LESS	24,246	RITE AID	19,085	SAFEWAY	45,892

MAJOR LEASES

GROCCER

LOCATION	PORTFOLIO	YEAR DEVELOPED OR ACQUIRED	LEASABLE AREA (SQ.FT.)	PERCENT LEASED (1)	TENANT NAME	GLA	TENANT NAME	GLA	TENANT NAME	GLA
PACIFICA	PRU	2006	102,982	96.4	RITE AID	23,064	SAFEWAY	31,781		
POWAY		2005	121,435	97.9	STEIN MART	40,000	HOMEGOODS	26,210		
REDWOOD CITY		2009	45,870	100	ORCHARD SUPPLY HARDWARE	42,509				
ROSEVILLE		2014	188,493	97.4	DICK'S SPORTING GOODS	55,377	ROSS DRESS FOR LESS	27,471	SPROUTS FARMERS MARKET	36,041
ROSEVILLE		2015	81,171	100			SAFEWAY	55,146		
SAN DIEGO	OIV	2007	225,919	100	NORDSTROM	225,919				
SAN DIEGO	KIR	2000	117,410	100	24 HOUR FITNESS	66,851	H MART	38,359		
SAN DIEGO	CPP	2010	412,674	100	PRICE SELF STORAGE	120,962	COSTCO REGIONAL OFFICE	50,000	COSTCO	153,095
SAN DIEGO		2009	35,000	100	CLAIM JUMPER	10,600			COSTCO (6)	133,087
SAN DIEGO	PRU	2006	205,853	98.1	TJ MAXX	31,152	HOMEGOODS	30,619	SPROUTS FARMERS MARKET	19,225
SAN DIEGO		2007	48,169	100			NAMASTE PLAZA SUPERMARKET	10,439		
SAN DIEGO		2015	116,794	99.2			VONS (6)	40,000		
SAN DIEGO		2012	108,741	100			ALBERTSONS	66,284		
SAN JOSE (5)	PRU	2006	147,147	87.3	CITY SPORTS CLUB	35,467	ALTTITUDE TRAMPOLINE PARK	30,000	FOOD MAXX (6)	48,971
SAN LEANDRO	PRU	2006	95,255	97.2	ROSS DRESS FOR LESS	26,706	MICHAELS	19,020		
SAN RAMON	KIR	1999	45,938	100	ULTA	10,500	PETCO	10,000		
SANTA ANA		1998	134,400	100	HOME DEPOT	134,400				
SANTA ROSA		2005	102,478	95.9	ACE HARDWARE	12,100			RALEY'S	60,913
SANTEE		2015	312,698	97.6	24 HOUR FITNESS	36,000	BED BATH & BEYOND	30,000	TARGET (6)	126,587
TEMECULA	KIR	1999	342,000	96.9	KMART	86,479	TRISTONE THEATRES	29,650	FOOD 4 LESS	52,640
TEMECULA	CPP	2010	519,018	98.9	WALMART	221,639	KOHL'S	88,728	SPROUTS FARMERS MARKET	25,647
TORRANCE	KIR	2000	270,749	98.4	BURLINGTON	43,595	UFC GYMS	42,575	TRADER JOE'S	10,004
TRUCKEE		2006	26,553	97.5			SAVE MART (6)	29,572		
TRUCKEE		2015	38,749	100			SAFEWAY (6)	38,794		
TUSTIN	OIV	2018	687,590	97.1	TARGET	134,639	AMC THEATRES	68,159	WHOLE FOODS MARKET	60,550
TUSTIN	PRU	2006	193,415	96.5	RITE AID	19,072	CRUNCH FITNESS	16,520	HAGGEN (4)	41,430
TUSTIN	PRU	2006	137,287	94.4	MICHAELS	22,364	TRADER JOES	14,888	RALPHS	36,400
UPLAND	PRU	2006	273,149	98.3	HOME DEPOT	98,064	HOBBY LOBBY	63,748		
VALENCIA	PRU	2006	143,070	95.9	CVS	25,500			RALPHS	45,579
VISTA	PRU	2006	122,563	96.7	CVS	22,154			ALBERTSONS	46,819
WALNUT CREEK	PRU	2006	114,627	100	CENTURY THEATRES	57,017	COST PLUS WORLD MARKET	19,044		
WESTMINSTER	PRU	2006	209,749	97.1	HOWARD'S APPLIANCES & FLAT SCR	17,962			PAVILIONS	69,445
WHITTIER		2017	681,420	98.2	TARGET	141,900	SEARS	137,985	VONS	51,011
WINDSOR		2014	126,187	99	CVS	19,950			SAFEWAY	52,610
COLORADO										
ARVADA		2013	144,315	84.4	RITE AID	56,674			TARGET (6)	128,000
AURORA (5)		1998	120,783	99.1	ROSS DRESS FOR LESS	30,187	TJ MAXX	28,140		
AURORA		1998	42,977	87.3					KING SOOPERS (6)	56,959
AURORA (5)		1998	141,275	91.1	24 HOUR FITNESS	41,896	COLORADO FABRICS	40,421		
DENVER		1998	18,405	100					LOCAYORE	18,405
ENGLEWOOD		1998	80,330	100	HOBBY LOBBY	50,690	DART MANIA	10,000		
FORT COLLINS		2000	115,862	100	KOHL'S	105,862	GUITAR CENTER	10,000	SAM'S CLUB (6)	104,972
GREELEY (5)		2012	130,253	100	BED BATH & BEYOND	27,974	MICHAELS	21,323	SPROUTS FARMERS MARKET	21,236
HIGHLANDS RANCH		2011	208,127	93.7	ACE HARDWARE	33,450	TJ MAXX	30,000		
LAKEWOOD		1998	82,581	98.8					SAFEWAY	49,788
LITTLETON (5)		2011	187,539	94.6	OFFICE DEPOT	25,267	TUESDAY MORNING	19,831	KING SOOPERS	64,532
CONNECTICUT										
BANFORD	KIR	2000	190,738	96.6	KOHL'S	86,830			BIG Y	46,669
DANBURY		2014	136,209	100	MARSHALLS	30,954			WALMART	105,255
ENFIELD	KIR	2000	148,517	95.3	KOHL'S	88,000	BEST BUY	30,048		
FARMINGTON		1998	210,372	100	BURLINGTON	51,240	NORDSTROM RACK	35,834		
HAMDEN (5)		2016	334,813	97.2	WALMART	89,750	BOB'S STORES	49,133	ALDI	19,927

MAJOR LEASES

GROCCER

LOCATION	PORTFOLIO	YEAR DEVELOPED OR ACQUIRED	LEASABLE AREA (SQ.FT.)	PERCENT LEASED (1)	TENANT NAME	GLA	TENANT NAME	GLA	TENANT NAME	GLA
NORTH HAVEN		1998	338,666	100	HOME DEPOT	111,500	DICK'S SPORTING GOODS	48,265	BJ'S WHOLESale CLUB	109,920
WILTON		2012	134,329	86.7	BOW TIE CINEMAS	14,248			STOP & SHOP	46,764
WILMINGTON		2014	165,792	100	BURLINGTON	42,443	RAYMOUR & FLANIGAN FURNITURE	36,000	SHOPRITE	58,236
FLORIDA										
ALTAMONTE SPRINGS		1998	192,128	100	PGA TOUR SUPERSTORE	38,292	DSW SHOE WAREHOUSE	23,990	WHOLE FOODS MARKET	40,000
BOCA RATON (5)		1967								
BOYNTON BEACH	KIR	1999	192,776	98	BEALLS	103,479	ALBERTSONS	51,195		
BRANDON	KIR	2001	143,785	99	BED BATH & BEYOND	40,000	ROSS DRESS FOR LESS	25,106	TARGET (6)	107,648
CAPE CORAL		2015	42,030	100						
CAPE CORAL		2015	125,108	100	ROSS DRESS FOR LESS	32,265	STAPLES	20,347	PUBLIX	44,684
CLEARWATER		2005	212,388	99	HOME DEPOT	100,200	JO-ANN FABRICS	49,865		
CORAL SPRINGS		1994	55,089	100	BIG LOTS	33,517				
CORAL SPRINGS		1997	86,342	94.8	TJ MAXX	29,500	DISCOVERY CLOTHING CO.	15,000		
DANIA BEACH (2)		2016	272,958	94.2	BRANDSMART U.S.A	91,347	HOBBY LOBBY	55,056	LUCKY'S MARKET	30,000
FORT LAUDERDALE		2009	229,034	95.9	REGAL CINEMAS	52,936	LA FITNESS	48,479		
HOLLYWOOD		2016	898,913	96.9	HOME DEPOT	142,280	KMART	114,764	BJ'S WHOLESale CLUB	120,251
HOMESTEAD	OIV	1972	205,614	100	MARSHALLS	29,575	OFFICEMAX	23,500	PUBLIX (6)	56,077
HOMESTEAD		1972	3,600	100					WALMART (6)	203,000
JACKSONVILLE		2017	102,979	70.7	HAVERTY'S	44,916	CHUCK E CHEESE	14,500		
JACKSONVILLE		2010	256,980	99.3	STEIN MART	36,000	SEARS OUTLET	28,020		
KEY LARGO	KIR	2000	207,365	95	KMART	108,842	PUBLIX	48,555	PUBLIX	48,555
LAKELAND		2001	241,256	97.8	HOBBY LOBBY	53,271	STEIN MART	39,500		
LARGO		1968	131,067	93.7	OLD TIME POTTERY	58,374	YOUFIT HEALTH CLUBS	25,121	ALDI	20,800
LARGO		1992	221,462	81.8	LA FITNESS	33,490	ROSS DRESS FOR LESS	24,895	PUBLIX	42,112
LAUDERHILL		1974	181,576	70.2	STAPLES	23,500	PARTY CITY	12,700	PRESIDENTE SUPERMARKET	22,772
LAUDERHILL		1974	181,576	70.2	STAPLES	23,500	PARTY CITY	12,700	WINN DIXIE	38,400
MARATHON		2013	106,398	89.5	KMART	52,571			FRESCO Y MAS	55,944
MELBOURNE		1968	168,737	83.4	RADIAL	69,900	WALGREENS	15,525	FRESCO Y MAS (6)	55,944
MIAMI	OIV	2003	87,305	100	ORCHARD SUPPLY HARDWARE	29,111			MILAN'S MARKET	10,947
MIAMI	OIV	2016	1,615	100					FRESCO Y MAS (6)	46,810
MIAMI	OIV	1968	107,000	100	HOME DEPOT	94,207			PUBLIX	44,271
MIAMI	OIV	1965	64,550	98.6	YOUFIT HEALTH CLUBS	30,000			PUBLIX	45,600
MIAMI		1986	87,069	100	WALGREENS	14,468			WINN DIXIE	34,890
MIAMI		2009	293,001	99.6	KMART	114,000	HOBBY LOBBY	40,000		
MIAMI		2015	63,563	100						
MIAMI		2015	60,280	98.3						
MIAMI		2007	355,134	97.6	BUY BUY BABY	29,953	YOUFIT HEALTH CLUBS	24,840		
MIAMI		2011	112,423	100	LITTLE VILLAGE LEARNING CENTER	10,000				
MIAMI		2013	61,837	100					WINN DIXIE	61,837
MIAMI		1995	64,007	100	PETCO	22,418	PARTY CITY	15,611		
NORTH MIAMI BEACH		1985	108,795	100	WALGREENS	15,930			PUBLIX	51,420
ORLANDO	KIR	2000	184,362	100	FITNESS CF	56,000	PGA TOUR SUPERSTORE	50,239		
ORLANDO		2008	179,074	92.4	24 HOUR FITNESS	49,875	TJ MAXX	26,843	TARGET (6)	184,782
ORLANDO		2009	156,052	100	MARSHALLS	30,027	HOMEGOODS	24,991	TARGET (6)	187,166
ORLANDO		2011	86,321	100					FRESH MARKET	18,400
OVIEDO		2015	78,093	98.2					PUBLIX	44,270
PENSACOLA		2011	101,377	98.6					PUBLIX	61,389
PLANTATION		2017	60,414	100					LUCKY'S MARKET	41,440
POMPANO BEACH		2012	77,352	100	HOMEGOODS	20,280	ULTA	11,224	WHOLE FOODS MARKET	40,100
SAINTE PETERSBURG		1968	118,574	78.9	OLLIE'S BARGAIN OUTLET	45,871	YOUFIT HEALTH CLUBS	22,000		
SARASOTA		2008	100,237	90	TJ MAXX	29,825	OFFICEMAX	23,800		
TALLAHASSEE		1998	190,811	99.3	STEIN MART	31,920	HOMEGOODS	24,471	THE FRESH MARKET	22,300
TAMPA	KIR	2001	340,000	92.4	BEST BUY	46,121	JO-ANN FABRICS	45,965		

MAJOR LEASES

GROCCER

LOCATION	PORTFOLIO	YEAR DEVELOPED OR ACQUIRED	LEASABLE AREA (SQ.FT.)	PERCENT LEASED (1)	TENANT NAME	GLA	TENANT NAME	GLA	TENANT NAME	GLA
TAMPA		1997	206,564	100	AMERICAN SIGNATURE	49,106	ROSS DRESS FOR LESS	26,250	SPROUTS FARMERS MARKET	27,000
TAMPA		2004	197,181	99.4	LOWE'S HOME CENTER	167,000				
WEST PALM BEACH (5)		2009	23,350	100	FLORIDA SCHOOL FOR DANCE EDUCA	23,350				
WEST PALM BEACH		2014	66,440	92.7					PUBLIX	28,800
WEST PALM BEACH		1997	3,787	100					PUBLIX (6)	28,800
GEORGIA										
ALPHARETTA		2008	130,390	98.8					KROGER	62,000
ATLANTA (5)		2008	156,308	99.2	PLANET FITNESS	19,838	MR. CUE'S BILLIARDS & BURGERS	14,870	KROGER	56,647
ATLANTA		2016	175,835	100	ONELIFE ATLANTA FITNESS	53,851	MARSHALLS	36,598		
AUGUSTA	KIR	2001	539,930	90.7	HOBBY LOBBY	65,864	BURLINGTON	44,118	TARGET (6)	123,000
DULUTH		2015	78,025	100					WALGREENS	70,125
LAWRENCEVILLE		2013	285,656	100	HOBBY LOBBY	67,400	AMC THEATRES	65,442	WALGREENS	116,400
PEACHTREE CITY		2014	266,045	97.4	KMART	86,479			KROGER	108,127
SAVANNAH		1993	186,514	99.4	BED BATH & BEYOND	35,005	TJ MAXX	33,067		
SAVANNAH		2008	197,605	80.2	ROSS DRESS FOR LESS	30,187	COST PLUS WORLD MARKET	21,000		
SNELLVILLE	KIR	2001	311,093	96.8	KOHL'S	86,584	BELK	58,416		
IOWA										
CLIVE		1996	90,000	100	KMART	90,000				
DUBUQUE		1997	82,979	100	SHOPKO	82,979				
ILLINOIS										
BATAVIA	KIR	2002	274,282	88.4	KOHL'S	86,584	HOBBY LOBBY	51,214	ALDI	17,330
CHAMPAIGN	KIR	2001	111,720	100	BEST BUY	45,350	ROSS DRESS FOR LESS	30,247		
CHICAGO		1997	129,127	94.9	BURLINGTON	75,623	RAINBOW SHOPS	13,770	JEWEL/OSCO (6)	67,648
DOWNERS GROVE		1999	8,041	100					SHOP N SAVE (6)	42,610
GLENVIEW		2017	141,721	95.1					JEWEL/OSCO	59,171
MOUNT PROSPECT		1997	192,547	70.6	KOHL'S	101,097	TRUE VALUE	27,619		
OAKBROOK TERRACE		2001	176,164	100	HOME DEPOT	121,903	BIG LOTS	30,000		
SKOKIE		1997	58,455	100	MARSHALLS	30,406	OLD NAVY	28,049	JEWEL/OSCO (6)	70,630
VERNON HILLS		2012	192,624	99	DICK'S SPORTING GOODS	54,997	PETSMART	27,518		
INDIANA										
GREENWOOD (5)		1970	186,365	100	BIG LOTS	47,000	MARSHALLS/HOMEGOODS	42,000	FRESH THYME FARMERS MARKET	29,979
INDIANAPOLIS	OJV	1964	165,255	78.1	CVS	12,800	DOLLAR GENERAL	10,686	KROGER	63,468
MASSACHUSETTS										
ABINGTON		2014	102,000	100	LOWE'S HOME CENTER	102,000				
BRIGHTON		2014	27,550	100					WHOLE FOODS MARKET	20,350
CAMBRIDGE		2014	62,555	100	MICRO CENTER	41,724			TRADER JOE'S	11,065
CHATHAM		2014	24,432	100	OCEAN STATE JOB LOT	24,432				
DORCHESTER		2014	84,470	0						
EVERETT		2014	41,278	100	WALGREENS	14,707				
FALMOUTH		2014	85,544	92.7	STAPLES	24,652	PLANET FITNESS	12,368		
FRAMINGHAM		2014	26,482	100					AJ SEABRA SUPERMARKET	9,615
HYANNIS		2014	231,546	98.8	HOBBY LOBBY	46,932	HOMEGOODS	24,904	SHAW'S SUPERMARKET	54,712
MEDFORD		2014	56,215	100	A.C. MOORE	22,478			ALDI	21,952
PITTSFIELD		2014	72,014	92.3					STOP & SHOP	61,935
QUINCY		2014	80,510	100	MING SEAFOOD RESTAURANT CORP.	14,247			BIG Y	55,087
QUINCY		2014	24,469	100	WALGREENS	12,607				
REVERE		2014	15,272	100	WALGREENS	15,272				
SALEM		2014	48,587	95.8	STAPLES	17,001				
SPRINGFIELD		2014	19,287	100	CVS	19,287				
SWAMPSCOTT		2014	63,975	100	CVS	11,060	PETCO	10,250		
WAKEFIELD		2014	15,984	100	MG FITNESS	15,984				
WALTHAM		2014	24,284	100	PETCO	13,650				

MAJOR LEASES

GROCCER

LOCATION	PORTFOLIO	YEAR DEVELOPED OR ACQUIRED	LEASABLE AREA (SQ.FT.)	PERCENT LEASED (1)	TENANT NAME	GLA	TENANT NAME	GLA	TENANT NAME	GLA
WOBURN		2014	123,878	100	KOHL'S	93,705	PIER 1 IMPORTS	10,680		
WORCESTER		2014	66,281	100	HARBOR FREIGHT TOOLS	18,859	DOLLAR TREE	10,541	99 ASIAN SUPERMARKET	21,521
MARYLAND										
BALTIMORE (5)		2014	124,422	93.2					WEIS MARKETS	67,520
BALTIMORE		2014	114,045	100	RITE AID	11,868	DOLLAR TREE	10,000	SAFEWAY	54,200
BALTIMORE		2015	58,879	88.2	CORT FURNITURE RENTAL	14,856				
BALTIMORE		2014	80,997	97.4					GIANT FOOD	55,108
BALTIMORE		2014	90,903	100					GIANT FOOD	56,892
BALTIMORE		2013	90,830	98.7					GIANT FOOD	43,136
BEL AIR		2014	130,193	95.5	CVS	10,125	DOLLAR TREE	10,000	SAFEWAY	55,032
CLARKSVILLE		2014	105,907	98.8					GIANT FOOD	62,943
COLUMBIA		2012	75,000	100	MICHAELS	26,706	PETSMART	25,000	BJ'S WHOLESALE CLUB (6)	109,384
COLUMBIA		2015	298,387	74.9	NORDSTROM RACK	40,750	TI MAXX	30,600	TARGET (6)	130,604
COLUMBIA (5)		2015	91,176	97					GIANT FOOD	57,994
COLUMBIA		2014	98,399	96.5					HARRIS TEETER	56,905
COLUMBIA		2015	91,165	94.6					SAFEWAY	55,164
COLUMBIA		2002	66,050	100	CVS	13,225			DAVID'S NATURAL MARKET	15,079
DISTRICT HEIGHTS										
EASTON		2015	90,929	95.5					GIANT FOOD	64,333
EASTON		2014	113,330	91.7	DOLLAR TREE	10,000			GIANT FOOD	64,885
ELICOTT CITY (5)		2015	82,456	98.5					GIANT FOOD	55,000
ELICOTT CITY		2014	139,898	96.6	PETCO	12,400			SAFEWAY	50,093
ELICOTT CITY	PRU	2007	433,467	100	TARGET	146,773	KOHL'S	106,889	SAFEWAY	55,164
FREDERICK (5)		2003	107,988	97.2					GIANT FOOD	56,166
GAITHERSBURG		1999	88,277	96.6	FLOOR & DECOR	60,102	MATTRESS & FURNITURE MART	10,026		
GAITHERSBURG (5)		2016	225,908	88.1	CINEPOLIS	34,052	MICHAELS	23,296	WHOLE FOODS MARKET	35,868
HUNT VALLEY		2008	94,653	93.8					GIANT FOOD	55,330
LAUREL (5)		1964	157,474	100	2ND AVE. VALUE STORES	81,550	PLANET FITNESS	21,000		
OWINGS MILLS (3)		2015	428,607	100	COSTCO	148,000	LOWE'S HOME CENTER	111,238	GIANT FOOD	66,450
PASADENA	OIV	2003	38,766	100	DAVITA	10,496				
PIKESVILLE		2011	105,223	91.2					GIANT FOOD	63,529
TIMONIUM		2014	59,799	89.8	AMERICAN RADIOLOGY	13,573			GIANT FOOD	61,941
TIMONIUM		2003	191,561	92.8	STAPLES	15,000			SAFEWAY	59,180
TOWSON		2014	88,405	100	AAA	11,500	CVS	10,125	WEIS MARKETS	55,452
TOWSON		2012	679,843	100	WALMART	154,828	TARGET	132,608		
MICHIGAN										
FARMINGTON		1993	96,194	100	TUESDAY MORNING	14,610	FITNESS 19	10,250	FRESH THYME FARMERS MARKET	26,086
LIVONIA		1968	19,584	32.7						
WALKER		1993	387,210	100	RUBY-15-WALKER, LLC	156,366	KOHL'S	104,508		
MINNESOTA										
MAPLE GROVE	KIR	2001	449,773	92.8	BEST BUY	45,953	JO-ANN FABRICS	45,940	BYERLY'S	55,043
MAPLE GROVE		2006	481,032	98.6	LOWE'S HOME CENTER	137,933	DICK'S SPORTING GOODS	51,182	COSTCO (6)	139,262
MINNETONKA	KIR	1998	121,066	98.8	HOBBY LOBBY	62,204	TOTAL WINE & MORE	25,775		
MISSOURI										
SAINT CHARLES		1998	84,460	100	KOHL'S	84,460				
SAINT PETERS		1997	176,804	91.4	HOBBY LOBBY	57,028	EDGE FITNESS CLUB	40,418		
NORTH CAROLINA										
CARY	KIR	2001	315,977	100	KOHL'S	86,584	PETSMART	26,040	BJ'S WHOLESALE CLUB	108,532
CARY		2000	581,668	93.9	DICK'S SPORTING GOODS	55,000	BEST BUY	51,259		
CHARLOTTE		1968	241,235	88.6	HOME DEPOT	85,600	BURLINGTON	48,000		
CHARLOTTE		1986	233,939	94.4	ROSS DRESS FOR LESS	32,003	K&G FASHION SUPERSTORE	31,577		
CHARLOTTE		2012	73,174	100					HARRIS TEETER	50,627
CHARLOTTE		2014	114,179	100					HARRIS TEETER	51,486
CORNELIUS		2011	80,600	100					HARRIS TEETER	57,260
DAVIDSON		2012	83,938	92.4					HARRIS TEETER	48,000
DURHAM	KIR	2002	408,065	99.2	BEST BUY	45,000	BUY BUY BABY	31,772	WALMART	149,929
KNIGHTDALE	OIV	2011	323,000	90.3	DICK'S SPORTING GOODS	45,000	ROSS DRESS FOR LESS	30,144	TARGET (6)	124,163
MOORESVILLE		2007	165,798	100	BEST BUY	30,000	BED BATH & BEYOND	28,000		

MAJOR LEASES

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LOCATION	PORTFOLIO	YEAR DEVELOPED OR ACQUIRED	LEASABLE AREA (SQ.FT.)	PERCENT LEASED (1)	TENANT NAME	GLA	TENANT NAME	GLA	TENANT NAME	GLA
MORRISVILLE		2008	169,901	94.2	CARMIKE CINEMAS	60,124	O2 FITNESS CLUBS	36,000	FOOD LION	36,427
RALEIGH		1993	356,075	80.3	GOLF GALAXY	59,719	BED BATH & BEYOND	35,335		
WINSTON-SALEM		2011	136,670	99	OFFICE DEPOT	22,391	O2 FITNESS	21,081		
NEW HAMPSHIRE		1969	132,590	100	DOLLAR TREE	14,849			HARRIS TEETER	60,279
NASHUA		2014	219,445	99.5	TJ MAXX	25,219	MICHAELS	24,300	TRADER JOE'S	13,800
SALEM		1994	350,451	100	KOHL'S	91,282	BOB'S DISCOUNT FURNITURE	51,507		
NEW JERSEY										
BRIDGEWATER	KIR	2001	244,217	100	BED BATH & BEYOND	40,415	MARSHALLS	39,562	TRADER JOE'S	12,820
CHERRY HILL		1985	124,750	100	HUNG VUONG FOOD MARKET - SS	34,427	RETRO FITNESS	10,366	HUNG VUONG SUPERMARKET	62,532
CHERRY HILL		1996	129,809	93.5	KOHL'S	96,629	PLANET FITNESS	22,320		
CHERRY HILL		2014	216,219	100	KOHL'S	86,770	HOBBY LOBBY	44,675	TARGET (6)	130,915
CHERRY HILL		2011	381,409	93.3	BURLINGTON	70,500	GABE'S	39,610	SHOPRITE	71,676
CLARK		2013	85,000	100					SHOPRITE	85,000
CLARK		2013	52,812	100					BRIXMORE	52,812
CLARK		2013	41,537	100	24 HOUR FITNESS	28,000	WALGREENS	13,537		
EAST WINDSOR		2008	248,727	100	TARGET	126,200	KOHL'S	30,257	PATEL BROTHERS	22,310
EDGEWATER	PRU	2007	423,316	99.3	TARGET	113,156	TJ MAXX	35,000	ACME	63,966
HILLSDALE		2014	60,432	100	WALGREENS	16,332			KING'S SUPER MARKET	30,811
HOLMDEL		2007	299,723	98.2	HOBBY LOBBY	56,021	MARSHALLS	48,833		
HOLMDEL		2007	234,557	100	BEST BUY	30,109	MICHAELS	25,482	BEST MARKET	37,500
MILLBURN		2014	89,321	100	WALGREENS (4)	17,139	PET SUPPLIES PLUS	10,158	KING'S SUPER MARKET	40,024
MOORESTOWN		2009	201,351	100	LOWE'S HOME CENTER	135,198	SKYZONE	42,173		
NORTH BRUNSWICK		1994	429,379	100	BURLINGTON	64,676	MARSHALLS	52,440	WALMART	181,957
PISCATAWAY		1998	97,348	96.2					SHOPRITE	54,100
RIDGEWOOD		1994	24,280	100	BEST BUY	30,225			WHOLE FOODS MARKET	24,280
UNION		2007	98,193	100	FLOOR & DECOR	89,933	LIFE STORAGE LP	85,063	WHOLE FOODS MARKET	60,000
WAYNE		2009	347,803	100	A.C. MOORE	14,800	TUESDAY MORNING	13,271	TARGET	48,142
WESTMONT		1994	173,259	87.6						
NEVADA										
RENO		2006	119,377	100	SIERRA TRADING POST	31,000	PIER 1 IMPORTS	10,542	WHOLE FOODS MARKET	51,758
RENO		2015	152,601	100	BED BATH & BEYOND	35,185	NORDSTROM RACK	31,000	WILD OATS MARKET (4)	28,788
RENO		2015	104,319	100					RALEYS	65,519
RENO		2015	118,012	100	SHELL OIL	10,000			RALEYS	61,570
SPARKS		2007	120,045	97.1	CVS	18,990			SAFEWAY	56,061
SPARKS		2015	113,759	93.5					RALEYS	63,476
NEW YORK										
AMHERST	OIV	2009	101,066	100					TOPS SUPERMARKET	101,066
BAYSHORE		2006	176,831	100	BEST BUY	45,499	BIG LOTS	43,123	ALDI	18,635
BELLMORE		2004	15,445	100	PETSMART	12,052				
BRIDGEHAMPTON		2009	287,507	99.3	KMART	89,935	TJ MAXX	33,800	KING KULLEN	61,892
BRONX	OIV	2013	224,959	100	NATIONAL AMUSEMENTS	58,860	BLINK FITNESS	18,119	FOOD BAZAAR	51,680
BROOKLYN	KIR	2000	80,708	100	HOME DEPOT	58,200	WALGREENS	11,050		
BROOKLYN		2003	10,000	100	RITE AID	10,000				
BROOKLYN		2004	29,671	100	CENTER FOR ALLIED HEALTH EDUC'A	19,371	DUANE READE	10,300		
BROOKLYN		2004	40,373	100	DUANE READE	15,638	PARTY CITY	13,424	KEY FOOD	7,200
BROOKLYN HEIGHTS		2012	7,200	100						
BUFFALO	OIV	2009	141,466	100	PETSMART	20,165	CITI TRENDS	11,186	TOPS SUPERMARKET	84,000
CENTEREACH	OIV	1993	387,075	96.4	BIG LOTS	33,600	PLANET FITNESS	23,118	WALMART	151,067
COMMACK (5)		1998	235,154	100	HOBBY LOBBY	42,970	BURLINGTON	40,471	WHOLE FOODS MARKET	45,000
COMMACK		2007	24,617	100	DEALS	14,137				
COPIAGUE	KIR	1998	135,436	100	HOME DEPOT	112,000			TARGET (6)	130,417
EAST NORTHPORT		2012	3,827	100						
ELMONT		2004	27,078	86.2	TJ MAXX	21,178				
ELMSFORD		2013	143,288	100	ELMSFORD 119	84,450	AUTONATION	58,838		
FARMINGDALE		2015	434,353	94.9	HOME DEPOT	116,790	SUNRISE CREDIT SERVICES	34,821	STEW LEONARD'S	60,000

MAJOR LEASES

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FLUSHING		2007	22,416	100			FRUIT VALLEY PRODUCE			17,300
FRANKLIN SQUARE		2004	17,789	100	PETCO	11,857				
FREEMONT	KIR	2000	173,002	100	VORNADO REALTY TRUST	37,328	MARSHALLS	27,540	TARGET	46,753
GLEN COVE	KIR	2000	49,212	100	STAPLES	24,880	PETSMART	13,482		
HAMPTON BAYS		1989	70,990	100	MACY'S	50,000	PETCO	11,890		
HARRIMAN		2015	228,008	95.7	KOHL'S	86,584	MICHAELS	24,008		
HICKSVILLE		2004	35,736	100	PETCO	12,919	DOLLAR TREE	10,481		
HUNTINGTON STATION		2011	52,973	100	RITE AID	11,010			BEST MARKET	30,700
JERICHO		2007	171,180	100	MARSHALLS	33,600	MILLERIDGE	20,466	WHOLE FOODS MARKET	38,304
KEW GARDENS HILLS		2012	10,790	100						
LATHAM	KIR	1999	620,575	88.4	SAM'S CLUB	134,900	DICK'S SPORTING GOODS	116,097	HANNAFORD	63,664
LITTLE NECK		2003	48,275	100						
LONG ISLAND CITY		2012	6,065	100					KEY FOOD	5,621
MANHASSET		1999	155,321	100	MARSHALLS	40,114	NORDSTROM RACK	34,257	KING KULLEN	37,570
MASPETH		2004	22,500	100	DUANE READE (4)	22,500				
MERRICK	KIR	2000	108,296	98.5	HOMEGOODS	24,836	MANDEE	15,038	BEST MARKET	44,478
MINEOLA		2007	26,747	100					NORTHSHORE FARMS	10,000
MUNSEY PARK	KIR	2000	72,748	100	BED BATH & BEYOND	41,393			WHOLE FOODS MARKET	20,000
NESCONSET NORTH		2009	55,968	100	PETSMART	28,916	BOBS DISCOUNT FURNITURE	27,052	COSTCO (6)	122,475
MASSAPEQUA		2004	29,599	100	EASY DAY	13,965				
PLAINVIEW		1969	88,222	100					FAIRWAY STORES	55,162
SELDEN		2014	236,130	95.3	HOME DEPOT	102,220	RITE AID	14,673	TARGET	52,250
STATEN ISLAND	KIR	2000	190,779	95.4	TJ MAXX	34,798	LA FITNESS	34,000		
STATEN ISLAND		1989	268,362	100	SI FURNITURE INC.	29,216	HOMEGOODS	26,375	TARGET	139,839
STATEN ISLAND		1997	100,977	99.2	LA FITNESS	33,180				
STATEN ISLAND (5)		2006	70,492	100	CVS	13,044	MANDEE	11,146	SHOPRITE	68,107
STATEN ISLAND		2005	47,270	100	STAPLES	47,270				
SYOSSET		1967	32,124	96.3	NEW YORK SPORTS CLUB	16,664				
VALLEY STREAM		2012	27,924	100					KEY FOOD	27,924
WHITE PLAINS (5)		2004	17,649	100	DOLLAR TREE	14,450				
WOODSIDE		2012	7,500	100					CHAMPION FOOD SUPERMARKET	7,500
YONKERS		1995	43,560	100					SHOPRITE	43,560
YONKERS		2005	10,329	100	ADVANCE AUTO PARTS	10,329				
OREGON										
CLACKAMAS	PRU	2007	236,981	97.1	HOBBY LOBBY	45,461	NORDSTROM RACK	27,766	TARGET (6)	125,923
GRESHAM	PRU	2006	263,686	86.9	MADRONA WATUMULL	55,120	ROSS DRESS FOR LESS	26,832		
GRESHAM		2009	208,276	91.1	MARSHALLS	27,500	OFFICE DEPOT	26,706		
GRESHAM		2009	107,583	75.9					WALMART	60,000
HILLSBORO	PRU	2008	210,941	92.8	RITE AID	27,465	DSW SHOE WAREHOUSE	19,949	NEIGHBORHOOD MARKET	
MILWAUKIE	PRU	2007	185,760	92.2	RITE AID	31,472	JO-ANN FABRICS	13,775	SAFEWAY	53,000
PORTLAND		2017	744,241	87.6	HOME DEPOT	106,500	BURLINGTON	70,501	HAGGEN (4)	42,630
PENNSYLVANIA										
ARDMORE		2007	314,158	91.6	LIFE TIME FITNESS	78,363	WEST ELM	10,543	TRADER JOE'S	12,548
BLUE BELL		1996	120,211	100	KOHL'S	93,444	HOMEGOODS	26,767	MCCAFFREY'S FOOD MARKETS (6)	88,842
CHAMBERSBURG		2008	131,623	93.6	WINE & SPIRITS SHOPPE	11,309			GIANT FOOD	67,521
DEVON		2012	68,935	100	WINE & SPIRITS SHOPPE	10,394			WHOLE FOODS MARKET	33,504
EAGLEVILLE		2008	59,536	100	OLLIE'S BARGAIN OUTLET	37,373	DOLLAR TREE	10,263		
EAST NORRITON		1984	131,794	98.5	RETRO FITNESS	18,025	JO-ANN FABRICS	12,250	SHOPRITE	66,506
EAST STRODSBURG (5)		1973	66,618	68.9	HOMEGOODS	22,500			GIANT FOOD	66,479
EXTON		1996	145,869	100	KOHL'S	85,184	HOBBY LOBBY	60,685		
HARRISBURG		1972	192,078	94	AMERICAN SIGNATURE	48,884	TOUCH OF COLOR FLOORING	31,167	GIANT FOOD	72,251
HAVERTOWN		1996	80,938	100	KOHL'S	80,938				

MAJOR LEASES

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HORSHAM		2015	71,737	100					GIANT FOOD	48,820
MONROEVILLE		2015	143,200	93	PETSMART	29,650	BED BATH & BEYOND	25,312		
MONTGOMERYVILLE	KIR	2002	256,951	100	BED BATH & BEYOND	32,037	GABE'S	28,892	GIANT FOOD	67,179
NORRISTOWN		2015	60,160	100	SEARS HARDWARE					
PHILADELPHIA	OJV	1983	180,597	100	BURLINGTON	60,160	RAYMOUR & FLANIGAN FURNITURE	33,000		
PHILADELPHIA (5)	OJV	1995	332,812	98.4	TARGET	137,000	PEP BOYS	20,800	ACME	66,703
PHILADELPHIA		1996	82,345	100	KOHL'S (4)	82,345				
PHILADELPHIA	OJV	2006	293,134	19.1	HOLY REDEEMER PHYSICIAN	11,205			ACME (6)	66,703
PHILADELPHIA		2017	95,441	100	TARGET	36,215	PETSMART	15,360	SPROUTS FARMERS MARKET	32,000
PITTSBURGH		2010	153,493	86.7	THE TILE SHOP	16,059			WHOLE FOODS MARKET	38,613
PITTSBURGH		2016	166,195	100	TJ MAXX	30,000	STAPLES	23,884	FRESH THYME FARMERS MARKET	31,296
RICHBORO		1986	111,982	100					ACME	55,537
SCOTT TOWNSHIP		1999	69,288	100	WALMART	69,288			SHOP N SAVE (6)	48,000
SHREWSBURY		2014	94,706	96.6					GIANT FOOD	58,785
SPRINGFIELD		1983	171,277	93.8	STAPLES	26,535	EMPIRE BEAUTY SCHOOL	11,472	GIANT FOOD	66,825
WHITEHALL		1996	84,524	100	KOHL'S	84,524				
WYNNWOOD		2014	55,911	100					WHOLE FOODS MARKET	45,453
YORK		1986	35,500	14.1						
PUERTO RICO										
BAYAMON		2006	186,421	95	PLANET FITNESS	18,100	CHUCK E CHEESE	13,600	AMIGO SUPERMARKET	35,588
CAGUAS		2006	599,509	95.4	COSTCO	134,881	JCPENNEY	98,348	SAM'S CLUB	138,622
CAROLINA		2006	570,621	96.3	KMART	118,242	HOME DEPOT	109,800	ECONO RIAL	56,372
MANATI		2006	69,640	86.6	PLANET FITNESS	20,350	FARMACIA SAVIA	11,525		
MAYAGUEZ		2006	354,830	98.1	HOME DEPOT	109,800	CARIBBEAN CINEMA	45,126	SAM'S CLUB	100,408
PONCE		2006	191,680	98.2	2000 CINEMA CORP.	60,000	PETSMART	13,279	SUPERMERCADOS MAXIMO	35,651
TRUJILLO ALTO		2006	198,815	99.3	KMART	80,100	FARMACIA SAVIA	11,895	PUEBLO SUPERMARKET	26,869
SOUTH CAROLINA										
CHARLESTON		1978	189,554	100	STEIN MART	37,000	PETCO	15,314	HARRIS TEETER	52,334
CHARLESTON (5)		1995	180,845	100	BARNES & NOBLE	25,389	TJ MAXX	25,240	HARRIS TEETER	53,000
GREENVILLE		2010	118,452	100	ACADEMY SPORTS & OUTDOORS	89,510			TRADER JOE'S	12,836
GREENVILLE		2012	51,672	90.1					THE FRESH MARKET	20,550
TENNESSEE										
MADISON		1978	175,593	96.6	OLD TIME POTTERY	99,400			WALMART NEIGHBORHOOD MARKET	39,687
TEXAS										
AMARILLO	KIR	1997	486,522	99.4	HOME DEPOT	109,800	KOHL'S	94,680		
AUSTIN	OJV	2011	88,829	95.2	BARNES & NOBLE	24,685	PETCO	12,350		
AUSTIN	OJV	2011	131,039	99.1	GATTI LAND EATER-TAINMENT	31,094	24 HOUR FITNESS	29,678		
AUSTIN	OJV	2011	207,614	100	ACADEMY SPORTS & OUTDOORS	61,452	PACIFIC RESOURCES ASSOCIATES	46,690		
AUSTIN	KIR	1998	191,760	64.4	BED BATH & BEYOND	44,846	COST PLUS WORLD MARKET	19,089	HEB GROCERY	64,310
AUSTIN		1998	145,337	87.9	PETCO	13,108				
AUSTIN	PRU	2007	213,352	96.3	BED BATH & BEYOND	42,098	BUY BUY BABY	28,730		
BROWNSVILLE		2005	238,683	97.8	BURLINGTON	80,274	TJ MAXX	28,460		
BURLESON		2011	367,552	98.7	KOHL'S	86,584	ROSS DRESS FOR LESS	30,187	ALBERTSONS (6)	54,340
CONROE		2015	289,322	100	ASHLEY FURNITURE HOMESTORE	48,000	TJ MAXX	32,000		
DALLAS	KIR	1998	83,868	100	ROSS DRESS FOR LESS	28,160	OFFICEMAX	23,500	TARGET (6)	130,715
DALLAS	PRU	2007	171,143	91.9	CVS	16,799	ULTA	10,800	VITAMIN COTTAGE NATURAL FOOD	11,110
FORT WORTH		2015	286,737	97.2	MARSHALLS	38,032	ROSS DRESS FOR LESS	30,079	TARGET (6)	173,890

MAJOR LEASES

GROCCER

LOCATION	PORTFOLIO	YEAR DEVELOPED OR ACQUIRED	LEASABLE AREA (SQ.FT.)	PERCENT LEASED (1)	TENANT NAME	GLA	TENANT NAME	GLA	TENANT NAME	GLA	TENANT NAME	GLA
FRISCO		2006	240,647	98.5	HOBBY LOBBY	81,392	HEMISPHERES	50,000	SPROUTS FARMERS MARKET	26,043		
GRAND PRAIRIE		2006	243,900	93.4	24 HOUR FITNESS	30,000	ROSS DRESS FOR LESS	29,931	TARGET (6)	173,890		
HOUSTON		2005	279,210	100	TJ MAXX	32,000	ROSS DRESS FOR LESS	30,187	TARGET (6)	125,400		
HOUSTON		2015	144,055	100	BEST BUY	35,317	HOMEGOODS	31,620				
HOUSTON		2015	350,836	89.4	MARSHALLS	30,382	BED BATH & BEYOND	26,535	FOOD TOWN (6)	57,539		
HOUSTON		2013	149,065	94.1	ROSS DRESS FOR LESS	30,176	OLD NAVY	19,222				
HOUSTON		2015	165,268	97.8	ROSS DRESS FOR LESS	26,000	TOTAL WINE & MORE	23,608	SPROUTS FARMERS MARKET	29,582		
HUMBLE		2013	316,574	96.8	KOHL'S	88,827	TJ MAXX	50,035	TARGET (6)	180,000		
MESQUITE		1974	79,550	96.2	BEST BUY	36,896	ROSS DRESS FOR LESS	30,187	KROGER	51,000		
PASADENA	KIR	1999	410,071	98.5	HOME DEPOT EXPO (4)	97,798						
PLANO		1996	100,598	100	ACADEMY SPORTS & OUTDOORS	63,182	HOBBY LOBBY	55,000	TARGET (6)	126,844		
SPRING		2014	566,294	95.5								
SUGAR LAND		2012	96,623	96.3	HOBBY LOBBY	100,086	BEL FURNITURE	58,842	KROGER	64,842		
WEBSTER		2006	363,830	100								
VIRGINIA												
BURKE		2014	124,148	95.3	CVS	12,380	CVS	12,380	SAFEWAY	53,495		
FAIRFAX	KIR	1998	341,727	100	HOME DEPOT	126,290	24 HOUR FITNESS	42,837	COSTCO	139,658		
FAIRFAX	PRU	2007	101,332	100	WALGREENS	40,000	TJ MAXX	27,888				
FAIRFAX		2007	52,946	87.7								
LEESBURG	PRU	2007	318,775	97.8	DICK'S SPORTING GOODS	43,149	BIG LOTS	36,958				
MANASSAS		2015	107,233	100	BURLINGTON	69,960	ELITE FURNITURE AND MATTRESS	10,852				
PENTAGON CITY	CPP	2010	328,957	100	MARSHALLS	42,142	BEST BUY	36,532	COSTCO	171,286		
ROANOKE		2014	304,911	96.5	MICHAELS (4)	40,002	MARSHALLS	35,134	SAM'S CLUB (6)	102,570		
STAFFORD		2016	101,042	100	STAPLES	23,942	PETCO	12,000	GIANT FOOD	61,500		
STAFFORD		2015	331,139	100	TJ MAXX	30,545	ROSS DRESS FOR LESS	30,179	SHOPPERS FOOD	67,995		
STERLING		2008	361,110	86.7	MICHAELS	35,333	HOMESENSE	33,000	TARGET (6)	125,204		
STERLING		2015	808,442	99.6	WALMART	209,613	LOWE'S HOME CENTER	135,197	SAM'S CLUB	135,193		
WOODBIDGE (5)		2017	148,293	96.5	REGENCY FURNITURE	73,882	THE SALVATION ARMY	17,070	ALDI	16,530		
WOODBIDGE	KIR	1998	499,288	100	HOBBY LOBBY	63,971	DICK'S SPORTING GOODS	57,437				
WASHINGTON												
AUBURN		2007	174,470	82.9	LA FITNESS	34,500	OFFICE DEPOT	23,070				
BELLEVUE		2013	503,994	94.3	TARGET	101,495	WALMART	76,207	SAFEWAY	36,992		
BELLINGHAM	PRU	2007	378,621	95	KMART	103,950	GOODWILL INDUSTRIES	35,735	SAFEWAY	67,070		
FEDERAL WAY	KIR	2000	199,642	100	JO-ANN FABRICS	43,506	BARNES & NOBLE	24,987	H MART	55,069		
KENT	PRU	2006	86,909	67.3	ROSS DRESS FOR LESS	27,200			TARGET (6)	115,900		
LAKE STEVENS (5)		2012	173,374	99.4	MICHAELS	22,450	TJ MAXX	21,000	SAFEWAY	61,000		
MILL CREEK		2016	96,671	94.6	PLANET FITNESS	25,333			SPROUTS FARMERS MARKET	29,942		
OLYMPIA	PRU	2006	69,212	100	BARNES & NOBLE	20,779	PETCO	16,459	TRADER JOE'S	12,593		
OLYMPIA		2012	6,243	100					TRADER JOE'S (6)	12,593		
SEATTLE	PRU	2006	86,060	99	BARTELL DRUGS	13,327			SAFEWAY	39,556		
SILVERDALE		2012	170,406	94	JO-ANN FABRICS	29,903	RITE AID	23,470	SAFEWAY	55,003		
SPOKANE (5)		2015	102,419	100	BED BATH & BEYOND	36,692	ROSS DRESS FOR LESS	25,000	TRADER JOE'S	12,052		
TACOMA	PRU	2006	111,611	100	TJ MAXX	25,160	OFFICE DEPOT	22,880	TARGET (6)	124,042		
TUKWILA	KIR	2003	468,857	98.7	DICK'S SPORTING GOODS	53,545	MACY'S FURNITURE	48,670	LAM'S SEAFOOD MARKET	28,136		

TOTAL 438 SHOPPING CENTER PROPERTY INTERESTS (7) 76,584,824

- (1) Percent leased information as of December 31, 2018.
- (2) Denotes ground-up development project. The square footage shown represents completed leasable area, of which approximately 273,000 sf is included in occupancy; Phase II of the property is still under development
- (3) Denotes ground-up development project. The square footage shown represents completed leasable area, of which approximately 103,000 sf is included in occupancy.
- (4) Denotes tenants who are Dark & Paying.
- (5) Denotes projects which exclude GLA of units being held for redevelopment
- (6) Denotes tenants who are Shadow Anchors
- (7) Does not include 289 properties, primarily through the Company's preferred equity investments, other real estate investments and non-retail properties, totaling approximately 4.4 million square feet of GLA.
- CPP Denotes property interest in Canada Pension Plan.
- KIR Denotes property interest in Kimco Income REIT.
- OJV Denotes property interest in Other US Joint Ventures.
- PRU Denotes property interest in Prudential Investment Program.

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Shareholder Information

Counsel

Latham & Watkins LLP
Washington, DC

Auditors

PricewaterhouseCoopers LLP
New York, NY

Registrar and Transfer Agent

EQ Shareowner Services
P.O. Box 64874
St. Paul, MN 55164-0854
1-866-557-8695
Website: www.shareowneronline.com

Stock Listings

NYSE—Symbols
KIM, KIMprI
KIMprJ, KIMprK,
KIMprL, KIMprM



Investor Relations

A copy of the Company's Annual Report to the U.S. Securities and Exchange Commission on Form 10-K may be obtained at no cost to stockholders by writing to:

David F. Bujnicki
Senior Vice President,
Investor Relations & Strategy
Kimco Realty Corporation
3333 New Hyde Park Road
New Hyde Park, NY 11042
1-866-831-4297
E-mail: ir@kimcorealty.com

Annual Meeting of Stockholders

Stockholders of Kimco Realty Corporation are cordially invited to attend the Annual Meeting of Stockholders scheduled to be held at 10:00 am on April 30, 2019, at Grand Hyatt New York
109 E 42nd Street
New York, NY 10017.

Annual Report to Stockholders

Our Annual Report on Form 10-K filed with the Securities and Exchange Commission (SEC) is included in this 2018 Annual Report and forms our annual report to security holders within the meaning of SEC rules.

Dividend Reinvestment and Common Stock Purchase Plan

The Company's Dividend Reinvestment and Common Stock Purchase Plan provides stockholders with an opportunity to conveniently and economically acquire Kimco common stock. Stockholders may have their dividends automatically directed to our transfer agent to purchase common shares without paying any brokerage commissions. Requests for booklets describing the Plan, enrollment forms and any correspondence or questions regarding the Plan should be directed to:

EQ Shareowner Services

P.O. Box 64874
St. Paul, MN 55164-0854
1-866-557-8695

Holders of Record

Holders of record of the Company's common stock, par value \$.01 per share, totaled 2,115 as of March 5, 2019.

Offices

Executive Offices

3333 New Hyde Park Road
New Hyde Park, NY 11042
516-869-9000
www.kimcorealty.com

Regional Offices

Mesa, AZ
480-461-0050

Vista, CA
760-727-1002

Atlanta, GA
704-362-6132

Portland, OR
503-574-3329

Daly City, CA
650-301-3000

Aurora, CO
720-870-1210

Newton, MA
617-933-2820

Ardmore, PA
610-896-7560

Los Angeles, CA
310-284-6000

Hollywood, FL
954-923-8444

Timonium, MD
410-684-2000

Forth Worth, TX
214-720-0559

Tustin, CA
949-252-3880

Orlando, FL
407-302-4400

Charlotte, NC
704-367-0131

Houston, TX
832-242-6913

Tampa, FL
727-536-3287

New York, NY
212-972-7456

Bellevue, WA
425-373-3500

Corporate Directory

Board of Directors

Milton Cooper
Executive Chairman
Kimco Realty Corporation

Philip E. Coviello ^{(1)(v)(2)(3)}
Partner *
Latham & Watkins LLP

Richard G. Dooley ^{(1)(2)(3v)}
Lead Independent Director
Kimco Realty Corporation
Executive Vice President
& Chief Investment Officer *
Massachusetts Mutual Life
Insurance Company

Conor C. Flynn
Chief Executive Officer
Kimco Realty Corporation

Joe Grills ^{(1)(2v)(3)}
Chief Investment Officer *
IBM Retirement Funds

Frank Lourenso ⁽¹⁾⁽²⁾⁽³⁾
Executive Vice President *
JPMorgan Chase & Co.

Colombe M. Nicholas ⁽²⁾⁽³⁾
Consultant *
Financo Global Consulting

Mary Hogan Preusse ⁽¹⁾⁽²⁾⁽³⁾
Managing Director and
Co-Head of Americas
Real Estate *
APG Asset Management US Inc.

Valerie Richardson ⁽¹⁾⁽²⁾⁽³⁾
Vice President
Real Estate
The Container Store, Inc.

Richard B. Saltzman ⁽²⁾⁽³⁾
Former Chief Executive Officer
& President
Colony Capital, Inc.

* Retired
(1) Audit Committee
(2) Executive Compensation
Committee
(3) Nominating and Corporate
Governance Committee
(v) Chairman

Executive and Senior Management

Milton Cooper
Executive Chairman

Conor C. Flynn
Chief Executive Officer

Ross Cooper
President &
Chief Investment Officer

Glenn G. Cohen
Executive Vice President,
Chief Financial Officer & Treasurer

David Jamieson
Executive Vice President &
Chief Operating Officer

Bruce Rubenstein
Executive Vice President,
General Counsel & Secretary

Raymond Edwards
Executive Vice President
Retailer Services

James J. Bruin
Senior Vice President
Portfolio and Risk Management

David F. Bujnicki
Senior Vice President
Investor Relations & Strategy

Geoffrey Glazer
Senior Vice President
National Development

Thomas Taddeo
Senior Vice President &
Chief Information Officer

U.S. Regional Management

Carmen Decker
President
Western Region

Paul D. Puma
President
Southern Region

Wilbur E. Simmons, III
President
Mid-Atlantic Region

Joshua Weinkranz
President
Northern Region

Corporate Management

Barbara E. Briamonte
Vice President
Legal

David Domb
Vice President
Research

Paul Dooley
Vice President
Real Estate Tax & Insurance

Kenneth Fisher
Vice President &
Chief Technology Officer

Chris Freeman
Senior Vice President
Property Management

Scott Gerber
Vice President
Risk

Brett N. Klein
Vice President
Financial Planning & Analysis

Leah Landro
Vice President
Human Resources

Julio Ramon
Vice President
Property Finance

Kathleen Thayer
Vice President
Corporate Accounting

Harvey G. Weinreb
Vice President
Tax

Paul Westbrook
Vice President &
Chief Accounting Officer



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