

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q

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

For the quarterly period ended September 30, 2014

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: 001-36160

Brixmor Property Group Inc.

(Exact Name of Registrant as Specified in Its Charter)

Maryland

45-2433192

(State or Other Jurisdiction of Incorporation or Organization)

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

420 Lexington Avenue, New York, New York 10170
(Address of Principal Executive Offices) (Zip Code)

212-869-3000
(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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

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

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

Large accelerated filer

☐

Accelerated filer

☐

Non-accelerated filer

☒

Smaller reporting company

☐

(Do not check if a smaller reporting company)

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

As of November 1, 2014, the registrant had 245,095,327 shares of common stock outstanding.

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Forward-Looking Statements

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 which reflect our current views with respect to, among other things, our operations and financial performance. You can identify these forward-looking statements by the use of words such as “outlook,” “believes,” “expects,” “potential,” “continues,” “may,” “will,” “should,” “seeks,” “approximately,” “predicts,” “intends,” “plans,” “estimates,” “anticipates” or the negative version of these words or other comparable words. Such forward-looking statements are subject to various risks and uncertainties. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. We believe these factors include but are not limited to those described under the section entitled “Risk Factors” in our Form 10-K for the year ended December 31, 2013, as such factors may be updated from time to time in our periodic filings with the SEC, which are accessible on the SEC’s website at www.sec.gov, including the following:

- adverse global, national and regional economic, market and real estate conditions;
- the competitive environment in which we operate and the ability to renew or re-let space as leases expire;
- financial stability of tenants, including the ability of tenants to pay rent, tenants’ decision to close stores or maintain and renew leases and the effect of bankruptcy laws;
- the illiquidity of real estate property investments;
- increasing or constant expenses at times when income from our properties decreases;
- adverse effects of required payments of debt or related interest;
- our significant leverage;
- inability to obtain financing through the debt and equity markets;
- interest rate risk due to our variable rate indebtedness;
- loss of our investment in a property or group of properties through foreclosure due to default in our mortgage debt obligations;
- covenants in our debt agreements limiting our flexibility in operating our business;
- inability to realize expected returns on current and future redevelopment or real estate property acquisitions;
- inadequate insurance coverage;
- environmental regulations, expenditures and liabilities;
- expenditures in connection with compliance with the Americans with Disabilities Act and fire, safety and other regulations;
- future losses;
- impairment of the value of our real estate assets;
- cybersecurity risks;
- failure to attract and retain key members of senior management;

- competition in pursuing acquisition opportunities;
- Blackstone's (as defined in Note 1) control of us;
- consequences of a loss of our qualification as a real estate investment trust ("REIT");
- incurrence of tax liabilities in connection with our REIT status;
- compliance with REIT requirements (i) causing us to forego otherwise attractive opportunities and limit our expansion opportunities; (ii) forcing us to liquidate or restructure otherwise attractive investments; (iii) limiting our ability to hedge effectively and causing us to incur tax liabilities; (iv) causing us to borrow to make distributions to stockholders; (v) causing us to depend on external sources of capital to fund growth and (vi) restricting our ownership of and relationship with any taxable REIT subsidiaries; and
- adverse legislative or regulatory tax changes.

These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this report and in our other periodic filings. The forward-looking statements speak only as of the date of this report, and we undertake no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

Unless otherwise stated or indicated by context, all references to "we," "us," "our," "ours," "Brixmor" or the "Company" in this Quarterly Report refer to Brixmor Property Group Inc. and its consolidated subsidiaries.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

BRIXMOR PROPERTY GROUP INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited, in thousands, except share information)

	September 30, 2014	December 31, 2013
Assets		
Real estate		
Land	\$ 1,998,837	\$ 2,055,802
Buildings and improvements	8,751,020	8,781,926
	10,749,857	10,837,728
Accumulated depreciation and amortization	(1,452,732)	(1,190,170)
Real estate, net	9,297,125	9,647,558
Investments in and advances to unconsolidated joint ventures	5,216	9,205
Cash and cash equivalents	92,758	113,915
Restricted cash	56,240	75,457
Marketable securities	21,225	22,104
Receivables, net	170,615	178,505
Deferred charges and prepaid expenses, net	118,933	105,522
Other assets	13,298	19,650
Total assets	<u>\$ 9,775,410</u>	<u>\$ 10,171,916</u>
Liabilities		
Debt obligations, net	\$ 5,933,358	\$ 5,981,289
Financing liabilities, net	121,470	175,111
Accounts payable, accrued expenses and other liabilities	677,701	709,529
Total liabilities	<u>6,732,529</u>	<u>6,865,929</u>
Redeemable non-controlling interests	<u>21,467</u>	<u>21,467</u>
Commitments and contingencies	—	—
Equity		
Common stock, \$0.01 par value; authorized 3,000,000,000 shares; 245,095,327 and 229,689,960 shares outstanding	2,451	2,297
Additional paid in capital	2,710,839	2,543,690
Accumulated other comprehensive loss	(3,866)	(6,812)
Distributions and accumulated losses	(275,043)	(196,707)
Total stockholders' equity	<u>2,434,381</u>	<u>2,342,468</u>
Non-controlling interests	<u>587,033</u>	<u>942,052</u>
Total equity	<u>3,021,414</u>	<u>3,284,520</u>
Total liabilities and equity	<u>\$ 9,775,410</u>	<u>\$ 10,171,916</u>

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

BRIXMOR PROPERTY GROUP INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited, in thousands, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Revenues				
Rental income	\$ 240,904	\$ 223,225	\$ 718,240	\$ 654,079
Expense reimbursements	63,518	60,619	197,835	179,534
Other revenues	2,170	2,246	6,290	8,006
Total revenues	306,592	286,090	922,365	841,619
Operating expenses				
Operating costs	28,805	28,036	95,595	85,542
Real estate taxes	44,369	42,015	132,650	124,711
Depreciation and amortization	111,150	108,479	334,084	328,878
Provision for doubtful accounts	2,771	3,071	8,636	7,956
Impairment of real estate assets	—	—	—	1,531
General and administrative	19,624	23,605	59,221	65,386
Total operating expenses	206,719	205,206	630,186	614,004
Other income (expense)				
Dividends and interest	169	206	436	626
Interest expense	(65,545)	(84,601)	(199,464)	(270,845)
Gain on sale of real estate assets and acquisition of joint venture interest	—	1,502	378	2,223
Gain (loss) on extinguishment of debt, net	460	(18,265)	(2,573)	(17,783)
Other	(1,205)	(3,429)	(5,335)	(8,098)
Total other income (expense)	(66,121)	(104,587)	(206,558)	(293,877)
Income (loss) before equity in income of unconsolidated joint ventures	33,752	(23,703)	85,621	(66,262)
Equity in income of unconsolidated joint ventures	112	247	248	1,001
Gain on disposition of investments in unconsolidated joint ventures	—	—	1,820	—
Income (loss) from continuing operations	33,864	(23,456)	87,689	(65,261)
Discontinued operations				
Income (loss) from discontinued operations	—	184	4,787	(892)
Gain on disposition of operating properties	—	—	14,426	2,631
Impairment of real estate held for sale	—	(1,283)	—	(43,323)
Income (loss) from discontinued operations	—	(1,099)	19,213	(41,584)
Net income (loss)	33,864	(24,555)	106,902	(106,845)
Non-controlling interests				
Net (income) loss attributable to non-controlling interests	(6,834)	5,716	(40,998)	25,248
Net income (loss) attributable to common stockholders	\$ 27,030	\$ (18,839)	\$ 65,904	\$ (81,597)
Per common share:				
Income (loss) from continuing operations:				
Basic	\$ 0.11	\$ (0.10)	\$ 0.28	\$ (0.28)
Diluted	\$ 0.11	\$ (0.10)	\$ 0.28	\$ (0.28)
Net income (loss) attributable to common stockholders:				
Basic	\$ 0.11	\$ (0.10)	\$ 0.28	\$ (0.45)
Diluted	\$ 0.11	\$ (0.10)	\$ 0.28	\$ (0.45)
Weighted average number of vested common shares:				
Basic	244,078	180,675	233,781	180,675
Diluted	244,835	180,675	234,920	180,675

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

BRIXMOR PROPERTY GROUP INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Unaudited, in thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Net income (loss)	\$ 33,864	\$ (24,555)	\$ 106,902	\$ (106,845)
Other comprehensive income (loss)				
Unrealized gain (loss) on interest rate hedges	4,517	(7,720)	2,941	(7,720)
Unrealized gain (loss) on marketable securities	(18)	37	5	27
Comprehensive income (loss)	38,363	(32,238)	109,848	(114,538)
Comprehensive (income) loss attributable to non-controlling interests	(6,834)	5,716	(40,998)	25,248
Comprehensive income (loss) attributable to the Company	<u>\$ 31,529</u>	<u>\$ (26,522)</u>	<u>\$ 68,850</u>	<u>\$ (89,290)</u>

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

BRIXMOR PROPERTY GROUP INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(Unaudited, in thousands)

	<u>Common Stock</u>		<u>Additional Paid in Capital</u>	<u>Accumulated Other Comprehensive Loss</u>	<u>Distributions and Accumulated Losses</u>	<u>Non-controlling Interests</u>	<u>Total</u>
	<u>Number</u>	<u>Amount</u>					
Beginning balance, January 1, 2014	229,689	\$ 2,297	\$ 2,543,690	\$ (6,812)	\$ (196,707)	\$ 942,052	\$ 3,284,520
Common stock dividends (\$0.60 per common share)	—	—	—	—	(144,240)	—	(144,240)
Distributions to non-controlling interests	—	—	—	—	—	(38,589)	(38,589)
Redemption of Series A	—	—	6,222	—	—	(201,400)	(195,178)
Equity based compensation expense	—	—	5,404	—	—	1,615	7,019
Acquisition of non-controlling interests	—	—	437	—	—	(1,437)	(1,000)
Change in value of credit swap liability	—	—	—	2,941	—	—	2,941
Unrealized gain on marketable securities	—	—	—	5	—	—	5
Conversion of Operating Partnership units and BPG Subsidiary shares into common stock	15,406	154	155,086	—	—	(155,240)	—
Net income	—	—	—	—	65,904	40,032	105,936
Ending balance, September 30, 2014	<u>245,095</u>	<u>\$ 2,451</u>	<u>\$ 2,710,839</u>	<u>\$ (3,866)</u>	<u>\$ (275,043)</u>	<u>\$ 587,033</u>	<u>\$ 3,021,414</u>

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

BRIXMOR PROPERTY GROUP INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited, in thousands)

	Nine Months Ended September 30,	
	2014	2013
Operating activities:		
Net income (loss)	\$ 106,902	\$ (106,845)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	334,515	338,379
Debt premium and discount amortization	(15,524)	(16,619)
Deferred financing cost amortization	6,708	8,703
Above- and below-market lease intangible amortization	(35,090)	(39,051)
Provisions of impairment	—	44,854
Gain on disposition of operating properties, disposition of investments in unconsolidated joint ventures and acquisition of joint venture interest	(16,624)	(4,854)
Equity based compensation	7,019	3,661
Other	(214)	(1,002)
(Gain) loss on extinguishment of debt, net	(4,245)	17,788
Changes in operating assets and liabilities:		
Restricted cash	11,007	5,244
Receivables	6,513	(21,495)
Deferred charges and prepaid expenses	(29,787)	(25,288)
Other assets	357	(1,820)
Accounts payable, accrued expenses and other liabilities	753	12,988
Net cash provided by operating activities	<u>372,290</u>	<u>214,643</u>
Investing activities:		
Improvements to and investments in real estate assets	(146,499)	(104,627)
Acquisitions of real estate assets	—	(23,792)
Proceeds from sales of real estate assets	2,778	44,866
Distributions from unconsolidated joint ventures	187	455
Contributions to unconsolidated joint ventures	—	(3)
Change in restricted cash attributable to investing activities	7,321	4,238
Purchase of marketable securities	(20,250)	(10,662)
Proceeds from sale of marketable securities	21,414	12,609
Net cash used in investing activities	<u>(135,049)</u>	<u>(76,916)</u>
Financing activities:		
Repayment of debt obligations and financing liabilities	(827,460)	(2,479,830)
Proceeds from debt obligations	—	57,000
Repayment of borrowings under unsecured revolving credit facility	(675,047)	—
Proceeds from borrowings under unsecured credit facility	826,343	2,379,108
Proceeds from unsecured term loan	600,000	—
Deferred financing costs	(2,995)	(21,223)
Distributions to common stockholders	(124,128)	(28,368)
Distributions to non-controlling interests and other	(55,111)	(10,136)
Net cash used in financing activities	<u>(258,398)</u>	<u>(103,449)</u>
Change in cash and cash equivalents	(21,157)	34,278
Cash and cash equivalents at beginning of period	113,915	103,098
Cash and cash equivalents at end of period	<u>\$ 92,758</u>	<u>\$ 137,376</u>
Supplemental non-cash investing and/or financing activities:		
Net carrying value of properties distributed to non-controlling owners	\$ 178,969	\$ —

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

BRIXMOR PROPERTY GROUP INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2014 and 2013

(Unaudited, in thousands, unless otherwise stated)

1. Nature of Business and Financial Statement Presentation

Description of Business

Brixmor Property Group Inc. and its consolidated subsidiaries (the “Company”) were formed for the purpose of owning, operating and managing grocery-anchored community and neighborhood shopping centers throughout the United States.

The Company 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 U.S. generally accepted accounting principles (“GAAP”).

Initial Public Offering and IPO Property Transfers

On November 4, 2013, the Company completed an initial public offering (“IPO”) in which it sold approximately 47.4 million shares of its common stock, at an IPO price of \$20.00 per share. The Company received net proceeds from the sale of shares in the IPO of approximately \$893.9 million after deducting \$54.9 million in underwriting discounts, expenses and transaction costs. Of the total proceeds received, \$824.7 million was used to pay down amounts outstanding under the Company's Unsecured Credit Facility (see Note 5 for additional information).

In connection with the IPO, the Company acquired interests in 43 properties (the “Acquired Properties”) from certain investment funds affiliated with The Blackstone Group L.P. (together with such affiliated funds, “Blackstone”) in exchange for 15.9 million common units of partnership interest (the “OP Units”) in Brixmor Operating Partnership LP (the “Operating Partnership”) having a value equivalent to the value of the Acquired Properties. In connection with the acquisition of the Acquired Properties, the Company repaid \$66.6 million of indebtedness to Blackstone attributable to certain of the Acquired Properties with a portion of the net proceeds of the IPO. During the nine months ended September 30, 2014, the Company repaid the remaining \$7.6 million of indebtedness to Blackstone attributable to certain of the Acquired Properties.

Also in connection with the IPO the Company created a separate series of interest in the Operating Partnership (“Series A”) that allocated to certain funds affiliated with The Blackstone Group L.P. and Centerbridge Partners, L.P. (owners of the Operating Partnership prior to the IPO) (the “pre-IPO owners”) all of the economic consequences of ownership of the Operating Partnership’s interest in 47 properties that the Operating Partnership historically held in its portfolio (the “Non-Core Properties”). During 2013, the Company disposed of 11 of the Non-Core Properties. During the nine months ended September 30, 2014, the Operating Partnership caused its ownership interests in all but one of the remaining 36 Non-Core Properties to be transferred to the pre-IPO owners. The 35 Non-Core Properties distributed to the pre-IPO owners had a carrying value of \$179.0 million and a fair value of \$195.2 million resulting in a gain of \$16.2 million. The one remaining Non-Core Property was transferred to the lender in satisfaction of the property's mortgage balance and, following such transfer, on March 28, 2014, the Series A was terminated. The operating results of the 44 wholly-owned Non-Core Properties, including the gain on disposition, are included in Discontinued operations on the unaudited Condensed Consolidated Statements of Operations. The operating results of the remaining three Non-Core Properties, in which the Company owned a 20% interest, are included in Equity in income of unconsolidated joint ventures within continuing operations, through their distribution date, on the unaudited Condensed Consolidated Statements of Operations.

Basis of Presentation

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with GAAP for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for the fair presentation of the financial position of the Company at September 30, 2014 and the results of operations for the periods presented have been included. The operating results for the period presented are not necessarily indicative of the results that may be expected for a full fiscal year. These financial statements should be read in conjunction with

the financial statements for the year ended December 31, 2013 and accompanying notes included in the Company's current report on Form 8-K filed with the SEC on May 27, 2014.

Certain prior period balances in the accompanying unaudited Condensed Consolidated Statements of Operations have been reclassified to conform to the current period presentation including for the results of discontinued operations.

Principles of Consolidation

The accompanying unaudited Condensed Consolidated Financial Statements include the accounts of Brixmor Property Group Inc., its wholly owned subsidiaries and all other entities in which it has a controlling financial interest. The portions of consolidated entities not owned by the Company are presented as non-controlling interests as of and during the periods presented. All intercompany transactions have been eliminated.

Subsequent Events

In preparing the unaudited Condensed Consolidated Financial Statements, the Company has evaluated events and transactions occurring after September 30, 2014 for recognition or disclosure purposes. Based on this evaluation, there were no subsequent events from September 30, 2014 through the date the financial statements were issued other than those disclosed in Notes 6 and 7.

Income Taxes

The Company has elected to qualify as a REIT in accordance with the Internal Revenue Code (the "Code"). To qualify as a REIT, the Company must meet a number of organizational and operational requirements, including a requirement that it currently distribute at least 90% of its adjusted REIT taxable income to its stockholders. It is management's intention to adhere to these requirements and maintain the Company's REIT status.

As a REIT, 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. If the Company fails to qualify as a REIT in any taxable year, it will be subject to federal taxes at regular corporate rates (including any applicable alternative minimum tax) and may not be able to qualify as a REIT for four subsequent taxable years.

New Accounting Pronouncements

In April 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-08, "Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity." ASU No. 2014-08 amends the definition of discontinued operations by limiting discontinued operations reporting to disposals of components of an entity that represent strategic shifts that have (or will have) a major effect on an entity's operations and financial results. The amendments require expanded disclosures for discontinued operations that would provide users of financial statements with more information about the assets, liabilities, revenues, and expenses of discontinued operations reporting. ASU No. 2014-08 is to be applied prospectively to all disposals (or classifications as held for sale) of components of an entity and all businesses or nonprofit activities that, on acquisition, are classified as held for sale that occur within fiscal years, and interim periods within those years, beginning after December 15, 2014. The adoption of ASU 2014-08 is expected to eliminate discontinued operations reporting for disposals that are routine in nature and do not change the Company's strategy.

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers." ASU No. 2014-09 contains a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. The guidance in ASU No. 2014-09 affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. For public entities, ASU No. 2014-09 is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early application is not permitted. The Company is currently in the process of evaluating the impact the adoption of ASU No. 2014-09 will have on the Condensed Consolidated Financial Statements of the Company.

Any other recently issued accounting standards or pronouncements not disclosed above have been excluded as they either are not relevant to the Company, or they are not expected to have a material effect on the unaudited Condensed Consolidated Financial Statements of the Company.

2. Acquisition of Real Estate

During the three and nine months ended September 30, 2014, the Company did not make any acquisitions of real estate.

During the three and nine months ended September 30, 2013, the Company acquired one building, located adjacent to one of the Company's existing shopping centers, for approximately \$5.1 million and acquired the remaining 70% partnership interest in Arapahoe Crossings, L.P. that was previously owned by an unaffiliated third party for a net purchase price of \$18.7 million. In connection with the acquisition, a gain of \$1.1 million on the step-up of the Company's original 30% interest was recognized. The acquisition of the partnership interest included the assumption of debt obligations of approximately \$41.8 million, which were paid off with the proceeds from the Company's Unsecured Credit Facility (see Note 5 for additional information).

3. Discontinued Operations and Assets Held for Sale

The Company reports as discontinued operations real estate assets that are held for sale as of the end of the current period and real estate assets that were disposed of during the period. The operating results of the real estate properties are included in a separate component of income on the unaudited Condensed Consolidated Statements of Operations under Discontinued operations. This has resulted in certain reclassifications for the three and nine months ended September 30, 2013.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Discontinued operations:				
Revenues	\$ —	\$ 8,762	\$ 267	\$ 28,004
Operating expenses	—	(6,175)	(1,293)	(21,992)
Other income (expense), net	—	(2,403)	5,813	(6,904)
Income (loss) from discontinued operating properties	—	184	4,787	(892)
Gain on disposition of operating properties	—	—	14,426	2,631
Impairment on real estate held for sale	—	(1,283)	—	(43,323)
Income (loss) from discontinued operations	—	(1,099)	19,213	(41,584)
Net (income) loss attributable to non-controlling interests	—	268	(19,199)	10,126
Net income (loss) attributable to common stockholders	\$ —	\$ (831)	\$ 14	\$ (31,458)

Discontinued operations includes the results of 51 shopping centers, including 44 Non-Core Properties, disposed of during the year ended December 31, 2013 and the nine months ended September 30, 2014.

As of September 30, 2014, the Company did not have any properties classified as held for sale. As of December 31, 2013, the Company had one property classified as held for sale and it is presented in Other assets within the unaudited Condensed Consolidated Balance Sheets. The property had a carrying value of approximately \$5.5 million as of December 31, 2013.

During the nine months ended September 30, 2014, one of the Non-Core Properties was transferred to the lender in satisfaction of the property's mortgage balance resulting in a \$6.1 million gain on extinguishment of debt.

During the three months ended September 30, 2013, the Company disposed of three shopping centers for aggregate proceeds of \$12.7 million.

During the nine months ended September 30, 2013, the Company disposed of ten shopping centers for aggregate proceeds of \$40.5 million.

During the three and nine months ended September 30, 2014, the Company did not recognize any provisions for impairment. During the three and nine months ended September 30, 2013, the Company recognized provisions for impairment of \$1.3 million and \$43.3 million, respectively.

For purposes of measuring this provision, fair value was determined based on either of the following: (i) contracts with buyers or purchase offers from potential buyers, adjusted to reflect associated disposition costs; or (ii) internal analysis. The Company believes the inputs utilized were reasonable in the context of applicable market conditions; however, due to the significance of the unobservable inputs to the overall fair value measures, including forecasted revenues and expenses based upon market conditions and expectations for growth, the Company determined that such fair value measurements were classified within Level 3 of the fair value hierarchy.

4. Real Estate

The Company's components of Real estate, net consisted of the following:

	September 30, 2014	December 31, 2013
Land	\$ 1,998,837	\$ 2,055,802
Buildings and improvements:		
Building	7,327,482	7,436,072
Building and tenant improvements	500,712	373,907
Other rental property ⁽¹⁾	922,826	971,947
	10,749,857	10,837,728
Accumulated depreciation and amortization	(1,452,732)	(1,190,170)
Total	\$ 9,297,125	\$ 9,647,558

⁽¹⁾ At September 30, 2014 and December 31, 2013, Other rental property consisted of intangible assets including: (i) \$838.0 million and \$881.9 million, respectively, of in-place lease value, (ii) \$84.8 million and \$90.0 million, respectively, of above-market leases, and (iii) \$526.3 million and \$462.5 million, respectively, of accumulated amortization. These intangible assets are amortized over the term of each related lease.

In addition, at September 30, 2014 and December 31, 2013, the Company had intangible liabilities relating to below-market leases of \$529.6 million and \$541.8 million, respectively, and accumulated amortization of \$190.0 million and \$153.6 million, respectively. These intangible liabilities, which are included in Accounts payable, accrued expenses and other liabilities in the Company's unaudited Condensed Consolidated Balance Sheets, are amortized over the term of each related lease, including any renewal periods, with fixed rentals that are considered to be below market.

Amortization expense associated with the above mentioned intangible assets and liabilities recognized for the three months ended September 30, 2014 and 2013 was \$18.1 million and \$19.5 million, respectively. Amortization expense associated with the above mentioned intangible assets and liabilities recognized for the nine months ended September 30, 2014 and 2013 was \$58.4 million and \$67.6 million, respectively. The estimated net amortization expense associated with the Company's intangible assets and liabilities for the next five years is as follows:

Year ending December 31,	Estimated net amortization expense
2014 (remaining three months)	\$ 15,859
2015	45,828
2016	22,034
2017	9,804
2018	3,655

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 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.

During the three and nine months ended September 30, 2014, the Company did not recognize any provisions for impairment, excluding any provisions for impairment included in Discontinued operations. During the nine months ended September 30, 2013, the Company recognized provisions for impairment of \$1.5 million, excluding provisions for impairment included in Discontinued operations.

For purposes of measuring this provision, fair value was determined based upon contracts with buyers, adjusted to reflect associated disposition costs.

5. Financial Instruments - Derivatives and Hedging

The Company's use of derivative instruments is limited to the utilization of interest rate agreements or other instruments to manage interest rate risk exposures and not for speculative purposes. In certain situations, the Company has entered into derivative financial instruments such as interest rate swap and interest rate cap agreements to manage interest rate risk exposure arising from variable rate debt transactions that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company's objective in using interest rate derivatives is to add stability to interest expense and to manage its exposure to interest rate movements.

Cash Flow Hedges of Interest Rate Risk

Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without changing the underlying notional amount. During the three and nine months ended September 30, 2014, the Company did not enter into any new interest rate swap agreements. During the year ended December 31, 2013, the Company entered into five forward starting interest rate swap agreements with a notional amount of \$1,500.0 million to hedge the variable cash flows associated with third party debt.

A detail of the Company's interest rate derivatives designated as cash flow hedges outstanding as of September 30, 2014 is as follows:

	<u>Number of Instruments</u>	<u>Notional Amount</u>
Interest Rate Swaps	5	\$ 1,500,000

The Company has elected to present its interest rate derivatives on its unaudited Condensed Consolidated Balance Sheets on a gross basis as interest rate swap assets and interest rate swap liabilities. A detail of the Company's fair value of interest rate derivatives on a gross and net basis as of September 30, 2014 and December 31, 2013, respectively, is as follows:

<u>Interest rate swaps classified as:</u>	<u>Fair Value of Derivative Instruments</u>	
	<u>September 30, 2014</u>	<u>December 31, 2013</u>
Gross derivative assets	\$ —	\$ —
Gross derivative liabilities	(3,854)	(6,795)
Net derivative liability	<u>\$ (3,854)</u>	<u>\$ (6,795)</u>

All of the Company's outstanding interest rate swap agreements for the periods presented were designated as cash flow hedges of interest rate risk. The effective portion of changes in the fair value of derivatives designated as, and that qualify as, cash flow hedges is recorded in other comprehensive income ("OCI") and is reclassified into earnings as interest expense in the period that the hedged forecasted transaction affects earnings. The effective portion of the Company's interest rate swaps that was recorded in the accompanying unaudited Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2014 is as follows:

<u>Derivatives in Cash Flow Hedging Relationships (Interest Rate Swaps and Caps)</u>	<u>Three Months Ended September 30, 2014</u>	<u>Nine Months Ended September 30, 2014</u>
Amount of gain (loss) recognized in OCI on derivative	\$ 1,999	\$ (4,531)
Amount of loss reclassified from accumulated OCI into interest expense	\$ (2,518)	\$ (7,472)

The Company estimates that approximately \$8.4 million will be reclassified from accumulated other comprehensive loss as an increase to interest expense over the next twelve months. No gain or loss was recognized related to hedge ineffectiveness or to amounts excluded from effectiveness testing on the Company's cash flow hedges during the nine months ended September 30, 2014 and the year ended December 31, 2013.

Non-Designated (Mark-to Market) Hedges of Interest Rate Risk

The Company does not use derivatives for trading or speculative purposes. Derivatives not designated as hedges are used to manage the Company's exposure to interest rate movements but do not meet the strict hedge accounting requirements. The Company's only non-designated interest rate derivatives held as of September 30, 2014 and December 31, 2013 were interest rate caps. Interest rate caps involve the receipt of variable amounts from a counterparty if interest rates rise above the strike rate on the contract in exchange for an up-front premium. As of September 30, 2014 and December 31, 2013, the fair value of these interest rate caps was nominal, and, during the three and nine months ended September 30, 2014, and 2013, no payments were received from the respective counterparties.

A detail of the Company's non-designated interest rate derivatives outstanding as of September 30, 2014 is as follows:

	Number of Instruments	Notional Amount
Interest Rate Caps	4	\$ 521,105

Credit-risk-related Contingent Features

The Company has agreements with its derivative counterparties that contain a provision whereby if the Company defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Company could also be declared in default on its derivative obligations. If the Company were to breach any of the contractual provisions of the derivative contracts, it would be required to settle its obligations under the agreements at their termination value including accrued interest, or approximately \$4.7 million.

6. Debt Obligations

As of September 30, 2014 and December 31, 2013, the Company had the following indebtedness outstanding:

	Carrying Value as of		Stated Interest Rates	Scheduled Maturity Date
	September 30, 2014	December 31, 2013		
Mortgage and secured loans ⁽¹⁾				
Fixed rate mortgage and secured loans ⁽²⁾	\$ 3,203,987	\$ 3,444,578	4.90% - 8.00%	2015 – 2021
Variable rate mortgage and secured loans	—	483,604	N/A	N/A
Total mortgage and secured loans	3,203,987	3,928,182		
Net unamortized premium	73,333	93,077		
Total mortgage and secured loans, net	\$ 3,277,320	\$ 4,021,259		
Notes payables				
Unsecured notes ⁽³⁾⁽⁴⁾	\$ 293,657	\$ 353,617	5.25% - 7.97%	2015 - 2029
Net unamortized discount	(9,094)	(13,766)		
Total notes payable, net	\$ 284,563	\$ 339,851		
Unsecured Credit Facility ⁽⁵⁾	\$ 1,771,475	\$ 1,620,179	1.69%	2017 – 2018
Unsecured Term Loan	600,000	—	1.59%	2019
Total debt obligations, net	\$ 5,933,358	\$ 5,981,289		

(1) The Company's mortgages and secured loans are collateralized by certain properties and the equity interests of certain subsidiaries. These properties had a carrying value as of September 30, 2014 of approximately \$4.1 billion.

(2) The weighted average interest rate on the Company's fixed rate mortgage and secured loans was 5.95% as of September 30, 2014.

(3) The weighted average interest rate on the Company's unsecured notes was 5.75% as of September 30, 2014.

(4) The Company had a one-time put repurchase right to certain unsecured notes that required the Company to offer to repurchase the notes if tendered by holders (but did not require the holders to tender) for an amount equal to the principal amount plus accrued and unpaid interest on January 15, 2014. In January 2014, \$57.7 million of these notes was tendered to, and repurchased by the Company. The Company also repaid an additional \$2.2 million of the notes in separate transactions during the nine months ended September 30, 2014.

(5) The Unsecured Credit Facility consists of a \$1.25 billion revolving credit facility and a \$1.5 billion term loan facility. The Company has in place five forward starting interest rate swap agreements that convert the floating interest rate on the \$1.5 billion term loan facility to a fixed, combined interest rate of 0.844% plus an interest spread of 150 basis points.

2014 Debt Transactions

On March 18, 2014, the Operating Partnership entered into an unsecured \$600.0 million term loan (the “Term Loan”) which matures on March 18, 2019. The obligations under the Term Loan are guaranteed by both BPG Subsidiary Inc. (“BPG Sub”) and Brixmor OP GP LLC, the general partner of the Operating Partnership, (together, the “Parent Guarantors”). The Term Loan bears interest, at the Operating Partnership’s option, at a rate equal to a margin over either (a) a base rate determined by reference to the highest of (1) the administrative agent’s prime lending rate, (2) the federal funds effective rate plus half of 1%, and (3) the LIBOR rate that would be payable on such day for a LIBOR rate loan with a one-month interest period plus 1% or (b) a LIBOR rate determined by reference to the BBA LIBOR rate for the interest period relevant to a particular borrowing. The margin associated with the Term Loan is based on a total leverage based grid and ranges from 0.35% to 0.75%, for base rate loans, and 1.35% to 1.75% for LIBOR rate loans. Proceeds from borrowings under the Term Loan were used to repay outstanding borrowings on the Company’s Unsecured Credit Facility.

On September 18, 2014, Brixmor LLC, an indirect subsidiary of the Company, commenced a cash tender offer for \$68.7 million of its unsecured notes at premiums ranging from 10.13% to 19.25% above par value. The unsecured notes have stated interest rates ranging from 6.90% to 7.97% and maturity dates ranging from August 14, 2026 to July 30, 2029. On October 17, 2014, upon completion of the tender offer, Brixmor LLC purchased \$50.2 million principal amount of the unsecured notes.

In addition, during the nine months ended September 30, 2014, the Company repaid \$684.4 million of mortgages and secured loans and repaid \$60.0 million of unsecured notes, resulting in a \$2.6 million net loss on extinguishment of debt. These repayments were funded primarily from borrowings under the Company’s Unsecured Credit Facility.

Pursuant to the terms of the Term Loan and Unsecured Credit Facility, the Company among other things is subject to maintenance of various financial covenants. The Company is currently in compliance with these covenants.

Debt Maturities

As of September 30, 2014 and December 31, 2013, the Company had accrued interest of \$24.0 million and \$32.2 million outstanding, respectively. As of September 30, 2014, scheduled maturities of the Company’s outstanding debt obligations were as follows:

Year ending December 31,	
2014 (remaining three months)	\$ 8,392
2015	726,304
2016	1,258,881
2017	622,233
2018	1,520,660
Thereafter	1,732,649
Total debt maturities	5,869,119
Net unamortized premiums on mortgages	73,333
Net unamortized discount on notes	(9,094)
Total debt obligations	<u>\$ 5,933,358</u>

7. Financing Liabilities

As of September 30, 2014 and December 31, 2013, the Company had the following financing liabilities outstanding:

	Carrying Value as of		Stated Interest Rates	Scheduled Maturity Date
	September 30, 2014	December 31, 2013		
Financing Liabilities				
Inland preferred interest (1)	\$ 121,470	\$ 130,966	11.00%	2015
Capital leases (2)	—	41,723	N/A	N/A
Total financing liabilities	121,470	172,689		
Net unamortized premium	—	2,422		
Total financing liabilities, net	\$ 121,470	\$ 175,111		

- (1) On December 6, 2010, the Company formed a real estate venture with Inland American CP Investment, LLC ("Inland"). The Company contributed 25 shopping centers with a fair value of approximately \$471.0 million and Inland contributed cash of \$121.5 million, resulting in Inland receiving a 70% ownership interest with a cumulative preferential share of cash flow generated by the shopping centers at an 11% stated return. The Company received a 30% ownership interest, subordinated to Inland's preferred interest. Due to the venture agreement providing Inland with the right to put its interest to the Company for an amount of cash equal to the amount it contributed plus accrued interest beginning December 6, 2015, the Company consolidates the real estate venture under the financing method which requires the amount Inland contributed to be reflected as a liability. The venture agreement also provided the Company with the right to purchase Inland's interest, beginning December 6, 2014, for an amount of cash determined on the same basis as described above. In October 2014, the Company exercised its right to acquire Inland's interest and expects the transaction to close in December 2014.
- (2) During the nine months ended September 30, 2014, the Company exercised its option to purchase the underlying assets subject to the capital leases.

8. Fair Value Disclosures

All financial instruments of the Company are reflected in the accompanying unaudited Condensed Consolidated Balance Sheets at amounts which, in management's judgment, reasonably approximate their fair values, except those instruments listed below:

	September 30, 2014		December 31, 2013	
	Carrying Amounts	Fair Value	Carrying Amounts	Fair Value
Mortgage and secured loans payable	\$ 3,277,320	\$ 3,448,809	\$ 4,021,259	\$ 4,179,640
Notes payable	284,563	320,238	339,851	371,393
Unsecured credit facility and term loan	2,371,475	2,371,475	1,620,179	1,620,179
Total debt obligations	\$ 5,933,358	\$ 6,140,522	\$ 5,981,289	\$ 6,171,212
Financing liabilities	\$ 121,470	\$ 121,470	\$ 175,111	\$ 175,111

The valuation methodology used to estimate the fair value of the Company's fixed and variable-rate indebtedness and financing liabilities is based on discounted cash flows, with assumptions that include credit spreads, loan amounts and debt maturities. 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, a fair value hierarchy is included in GAAP 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 that are classified within Level 3 of the hierarchy).

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.

At September 30, 2014 and December 31, 2013, the fair values of the Company's marketable securities, valued based on quoted market prices, were classified within Level 1 of the fair value hierarchy. Conversely, at September 30, 2014 and December 31, 2013, the fair values of the Company's mortgage and secured loans, notes payable, financing liabilities and interest rate caps, valued based on discounted cash flow or other similar methodologies were classified within Level 3 of the fair value hierarchy.

9. Redeemable Non-controlling Interests

The redeemable non-controlling interests presented in these unaudited Condensed Consolidated Financial Statements relate to portions of a consolidated subsidiary held by non-controlling interest holders in a partnership that was formed to own certain real estate properties which were contributed to it in exchange for cash, the assumption of mortgage indebtedness and limited partnership units.

The changes in redeemable non-controlling interests are as follows:

	Nine Months Ended September 30, 2014	Year Ended December 31, 2013
Balance at beginning of period	\$ 21,467	\$ 21,467
Distributions to redeemable non-controlling interests	(966)	(1,288)
Preferred return	966	1,288
Balance at end of period	<u>\$ 21,467</u>	<u>\$ 21,467</u>

10. Non-controlling Interests

The non-controlling interests presented in these unaudited Condensed Consolidated Financial Statements relate to portions of consolidated subsidiaries held by the non-controlling interest holders.

On July 1, 2014, Blackstone completed a secondary offering of 34.4 million shares of the Company's common stock. In connection with this secondary offering, the Company incurred \$0.9 million of expenses which is included in Other income (expense) on the Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2014. In addition, the Company engaged Blackstone Advisory Partners L.P., an affiliate of Blackstone, to provide certain financial consulting services in connection with the secondary offering. The Company paid Blackstone Advisory Partners L.P. a \$0.5 million fee upon successful completion of the offering. The underwriters of the offering reimbursed the Company for such fee.

Blackstone Retail Transaction II Holdco L.P. ("Holdco II"), an affiliate of Blackstone Real Estate Partners VI, L.P. and certain members of the Company's management collectively own 16.96% of BPG Sub's outstanding vested shares as of September 30, 2014. During the nine months ended September 30, 2014, 8.5 million shares of BPG Sub were exchanged for an equal number of the Company's common shares. Holders of outstanding BPG Sub shares may, from and after the first anniversary of the IPO, redeem their BPG Sub shares for shares of the Company's common stock on a one-for-one basis subject to customary rate adjustments for splits, share dividends and reclassifications, or, at the Company's election, for cash. Notwithstanding the foregoing, affiliates of The Blackstone Group L.P. and Centerbridge Partners L.P. are generally permitted to exchange their BPG Sub shares at anytime.

Certain investments funds affiliated with The Blackstone Group L.P. and certain members of the Company's management collectively own 2.96% of the Operating Partnership's outstanding vested units as of September 30, 2014. During the nine months ended September 30, 2014, 6.9 million OP Units were converted to an equal number of the Company's common shares. Holders of outstanding OP Units may, from and after the first anniversary of the IPO, redeem their OP Units for cash, or at the Company's election, exchange their OP Units for shares of the Company's common stock on a one-for-one basis subject to customary rate adjustments for splits, unit distributions and reclassifications. Notwithstanding the foregoing, affiliates of The Blackstone Group L.P. and Centerbridge Partners L.P. are generally permitted to exchange their OP Units at anytime.

Also in connection with the IPO, the Company created the Series A that allocated to certain funds affiliated with the pre-IPO owners all of the economic consequences of ownership of the Operating Partnership's interest in 47 properties that the Operating Partnership historically held in its Non-Core Properties. During 2013, the Company disposed of 11

of the Non-Core Properties. As of December 31, 2013, the Company owned a 100% interest in 33 of the Non-Core Properties and a 20% interest in three of the Non-Core Properties. During the nine months ended September 30, 2014, the Operating Partnership caused all but one of the Non-Core Properties to be transferred to the pre-IPO owners. The remaining Non-Core Property was transferred to the lender in satisfaction of the property's mortgage balance, and, following such transfer, on March 28, 2014, the Series A was terminated.

11. Stock Based Compensation

In 2011 and 2013 prior to the IPO, certain employees of the Company were granted long-term incentive awards which provided them with equity interests as an incentive to remain in the Company's service and align executives' interests with those of the Company's equity holders. The awards were granted to such employees by two of the Company's current equity holders, BRE Retail Holdco L.P. and Holdco II (the "Partnerships"), in the form of Class B Units in each of the Partnerships. The awards were granted with service, performance and market conditions. In connection with the IPO, certain of these awards vested and the vested awards were exchanged for a combination of vested common shares of the Company and vested shares of BPG Sub. The remaining unvested Class B Units as of the IPO effective date were exchanged for a combination of unvested restricted common shares of the Company and unvested restricted common shares of BPG Sub, (collectively, the "RSAs"). The RSAs are subject to the same vesting terms as those applicable to the exchanged Class B Units.

In connection with the IPO the Board of Directors approved the 2013 Omnibus Incentive Plan (the "Plan"). The Plan provides for a maximum of 15.0 million shares of the Company's common stock to be issued for qualified and non-qualified options, stock appreciation rights, restricted stock and restricted stock units, OP Units in the Operating Partnership, performance awards and other stock-based awards.

During the nine months ended September 30, 2014, the Company granted restricted stock units ("RSUs") in the Company to certain employees, or at the election of certain employees, long-term incentive plan units ("LTIP Units") in the Operating Partnership. The RSUs and LTIP Units are divided into three tranches, with each tranche subject to separate performance-based vesting conditions, market-based vesting conditions and service-based vesting conditions. Each award contains a threshold, target, and maximum number of units in respect to each tranche. The number of units actually earned for each tranche is determined based on performance during a specified performance period, and the earned units are then further subject to time-based vesting conditions. The aggregate number of RSUs and LTIP Units granted, assuming that the target level of performance is achieved, was 0.6 million for the nine months ended September 30, 2014, with service periods ranging from one to five years.

The Company recognized \$1.9 million and \$2.1 million of equity based compensation expense for the three months ended September 30, 2014 and 2013, respectively. The Company recognized \$7.0 million and \$3.7 million of equity based compensation expense for the nine months ended September 30, 2014 and 2013, respectively. As of September 30, 2014, the Company had \$22.2 million of total unrecognized compensation cost related to unvested stock compensation, including \$5.8 million associated with a portion of the RSAs subject to performance and market conditions which vest on the date, if any, that the Company's pre-IPO Owners receive cash proceeds resulting in a 15% internal rate of return on their investment in the Company, subject to continued employment on such date. The remaining \$16.4 million of unrecognized compensation cost related to unvested stock compensation is expected to be recognized over a weighted average period of approximately 2.1 years.

12. Earnings per Share

Basic earnings per share ("EPS") is calculated by dividing net income (loss) attributable to the Company's common stockholders, including participating securities, by the weighted average number of common shares outstanding for the period. Certain restricted shares issued pursuant to the Company's share-based compensation program are considered participating securities, as such shares have rights to receive non-forfeitable dividends. Unvested restricted shares are not allocated net losses and/or any excess of dividends declared over net income, as such amounts are allocated entirely to the common stockholders.

The following table provides a reconciliation of the numerator and denominator of the EPS calculations for the three and nine months ended September 30, 2014 and 2013:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
<i><u>Computation of Basic Earnings Per Share:</u></i>				
Income (loss) from continuing operations	\$ 33,864	\$ (23,456)	\$ 87,689	\$ (65,261)
(Income) loss attributable to non-controlling interests	(6,834)	5,448	(21,799)	15,122
Dividends on unvested restricted shares	(268)	—	(805)	—
Income (loss) from continuing operations attributable to common stockholders	26,762	(18,008)	65,085	(50,139)
Income (loss) from discontinued operations, net of non-controlling interests	—	(831)	14	(31,458)
Net income (loss) attributable to the Company's common stockholders for basic earnings per share	<u>\$ 26,762</u>	<u>\$ (18,839)</u>	<u>\$ 65,099</u>	<u>\$ (81,597)</u>
Weighted average number of vested common shares outstanding - basic	<u>244,078</u>	<u>180,675</u>	<u>233,781</u>	<u>180,675</u>
Basic Earnings Per Share Attributable to the Company's Common Stockholders:				
Income (loss) from continuing operations	\$ 0.11	\$ (0.10)	\$ 0.28	\$ (0.28)
Income (loss) from discontinued operations	—	—	—	(0.17)
Net income (loss)	<u>\$ 0.11</u>	<u>\$ (0.10)</u>	<u>\$ 0.28</u>	<u>\$ (0.45)</u>
<i><u>Computation of Diluted Earnings Per Share:</u></i>				
Income (loss) from continuing operations attributable to common stockholders	\$ 26,762	\$ (18,008)	\$ 65,085	\$ (50,139)
Income (loss) from discontinued operations, net of nonconvertible non-controlling interests	—	(831)	14	(31,458)
Net income (loss) attributable to the Company's common stockholders for diluted earnings per share	<u>\$ 26,762</u>	<u>\$ (18,839)</u>	<u>\$ 65,099</u>	<u>\$ (81,597)</u>
Weighted average common shares outstanding - basic	244,078	180,675	233,781	180,675
Effect of dilutive securities:				
Equity awards	757	—	1,139	—
Weighted average common shares outstanding - diluted	<u>244,835</u>	<u>180,675</u>	<u>234,920</u>	<u>180,675</u>
Diluted Earnings Per Share Attributable to the Company's Common Stockholders:				
Income (loss) from continuing operations	\$ 0.11	\$ (0.10)	\$ 0.28	\$ (0.28)
Income (loss) from discontinued operations	—	—	—	(0.17)
Net income (loss)	<u>\$ 0.11</u>	<u>\$ (0.10)</u>	<u>\$ 0.28</u>	<u>\$ (0.45)</u>

Fully-diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into shares of common stock. The effect of the assumed conversion of convertible OP Units and BPG Sub shares had an anti-dilutive effect upon the calculation of income from continuing operations per share for the three and nine months ended September 30, 2014 and 2013. Accordingly, the impact of such conversions has not been included in the determination of diluted earnings per share. For the three months ended September 30, 2014, the weighted average number of vested OP Units and BPG Sub shares outstanding was 9.0 million shares and 49.9 million shares, respectively. For the nine months ended September 30, 2014, the weighted average number of vested OP Units and BPG Sub shares outstanding was 13.4 million shares and 55.2 million shares, respectively.

13. Commitments and Contingencies

Leasing commitments

The Company periodically enters into ground leases for neighborhood and community shopping centers which it operates and enters into office leases for administrative space. During the three months ended September 30, 2014 and 2013, the Company recognized rent expense associated with these leases of \$2.3 million and \$2.5 million, respectively. During the nine months ended September 30, 2014 and 2013, the Company recognized rent expense associated with

these leases of \$7.1 million and \$7.3 million, respectively. Minimum annual rental commitments associated with these leases during the next five years and thereafter are as follows: 2014, \$2.7 million; 2015, \$7.4 million; 2016, \$7.0 million; 2017, \$6.9 million; 2018, \$6.5 million and thereafter, \$98.3 million.

Insurance captive

In April 2007, the Company formed a wholly owned captive insurance company, ERT CIC, LLC ("ERT CIC") which underwrote the first layer of general liability insurance programs for the Company's wholly owned, majority owned and joint venture properties. The Company formed ERT CIC as part of its overall risk management program and to stabilize insurance costs, manage exposure and recoup expenses through the functions of the captive program. The Company capitalized ERT CIC in accordance with the applicable regulatory requirements. ERT CIC established annual premiums based on projections derived from the past loss experience of the Company's properties. ERT CIC 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 ERT CIC may be adjusted based on this estimate and may be reimbursed by tenants pursuant to specific lease terms.

During 2012, the Company replaced ERT-CIC with a newly formed, wholly owned captive insurance company, Brixmor Incap, LLC ("Incap"). Incap underwrites the first layer of general liability insurance programs for the Company's wholly owned, majority owned and joint venture properties. The Company formed Incap as part of its overall risk management program and to stabilize insurance costs, manage exposure and recoup expenses through the functions of the captive program. The Company has capitalized Incap in accordance with the applicable regulatory requirements. Incap established annual premiums based on projections derived from the past loss experience of the Company's properties. Incap 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 Incap may be adjusted based on this estimate and may be reimbursed by tenants pursuant to specific lease terms.

Environmental matters

Under various federal, state and local laws, ordinances and regulations, the Company may be considered an owner or operator of real property or may have arranged for the disposal or treatment of hazardous or toxic substances. As a result, the Company may be liable for certain costs including removal, remediation, government fines and injuries to persons and property. The Company does not believe that any resulting liability from such matters will have a material adverse effect on the financial position, results of operations or liquidity of the Company.

Other legal matters

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.

14. Related-Party Transactions

In the ordinary course of conducting its business, the Company enters into customary agreements with its affiliates and unconsolidated joint ventures in relation to the leasing and management of its and/or its related parties' real estate assets.

As of September 30, 2014 and December 31, 2013, receivables from related parties were \$4.2 million and \$6.1 million, respectively, which are included in Receivables, net in the unaudited Condensed Consolidated Balance Sheets. As of September 30, 2014 and December 31, 2013, there were no material payables to related parties.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the unaudited Condensed Consolidated Financial Statements and the accompanying notes thereto. Historical results and percentage relationships set forth in the unaudited Condensed Consolidated Statements of Operations and contained in the unaudited Condensed Consolidated Financial Statements and accompanying notes, including trends which might appear, should not be taken as indicative of future operations.

Executive Summary

Our Company

We are a REIT that owns and operates the largest wholly owned portfolio of grocery-anchored community and neighborhood shopping centers in the United States. Our high quality national portfolio is diversified by geography, tenancy and retail format, and our shopping centers are primarily anchored by market-leading grocers. We have been organized and operated in conformity with the requirements for qualification and taxation as a REIT under the United States federal income tax laws, commencing with our taxable year ended December 31, 2011, and we satisfied the requirements for qualification and taxation as a REIT under the United States income tax laws for our taxable year ended December 31, 2013, and expect to satisfy such requirements for subsequent taxable years.

Our primary objective is to maximize total returns to our stockholders through a combination of growth and value-creation at the asset level supported by stable cash flows. We seek to achieve this through ownership of a large, high quality, diversified portfolio of primarily grocery-anchored community and neighborhood shopping centers and by creating meaningful net operating income ("NOI") growth from this portfolio. We expect that the major drivers of this growth will be a combination of occupancy increases across both our anchor and small shop space, positive rent spreads from below-market in-place rents and significant near-term lease rollover, annual contractual rent increases across the portfolio and the realization of embedded anchor space repositioning / redevelopment opportunities.

We expect the following set of core competencies to position us to execute on our growth strategies:

- **Anchor Space Repositioning / Redevelopment Expertise** - We have been a top redeveloper over the past decade, according to Chain Store Age magazine, having completed anchor space repositioning / redevelopment projects totaling approximately \$1 billion since January 1, 2003.
- **Expansive Retailer Relationships** - We believe that given the scale of our asset base and our nationwide footprint, we have a competitive advantage in supporting the growth plans of the nation's largest retailers. We believe that we are the largest landlord by gross leasable area ("GLA") to Kroger and TJX Companies, as well as a key landlord to all major grocers and most major retail category leaders. We believe that our strong relationships with leading retailers affords us insight into their strategies and priority access to their expansion plans, enabling us to efficiently provide these retailers with space in multiple locations.
- **Fully-Integrated Operating Platform** - We operate with a fully-integrated, comprehensive platform both leveraging our national presence and demonstrating our commitment to a regional and local presence. We provide our tenants with personalized service through our network of three regional offices in Atlanta, Chicago and Philadelphia, as well as via 12 leasing and property management satellite offices throughout the country. We believe that this strategy enables us to obtain critical market intelligence and to benefit from the regional and local expertise of our workforce.
- **Experienced Management** - Senior members of our management team are experienced real estate operators with deep industry expertise and retailer relationships and have an average of 26 years of experience in the real estate industry and an average tenure of 14 years with the Company.

Factors That May Influence our Future Results

We derive our revenues primarily from rents (including percentage rents based on tenants' sales levels) and expense reimbursements due to us from tenants under existing leases at each of our properties. Expense reimbursements consist of payments made by tenants to us under contractual lease obligations for their proportional share of the property's operating expenses, insurance and real estate taxes.

The amount of rental income and expense reimbursements we receive is primarily dependent on our ability to maintain or increase rental rates and on our ability to lease available space, including renewing expiring leases. Factors that could affect our rental income include: (1) changes in national, regional or local economic climates; (2) local conditions, including an oversupply of space in, or a reduction in demand for, properties similar to those in our portfolio; (3) the attractiveness of properties in our portfolio to our tenants; (4) the financial stability of tenants, including the ability of tenants to pay rents; (5) in the case of percentage rents, our tenants' sales volumes; (6) competition from other available properties; (7) changes in market rental rates; and (8) changes in the regional demographics of our properties.

Our operating expenses include property-related costs, including repairs and maintenance, roof repair, landscaping, parking lot repair, snow removal, utilities, property insurance costs, security, ground rent expense related to ground lease payments for which we are the lessee and various other property related costs. Increases in our operating expenses, to the extent they are not offset by revenue increases, impact our overall performance. For a further discussion of these and other factors that could impact our future results, performance or transactions, see Item 1A. "Risk Factors" in our annual report on Form 10-K for the fiscal year ended December 31, 2013.

Portfolio and Financial Highlights

- As of September 30, 2014, we owned interests in 522 shopping centers (the "Total Portfolio"), including 521 wholly owned shopping centers and one shopping center held through an unconsolidated joint venture.
- Billed occupancy for the Total Portfolio was 90.8% and 90.2% as of September 30, 2014 and 2013, respectively. Leased occupancy for the Total Portfolio was 92.7% and 92.1% at September 30, 2014 and 2013, respectively.
- During the three months ended September 30, 2014, we executed 535 leases in our Total Portfolio totaling 3.3 million square feet of GLA, including 194 new leases totaling 1.0 million square feet of GLA and 341 renewals totaling 2.3 million square feet of GLA. The average annualized cash base rent ("ABR") under the new leases increased 32.5% from the prior tenant's ABR and increased 13.9% for both new and renewal leases on comparable space from the ABR under the prior leases. The average ABR per leased square foot of these new leases in our Total Portfolio is \$13.20 and the average ABR per leased square foot of these new and renewal leases in our Total Portfolio is \$12.93. The cost per square foot for tenant improvements and leasing commissions for new leases was \$18.04 and \$3.09, respectively. The cost per square foot for tenant improvements and leasing commissions for renewal leases was \$1.00 and \$0.03, respectively.
- During the nine months ended September 30, 2014, we executed 1,616 leases in our Total Portfolio totaling 10.0 million square feet of GLA, including 610 new leases totaling 2.9 million square feet of GLA and 1,006 renewals totaling 7.1 million square feet of GLA. The ABR under the new leases increased 27.7% from the prior tenant's ABR and increased 12.2% for both new and renewal leases on comparable space from the ABR under the prior leases. The average ABR per leased square foot of these new leases in our Total Portfolio is \$13.46 and the average ABR per leased square foot of these new and renewal leases in our Total Portfolio is \$12.42. The cost per square foot for tenant improvements and leasing commissions for new leases was \$16.17 and \$2.65, respectively. The cost per square foot for tenant improvements and leasing commissions for renewal leases was \$0.82 and \$0.03, respectively.

Disposition Activity

- There were no dispositions during the three months ended September 30, 2014.
- In connection with the IPO, the Company created a separate series of interest in the Operating Partnership that allocated to certain funds affiliated with The Blackstone Group L.P. and Centerbridge Partners, L.P. (owners of the Operating Partnership prior to the IPO) (the "pre-IPO owners") all of the economic consequences of ownership of the Operating Partnership's interest in certain properties that the Operating Partnership had historically held in its portfolio (the "Non-Core Properties"). See Note 1 - Nature of Business and Financial Statement Presentation in the unaudited Notes to the Condensed Consolidated Financial Statements located elsewhere in this report. During the nine months ended September 30, 2014, we transferred our ownership interests in 35 Non Core-Properties to the pre-IPO owners. The 35 Non-Core Properties distributed to the pre-IPO owners had a carrying value of \$179.0 million and a fair value of \$195.2 million, resulting in a gain of \$16.2 million. The remaining Non-Core Property was transferred to

the lender in satisfaction of the property's mortgage balance. In addition, we sold a building in one of our shopping centers for net proceeds of \$2.8 million.

Results of Operations

Comparison of the Three Months Ended September 30, 2014 to the Three Months Ended September 30, 2013

Revenues (in thousands)

	Three months ended September 30,		\$ Change
	2014	2013	
Revenues			
Rental income	\$ 240,904	\$ 223,225	\$ 17,679
Expense reimbursements	63,518	60,619	2,899
Other revenues	2,170	2,246	(76)
Total revenues	\$ 306,592	\$ 286,090	\$ 20,502

Rental income

The increase in rental income for the three months ended September 30, 2014 of \$17.7 million, as compared to the corresponding period in 2013, was primarily due to a \$20.1 million increase in ABR driven by (i) an increase in billed occupancy from 90.2% as of September 30, 2013 to 90.8% as of September 30, 2014, (ii) an increase in leasing spreads of 13.9% for both new and renewal leases, and (iii) \$14.2 million of ABR from the Acquired Properties, partially offset by (iv) a decrease in the amortization of above and below market lease intangibles and lease settlement income.

Expense reimbursements

The increase in expense reimbursements for the three months ended September 30, 2014, of \$2.9 million, as compared to the corresponding period in 2013, was primarily due to an increase in reimbursable expenses related to the Acquired Properties and an increase in the recovery percentage for properties owned for the entirety of both periods to 87.1% for 2014, as compared to 86.1% for the same period in 2013. The increased percentage of recoveries from tenants is primarily attributable to increased occupancy of our portfolio.

Other revenues

The decrease in other revenues for the three months ended September 30, 2014, of \$0.1 million as compared to the corresponding period in 2013, was primarily due to a decrease in fee revenues resulting from the acquisition of the Acquired Properties at the time of the IPO, which were managed by the Company prior to the IPO.

Operating Expenses (in thousands)

	Three months ended September 30,		\$ Change
	2014	2013	
Operating expenses			
Operating costs	\$ 28,805	\$ 28,036	\$ 769
Real estate taxes	44,369	42,015	2,354
Depreciation and amortization	111,150	108,479	2,671
Provision for doubtful accounts	2,771	3,071	(300)
General and administrative	19,624	23,605	(3,981)
Total operating expenses	\$ 206,719	\$ 205,206	\$ 1,513

Operating costs

The increase in operating costs for the three months ended September 30, 2014 of \$0.8 million, as compared to the corresponding period in 2013, was due to \$2.0 million of operating costs for the Acquired Properties as well as an increase in utility expenses, partially offset by decreased roof and parking lot repairs and maintenance expenses.

Real estate taxes

The increase in real estate taxes for the three months ended September 30, 2014 of \$2.4 million, as compared to the corresponding period in 2013, was primarily due to the acquisition of the Acquired Properties and the purchase of 100% ownership in a previously unconsolidated joint venture.

Depreciation and amortization

The increase in depreciation and amortization for the three months ended September 30, 2014 of \$2.7 million, as compared to the corresponding period in 2013, was primarily due to \$10.7 million of depreciation and amortization recorded in connection with the Acquired Properties, partially offset by a decrease in intangible asset amortization due to tenant lease expirations and lease terminations.

Provision for doubtful accounts

Provision for doubtful accounts remained approximately the same for the three months ended September 30, 2014 as compared to the corresponding period in 2013.

General and administrative

The decrease in general and administrative costs for the three months ended September 30, 2014 of \$4.0 million, as compared to the corresponding period in 2013, was primarily due to a \$2.3 million decrease in expense associated with the acceleration of certain of our long term incentive plans in connection with our IPO and a decrease in personnel related expenses associated with the realignment of certain corporate functions in 2013.

Other Income and Expenses (in thousands)

	Three months ended September 30,		\$ Change
	2014	2013	
Other income (expense)			
Dividends and interest	\$ 169	\$ 206	\$ (37)
Interest expense	(65,545)	(84,601)	19,056
Gain on sale of real estate assets	—	1,502	(1,502)
Gain (loss) on extinguishment of debt, net	460	(18,265)	18,725
Other	(1,205)	(3,429)	2,224
Total other income (expense)	\$ (66,121)	\$ (104,587)	\$ 38,466

Dividends and interest

Dividends and interest remained approximately the same for the three months ended September 30, 2014, as compared to the corresponding period in 2013.

Interest expense

The decrease in interest expense for the three months ended September 30, 2014 of \$19.1 million, as compared to the corresponding period in 2013, was primarily due to the 2013 repayment of \$2.6 billion of secured mortgage loans, unsecured notes and financing liabilities with a weighted-average interest rate of 5.71% and the 2014 repayment of \$797.7 million of secured mortgages loans, unsecured notes and financing liabilities with a weighted-average interest rate of 4.67%, which decreased interest expense by \$28.7 million, partially offset by an increase of \$9.4 million of interest expense on our Unsecured Credit Facility and Term Loan. The secured mortgage loan and unsecured note repayments were financed primarily from proceeds of borrowings under our Unsecured Credit Facility and Term Loan which had a weighted average interest rate of 2.1% as of September 30, 2014 as well as from proceeds of our initial public offering.

Gain on sale of real estate assets

During the three months ended September 30, 2014, there were no gains on the sale of real estate assets. During the three months ended September 30, 2013, we disposed of one land parcel for net proceeds of \$0.5 million resulting in a gain of \$0.4 million. In addition, the Company purchased the remaining 70% interest in a shopping center held

through an unconsolidated joint venture resulting in a gain of \$1.1 million on the step-up of the original 30% interest.

Gain (loss) on extinguishment of debt, net

During the three months ended September 30, 2014, we repaid a \$5.1 million mortgage loan resulting in a \$0.5 million gain on extinguishment of debt. During the three months ended September 30, 2013, we repaid \$2.4 billion of mortgage loans resulting in a net \$18.3 million loss on extinguishment of debt.

Other

The decrease in other for the three months ended September 30, 2014 of \$2.2 million, as compared to the corresponding period in 2013, was primary due to expenses incurred in 2013 related to our IPO. In addition, during the three months ended September 30, 2014, we had \$2.6 million of income related to the settlement of a gain contingency associated with one of our properties, partially offset by \$2.4 million of expense related to the termination of one of our corporate office leases.

Equity in Income of Unconsolidated Joint Ventures (in thousands)

	Three months ended September 30,		\$ Change
	2014	2013	
Equity in income of unconsolidated joint ventures	\$ 112	\$ 247	\$ (135)

The decrease in equity in income of unconsolidated joint ventures for the three months ended September 30, 2014 of \$0.1 million, as compared to the corresponding period in 2013, was primarily due to the acquisition of the interests of an unconsolidated joint venture in 2013 and the disposal of our interests in three unconsolidated joint ventures during 2014.

Discontinued Operations (in thousands)

	Three months ended September 30,		\$ Change
	2014	2013	
Discontinued operations			
Income (loss) from discontinued operations	\$ —	\$ 184	\$ (184)
Impairment of real estate held for sale	—	(1,283)	1,283
Income (loss) from discontinued operations	<u>\$ —</u>	<u>\$ (1,099)</u>	<u>\$ 1,099</u>

Income (loss) from discontinued operations

Results from discontinued operations include the results from the following: (i) 33 Non-Core Properties disposed of during the nine months ended September 30, 2014, and (ii) 18 shopping centers disposed of during 2013, including 11 Non-Core Properties. There were no properties classified as held for sale at September 30, 2014.

Impairment of real estate held for sale

During the three months ended September 30, 2014, we did not recognize any provisions for impairment. During the three months ended September 30, 2013, we recognized \$1.3 million of provisions for impairment relating to seven shopping centers. For purposes of measuring this provision, fair value was determined based on either of the following: (i) contracts with buyers or purchase offers from potential buyers, adjusted to reflect associated disposition costs; or (ii) internal analysis. The Company believes the inputs utilized were reasonable in the context of applicable market conditions; however, due to the significance of the unobservable inputs to the overall fair value measures, including forecasted revenues and expenses based upon market conditions and expectations for growth, the Operating Partnership determined that such fair value measurements were classified within Level 3 of the fair value hierarchy.

Comparison of the Nine Months Ended September 30, 2014 to the Nine Months Ended September 30, 2013

Revenues (in thousands)

	Nine months ended September 30,		\$ Change
	2014	2013	
Revenues			
Rental income	\$ 718,240	\$ 654,079	\$ 64,161
Expense reimbursements	197,835	179,534	18,301
Other revenues	6,290	8,006	(1,716)
Total revenues	<u>\$ 922,365</u>	<u>\$ 841,619</u>	<u>\$ 80,746</u>

Rental income

The increase in rental income for the nine months ended September 30, 2014 of \$64.2 million, as compared to the corresponding period in 2013, was primarily due to a \$62.2 million increase in ABR driven by (i) an increase in billed occupancy from 90.2% as of September 30, 2013 to 90.8% as of September 30, 2014, (ii) an increase in leasing spreads of 12.2% for both new and renewal leases, and (iii) \$42.1 million of ABR from the Acquired Properties, partially offset by (iv) a decrease in the amortization of above and below market lease intangibles and lease settlement income.

Expense reimbursements

The increase in expense reimbursements for the nine months ended September 30, 2014, of \$18.3 million, as compared to the corresponding period in 2013, was primarily due to an increase in expense reimbursements related to the Acquired Properties and an increase in the recovery percentage for properties owned for the entirety of both periods to 86.8% for 2014, as compared to 85.1% for the same period in 2013. The increased percentage of recoveries from tenants is primarily attributable to increased occupancy of our portfolio coupled with reconciliation income due to year end billings.

Other revenues

The decrease in other revenues for the nine months ended September 30, 2014 of \$1.7 million as compared to the corresponding period in 2013 was primarily due to a decrease in fee revenues resulting from the acquisition of the Acquired Properties at the time of the IPO, which were managed by the Company prior to the IPO.

Operating Expenses (in thousands)

	Nine months ended September 30,		\$ Change
	2014	2013	
Operating expenses			
Operating costs	\$ 95,595	\$ 85,542	\$ 10,053
Real estate taxes	132,650	124,711	7,939
Depreciation and amortization	334,084	328,878	5,206
Provision for doubtful accounts	8,636	7,956	680
Impairment of real estate assets	—	1,531	(1,531)
General and administrative	59,221	65,386	(6,165)
Total operating expenses	<u>\$ 630,186</u>	<u>\$ 614,004</u>	<u>\$ 16,182</u>

Operating costs

The increase in operating costs for the nine months ended September 30, 2014 of \$10.1 million, as compared to the corresponding period in 2013, was due to \$6.0 million of operating costs for the Acquired Properties, increased insurance expenses, increased weather related expenses including snow removal expenses, utility expenses, roof and parking lot repairs and maintenance expenses.

Real estate taxes

The increase in real estate taxes for the nine months ended September 30, 2014 of \$7.9 million, as compared to the corresponding period in 2013, was primarily due to the Acquired Properties and the purchase of 100% ownership in a previously unconsolidated joint venture.

Depreciation and amortization

The increase in depreciation and amortization for the nine months ended September 30, 2014 of \$5.2 million, as compared to the corresponding period in 2013, was primarily due to \$32.2 million of depreciation and amortization recorded in connection with the Acquired Properties, partially offset by a decrease in intangible asset amortization due to tenant lease expirations and lease terminations.

Provision for doubtful accounts

The increase in the provision for doubtful accounts for the nine months ended September 30, 2014 of \$0.7 million, as compared to the corresponding period in 2013, was primarily due to the Acquired Properties.

Impairment of real estate assets

During the nine months ended September 30, 2014, we did not recognize any provisions for impairment. During the nine months ended September 30, 2013, we recognized provisions for impairment of \$1.5 million relating to one land parcel. For purposes of measuring this provision, fair value was determined based upon contracts with buyers, adjusted to reflect associated disposition costs.

General and administrative

The decrease in general and administrative costs for the nine months ended September 30, 2014 of \$6.2 million, as compared to the corresponding period in 2013, was primarily due to a \$2.9 million decrease in expense associated with the acceleration of certain of our long term incentive plans in connection with our IPO and a decrease in personnel related expenses associated with the realignment of certain corporate functions in 2013, partially offset by a \$3.4 million increase in stock based compensation expense in 2014.

Other Income and Expenses (in thousands)

	Nine months ended September 30,		\$ Change
	2014	2013	
Other income (expense)			
Dividends and interest	\$ 436	\$ 626	\$ (190)
Interest expense	(199,464)	(270,845)	71,381
Gain on sale of real estate assets	378	2,223	(1,845)
Gain (loss) on extinguishment of debt, net	(2,573)	(17,783)	15,210
Other	(5,335)	(8,098)	2,763
Total other income (expense)	\$ (206,558)	\$ (293,877)	\$ 87,319

Dividends and interest

Dividends and interest remained approximately the same for the nine months ended September 30, 2014, as compared to the corresponding period in 2013.

Interest expense

The decrease in interest expense for the nine months ended September 30, 2014 of \$71.4 million, as compared to the corresponding period in 2013, was primarily due to the 2013 repayment of \$2.6 billion of secured mortgage loans, unsecured notes and financing liabilities with a weighted-average interest rate of 5.71% and the 2014 repayment of \$797.7 million of secured mortgages loans, unsecured notes and financing liabilities with a weighted-average interest rate of 4.67%, which decreased interest expense by \$107.0 million, partially offset by an increase of \$34.3 million of interest expense on our Unsecured Credit Facility and Term Loan. The secured mortgage loan and unsecured note repayments were financed primarily from proceeds of borrowings under our Unsecured Credit Facility and Term Loan which had a weighted average interest rate of 2.1% as of September 30, 2014 as well as from proceeds of our initial public offering.

Gain on sale of real estate assets

During the nine months ended September 30, 2014, we disposed of one building for net proceeds of \$2.8 million, resulting in a gain of \$0.4 million. During the nine months ended September 30, 2013, we disposed of two land parcel for net proceeds of \$1.4 million, resulting in a gain of \$1.1 million. In addition, the Company purchased the remaining 70% interest in a shopping center held through an unconsolidated joint venture resulting in a gain of \$1.1 million on the step-up of the original 30% interest.

Gain (loss) on extinguishment of debt, net

During the nine months ended September 30, 2014, we repaid \$684.4 million of mortgage loans and repaid \$60.0 million of unsecured notes, resulting in a \$2.6 million net loss on extinguishment of debt. During the nine months ended September 30, 2013, we repaid \$2.5 billion of mortgage loans, resulting in a \$17.8 million net loss on extinguishment of debt.

Other

The decrease in other for the nine months ended September 30, 2014 of \$2.8 million, as compared to the corresponding period in 2013, was primary due to a decrease in tenant litigation expenses and expenses related to our IPO. In addition, during the nine months ended September 30, 2014, we had \$2.6 million of income related to the settlement of a gain contingency associated with one of our properties, partially offset by \$2.4 million of expense related to the termination of one of our corporate office leases.

Equity in Income of Unconsolidated Joint Ventures (in thousands)

	Nine months ended September 30,			\$ Change
	2014	2013		
Equity in income of unconsolidated joint ventures	\$ 248	\$ 1,001	\$	(753)
Gain on disposal of investments in unconsolidated joint ventures	\$ 1,820	\$ —	\$	1,820

The decrease in equity in income of unconsolidated joint ventures for the nine months ended September 30, 2014 of \$0.8 million, as compared to the corresponding period in 2013, was primarily due to the acquisition of the interests of an unconsolidated joint venture in 2013 and the disposal of our interests in three unconsolidated joint ventures during 2014, resulting in a gain of \$1.8 million.

Discontinued Operations (in thousands)

	Nine months ended September 30,			\$ Change
	2014	2013		
Discontinued operations				
Income (loss) from discontinued operations	\$ 4,787	\$ (892)	\$	5,679
Gain on disposition of operating properties	14,426	2,631		11,795
Impairment of real estate held for sale	—	(43,323)		43,323
Income (loss) from discontinued operations	\$ 19,213	\$ (41,584)	\$	60,797

Income (loss) from discontinued operations

Results from discontinued operations include the results from the following: (i) 33 Non-Core Properties disposed of during the nine months ended September 30, 2014, and (ii) 18 shopping centers disposed of during 2013, including 11 Non-Core Properties. There were no properties classified as held for sale at September 30, 2014. The income from discontinued operations for the nine months ended September 30, 2014 includes a \$6.1 million gain on extinguishment of debt related to one of the Non-Core Properties.

Gain on disposition of operating properties

During the nine months ended September 30, 2014, the gain on disposition of operating properties was attributable to the distribution of our interests in 35 Non-Core Properties to our pre-IPO owners. During the nine months ended

September 30, 2013, we disposed of three properties for net proceeds of \$10.7 million, resulting in a net gain of \$2.6 million.

Impairment of real estate held for sale

During the nine months ended September 30, 2014, we did not recognize any provisions for impairment. During the nine months ended September 30, 2013, we recognized \$43.3 million of provisions for impairment relating to 30 shopping centers and three land parcels. For purposes of measuring this provision, fair value was determined based on either of the following: (i) contracts with buyers or purchase offers from potential buyers, adjusted to reflect associated disposition costs; or (ii) internal analysis. The Company believes the inputs utilized were reasonable in the context of applicable market conditions; however, due to the significance of the unobservable inputs to the overall fair value measures, including forecasted revenues and expenses based upon market conditions and expectations for growth, the Company determined that such fair value measurements were classified within Level 3 of the fair value hierarchy.

Same Property Net Operating Income

Same Property NOI is calculated (using properties owned as of the end of both reporting periods and for the entirety of both periods excluding properties classified as discontinued operations), as rental income (minimum rent, percentage rents, tenant recoveries and other property income) less rental operating expenses (property operating expenses, real estate taxes and bad debt expense) of the properties owned by us. Same Property NOI excludes corporate level income (including transaction and other fees), lease termination income, straight-line rent and amortization of above- and below-market leases of the same property pool from the prior year reporting period to the current year reporting period.

Same Property NOI is a supplemental, non-GAAP financial measure utilized to evaluate the operating performance of real estate companies and is frequently used by securities analysts, investors and other interested parties in understanding business and operating results regarding the underlying economics of our business operations. It includes only the net operating income of properties owned for the full period presented, which eliminates disparities in net income due to the acquisition or disposition of properties during the period presented, and therefore provides a more consistent metric for comparing the performance of properties. Management uses Same Property NOI to review operating results for comparative purposes with respect to previous periods or forecasts, and also to evaluate future prospects. Same Property NOI is not intended to be a performance measure that should be regarded as an alternative to, or more meaningful than, net income (determined in accordance with GAAP) or other GAAP financial measures. Non-GAAP financial measures have limitations as they do not include all items of income and expense that affect operations, and accordingly, should always be considered as supplemental to financial results presented in accordance with GAAP. Computation of Same Property NOI may differ in certain respects from the methodology utilized by other REITs and, therefore, may not be comparable to such other REITs.

Comparison of the Three Months Ended September 30, 2014 to the Three Months Ended September 30, 2013

	Three Months Ended September 30,		Change
	2014	2013	
Number of properties	479	479	—
Percent billed	90.8%	90.3%	0.5%
Percent leased	92.7%	92.2%	0.5%
Revenues			
Rental income	\$ 210,530	\$ 204,549	\$ 5,981
Expense reimbursements	60,473	60,828	(355)
Percentage rents	1,556	1,283	273
	<u>272,559</u>	<u>266,660</u>	<u>5,899</u>
Operating expenses			
Operating costs	(27,184)	(28,536)	1,352
Real estate taxes	(42,255)	(42,098)	(157)
Provisions for doubtful accounts	(2,655)	(3,062)	407
	<u>(72,094)</u>	<u>(73,696)</u>	<u>1,602</u>
Same property NOI	<u>\$ 200,465</u>	<u>\$ 192,964</u>	<u>\$ 7,501</u>

Same Property NOI increased \$7.5 million or 3.9% for the three months ended September 30, 2014, as compared to the same period in 2013, primarily due to (i) a \$6.0 million increase in rental income driven by an increase in billed occupancy to 90.8% from 90.3% and (ii) an increase in the expense recovery percentage to 87.1% from 86.1% driven by increased occupancy of our portfolio. In addition, there was a decrease in roof and parking lot repairs and maintenance expenses.

The following table provides a reconciliation of net income (loss) attributable to common stockholders to Same Property NOI for the periods presented (dollars in thousands):

	Three Months Ended September 30,	
	2014	2013
Net income (loss) attributable to common stockholders	\$ 27,030	\$ (18,839)
Adjustments:		
Revenue adjustments (1)	(17,132)	(20,270)
Depreciation and amortization	111,150	108,479
Impairment of real estate assets	—	—
General and administrative	19,624	23,605
Total other (income) expense	66,121	104,587
Equity in income of unconsolidated joint ventures	(112)	(247)
Gain on disposition of investments in unconsolidated joint ventures	—	—
Pro rata share of same property NOI of unconsolidated joint ventures	185	182
(Income) loss from discontinued operations	—	1,099
Net income (loss) attributable to non-controlling interests	6,834	(5,716)
Non-same property NOI	(13,235)	84
Same property NOI	<u>\$ 200,465</u>	<u>\$ 192,964</u>

(1) Includes adjustments for lease settlement income, straight-line rents, above- and below-market rent amortization, net and fee income from managed properties and unconsolidated joint ventures.

Comparison of the Nine Months Ended September 30, 2014 to the Nine Months Ended September 30, 2013

	Nine Months Ended September 30,		Change
	2014	2013	
Number of properties	479	479	—
Percent billed	90.8%	90.3%	0.5%
Percent leased	92.7%	92.2%	0.5%
Revenues			
Rental income	\$ 626,909	\$ 607,368	\$ 19,541
Expense reimbursements	187,465	180,861	6,604
Percentage rents	4,481	4,968	(487)
	818,855	793,197	25,658
Operating expenses			
Operating costs	(89,867)	(87,114)	(2,753)
Real estate taxes	(126,177)	(125,428)	(749)
Provisions for doubtful accounts	(8,174)	(7,969)	(205)
	(224,218)	(220,511)	(3,707)
Same property NOI	\$ 594,637	\$ 572,686	\$ 21,951

Same Property NOI increased \$22.0 million or 3.8% for the nine months ended September 30, 2014, as compared to the same period in 2013, primarily due to (i) a \$19.5 million increase in rental income driven by an increase in billed occupancy to 90.8% from 90.3% and (ii) an increase in the expense recovery percentage to 86.8% from 85.1% driven by increased occupancy of our portfolio coupled with reconciliation income due to year end billings. These increases were partially offset by increased weather related expenses including snow removal expenses, utility expenses, roof and parking lot repairs and maintenance expenses.

The following table provides a reconciliation of net income (loss) attributable to common stockholders to Same Property NOI for the periods presented (dollars in thousands):

	Nine Months Ended September 30,	
	2014	2013
Net income (loss) attributable to common stockholders	\$ 65,904	\$ (81,597)
Adjustments:		
Revenue adjustments (1)	(51,226)	(51,621)
Depreciation and amortization	334,084	328,878
Impairment of real estate assets	—	1,531
General and administrative	59,221	65,386
Total other (income) expense	206,558	293,877
Equity in income of unconsolidated joint ventures	(248)	(1,001)
Gain on disposition of investments in unconsolidated joint ventures	(1,820)	—
Pro rata share of same property NOI of unconsolidated joint ventures	547	545
(Income) loss from discontinued operations	(19,213)	41,584
Net income (loss) attributable to non-controlling interests	40,998	(25,248)
Non-same property NOI	(40,168)	352
Same property NOI	\$ 594,637	\$ 572,686

(1) Includes adjustments for lease settlement income, straight-line rents, above- and below-market rent amortization, net and fee income from managed properties and unconsolidated joint ventures.

Liquidity and Capital Resources

We anticipate that our cash flows from the sources listed below will provide adequate capital for the next 12 months for all anticipated uses, including all scheduled principal and interest payments on our outstanding indebtedness, current and anticipated tenant improvements, stockholder distributions to maintain our qualification as a REIT and other capital obligations associated with conducting our business.

Our primary expected sources and uses and capital are as follows:

Sources

- cash and cash equivalents;
- operating cash flow;
- available borrowings under our existing revolving credit facility;
- issuance of long-term debt; and
- asset sales.

Uses

Short term:

- leasing costs and tenant improvements allowances;
- active anchor space repositioning/redevelopments;
- recurring maintenance capital expenditures;
- debt repayment requirements;
- corporate and administrative costs; and
- distribution payments.

Long term:

- major active redevelopments, renovation or expansion programs at individual properties;
- acquisitions; and
- debt maturities.

During the nine months ended September 30, 2014, Moody's Investors Service assigned an investment grade issuer rating of Baa3 with a stable outlook to the Company's operating partnership, Brixmor Operating Partnership, L.P.

Our cash flow activities are summarized as follows (dollars in thousands):

	Nine Months Ended September 30,	
	2014	2013
Cash flows provided by operating activities	\$ 372,290	\$ 214,643
Cash flows used in investing activities	\$ (135,049)	\$ (76,916)
Cash flows used in financing activities	\$ (258,398)	\$ (103,449)

Operating Activities

Cash and cash equivalents were \$92.8 million and \$137.4 million as of September 30, 2014 and September 30, 2013, respectively.

Our net cash flow provided by operating activities primarily consist of net income from property operations, adjusted for non-cash items including depreciation and amortization, gains and impairments and equity based compensation expense.

For the nine months ended September 30, 2014, net cash flow provided by operating activities increased \$157.6 million as compared to the corresponding period in 2013. The increase is primarily due to (i) an increase in Same Property NOI, (ii) increased NOI due to the acquisition of the Acquired Properties, (iii) a decrease in interest expense due to a reduction in our outstanding indebtedness as well as a decrease in the weighted average interest rate on outstanding indebtedness, (iv) a decrease in general and administrative expenses and (v) an increase in

working capital due to an increase in cash flows from receivables and restricted cash, partially offset by a decrease in accounts payable accrued expenses and other liabilities due to timing of payments.

Investing Activities

Net cash flow used in investing activities is impacted by the nature, timing and extent of improvements made to our shopping centers, allowances provided to our tenants, and our acquisition and disposition programs. Capital used to fund these activities, and the source thereof, can vary significantly from period to period based on, for example, negotiations with tenants and their willingness to pay higher base rents over the terms of their respective leases as well as the availability of operating cash flows. Net cash flow used in investing activities is also impacted by the level of recurring property capital expenditures in a given period. Recurring capital expenditures are costs to maintain properties and their common areas including new roofs, paving of parking lots and other general upkeep items. Recurring capital expenditures per square foot for the nine months ended September 30, 2014 and 2013, were \$0.23 and \$0.17, respectively.

For the nine months ended September 30, 2014, net cash flow used in investing activities increased \$58.1 million as compared to the corresponding period in 2013. The increase was primarily due to a \$42.1 million decrease in proceeds from sales of real estate assets and a \$18.1 million increase in capital expenditures and investments in real estate assets, partially offset by a \$3.1 million increase in restricted cash attributable to investing activities.

Currently, our anchor space repositioning/redevelopments in our Total Portfolio relate to 27 shopping centers for which we anticipate incurring approximately \$99.4 million in improvements, of which \$71.0 million had not yet been incurred as of September 30, 2014.

Financing Activities

Our net cash flow used in financing activities is impacted by the nature, timing and extent of issuances of debt and equity, principal and other payments associated with our outstanding indebtedness and prevailing market conditions associated with each source of capital.

For the nine months ended September 30, 2014, net cash used in financing activities increased \$154.9 million as compared to the corresponding period in 2013. The increase was due to (i) an increase of \$32.4 million of repayments of debt obligations, net of borrowings, (ii) an increase of \$45.0 million in distributions to non-controlling interests and (iii) an increase of \$95.8 million in distributions to common stockholders, partially offset by a decrease of \$18.2 million in deferred financing costs.

Debt transactions

On March 18, 2014, the Operating Partnership entered into an unsecured \$600.0 million term loan (the “Term Loan”) which matures on March 18, 2019. The obligations under the Term Loan are guaranteed by both BPG Subsidiary Inc. (“BPG Sub”) and Brixmor OP GP LLC, the general partner of the Operating Partnership, (together, the “Parent Guarantors”). The Term Loan bears interest, at the Operating Partnership’s option, at a rate equal to a margin over either (a) a base rate determined by reference to the highest of (1) the administrative agent’s prime lending rate, (2) the federal funds effective rate plus half of 1%, and (3) the LIBOR rate that would be payable on such day for a LIBOR rate loan with a one-month interest period plus 1% or (b) a LIBOR rate determined by reference to the BBA LIBOR rate for the interest period relevant to a particular borrowing. The margin associated with the Term Loan is based on a total leverage based grid and ranges from 0.35% to 0.75%, for base rate loans, and 1.35% to 1.75% for LIBOR rate loans. The margin on the Term Loan was 1.40% as of September 30, 2014. Pursuant to the terms of the Term Loan, the Company among other things is subject to maintenance of various financial covenants. The Company is currently in compliance with these covenants. Proceeds from the Term Loan were used to repay outstanding borrowings on the Company’s Unsecured Credit Facility.

On September 18, 2014, Brixmor LLC, an indirect subsidiary of the Company, commenced a cash tender offer for \$68.7 million of its unsecured notes at premiums ranging from 10.13% to 19.25% above par value. The unsecured notes have stated interest rates ranging from 6.90% to 7.97% and maturity dates ranging from August 14, 2026 to July 30, 2029. On October 17, 2014, upon completion of the tender offer, Brixmor LLC purchased \$50.2 million principal amount of the unsecured notes.

In addition, during the nine months ended September 30, 2014, the Company repaid \$684.4 million of mortgages and secured loans, repaid \$60.0 million of unsecured notes, and repaid \$53.3 million of financing liabilities, resulting in a net loss on extinguishment of \$2.6 million. These repayments were funded primarily from borrowings under the Company's Unsecured Credit Facility.

During the remainder of 2014, we do not have any mortgage loans scheduled to mature and we have approximately \$8.4 million of scheduled mortgage amortization payments. We currently intend to repay the \$8.4 million of scheduled mortgage amortization payments using cash generated from operations.

Contractual Obligations

Our contractual debt obligations relate to our notes payable, mortgages and secured loans and financing liabilities with maturities ranging from one year to 15 years, and non-cancelable operating leases pertaining to our shopping centers.

The following table summarizes our debt maturities (excluding options and fair market debt adjustments) and obligations under non-cancelable operating leases as of September 30, 2014.

Contractual Obligations			Payment due by period			
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years	
(in thousands)						
Debt (1)	\$ 5,869,119	\$ 8,392	\$ 1,985,185	\$ 2,142,893	\$ 1,732,649	
Interest payments (2)	968,092	68,701	451,970	271,940	175,481	
Financing liabilities	121,470	—	121,470	—	—	
Operating leases	128,778	2,716	14,393	13,344	98,325	
Total	\$ 7,087,459	\$ 79,809	\$ 2,573,018	\$ 2,428,177	\$ 2,006,455	

(1) Debt includes scheduled amortization and scheduled maturities for mortgages and secured loans, credit facilities and notes payable.

(2) We incur variable rate interest on \$271.5 million and \$600.0 million of debt related to the Unsecured Credit Facility and Term Loan, respectively. The margin associated with Unsecured Credit Facility borrowings is based on a total leverage based grid and ranges from 0.40% to 1.00%, for base rate loans, and 1.40% to 2.00%, for LIBOR rate loans. The margin on the Unsecured Credit Facility was 1.50% as of September 30, 2014. The margin associated with the Term Loan is based on a total leverage based grid and ranges from 0.35% to 0.75%, for base rate loans, and 1.35% to 1.75% for LIBOR rate loans. The margin on the Term Loan was 1.40% as of September 30, 2014.

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) in accordance with GAAP excluding (i) gain (loss) on disposition of operating properties, and (ii) extraordinary items, plus (iii) depreciation and amortization of operating properties, (iv) impairment of operating properties and real estate equity investments, and (v) after adjustments for joint ventures calculated to reflect funds from operations on the same basis.

FFO attributable to stockholders and non-controlling interests convertible into common stock is FFO as further adjusted to exclude net income (loss) attributable to non-controlling interests not convertible into common stock. We believe FFO attributable to stockholders and non-controlling interests convertible into common stock is a meaningful supplemental measure that is more reflective of our operating performance by excluding FFO attributable to non-controlling interests not convertible into common stock.

We present FFO and FFO attributable to stockholders and non-controlling interests convertible into common stock as we consider them important supplemental measures of our operating performance and we believe they are frequently used by securities analysts, investors and other interested parties in the evaluation of REITs. FFO and FFO attributable to stockholders and non-controlling interests convertible into common stock should not be considered as alternatives to net income (determined in accordance with GAAP) as indicators of financial performance and are not alternatives to cash flow from operating activities (determined in accordance with GAAP) as measures of liquidity. Non-GAAP financial measures have limitations as they do not include all items of income

and expense that affect operations, and accordingly, should always be considered as supplemental to financial results presented in accordance with GAAP. Computation of FFO and FFO attributable to stockholders and non-controlling interests convertible into common stock may differ in certain respects from the methodology utilized by other REITs and, therefore, may not be comparable to similarly titled measures presented by such other REITs. Investors are cautioned that items excluded from FFO and FFO attributable to stockholders and non-controlling interests convertible into common stock are significant components in understanding and addressing financial performance.

Our reconciliation of net income (loss) to FFO and FFO attributable to stockholders and non-controlling interest convertible into common stock for the three and nine months ended September 30, 2014 and 2013 is as follows (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Net income (loss)	\$ 33,864	\$ (24,555)	\$ 106,902	\$ (106,845)
Gain on disposition of operating properties	—	—	(14,804)	(2,631)
Gain on disposition of unconsolidated joint ventures	—	—	(1,820)	—
Depreciation and amortization-real estate related-continuing operations	110,628	107,980	332,286	327,370
Depreciation and amortization-real estate related-discontinued operations	—	2,483	431	9,467
Depreciation and amortization-real estate related-unconsolidated joint ventures	23	7	146	167
Impairment of operating properties	—	1,283	—	41,783
FFO	144,515	87,198	423,141	269,311
Adjustments attributable to non-controlling interests not convertible into common stock	(322)	(347)	(6,200)	(1,018)
FFO attributable to stockholders and non-controlling interests convertible into common stock	\$ 144,193	\$ 86,851	\$ 416,941	\$ 268,293
FFO per share/OP Unit - diluted	\$ 0.47	\$ 0.36	\$ 1.37	\$ 1.11
Weighted average shares/OP Units outstanding - basic and diluted (1)	304,318	240,905	304,272	240,905

(1) Basic and diluted shares/OP Units outstanding reflects an assumed conversion of certain BPG Sub shares and OP Units to common stock of the Company and the vesting of certain restricted stock awards.

EBITDA and Adjusted EBITDA

Earnings before interest, tax, depreciation and amortization (“EBITDA”) is calculated as the sum of net income (loss) in accordance with GAAP before interest expense, income taxes, depreciation and amortization. Adjusted EBITDA represents EBITDA as adjusted for (i) acquisition related costs, (ii) gain (loss) on disposition of operating properties, (iii) impairment of real estate assets and real estate equity investments, (iv) gain (loss) on disposition of unconsolidated joint ventures, (v) gain (loss) on extinguishment of debt, and (vi) after adjustments attributable to non-controlling interests not convertible into common stock.

EBITDA and Adjusted EBITDA are supplemental, non-GAAP measures utilized in various financial ratios and are helpful to securities analysts, investors and other interested parties in the evaluation of REITs, as a measure of Brixmor’s operational performance because EBITDA and Adjusted EBITDA exclude various items that do not relate to or are not indicative of its operating performance. In addition, it includes the results of operations of real estate properties that have been sold or classified as real estate held for sale at the end of the reporting period. Accordingly, the use of EBITDA and Adjusted EBITDA in various ratios provides a meaningful performance measure as it relates to its ability to meet various coverage tests for the stated period. EBITDA and Adjusted EBITDA should not be considered as alternatives to net income (determined in accordance with GAAP) as indicators of financial performance and are not alternatives to cash flow from operating activities (determined in accordance with GAAP) as a measure of liquidity.

Non-GAAP financial measures have limitations as they do not include all items of income and expense that affect operations and, accordingly, should always be considered as supplemental to financial results presented in accordance with GAAP. Computation of EBITDA and Adjusted EBITDA may differ in certain respects from the

methodology utilized by other REITs and, therefore, may not be comparable to such other REITs. Investors are cautioned that items excluded from EBITDA and Adjusted EBITDA are significant components in understanding and addressing financial performance.

The following table provides a reconciliation of EBITDA and Adjusted EBITDA to net income (loss) (dollars in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Net income (loss)	\$ 33,864	\$ (24,555)	\$ 106,902	\$ (106,845)
Interest expense-continuing operations	65,545	84,601	199,464	270,845
Interest expense-discontinued operations	—	1,663	259	6,160
Interest expense-unconsolidated joint ventures	44	139	130	589
Federal and state taxes	1,026	955	2,950	2,850
Depreciation and amortization-continuing operations	111,150	108,479	334,084	328,878
Depreciation and amortization-discontinued operations	—	2,483	431	9,467
Depreciation and amortization-unconsolidated joint ventures	23	7	146	167
EBITDA	<u>\$ 211,652</u>	<u>\$ 173,772</u>	<u>\$ 644,366</u>	<u>\$ 512,111</u>
Gain on disposition of operating properties	—	—	(14,804)	(2,631)
Gain from development/land sales and acquisition of joint venture interests	—	(1,502)	—	(2,223)
Gain on disposition of unconsolidated joint ventures	—	—	(1,820)	—
Loss (gain) on extinguishment of debt, net	(460)	18,265	(3,501)	18,509
Impairment of operating properties and land sales	—	—	—	1,531
Impairment of real estate held for sale	—	1,283	—	43,323
Adjustments to non-controlling interests not convertible into common stock	(322)	(347)	(381)	(1,018)
Total adjustments	<u>(782)</u>	<u>17,699</u>	<u>(20,506)</u>	<u>57,491</u>
Adjusted EBITDA	<u><u>\$ 210,870</u></u>	<u><u>\$ 191,471</u></u>	<u><u>\$ 623,860</u></u>	<u><u>\$ 569,602</u></u>

Inflation

The majority of leases contain provisions designed to mitigate the adverse impact of inflation. Such provisions contain clauses enabling us to receive percentage rents, which generally increase as prices rise but may be adversely impacted by tenant sales decreases, and/or escalation clauses which are typically related to increases in the consumer price index or similar inflation indices. In addition, we believe that many of our existing lease rates are below current market levels for comparable space and that upon renewal or re-rental such rates may be increased to be consistent with, or closer to, current market rates. This belief is based upon an analysis of relevant market conditions, including a comparison of comparable market rental rates, and upon the fact that many of our leases have been in place for a number of years and may not contain escalation clauses sufficient to match the increase in market rental rates over such time. Most of our leases require the tenant to pay its share of operating expenses, including common area maintenance, real estate taxes and insurance, thereby reducing our exposure to increases in costs and operating expenses resulting from inflation. In addition, we periodically evaluate our exposure to interest rate fluctuations, and may enter into interest rate protection agreements which mitigate, but do not eliminate, the effect of changes in interest rates on our floating rate loans.

In the normal course of business we also face risks that are either non-financial or non-qualitative. Such risks principally include credit risks and legal risks. For a discussion of other factors which may adversely affect our liquidity and capital resources, please see the section titled “Risk Factors” in our Form 10-K for the year ended December 31, 2013.

Off-Balance Sheet Arrangements

We had no material off-balance sheet arrangements as of September 30, 2014.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We may be exposed to interest rate changes primarily as a result of long-term debt used to maintain liquidity and fund capital expenditures and expansion of our real estate investment portfolio and operations. Our interest rate risk management objectives are to limit the impact of interest rate changes on earnings and cash flows and to lower our overall borrowing costs. To achieve our objectives we borrow primarily at fixed rates or variable rates with the lowest margins available.

With regard to variable rate financing, we assess interest rate cash flow risk by continually identifying and monitoring changes in interest rate exposures that may adversely impact expected future cash flows and by evaluating hedging opportunities. We maintain risk management control systems to monitor interest rate cash flow risk attributable to both our outstanding or forecasted debt obligations as well as our potential offsetting hedge positions. The risk management control systems involve the use of analytical techniques, including cash flow sensitivity analysis, to estimate the expected impact of changes in interest rates on our future cash flows.

We may use additional derivative financial instruments to hedge exposures to changes in interest rates on loans secured by our properties or unsecured debt obligations. To the extent we do, we are exposed to market and credit risk. Market risk is the adverse effect on the value of the financial instrument that results from a change in interest rates. The market risk associated with interest-rate contracts is managed by establishing and monitoring parameters that limit the types and degree of market risk that may be undertaken. Credit risk is the failure of the counterparty to perform under the terms of the derivative contract. When the fair value derivative contract is positive, the counterparty owes us, which creates credit risk to us. We will minimize the credit risk in derivative instruments by entering into transactions with high-quality counterparties. The Company has entered into derivative financial instruments such as interest rate swap and interest rate cap agreements to manage interest rate risk exposure arising from variable rate debt transactions that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company's objective in using interest rate derivatives is to add stability to interest expense and to manage its exposure to interest rate movements.

As of September 30, 2014, we had \$1.8 billion of outstanding floating rate borrowings under the Unsecured Credit Facility and \$600.0 million of outstanding floating rate borrowings under the Term Loan. \$1.5 billion of the borrowings under the Unsecured Credit Facility are subject to interest rate swap agreements, which effectively convert the interest rate on the borrowings from floating to fixed. During the three and nine months ended September 30, 2014, no payment was received from the respective counterparties to the interest rate cap agreements.

As of September 30, 2014, our variable rate debt consisted primarily of the following:

- Unsecured Credit Facility, which is comprised of the Term Loan Facility and the Revolving Facility, which bore interest at a rate equal to LIBOR plus an interest spread of 150 basis points.
- \$600.0 million Term Loan which bore interest at a rate equal to LIBOR plus an interest spread of 140 basis points.

If market rates of interest on our variable rate debt increased by 1%, the increase in annual interest expense on our variable rate debt would decrease future earnings and cash flows by approximately \$8.7 million (this includes the impact of the \$1.5 billion of interest rate swap agreements). If market rates of interest on our variable rate debt decreased by 1%, the decrease in annual interest expense on our variable rate debt would increase future earnings and cash flows by approximately \$1.6 million (this includes the impact of the \$1.5 billion of interest rate swap agreements). As of September 30, 2014, LIBOR was 0.16%. Even if LIBOR were 0%, our Unsecured Credit Facility and Term Loan are subject to interests spreads of 150 and 140 basis points, respectively. Accordingly, the decrease in LIBOR with respect to these debt instruments would have a nominal effect on future earnings and cash flows. This assumes that the amount outstanding under our variable rate debt remains at approximately \$2.4 billion, the balance as of September 30, 2014. The foregoing assumes that our total debt outstanding remains at approximately \$5.9 billion, the balance as of September 30, 2014.

ITEM 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized and reported

within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosures. Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the design and operation of our disclosure controls and procedures were effective to accomplish their objectives at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter ended September 30, 2014 that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We are not presently involved in any material litigation arising outside the ordinary course of our business. However, we are involved in routine litigation arising in the ordinary course of business, none of which we believe, individually or in the aggregate, taking into account existing reserves, will have a material impact on our results of operations or financial condition.

Item 1A. Risk Factors

There have been no material changes to the risk factors disclosed in our annual report on Form 10-K, for the fiscal year ended December 31, 2013.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012 ("ITRSHRA"), which added Section 13(r) of the Exchange Act, we hereby incorporate by reference herein Exhibit 99.1 of this report, which includes disclosures publicly filed and/or provided to Blackstone by Traveport Limited, which may be considered our affiliate.

Item 6. Exhibits

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Date of Filing	Exhibit Number	
4.1	Supplemental Indenture, dated as of October 16, 2014, between Brixmor LLC and U.S. Bank Trust National Association, relating to Brixmor LLC's 7.97% Notes due 2026, 7.65% Notes due 2026, 7.68% Notes due 2026 and both series of 6.90% Notes due 2028.	8-K	001-36160	10/17/14	4.1	
4.2	Supplemental Indenture, dated as of October 16, 2014, between Brixmor LLC and U.S. Bank Trust National Association, relating to Brixmor LLC's 7.50% Notes due 2029.	8-K	001-36160	10/17/14	4.2	
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	—	—	—	—	x
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	—	—	—	—	x
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	—	—	—	—	x
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	—	—	—	—	x
99.1	Section 13(r) Disclosure	—	—	—	—	x
101.INS	XBRL Instance Document	—	—	—	—	x
101.SCH	XBRL Taxonomy Extension Schema Document	—	—	—	—	x
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	—	—	—	—	x
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	—	—	—	—	x
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	—	—	—	—	x
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	—	—	—	—	x

SIGNATURES

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

BRIXMOR PROPERTY GROUP INC.

Dated: November 4, 2014

By: /s/Michael A. Carroll
Michael A. Carroll
Chief Executive Officer and Director
(Principal Executive Officer)

Dated: November 4, 2014

By: /s/Michael V. Pappagallo
Michael V. Pappagallo
President and Chief Financial Officer
(Principal Financial Officer)

Dated: November 4, 2014

By: /s/Steven A. Splain
Steven A. Splain
Executive Vice President
(Principal Accounting Officer)

**CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Michael A. Carroll, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the period ended September 30, 2014 of Brixmor Property Group Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) 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. 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
 - c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of 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: November 4, 2014

/s/Michael A. Carroll
Chief Executive Officer and Director
(Principal Executive Officer)

**CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Michael V. Pappagallo, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the period ended September 30, 2014 of Brixmor Property Group Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) 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. 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
 - c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of 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: November 4, 2014

/s/Michael V. Pappagallo
President and Chief Financial Officer
(Principal Financial Officer)

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

In connection with the Quarterly Report of Brixmor Property Group Inc. (the "Company") on Form 10-Q for the period ended September 30, 2014 filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael A. Carroll, Chief Executive Officer and Director of the Company, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

Date: November 4, 2014

/s/Michael A. Carroll
Chief Executive Officer and Director
(Principal Executive Officer)

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

In connection with the Quarterly Report of Brixmor Property Group Inc. (the “Company”) on Form 10-Q for the period ended September 30, 2014 filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Michael V. Pappagallo, President and Chief Financial Officer of the Company, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

Date: November 4, 2014

/s/Michael V. Pappagallo
President and Chief Financial Officer
(Principal Financial Officer)

Section 13(r) Disclosure

The disclosure with respect to the fiscal quarter ended June 30, 2014 reproduced below was included in Travelport Limited's quarterly report on Form 10-Q filed with the Securities and Exchange Commission (the "SEC") and, with respect to the fiscal quarter ended September 30, 2014, was provided by The Blackstone Group L.P. ("Blackstone"), in accordance with Section 13(r) of the Securities Exchange Act of 1934, as amended. Travelport Limited may be considered an affiliate of Blackstone, and therefore an affiliate of Brixmor. We did not independently verify or participate in the preparation of these disclosures.

Travelport Limited included the following disclosure in its Form 10-Q for the fiscal quarter ended June 30, 2014:

Travelport Limited, which may be considered our affiliate, included the disclosure reproduced below in its Form 10-Q for the fiscal quarter ended June 30, 2014. We have not independently verified or participated in the preparation of this disclosure.

"The following activities are disclosed as required by Section 13(r)(1)(D)(iii) of the Exchange Act.

As part of our global business in the travel industry, we provide certain passenger travel-related GDS and Technology Services to Iran Air. We also provide certain Technology Services to Iran Air Tours. All of these services are either exempt from applicable sanctions prohibitions pursuant to a statutory exemption permitting transactions ordinarily incident to travel or, to the extent not otherwise exempt, specifically licensed by the U.S. Office of Foreign Assets Control. Subject to any changes in the exempt/licensed status of such activities, we intend to continue these business activities, which are directly related to and promote the arrangement of travel for individuals.

The gross revenue and net profit attributable to these activities in the quarter ended June 30, 2014 were approximately \$161,000 and \$117,000, respectively."

Blackstone provided the following disclosure with respect to Travelport Limited for the fiscal quarter ended September 30, 2014:

Blackstone provided the disclosure with respect to Travelport Limited reproduced below. We have not independently verified or participated in the preparation of this disclosure.

"The following activities are disclosed as required by Section 13(r)(1)(D)(iii) of the Exchange Act.

As part of our global business in the travel industry, we provide certain passenger travel-related GDS and Technology Services to Iran Air. We also provide certain Technology Services to Iran Air Tours. All of these services are either exempt from applicable sanctions prohibitions pursuant to a statutory exemption permitting transactions ordinarily incident to travel or, to the extent not otherwise exempt, specifically licensed by the U.S. Office of Foreign Assets Control. Subject to any changes in the exempt/licensed status of such activities, we intend to continue these business activities, which are directly related to and promote the arrangement of travel for individuals."

Per Travelport, the gross revenue and net profits attributable to these activities are still being determined.