

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

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

For the fiscal year ended December 31, 2015

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)

Commission File Number: 333-201464-01 (Brixmor Operating Partnership LP)

Brixmor Property Group Inc.
Brixmor Operating Partnership LP
(Exact Name of Registrant as Specified in Its Charter)

Maryland (Brixmor Property Group Inc.)
Delaware (Brixmor Operating Partnership LP)

45-2433192
80-0831163

(State or Other Jurisdiction of Incorporation or Organization)

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

450 Lexington Avenue, New York, New York 10017
(Address of Principal Executive Offices) (Zip Code)

212-869-3000

(Registrant's Telephone Number, Including Area Code)

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

Title of each class

Name of each exchange on which registered
New York Stock Exchange

Common Stock, par value \$0.01 per share.

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

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

Brixmor Property Group Inc. Yes R No ☐ Brixmor Operating Partnership LP Yes R No ☐

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

Brixmor Property Group Inc. Yes ☐ No R Brixmor Operating Partnership LP Yes ☐ No R

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.

Brixmor Property Group Inc. Yes R No ☐ Brixmor Operating Partnership LP Yes R 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).

Brixmor Property Group Inc. Yes R No ☐ Brixmor Operating Partnership LP Yes R No ☐

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer 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.

Brixmor Property Group Inc.

Brixmor Operating Partnership LP

Large accelerated filer

R Non-accelerated filer ☐

Large accelerated filer

☐ Non-accelerated filer R

Smaller reporting company

☐ Accelerated filer ☐

Smaller reporting company

☐ Accelerated filer ☐

(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).

Brixmor Property Group Inc. Yes ☐ No R Brixmor Operating Partnership LP Yes ☐ No R

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrants' most recently completed second fiscal quarter.

Brixmor Property Group Inc. \$4,003,432,157 Brixmor Operating Partnership LP N/A

(APPLICABLE ONLY TO CORPORATE REGISTRANTS)

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

As of February 1, 2016, Brixmor Property Group Inc. had 299,153,127 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive proxy statement to be filed by Brixmor Property Group Inc. with the Securities and Exchange Commission pursuant to Regulation 14A relating to the registrant's Annual Meeting of Stockholders to be held on June 16, 2016 will be incorporated by reference in this Form 10-K in response to Items 10, 11, 12, 13 and 14 of Part III. The definitive proxy statement will be filed with the SEC not later than 120 days after the registrant's fiscal year ended December 31, 2015.

EXPLANATORY NOTE

This report combines the annual reports on Form 10-K for the period ended December 31, 2015 of Brixmor Property Group Inc. and Brixmor Operating Partnership LP. Unless stated otherwise or the context otherwise requires, references to the “Parent Company” or “BPG” mean Brixmor Property Group Inc. and its consolidated subsidiaries; and references to the “Operating Partnership” mean Brixmor Operating Partnership LP and its consolidated subsidiaries. The terms the “Company,” “Brixmor,” “we,” “our” and “us” mean BPG and the Operating Partnership, collectively.

The Parent Company is a real estate investment trust (“REIT”) which owns 100% of the common stock of BPG Subsidiary Inc. (“BPG Sub”), which, in turn, is the sole owner of Brixmor OP GP LLC, or the General Partner, the sole general partner of the Operating Partnership. As of December 31, 2015, the Parent Company beneficially owned, through its direct and indirect interest in BPG Sub and the General Partner, approximately 98.3% of the outstanding partnership common units of interest (the “OP Units”) in the Operating Partnership. Certain investments funds affiliated with The Blackstone Group L.P. and certain current and former members of the Company’s management collectively owned the remaining 1.7% interest in the Operating Partnership.

The Company believes combining the annual reports on Form 10-K of the Parent Company and the Operating Partnership into this single report provides the following benefits:

- Enhances investors’ understanding of the Parent Company and the Operating Partnership by enabling investors to view the business as a whole in the same manner as management views and operates the business;
- Eliminates duplicative disclosure and provides a more streamlined and readable presentation; and
- Creates time and cost efficiencies through the preparation of one combined report instead of two separate reports.

Management operates the Parent Company and the Operating Partnership as one business. The management of the Parent Company consists of the same individuals as the management of the Operating Partnership. These individuals are officers of both the Parent Company and the Operating Partnership.

We believe it is important to understand the few differences between the Parent Company and the Operating Partnership in the context of how the Parent Company and the Operating Partnership operate as a consolidated company. The Parent Company is a REIT, whose only material asset is its indirect interest in the Operating Partnership. As a result, the Parent Company does not conduct business itself other than issuing public equity from time to time. The Parent Company does not incur any material indebtedness. The Operating Partnership holds substantially all of our assets. Except for net proceeds from public equity issuances by the Parent Company, which are contributed to the Operating Partnership in exchange for OP Units, the Operating Partnership generates all remaining capital required by the Company’s business. Sources of this capital include the Operating Partnership’s operations, its direct or indirect incurrence of indebtedness, and the issuance of OP Units.

Stockholders’ equity, partners’ capital, and non-controlling interests are the primary areas of difference between the consolidated financial statements of the Parent Company and those of the Operating Partnership. The Operating Partnership’s capital includes OP Units owned by the Parent Company through BPG Sub and the General Partner as well as OP Units owned by certain investments funds affiliated with The Blackstone Group L.P. and certain current and former members of the our management. OP Units owned by third parties are accounted for in partners’ capital in the Operating Partnership’s financial statements and outside of stockholders’ equity in non-controlling interests in the Parent Company’s financial statements.

In order to highlight the differences between the Parent Company and the Operating Partnership, there are sections in this report that separately discuss the Parent Company and the Operating Partnership, including separate financial statements (but combined footnotes), separate controls and procedures sections, separate certification of periodic report under Section 302 of the Sarbanes-Oxley Act of 2002 and separate certification pursuant to 18 U.S.C Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. In the sections that combine disclosure for the Parent Company and the Operating Partnership, this report refers to actions or holdings as being actions or holdings of the Company.

The Parent Company consolidates the Operating Partnership for financial reporting purposes, and the Parent Company does not have material assets other than its indirect investment in the Operating Partnership. Therefore, while stockholders’ equity and partners’ capital differ as discussed above, the assets and liabilities of the Parent Company and the Operating Partnership are materially the same on their respective financial statements.

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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,” “targets” 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 this report, as such factors may be updated from time to time in our periodic filings with the Securities and Exchange Commission (the “SEC”), which are accessible on the SEC’s website at www.sec.gov. These factors 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 and expense reimbursements; (5) in the case of percentage rents, our tenants’ sales volumes; (6) competition from other available properties; (7) changes in market rental rates; (8) changes in the regional demographics of our properties; (8) litigation and governmental investigations following the completion of the recent Audit Committee review described under “Part 1. Business-Recent Developments”; and (9) the impact of the Audit Committee review and related management changes on our access to the capital markets and our cost of capital. 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 expressly disclaim any obligation or undertaking to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except to the extent otherwise required by law.

PART I

Item 1. Business

Brixmor Property Group Inc. and subsidiaries (collectively, “BPG”) is an internally-managed real estate investment trust (“REIT”). Brixmor Operating Partnership LP and subsidiaries (collectively, the “Operating Partnership”) is the entity through which BPG conducts substantially all of its operations and owns substantially all of its assets. BPG owns 100% of the common stock of BPG Subsidiary Inc. (“BPG Sub”), which, in turn, is the sole member of Brixmor OP GP LLC (the “General Partner”), the sole general partner of the Operating Partnership. Unless otherwise expressly stated or the context otherwise requires, “we,” “us,” and “our” as used herein refer to each of BPG and the Operating Partnership, collectively. We operate the largest wholly-owned portfolio of grocery-anchored community and neighborhood shopping centers in the United States. Our portfolio is comprised of 518 shopping centers totaling approximately 87 million square feet of gross leasable area (the “Portfolio”). 517 of these shopping centers are 100% owned. Our high quality national Portfolio is well diversified by geography, tenancy and retail format, with 72% of our shopping centers anchored by market-leading grocers. Our four largest tenants by annualized base rent are The Kroger Co., The TJX Companies, Inc., Dollar Tree Stores, Inc., and Wal-Mart Stores. Our community and neighborhood shopping centers provide a mix of necessity and value-oriented retailers and are primarily located in the top 50 Metropolitan Statistical Areas, surrounded by dense populations in established trade areas.

As of December 31, 2015, BPG beneficially owned, through its direct and indirect interest in BPG Sub and the General Partner, 98.3% of the outstanding partnership common units of interest in the Operating Partnership (“OP Units”). Certain investments funds affiliated with The Blackstone Group L.P. (together with such affiliated funds, “Blackstone”) and certain members of the Company's current and former management collectively owned the remaining 1.7% of the outstanding OP Units. Holders of OP Units (other than BPG Sub and the General Partner) may redeem their OP Units for cash based upon the market value of an equivalent number of shares of BPG's common stock or, at our election, exchange their OP Units for shares of our common stock on a one-for-one basis subject to customary conversion rate adjustments for splits, unit distributions and reclassifications. The number of OP Units in the Operating Partnership beneficially owned by BPG is equivalent to the number of outstanding shares of BPG's common stock, and the entitlement of all OP Units to quarterly distributions and payments in liquidation is substantially the same as those of BPG's common stockholders. BPG's common stock is publicly traded on the New York Stock Exchange (“NYSE”) under the ticker symbol “BRX.”

Because the Operating Partnership is managed by BPG, and BPG conducts substantially all of its operations through the Operating Partnership, we refer to BPG's executive officers as Operating Partnership's executive officers, and although, as a partnership, the Operating Partnership does not have a board of directors, we refer to BPG's board of directors as the Operating Partnership's board of directors.

Recent Developments

On February 8, 2016, the Company filed a Current Report on Form 8-K (the “February 8-K”) reporting the completion of a review by the Audit Committee of the Board of Directors of Brixmor Property Group Inc. (the “Audit Committee”). The Audit Committee's review began after the Company received information in late December 2015 through its established compliance processes (the “Audit Committee review”). The Audit Committee review led the Board of Directors to conclude that specific Company accounting and financial reporting personnel, in certain instances, were smoothing income items, both up and down, between reporting periods in an effort to achieve consistent quarterly same property net operating income growth, an industry non-GAAP financial measure.

As reported in the February 8-K, following the Audit Committee review, the Company's Chief Executive Officer, President and Chief Financial Officer, and Treasurer and Chief Accounting Officer resigned from all positions with the Company and its subsidiaries. In addition, an accounting employee also resigned. Following these resignations, the Board of Directors appointed Daniel B. Hurwitz as interim President and Chief Executive Officer, Barry Lefkowitz as interim Chief Financial Officer and Michael Cathers as interim Chief Accounting Officer. Mr. Hurwitz also replaced the Company's former chief executive officer as a member of the Company's Board of Directors.

For additional information concerning the findings of the Audit Committee review and related management changes, see the Company's Form 8-K filed February 8, 2016 and Form 8-K filed February 16, 2016. For additional

information concerning the Audit Committee review and related matters, see “Risk Factors” in Item 1A, “Legal Proceedings” in Item 3, and “Controls and Procedures” in Item 9A of this Form 10-K.

Our Shopping Centers

The following table provides summary information regarding our Portfolio as of December 31, 2015.

Number of shopping centers	518
Gross leasable area (“GLA”) (sq. ft.)	86.6 million
Percent grocery-anchored shopping centers ⁽¹⁾	72%
Average shopping center GLA (sq. ft.)	167,212
Occupancy ⁽²⁾	93%
Average annualized base rent (“ABR”)/SF ⁽³⁾	\$12.76
Percent of ABR in top 50 U.S. MSAs	65%
Average effective age ⁽⁴⁾	14 years
Average population density ⁽⁵⁾	184,000
Average household income ⁽⁵⁾	\$79,000

⁽¹⁾ Based on total number of shopping centers.

⁽²⁾ Unless otherwise stated references to occupancy refer to leased occupancy.

⁽³⁾ ABR/SF is calculated as ABR divided by leased GLA, excluding the GLA of lessee owned leasehold improvements.

⁽⁴⁾ Effective age is calculated based on the year of the most recent anchor space repositioning / redevelopment of the shopping center or based on year built if no anchor space repositioning / redevelopment has occurred.

⁽⁵⁾ Demographics based on five-mile radius and weighted by ABR. Based on U.S. Census data.

Business Objectives and Strategies

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. The major drivers of this growth will be a combination of positive rent spreads from below-market in-place rents and above average lease rollover, occupancy increases, annual contractual rent increases across the portfolio and the execution of embedded anchor space repositioning / redevelopment / outparcel development opportunities. Our key strategies to achieve these objectives are summarized as follows and detailed below:

- Leveraging our operating expertise to proactively lease and manage our assets
- Capitalizing on below-market expiring leases
- Achieving occupancy increases
- Pursuing value-creating anchor space repositioning / redevelopment / outparcel development opportunities
- Preserving portfolio diversification
- Maintaining a flexible capital structure positioned for growth

Leveraging our Operating Expertise to Proactively Lease and Manage our Assets. We proactively manage our shopping centers with an emphasis on driving high rents and occupancy rates with a solid base of nationally and regionally recognized tenants that generate substantial daily traffic. Our expansive relationships with leading retailers afford us early access to their strategies and expansion plans, as well as to their senior management. We believe these relationships, combined with the national breadth and scale of our portfolio, give us a competitive advantage as a key landlord able to support the real estate strategies of our diverse landscape of retailers. Our operating platform, along with the corresponding regional and local market expertise, enables us to efficiently capitalize on market and retailing trends. We also seek opportunities to refurbish, renovate and redevelop existing shopping centers, as appropriate, including expanding or repositioning existing tenants.

We direct our leasing efforts at the corporate level through our national accounts team and at the regional level through our field network. We believe this strategy enables us to provide our national and regional retailers with a centralized, single point of contact, facilitates reviews of our entire shopping center portfolio and provides for standardized lease templates that streamline the lease execution process, while also accounting for market-specific trends.

Capitalizing on Below-Market Expiring Leases. Our focus is to unlock opportunity and create value at the asset level and increase cash flow by increasing rental rates through the renewal of expiring leases or re-leasing of space to new tenants with limited downtime. As part of our targeted leasing strategy, we constantly seek to maximize rental rates and improve the tenant quality and credit profile of our portfolio. We believe our above average lease expiration schedule, as compared to our historic annual expirations, with below-market expiring rents will enable us to renew leases or sign new leases at higher rates. During 2015 in our Portfolio, we experienced new lease rent spreads of 41.6% and blended new and renewal lease spreads of 14.9%. For the last six quarters ended December 31, 2015, blended lease spreads have been 13% or better. We believe that this performance will continue given our future expiration schedule of 9.9% of our leased GLA due to expire in 2016, 13.7% in 2017 and 12.6% in 2018, with an average expiring ABR/SF of \$12.20 compared to an average ABR/SF of \$12.78 for new and renewal leases signed during 2015, with an average ABR/SF of \$15.86 for new leases and \$11.88 for renewal leases. This represents a significant opportunity to mark a substantial percentage of the portfolio to market.

Achieving Occupancy Increases. During 2015 we experienced strong leasing productivity in our Portfolio and executed 664 new leases for an aggregate of approximately 3.0 million sq. ft., including 65 new anchor leases for spaces of at least 10,000 sq. ft. Our continued efforts to improve the quality of our anchor tenants have driven our small shop leasing and for spaces of 10,000 sq. ft. or less, occupancy has increased to 84.3% at December 31, 2015 from 82.6% at December 31, 2014. Our total occupancy decreased to 92.6% at December 31, 2015 from 92.8% at December 31, 2014, due to certain tenant bankruptcies and proactive repositioning of anchor space. We believe that there is additional opportunity for further occupancy gains in our portfolio, across both our anchor and small shop space, and that as we continue to reposition our anchor tenants such improvement will drive strong new and renewal lease spreads and enable us to lease additional small shop space.

Pursuing Value-Creating Anchor Space Repositioning / Redevelopment / Outparcel Development Opportunities. We evaluate our Portfolio on an ongoing basis to identify value-creating anchor space repositioning / redevelopment / outparcel development opportunities. These efforts are tenant-driven and focus on renovating, re-tenanting and repositioning assets and generally present higher risk-adjusted returns than new developments. Such efforts, which we refer to as our “Raising the Bar” initiative, are focused on upgrading our centers with strong, best-in-class anchors and transforming such properties’ overall merchandise mix and tenant quality. Potential new projects include value-creation opportunities that have been previously identified within our Portfolio, as well as new opportunities created by the lack of meaningful community and neighborhood shopping center development in the United States. We may also seek to acquire non-owned anchor spaces or retail buildings and outparcels at, or adjacent, to our shopping centers in order to facilitate anchor space repositioning / redevelopment projects. In addition, as we own a vast majority of our anchor spaces greater than 35,000 sq. ft., we have important operational control in the positioning of our shopping centers in the event an anchor ceases to operate and flexibility in working with new and existing anchor tenants as they seek to expand or reposition their stores.

During 2015, we completed 41 anchor space repositioning / redevelopment / outparcel development projects in our Portfolio, with average targeted NOI yields of 16%. The aggregate cost of these projects was approximately \$89.8 million. We expect average targeted NOI yields of 11% and an aggregate cost of \$104.6 million for our 44 currently active anchor space repositioning / redevelopment / outparcel development projects.

As a result of the historically low number of new shopping center developments in the United States, repositioning and redevelopment opportunities are critical in allowing us to meet space requirements for new store growth and accommodate the evolving prototypes of our retailers. We expect to maintain our current pace of anchor space repositioning / redevelopment / outparcel development projects over the foreseeable future. We believe such activity is critical to the success of our company, as it drives higher sales and traffic, elevates center appeal, stimulates small shop leasing, improves rent levels and NOI and increases shopping center value. We intend to fund these efforts through cash from operations.

Preserving Portfolio Diversification. We seek to achieve diversification by the geographic distribution of our shopping centers and the breadth of our tenant base and tenant business lines. We believe this diversification serves to insulate us from macro-economic cycles and reduces our exposure to any single market or retailer.

The shopping centers in our Portfolio are strategically located across 38 states and throughout more than 170 MSAs, with 65.3% of our ABR derived from shopping centers located in the top 50 MSAs with no one MSA accounting for more than 6.7% of our ABR, in each case as of December 31, 2015.

In total, we have approximately 5,500 diverse national, regional and local retailers with approximately 10,000 leases in our Portfolio. As a result, our 10 largest tenants accounted for only 18.1% of our ABR, and our two largest tenants, The Kroger Co. and The TJX Companies, together accounted for only 6.5% of our ABR as of December 31, 2015. Our largest shopping center represents only 1.5% of our ABR as of December 31, 2015.

Maintaining a Flexible Capital Structure Positioned for Growth. Our current capital structure provides us with financial flexibility and capacity to fund our current capital needs as well as future growth opportunities. As of December 31, 2015, we had, in addition to our secured mortgage debt, \$2.1 billion of unsecured term loans, a \$1.25 billion unsecured revolving credit facility under which we had \$834.0 million of undrawn capacity and \$1.2 billion of senior unsecured notes.

We believe we have access to multiple forms of capital, including unsecured corporate level debt, preferred equity, our at-the-market equity offering program and additional credit facilities, which will provide us with a competitive advantage over smaller, more highly leveraged or privately-held shopping center companies. We currently have investment grade credit ratings from all three major credit rating agencies.

We intend to continue to enhance our financial and operating flexibility through ongoing commitment to ladder and extend the duration of our debt, and further expand our unencumbered asset pool.

The strategies discussed above are periodically reviewed by our Board of Directors and while it does not have any present intention to amend or revise its strategy, the Board of Directors may do so at anytime without a vote of the Company's shareholders.

Competition

We face considerable competition in the leasing of real estate, which is a highly competitive market. We compete with a number of other companies in providing leases to prospective tenants and in re-leasing space to current tenants upon expiration of their respective leases. We believe that the principal competitive factors in attracting tenants in our market areas are location, co-tenants and physical conditions of our shopping centers. In this regard, we proactively manage and, where and when appropriate, redevelop and upgrade, our shopping centers, with an emphasis on maintaining high occupancy rates with a strong base of nationally and regionally recognized anchor tenants that generate substantial daily traffic. In addition, we believe that the breadth of our national portfolio of shopping centers, and the local knowledge and market intelligence derived from our regional operating team, as well as the close relationships we have established with certain major, national and regional retailers, allow us to maintain a competitive position.

Environmental Exposure

We are subject to federal, state and local environmental regulations that apply generally to the ownership of real property and the operations conducted on real property. Under various federal, state and local laws, ordinances and regulations, we may be considered an owner or operator of real property or may have arranged for the disposal or treatment of hazardous or toxic substances or petroleum product releases at a property and, therefore, may become liable for the costs of removal or remediation of certain hazardous substances released on or in our property or disposed of by us or our tenants, as well as certain other potential costs which could relate to hazardous or toxic substances (including governmental fines and injuries to persons and property). Such liability may be imposed whether or not we knew of, or were responsible for, the presence of these hazardous or toxic substances. As is common with community and neighborhood shopping centers, many of our properties had or have on-site dry cleaners and/or on-site gasoline retailing facilities. These operations could potentially result in environmental contamination at the properties. The cost of investigation, remediation or removal of such substances may be substantial, and the presence of such substances, or the failure to properly remediate such substances, may adversely affect our ability to sell or rent such property or to borrow using such property as collateral.

We are aware that soil and groundwater contamination exists at some of our properties. The primary contaminants of concern at these properties include perchloroethylene and trichloroethylene (associated with the operations of on-site dry cleaners) and petroleum hydrocarbons (associated with the operations of on-site gasoline retailing facilities). There may also be asbestos-containing materials at some of our properties. While we do not expect the environmental conditions at our properties, for which exposure has been mitigated through insurance coverage specific to environmental conditions, considered as a whole, to have a material adverse effect on us, there can be no assurance that this will be the case. Further, no assurance can be given that any environmental studies performed

have identified or will identify all material environmental conditions that may exist with respect to any of the properties in our portfolio.

Employees

As of December 31, 2015, we had approximately 447 employees. Four of our employees are covered by a collective bargaining agreement, and we consider our employee relations to be good.

Financial Information about Industry Segments

Our principal business is the ownership and operation of community and neighborhood shopping centers. We do not distinguish or group our operations on a geographical basis when measuring performance. Accordingly, we believe we have a single reportable segment for disclosure purposes in accordance with U.S. generally accepted accounting principles ("GAAP"). In the opinion of our management, no material part of our and our subsidiaries' business is dependent upon a single tenant, the loss of any one of which would have a material adverse effect on us, and no single tenant accounts for 5% or more of our consolidated revenues. During 2015, no single shopping center and no one tenant accounted for more than 5% of our consolidated assets or consolidated revenues.

REIT Qualification

We made a tax election to be treated as a REIT for U.S. federal income tax purposes commencing with our taxable year ended December 31, 2011 and expect to continue to operate so as to qualify as a REIT. So long as we qualify as a REIT, we generally will not be subject to U.S. federal income tax on net taxable income that we distribute annually to our stockholders. In order to qualify as a REIT for U.S. federal income tax purposes, we must continually satisfy tests concerning, among other things, the real estate qualification of sources of our income, the composition and values of our assets, the amounts we distribute to our stockholders and the diversity of ownership of our stock. In order to comply with REIT requirements, we may need to forego otherwise attractive opportunities and limit our expansion opportunities and the manner in which we conduct our operations. See "Risk Factors-Risks Related to our REIT Status and Certain Other Tax Items."

Corporate Headquarters

Brixmor Property Group Inc., a Maryland corporation, was incorporated in Delaware on May 27, 2011, changed its name to Brixmor Property Group Inc. on June 17, 2013 and changed its jurisdiction of incorporation to Maryland on November 4, 2013. Our principal executive offices are located at 450 Lexington Avenue, New York, New York 10017, and our telephone number is (212) 869-3000.

Our website address is www.brixmor.com. Information on our website is not incorporated by reference herein and is not a part of this Annual Report on Form 10-K. We make available free of charge on our website or provide a link on our website to our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as soon as reasonably practicable after those reports are electronically filed with, or furnished to, the SEC. We also make available through our website other reports filed with or furnished to the SEC under the Exchange Act, including our proxy statements and reports filed by officers and directors under Section 16(a) of the Exchange Act. To access these filings, go to the "Financial Information" portion of our "Investors" page on our website, and then click on "SEC Filings." You may also read and copy any document we file at the SEC's Public Reference Room located at 100 F Street, N.E., Washington, DC 20549. Call the SEC at 1-800-SEC-0330 for further information on the public reference room. In addition, these reports and the other documents we file with the SEC are available at a website maintained by the SEC at <http://www.sec.gov>.

From time to time, we may use our website as a channel of distribution of material information. Financial and other material information regarding our company is routinely posted on and accessible at www.brixmor.com. In addition, you may automatically receive e-mail alerts and other information about our company by enrolling your e-mail address by visiting "Email Alerts" under the "Information Request" section of the "Investors" portion of our website at <http://www.brixmor.com>.

Item 1A. Risk Factors

Risks Related to Recent Events

We recently replaced a number of our senior executives with interim executive officers, and these changes, along with anticipated changes when we replace some or all of our interim executive officers with long-term appointments, may have a material adverse impact on our business, financial condition, results of operations or cash flows.

In the first quarter of 2016, following the completion of the Audit Committee review, our Chief Executive Officer, President and Chief Financial Officer and Treasurer and Chief Accounting Officer resigned. Although we have appointed interim replacement executives, the transition of duties to these new executives may be disruptive to the management of our business. Similarly, when we transition from our interim executives to long-term appointees, we may experience a similar level of disruption in our management. These potential disruptions could have a material adverse impact on our business, financial condition, results of operations or cash flows.

Our ability to attract and retain key employees may be adversely impacted by the negative publicity and operational disruptions caused by the results of the Audit Committee review and the related management changes, which may have a material adverse impact on our business, financial condition, results of operations or cash flows.

Our future success depends in large part upon our ability to attract and retain key management executives and other key employees. In the first quarter of 2016, following the completion of the Audit Committee review, several members of our senior management team departed, including our Chief Executive Officer, President and Chief Financial Officer and Treasurer and Chief Accounting Officer. The negative publicity and operational disruptions caused by the results of the Audit Committee review and the related management changes could result in additional key employees deciding to leave the Company, and could make it difficult for the Company to attract new key employees. This may have a material adverse impact on our business, financial condition, results of operations or cash flows.

Legal proceedings related to the Audit Committee review may result in significant costs and expenses and divert resources from our operations and therefore could have a material adverse effect on our business, financial condition, results of operations or cash flows.

Prior to the Company's February 8, 2016 announcement, the Company voluntarily reported to the SEC the matters described above related to the Audit Committee review. The SEC has commenced an investigation with respect to these matters and the Company is cooperating fully.

The Company and its current and former officers and directors may also be subject to private securities class action complaints. A number of plaintiff firms have publicly announced inquiries into these matters. In addition, the Company may be subject to shareholder derivative actions, purportedly in the name and for the benefit of the Company.

As a result of any legal proceedings related to the Audit Committee review, including the investigation described above, we may incur significant professional fees and other costs. If we are unsuccessful in any legal action related to this matter, we may be required to pay a significant amount of monetary damages that may be in excess of our insurance coverage. The SEC also could impose other sanctions against us or our directors and officers, including injunctions, a cease and desist order, fines and other equitable remedies. In addition, our Board of Directors, management and employees may expend a substantial amount of time on these legal proceedings and investigations, diverting resources and attention that would otherwise be directed toward our operations and implementation of our business strategy. Any of these events would have a material adverse effect on our business, financial condition, results of operations or cash flows.

The market price of our common stock and our ability to raise capital may be adversely impacted by recent events, which may have a material adverse impact on our business, financial condition, results of operations or cash flows.

A prolonged decline in the price of our common stock, including as a result of any reputational harm we may suffer as a result of the Audit Committee review and related management changes, could result in a reduction in the liquidity of our common stock and a reduction in our ability to raise capital, which could have a material adverse impact on our financial position, results of operations, and cash flows. In addition, two nationally recognized statistical rating organizations changed our rating outlook to negative following the February 8-K. This change in

outlook and any future downgrade in rating by a credit rating agency could adversely impact our stock and bond prices and may make it more difficult to raise capital in the equity or bond markets, or to do so at an attractive cost of capital. It may also make it more difficult for us to replace our secured debt with unsecured debt. In addition, a ratings downgrade could require our subsidiaries to guarantee our debt facilities and would adversely impact interest rates under our existing credit facilities, which would adversely impact our cost and availability of capital.

We have identified a material weakness in our internal control over financial reporting and our management has concluded that our disclosure controls and procedures and internal control over financial reporting were not effective as of December 31, 2015. If not remediated, our failure to establish and maintain effective disclosure controls and procedures and internal control over financial reporting could result in a material misstatement in our financial statements or a failure to meet our reporting and financial obligations, each of which could have a material adverse effect on our financial condition and the trading price of our common stock.

Maintaining effective internal control over financial reporting and effective disclosure controls and procedures are necessary for us to consistently produce reliable financial statements and financial reports. If we cannot provide reliable financial reports or prevent fraud, our reputation and operating results would be harmed. The Company's current management concluded, and our independent registered public accounting firm has concurred, that as a result of a material weakness in internal control over financial reporting at the evaluation date, the Company's disclosure controls and procedures and internal control over financial reporting were not effective at December 31, 2015. The material weakness relates to a deficiency in the control environment specifically because the actions identified in the Audit Committee review failed to demonstrate commitment to integrity and ethical values and senior management did not set an appropriate tone at the top. See Item 9A - "Controls and Procedures."

A "material weakness" is defined as a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

Although we have taken steps to improve our internal control over financial reporting and our disclosure controls and procedures since the discovery, including through management changes, there can be no assurance that we will be successful in making the improvements necessary to remediate our material weakness, or that we will do so in a timely manner, or that we will not identify additional control deficiencies or material weaknesses in the future. If we are not successful in making these improvements, or if we have additional control deficiencies, we may not be able to accurately report our financial results, prevent fraud or file our periodic reports with the SEC in a timely manner, which may expose us to legal and regulatory liabilities and may cause investors to lose confidence in our reported financial information and may lead to a decline in the market price of our common stock. In addition, implementing any appropriate changes to our internal controls may distract our officers and employees and/or entail substantial costs.

Risks Related to Our Properties and Our Business

Adverse global, national and regional economic, market and real estate conditions may adversely affect our performance.

Properties in our portfolio consist of community and neighborhood shopping centers. Our performance is, therefore, subject to risks associated with owning and operating these types of real estate assets, including: (1) changes in national, regional and local economic climates; (2) local conditions, including an oversupply of space in, or a reduction on demand for, properties similar to those in our portfolio; (3) the attractiveness of properties in our portfolio to tenants; (4) the financial stability of tenants, including the ability of tenants to pay rent; (5) competition from other available properties; (6) changes in market rental rates; (7) changes in demographics (including number of households and average household income) surrounding our properties; (8) the need to periodically fund the costs to repair, renovate and re-lease space; (9) changes in operating costs, including costs for maintenance, utilities, insurance and real estate taxes; (10) earthquakes, tornadoes, hurricanes and other natural disasters, civil unrest, terrorist acts or acts of war, which may result in uninsured or underinsured losses; (11) the fact that the expenses of owning and operating properties are not necessarily reduced when circumstances such as market factors and competition cause a reduction in income from the properties; and (12) changes in laws and governmental regulations, including those governing usage, zoning, the environment and taxes.

Additionally, because properties in our portfolio consist of shopping centers, our performance is linked to general economic conditions in the market for retail space. The market for retail space has been and may continue to be adversely affected by weakness in the national, regional and local economies, the adverse financial condition of

some large retailing companies, the consolidation in the retail sector, the excess amount of retail space in certain markets and increasing consumer purchases via the internet. To the extent that any of these conditions worsen, they are likely to affect market rents and overall demand for retail space. In addition, we may face challenges in property management and maintenance or incur increased operating costs, such as real estate taxes, insurance and utilities, which may make properties unattractive to tenants. The loss of rental revenues from a number of our tenants and our inability to replace such tenants may adversely affect our profitability and ability to meet our debt and other financial obligations.

We face considerable competition in the leasing market and may be unable to renew leases or re-lease space as leases expire. Consequently, we may be required to make rent or other concessions and/or significant capital expenditures to improve our properties in order to retain and attract tenants, which could adversely affect our financial condition and results of operations.

We compete with a number of other companies in providing leases to prospective tenants and in re-leasing space to current tenants upon expiration of their respective leases. If our tenants decide not to renew or extend their leases upon expiration, we may not be able to re-lease the space. Even if the tenants do renew or we can re-lease the space, the terms of renewal or re-leasing, including the cost of required renovations or concessions to tenants, may be less favorable or more costly than current lease terms or than expectations for the space. As of December 31, 2015, leases are scheduled to expire on a total of approximately 9.9% of leased GLA at our properties in our Portfolio during 2016. We may be unable to promptly renew the leases or re-lease this space, or the rental rates upon renewal or re-leasing may be significantly lower than expected rates, which could adversely affect our financial condition and results of operations.

We face considerable competition for the tenancy of our lessees and the business of retail shoppers.

There are numerous shopping venues that compete with our properties in attracting retailers to lease space and shoppers to patronize their properties. In addition, tenants at our properties face continued competition from retailers at regional malls, outlet malls and other shopping centers, catalog companies and internet sales. In order to maintain our attractiveness to retailers and shoppers, we are required to reinvest in our properties in the form of capital improvements. If we fail to reinvest in and redevelop our properties so as to maintain their attractiveness to retailers and shoppers, our revenue and profitability may suffer. If retailers or shoppers perceive that shopping at other venues, online or by phone is more convenient, cost-effective or otherwise more attractive, our revenues and profitability may also suffer.

Our performance depends on the collection of rent from the tenants at the properties in our portfolio, those tenants' financial condition and the ability of those tenants to maintain their leases.

A substantial portion of our income is derived from rental income from real property. As a result, our performance depends on the collection of rent from tenants at the properties in our portfolio. Our income would be negatively affected if a significant number of the tenants at the properties in our portfolio or any major tenants, among other things: (1) decline to extend or renew leases upon expiration; (2) renew leases at lower rates; (3) fail to make rental payments when due; (4) experience a downturn in their business; or (5) become bankrupt or insolvent.

Any of these actions could result in the termination of the tenant's lease and our loss of rental income. In addition, under certain lease agreements, lease terminations by an anchor tenant or a failure by that anchor tenant to occupy the premises could also result in lease terminations or reductions in rent by other tenants in such shopping centers. In these events, we cannot be certain that any tenant whose lease expires will renew or that we will be able to re-lease space on economically advantageous terms. The loss of rental revenues from a number of tenants and difficulty replacing such tenants, particularly in the case of a substantial tenant with leases in multiple locations, may adversely affect our profitability and our ability to meet debt and other financial obligations.

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

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

Real estate property investments are illiquid, and it may not be possible to dispose of assets when appropriate or on favorable terms.

Real estate property investments generally cannot be disposed of quickly, and a return of capital and realization of gains, if any, from an investment generally occur upon the disposition or refinancing of the underlying property. Our ability to dispose of properties on advantageous terms depends on factors beyond our control, including competition from other sellers and the availability of attractive financing for potential buyers of our properties, and we cannot predict the various market conditions affecting real estate investments that will exist at any particular time in the future. Furthermore, we may be required to expend funds to correct defects or to make improvements before a property can be sold. We cannot assure our stockholders that we will have funds available to correct such defects or to make such improvements and, therefore, we may be unable to sell the property or may have to sell it at a reduced cost. As a result of these real estate market characteristics, we may be unable to realize our investment objectives by sale, other disposition or refinancing at attractive prices or within any desired period of time. The ability to sell assets in our portfolio may also be restricted by certain covenants in our debt agreements and the credit agreement governing our \$2.75 billion senior unsecured credit facility (the “Unsecured Credit Facility”). As a result, we may be required to dispose of assets on less than favorable terms, if at all, and we may be unable to vary our portfolio in response to economic or other conditions, which could adversely affect our financial position.

Our expenses may remain constant or increase, even if income from our properties decreases, causing our financial condition and results of operations to be adversely affected.

Costs associated with our business, such as mortgage payments, real estate and personal property taxes, insurance, utilities and corporate expenses, are relatively inflexible and generally do not decrease, and may increase, when a property is not fully occupied, rental rates decrease, a tenant fails to pay rent or other circumstances cause our revenues to decrease. If we are unable to decrease our operating costs when our revenue declines, our financial condition, results of operations and ability to make distributions to our stockholders may be adversely affected. In addition, inflationary price increases could result in increased operating costs for us and our tenants and, to the extent we are unable to pass along those price increases or are unable to recover operating expenses from tenants, our operating expenses may increase, which could adversely affect our financial condition, results of operations and ability to make distributions to our stockholders. Conversely, deflation can result in a decline in general price levels caused by a decreased in the supply of money or credit. The predominant effects of deflation are high unemployment, credit contraction and weakened consumer demand.

Our cash flows and operating results could be adversely affected by required payments of debt or related interest and other risks of our debt financing.

We are generally subject to risks associated with debt financing. These risks include: (1) our cash flow may not be sufficient to satisfy required payments of principal and interest; (2) we may not be able to refinance existing indebtedness on our properties as necessary or the terms of the refinancing may be less favorable to us than the terms of existing debt; (3) required debt payments are not reduced if the economic performance of any property declines; (4) debt service obligations could reduce funds available for distribution to our stockholders and funds available for capital investment; (5) any default on our indebtedness could result in acceleration of those obligations and possible loss of property to foreclosure; and (6) the risk that necessary capital expenditures for purposes such as re-leasing space cannot be financed on favorable terms. During 2016, we have \$855.6 million of mortgage loans scheduled to mature and we have approximately \$22.1 million of scheduled mortgage amortization payments. We currently intend to repay the scheduled maturities and amortization payments with operating cash and borrowings on our revolving credit facility. If a property is mortgaged to secure payment of indebtedness and we cannot make the mortgage payments, we may have to surrender the property to the lender with a consequent loss of any prospective income and equity value from such property. Any of these risks could place strains on our cash flows, reduce our ability to grow and adversely affect our results of operations.

We utilize a significant amount of indebtedness in the operation of our business.

As of December 31, 2015, we had approximately \$6.0 billion aggregate principal amount of indebtedness outstanding. Our leverage could have important consequences to us. For example, it could (1) result in the acceleration of a significant amount of debt for non-compliance with the terms of such debt or, if such debt contains cross default or cross-acceleration provisions, other debt; (2) result in the loss of assets, including our shopping centers, due to foreclosure or sale on unfavorable terms, which could create taxable income without accompanying cash proceeds; (3) materially impair our ability to borrow unused amounts under existing financing arrangements or to obtain additional financing or refinancing on favorable terms or at all; (4) require us to dedicate a substantial

portion of our cash flow to paying principal and interest on our indebtedness, reducing the cash flow available to fund our business, to pay dividends, including those necessary to maintain our REIT qualification, or to use for other purposes; (5) increase our vulnerability to an economic downturn; (6) limit our ability to withstand competitive pressures; or (7) reduce our flexibility to respond to changing business and economic conditions.

If any of the foregoing occurs, our business, financial condition, liquidity, results of operations and prospects could be materially and adversely affected, and the trading price of our common stock or other securities could decline significantly.

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

We cannot assure you that we will be able to access the capital and credit markets to obtain additional debt or equity financing or that we will be able to obtain financing on terms favorable to us. Our inability to obtain financing could have negative effects on our business. Among other things, we could have great difficulty acquiring, re-developing or maintaining our properties, which would materially and adversely affect our business strategy and portfolio, and may result in our (1) liquidity being adversely affected; (2) inability to repay or refinance our indebtedness on or before its maturity; (3) making higher interest and principal payments or selling some of our assets on terms unfavorable to us to service our indebtedness; or (4) issuing additional capital stock, which could further dilute the ownership of our existing stockholders.

Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly.

Borrowings under our Unsecured Credit Facility and unsecured \$600.0 million term loan (the "Term Loan") bear interest at variable rates and expose us to interest rate risk. If interest rates were to increase, our debt service obligations on the variable rate indebtedness would increase even though the amount borrowed remained the same, and our net income and cash flows will correspondingly decrease. Assuming all capacity under our Unsecured Credit Facility was fully drawn, each quarter point change in interest rates would result in a \$4.6 million change in annual interest expense on our indebtedness under our Unsecured Credit Facility and Term Loan. We have entered into interest rate swaps that involve the exchange of floating for fixed rate interest payments in order to reduce interest rate volatility. However, we may not maintain interest rate swaps with respect to all of our variable rate indebtedness, and any swaps we enter into may not fully mitigate our interest rate risk.

Mortgage debt obligations expose us to the possibility of foreclosure, which could result in the loss of our investment in a property or group of properties subject to mortgage debt.

As of December 31, 2015, mortgage debt outstanding was approximately \$2.2 billion, excluding the impact of unamortized premiums. If a property or group of properties is mortgaged to secure payment of debt and we are unable to meet mortgage payments, the holder of the mortgage or lender could foreclose on the property, resulting in a loss of our investment. Alternatively, if we decide to sell assets in the current market to raise funds to repay matured debt, it is possible that these properties will be disposed of at a loss. Also, certain of the mortgages contain customary negative covenants which, among other things, limit our ability, without the prior consent of the lender, to further mortgage the property, to enter into new leases or materially modify existing leases with respect to the property.

Covenants in our debt agreements may restrict our operating activities and adversely affect our financial condition.

Our debt agreements contain financial and/or operating covenants, including, among other things, certain coverage ratios, as well as limitations on the ability to incur secured and unsecured debt. These covenants may limit our operational flexibility and acquisition and disposition activities. Moreover, if any of the covenants in these debt agreements are breached and not cured within the applicable cure period, we could be required to repay the debt immediately, even in the absence of a payment default. As a result, a default under applicable debt covenants could have an adverse effect on our financial condition or results of operations.

Current and future redevelopment or real estate property acquisitions may not yield expected returns.

We are involved in several redevelopment projects and may invest in additional redevelopment projects and property acquisitions in the future. Redevelopment and property acquisitions are subject to a number of risks, including:

(1) abandonment of redevelopment or acquisition activities after expending resources to determine feasibility; (2) construction and/or lease-up delays; (3) cost overruns, including construction costs that exceed original estimates; (4) failure to achieve expected occupancy and/or rent levels within the projected time frame, if at all; (5) inability to operate successfully in new markets where new properties are located; (6) inability to successfully integrate new properties into existing operations; (7) difficulty obtaining financing on acceptable terms or paying operating expenses and debt service costs associated with redevelopment properties prior to sufficient occupancy; (8) delays or failures to obtain necessary zoning, occupancy, land use and other governmental permits; (9) exposure to fluctuations in the general economy due to the significant time lag between commencement and completion of redevelopment projects; and (10) changes in zoning and land use laws. If any of these events occur, overall project costs may significantly exceed initial cost estimates, which could result in reduced returns from such investments that are lower than we expected or losses from such investments. In addition, we may not have sufficient liquidity to fund such projects, and delays in the completion of a redevelopment project may provide various tenants the right to withdraw from a property.

An uninsured loss on properties or a loss that exceeds the limits of our insurance policies could result in a loss of our investment or related revenue in our portfolio.

We carry comprehensive liability, fire, extended coverage, rental loss and acts of terrorism insurance with policy specifications and insured limits customarily carried for similar properties. There are, however, certain types of losses, such as from hurricanes, tornadoes, floods, terrorism, wars or earthquakes, which may be uninsurable, or the cost of insuring against such losses may not be economically justifiable. In addition, tenants generally are required to indemnify and hold us harmless from liabilities resulting from injury to persons or damage to personal or real property, on the premises, due to activities conducted by tenants or their agents on the properties (including without limitation any environmental contamination), and at the tenant's expense, to obtain and keep in full force during the term of the lease, liability and property damage insurance policies. However, tenants may not properly maintain their insurance policies or have the ability to pay the deductibles associated with such policies. In addition, if the damaged properties are subject to recourse indebtedness, we would continue to be liable for the indebtedness, even if these properties were irreparably damaged. Should a loss occur that is uninsured or in an amount exceeding the combined aggregate limits for the policies noted above, or in the event of a loss that is subject to a substantial deductible under an insurance policy, we could lose all or part of our capital invested in, and anticipated revenue from, one or more of the properties, which could have a material adverse effect on our operating results and financial condition.

Environmental conditions that exist at some of our properties could result in significant unexpected costs.

We are subject to federal, state and local environmental regulations that apply generally to the ownership of real property and the operations conducted on real property. Under various federal, state and local laws, ordinances and regulations, we may be considered an owner or operator of real property or may have arranged for the disposal or treatment of hazardous or toxic substances or petroleum product releases at a property and, therefore, may become liable for the costs of removal or remediation of certain hazardous substances released on or in our property or disposed of by us or our tenants, as well as certain other potential costs which could relate to hazardous or toxic substances (including governmental fines and injuries to persons and property). Such liability may be imposed whether or not we knew of, or were responsible for, the presence of these hazardous or toxic substances. As is common with community and neighborhood shopping centers, many of our properties had or have on-site dry cleaners and/or on-site gasoline retailing facilities. These operations could potentially result in environmental contamination at the properties. The cost of investigation, remediation or removal of such substances may be substantial, and the presence of such substances, or the failure to properly remediate such substances, may adversely affect our ability to sell or rent such property or to borrow using such property as collateral.

We are aware that soil and groundwater contamination exists at some of our properties. The primary contaminants of concern at these properties include perchloroethylene and trichloroethylene (associated with the operations of on-site dry cleaners) and petroleum hydrocarbons (associated with the operations of on-site gasoline retailing facilities). There may also be asbestos-containing materials at some of our properties. While we do not expect the environmental conditions at our properties, considered as a whole, to have a material adverse effect on us, there can be no assurance that this will be the case. Further, no assurance can be given that any environmental studies performed have identified or will identify all material environmental conditions that may exist with respect to any of the properties in our portfolio.

Further information relating to recognition of remediation obligation in accordance with GAAP is provided in the consolidated financial statements and notes thereto included in this report.

Compliance with the Americans with Disabilities Act and fire, safety and other regulations may require us to make expenditures that adversely affect our cash flows.

All of the properties in our portfolio are required to comply with the Americans with Disabilities Act (“ADA”). The ADA has separate compliance requirements for “public accommodations” and “commercial facilities,” but generally requires that buildings be made accessible to people with disabilities. Compliance with the ADA requirements could require removal of access barriers, and non-compliance could result in imposition of fines by the United States government or an award of damages to private litigants, or both. We are undertaking an assessment of all of our properties to determine our compliance with the current requirements of the ADA. While the tenants to whom our properties are leased are obligated by law to comply with ADA provisions, and typically under tenant leases are obligated to cover costs associated with compliance, if required changes involve greater expenditures than anticipated, or if the changes must be made on a more accelerated basis than anticipated, the ability of these tenants to cover costs could be adversely affected. Furthermore, we may not be able to pass on to our tenants any costs necessary to remediate ADA issues in common areas of our properties. As a result, we could be required to expend funds to comply with the provisions of the ADA, which could adversely affect our results of operations and financial condition. In addition, we are required to operate the properties in compliance with fire and safety regulations, building codes and other land use regulations, as they may be adopted by governmental agencies and bodies and become applicable to the properties. We may be required to make substantial capital expenditures to comply with, and we may be restricted in our ability to renovate the properties subject to, those requirements. The resulting expenditures and restrictions could have a material adverse effect on our ability to meet our financial obligations.

Our real estate assets may be subject to impairment charges.

On a periodic basis, we assess whether there are any indicators that the value of our real estate assets and other investments may be impaired. A property’s value is considered to be impaired only if the estimated aggregate future cash flows (undiscounted and without interest charges) to be generated by the property are less than the carrying value of the property. In our estimate of cash flows, we consider factors such as expected future operating income, trends and prospects, the effects of demand, competition and other factors. If we are evaluating the potential sale of an asset or development alternatives, the undiscounted future cash flows considers the most likely course of action at the balance sheet date based on current plans, intended holding periods and available market information. We are required to make subjective assessments as to whether there are impairments in the value of our real estate assets and other investments. These assessments may have a direct impact on our earnings because recording an impairment charge results in an immediate negative adjustment to earnings. There can be no assurance that we will not take additional charges in the future related to the impairment of our assets. Any future impairment could have a material adverse effect on our results of operations in the period in which the charge is taken.

We face and our tenants face risks relating to cybersecurity attacks that could cause loss of confidential information and other business disruptions.

We rely extensively on computer systems to process transactions and manage our business, and our business is at risk from and may be impacted by cybersecurity attacks. These could include attempts to gain unauthorized access to our data and computer systems. Attacks can be both individual and/or highly organized attempts organized by very sophisticated hacking organizations. We employ a number of measures to prevent, detect and mitigate these threats, which include password protection, frequent password change events, firewall detection systems, frequent backups, a redundant data system for core applications and annual penetration testing; however, there is no guarantee such efforts will be successful in preventing a cyber attack. A cybersecurity attack could compromise the confidential information of our employees, tenants and vendors. A successful attack could disrupt and affect the business operations, damage our reputation, and result in significant remediation costs. Similarly, our tenants rely extensively on computer systems to process transactions and manage their business and thus their businesses are also at risk from and may be impacted by cybersecurity attacks. An interruption in the business operations of our tenants or in their reputation resulting from a cybersecurity attack could indirectly impact our business operations. As of December 31, 2015 we have not had any material incidences involving cybersecurity attacks.

We are highly dependent upon senior management, and failure to attract and retain key members of senior management could have a material adverse effect on us.

We are highly dependent on the performance and continued efforts of the senior management team. Our future success is dependent on our ability to continue to attract and retain qualified executive officers and senior management. Any inability to manage our operations effectively could have a material adverse effect on our business, financial condition, results of operations, cash flow, capital resources and liquidity.

We face competition in pursuing acquisition opportunities that could increase our costs.

We continue to evaluate the market for available properties and may acquire properties when we believe strategic opportunities exist. Our ability to acquire properties on favorable terms and successfully operate or re-develop them is subject to a number of risks. We may be unable to acquire a desired property because of competition from other real estate investors with substantial capital, including from other REITs and institutional investment funds. Even if we are able to acquire a desired property, competition from other potential acquirers may significantly increase the purchase price.

Risks Related to Our Organization and Structure

Blackstone owns a significant percentage of our stock and has the ability to exercise influence over us.

Blackstone beneficially owns shares of our common stock providing them with an aggregate 36.1% of the total voting power of Brixmor Property Group Inc. as of December 31, 2015. Under our bylaws and our stockholders' agreement with Blackstone and its affiliates, while Blackstone retains certain ownership percentages of us, we will agree to nominate to our board a certain number of individuals designated by Blackstone, whom we refer to as the "Blackstone Directors." Accordingly, for so long as Blackstone continues to own a significant percentage of our stock, Blackstone will be able to influence the composition of our board of directors, the approval of actions requiring stockholder approval, our business plans and policies and the appointment and removal of our executive officers. Some of these actions could cause or prevent a change of control of our company or a change in the composition of our board of directors and could preclude any unsolicited acquisition of our company. The concentration of ownership could deprive you of an opportunity to receive a premium for your shares of common stock as part of a sale of our company and ultimately might affect the market price of our common stock.

BPG's board of directors may approve the issuance of stock, including preferred stock, with terms that may discourage a third party from acquiring us.

BPG's charter permits its board of directors to authorize the issuance of stock in one or more classes or series. Our board of directors may also classify or reclassify any unissued stock and establish the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications and terms and conditions of redemption of any such stock, which rights may be superior to those of our common stock. Thus, BPG's board of directors could authorize the issuance of shares of a class or series of stock with terms and conditions which could have the effect of discouraging a takeover or other transaction in which holders of some or a majority of BPG's outstanding common stock might receive a premium for their shares over the then current market price of our common stock.

Certain provisions in the organizational documents of the partnership agreement for the Operating Partnership may delay or prevent unsolicited acquisitions of us.

Provisions in the organizational documents of the partnership agreement for the Operating Partnership may delay, defer or prevent a transaction or a change of control that might involve a premium price for BPG's common stock. These provisions could discourage third parties from making proposals involving an unsolicited acquisition of us or change of our control, although some stockholders might consider such proposals, if made, desirable. These provisions include, among others:

- redemption or exchange rights of qualifying parties;
- transfer restrictions on the OP Units held directly or indirectly by BPG;
- our inability in some cases to amend the charter documents of the partnership agreement of the Operating Partnership without the consent of the holders of the Outstanding OP Units;
- the right of the holders of the Outstanding OP Units to consent to mergers involving us under specified circumstances; and
- the right of the holders of the Outstanding OP Units to consent to transfers of the general partnership interest.

Any potential change of control transaction may be further limited as a result of provisions of the partnership unit designation for the OP Units, which require us to preserve the rights of OP Unit holders and may restrict us from amending the partnership agreement of our Operating Partnership in a manner that would have an adverse effect on the rights of Blackstone or other OP Unit holders.

BPG's bylaws generally may be amended only by its board of directors, which could limit your control of certain aspects of BPG's corporate governance.

BPG's board of directors has the sole power to amend BPG's bylaws, except that, so long as the stockholders' agreement remains in effect, certain amendments to BPG's bylaws will require the consent of Blackstone and amendments to BPG's bylaws that would allow BPG's board of directors to repeal its exemption of any transaction between BPG and any other person from the "business combination" provisions of the Maryland General Corporation Law (the "MGCL") or the exemption of any acquisition of BPG's stock from the "control share" provisions of the MGCL must be approved by BPG's stockholders. Thus, BPG's board may amend the bylaws in a way that may be detrimental to your interests.

BPG's board of directors may change significant corporate policies without stockholder approval.

BPG's investment, financing, borrowing and dividend policies and our policies with respect to all other activities, including growth, debt, capitalization and operations, will be determined by BPG's board of directors. These policies may be amended or revised at any time and from time to time at the discretion of BPG's board of directors without a vote of our stockholders. BPG's charter also provides that BPG's board of directors may revoke or otherwise terminate our REIT election without approval of BPG's stockholders, if it determines that it is no longer in BPG's best interests to attempt to qualify, or to continue to qualify, as a REIT. In addition, BPG's board of directors may change BPG's policies with respect to conflicts of interest provided that such changes are consistent with applicable legal requirements. A change in these policies or the termination of BPG's REIT election could have an adverse effect on our financial condition, our results of operations, our cash flow, the per share trading price of BPG's common stock and our ability to satisfy our debt service obligations and to pay dividends to BPG's stockholders.

BPG's rights and the rights of BPG's stockholders to take action against BPG's directors and officers are limited.

BPG's charter eliminates the liability of BPG's directors and officers to us and BPG's stockholders for money damages to the maximum extent permitted under Maryland law. Under current Maryland law and BPG's charter, BPG's directors and officers do not have any liability to BPG or BPG's stockholders for money damages other than liability resulting from:

- actual receipt of an improper benefit or profit in money, property or services; or
- active and deliberate dishonesty by the director or officer that was established by a final judgment and is material to the cause of action adjudicated.

BPG's charter authorizes BPG and BPG's bylaws require BPG to indemnify each of BPG's directors or officers who is or is threatened to be made a party to or witness in a proceeding by reason of his or her service in those or certain other capacities, to the maximum extent permitted by Maryland law, from and against any claim or liability to which such person may become subject or which such person may incur by reason of his or her status as a present or former director or officer of BPG. In addition, BPG may be obligated to pay or reimburse the expenses incurred by BPG's present and former directors and officers without requiring a preliminary determination of their ultimate entitlement to indemnification. As a result, BPG and BPG's stockholders may have more limited rights to recover money damages from BPG's directors and officers than might otherwise exist absent these provisions in BPG's charter and bylaws or that might exist with other companies, which could limit your recourse in the event of actions that are not in BPG's best interests.

BPG's charter contains a provision that expressly permits Blackstone and BPG's non-employee directors to compete with us.

Blackstone may compete with us for investments in properties and for tenants. There is no assurance that any conflicts of interest created by such competition will be resolved in our favor. Moreover, Blackstone is in the business of making investments in companies and acquires and holds interests in businesses that compete directly or indirectly with us. BPG's charter provides that, to the maximum extent permitted from time to time by Maryland law, BPG renounce any interest or expectancy that BPG has in, or any right to be offered an opportunity to

participate in, any business opportunities that are from time to time presented to or developed by BPG's directors or their affiliates, other than to those directors who are employed by BPG or BPG's subsidiaries, unless the business opportunity is expressly offered or made known to such person in his or her capacity as a director, and none of Blackstone or any of its affiliates, or any director who is not employed by BPG or any of his or her affiliates, will have any duty to refrain from engaging, directly or indirectly, in the same business activities or similar business activities or lines of business in which we or our affiliates engage or propose to engage or to refrain from otherwise competing with us or our affiliates. Blackstone also may pursue acquisition opportunities that may be complementary to our business, and, as a result, those acquisition opportunities may not be available to us.

BPG's charter provides that, to the maximum extent permitted from time to time by Maryland law, Blackstone and each of BPG's non-employee directors (including those designated by Blackstone), and any of their affiliates, may:

- acquire, hold and dispose of shares of BPG's stock or OP Units for his or her own account or for the account of others, and exercise all of the rights of a stockholder of Brixmor Property Group Inc. or a limited partner of our Operating Partnership, to the same extent and in the same manner as if he, she or it were not BPG's director or stockholder; and
- in his, her or its personal capacity or in his, her or its capacity as a director, officer, trustee, stockholder, partner, member, equity owner, manager, advisor or employee of any other person, have business interests and engage, directly or indirectly, in business activities that are similar to ours or compete with us, that involve a business opportunity that we could seize and develop or that include the acquisition, syndication, holding, management, development, operation or disposition of interests in mortgages, real property or persons engaged in the real estate business.

BPG's charter also provides that, to the maximum extent permitted from time to time by Maryland law, in the event that Blackstone, any non-employee director, or any of their respective affiliates, acquires knowledge of a potential transaction or other business opportunity, such person will have no duty to communicate or offer such transaction or business opportunity to us or any of our affiliates and may take any such opportunity for itself, himself or herself or offer it to another person or entity unless the business opportunity is expressly offered to such person in his or her capacity as our director. These provisions may limit our ability to pursue business or investment opportunities that we might otherwise have had the opportunity to pursue, which could have an adverse effect on our financial condition, our results of operations, our cash flow, the per share trading price of our common stock and our ability to satisfy our debt service obligations and to pay dividends to our stockholders.

Conflicts of interest could arise in the future between the interests of BPG's stockholders and the interests of holders of OP Units.

Because BPG controls the general partner of the Operating Partnership, BPG has fiduciary duties to the other limited partners in the operating partnership, the discharge of which may conflict with the interests of BPG's stockholders. The limited partners of the Operating Partnership have agreed that, in the event of a conflict between the duties owed by BPG's directors to BPG and, in BPG's capacity as the controlling stockholder of the sole member of the general partner of the Operating Partnership, the fiduciary duties owed by the general partner of the Operating Partnership to such limited partners, BPG is under no obligation to give priority to the interests of such limited partners. However, those persons holding OP Units will have the right to vote on certain amendments to the operating partnership agreement (which require approval by a majority in interest of the limited partners, including BPG Sub) and individually to approve certain amendments that would adversely affect their rights. These voting rights may be exercised in a manner that conflicts with the interests of BPG's stockholders. For example, BPG is unable to modify the rights of limited partners to receive distributions as set forth in the operating partnership agreement in a manner that adversely affects their rights without their consent, even though such modification might be in the best interest of BPG's stockholders.

Risks Related to our REIT Status and Certain Other Tax Items

If BPG does not maintain its qualification as a REIT, it will be subject to tax as a regular corporation and could face a substantial tax liability.

BPG expects to continue to operate so as to qualify as a REIT under the Code. However, qualification as a REIT involves the application of highly technical and complex Code provisions for which only a limited number of judicial or administrative interpretations exist. Notwithstanding the availability of cure provisions in the Code, BPG could fail to meet various compliance requirements, which could jeopardize its REIT status. Furthermore, new tax legislation, administrative guidance or court decisions, in each instance potentially with retroactive effect, could

make it more difficult or impossible for BPG to qualify as a REIT. If BPG fails to qualify as a REIT in any tax year, then:

- BPG would be taxed as a regular domestic corporation, which under current laws, among other things, means being unable to deduct distributions to stockholders in computing taxable income and being subject to federal income tax on its taxable income at regular corporate income tax rates;
- any resulting tax liability could be substantial and could have a material adverse effect on BPG's book value;
- unless BPG were entitled to relief under applicable statutory provisions, BPG would be required to pay taxes, and thus, BPG's cash available for distribution to stockholders would be reduced for each of the years during which BPG did not qualify as a REIT and for which BPG had taxable income; and
- BPG generally would not be eligible to requalify as a REIT for the subsequent four full taxable years.

REITs, in certain circumstances, may incur tax liabilities that would reduce BPG's cash available for distribution to you.

Even if BPG qualifies and maintains its status as a REIT, BPG may be subject to U.S. federal income taxes and related state and local taxes. For example, net income from the sale of properties that are "dealer" properties sold by a REIT (a "prohibited transaction" under the Code) will be subject to a 100% tax. BPG may not make sufficient distributions to avoid excise taxes applicable to REITs. Similarly, if BPG were to fail an income test (and did not lose its REIT status because such failure was due to reasonable cause and not willful neglect) BPG would be subject to tax on the income that does not meet the income test requirements. BPG also may decide to retain net capital gain BPG earns from the sale or other disposition of BPG's investments and pay income tax directly on such income. In that event, BPG's stockholders would be treated as if they earned that income and paid the tax on it directly. However, stockholders that are tax-exempt, such as charities or qualified pension plans, would have no benefit from their deemed payment of such tax liability unless they file U.S. federal income tax returns and thereon seek a refund of such tax. BPG also may be subject to state and local taxes on its income or property, including franchise, payroll, mortgage recording and transfer taxes, either directly or at the level of the other companies through which BPG indirectly own its assets, such as BPG's taxable REIT subsidiaries ("TRS"), which are subject to full U.S. federal, state, local and foreign corporate-level income taxes. Any taxes BPG pays directly or indirectly will reduce BPG's cash available for distribution to you.

Complying with REIT requirements may cause BPG to forego otherwise attractive opportunities and limit its expansion opportunities.

In order to qualify as a REIT for U.S. federal income tax purposes, BPG must continually satisfy tests concerning, among other things, BPG's sources of income, the nature of its investments in commercial real estate and related assets, the amounts BPG distributes to its stockholders and the ownership of BPG's stock. BPG may also be required to make distributions to stockholders at disadvantageous times or when BPG does not have funds readily available for distribution. Thus, compliance with REIT requirements may hinder BPG's ability to operate solely on the basis of maximizing profits.

Complying with REIT requirements may force BPG to liquidate or restructure otherwise attractive investments.

In order to qualify as a REIT, BPG must also ensure that at the end of each calendar quarter, at least 75% of the value of its assets consists of cash, cash items, government securities and qualified REIT real estate assets. The remainder of BPG's investments in securities cannot include more than 10% of the outstanding voting securities of any one issuer or 10% of the total value of the outstanding securities of any one issuer unless BPG and such issuer jointly elect for such issuer to be treated as a "taxable REIT subsidiary" under the Code. The total value of all of BPG's investments in taxable REIT subsidiaries cannot exceed 25% (20% effective for taxable years beginning after December 31, 2017) of the value of BPG's total assets. In addition, no more than 5% of the value of BPG's assets can consist of the securities of any one issuer other than a taxable REIT subsidiary. If BPG fails to comply with these requirements, BPG must dispose of a portion of its assets within 30 days after the end of the calendar quarter in order to avoid losing its REIT status and suffering adverse tax consequences.

Complying with REIT requirements may limit BPG's ability to hedge effectively and may cause BPG to incur tax liabilities.

The REIT provisions of the Code substantially limit BPG's ability to hedge its liabilities. Any income from a hedging transaction BPG enters into to manage risk of interest rate changes with respect to borrowings made or to be

made to acquire or carry real estate assets, if clearly identified under applicable Treasury Regulations, does not constitute “gross income” for purposes of the 75% or 95% gross income tests that BPG must satisfy in order to maintain its qualification as a REIT. To the extent that BPG enters into other types of hedging transactions, the income from those transactions is likely to be treated as non-qualifying income for purposes of both of the gross income tests. As a result of these rules, BPG intends to limit its use of advantageous hedging techniques or implement those hedges through a domestic TRS. This could increase the cost of BPG’s hedging activities because its TRS would be subject to tax on gains or expose itself to greater risks associated with changes in interest rates than BPG would otherwise want to bear. In addition, losses in BPG’s TRS will generally not provide any tax benefit, except for being carried forward against future taxable income in the TRS.

Complying with REIT requirements may force BPG to borrow to make distributions to stockholders.

From time to time, BPG’s taxable income may be greater than its cash flow available for distribution to stockholders. If BPG does not have other funds available in these situations, BPG may be unable to distribute substantially all of its taxable income as required by the REIT provisions of the Code. Thus, BPG could be required to borrow funds, sell a portion of its assets at disadvantageous prices or find another alternative. These options could increase BPG’s costs or reduce its equity.

BPG’s charter does not permit any person to own more than 9.8% of BPG’s outstanding common stock or of BPG’s outstanding stock of all classes or series, and attempts to acquire BPG’s common stock or BPG’s stock of all other classes or series in excess of these 9.8% limits would not be effective without an exemption from these limits by BPG’s board of directors.

For BPG to qualify as a REIT under the Code, not more than 50% of the value of BPG’s outstanding stock may be owned directly or indirectly, by five or fewer individuals (including certain entities treated as individuals for this purpose) during the last half of a taxable year. For the purpose of assisting BPG’s qualification as a REIT for federal income tax purposes, among other purposes, BPG’s charter prohibits beneficial or constructive ownership by any person of more than a certain percentage, currently 9.8%, in value or by number of shares, whichever is more restrictive, of the outstanding shares of BPG’s common stock or 9.8% in value of the outstanding shares of BPG’s stock, which BPG refers to as the “ownership limit.” The constructive ownership rules under the Code and BPG’s charter are complex and may cause shares of the outstanding common stock owned by a group of related persons to be deemed to be constructively owned by one person. As a result, the acquisition of less than 9.8% of BPG’s outstanding common stock or BPG’s stock by a person could cause a person to own constructively in excess of 9.8% of BPG’s outstanding common stock or BPG’s stock, respectively, and thus violate the ownership limit. There can be no assurance that BPG’s board of directors, as permitted in the charter, will not decrease this ownership limit in the future. Any attempt to own or transfer shares of BPG’s stock in excess of the ownership limit without the consent of BPG’s board of directors will result either in the shares in excess of the limit being transferred by operation of the charter to a charitable trust, and the person who attempted to acquire such excess shares will not have any rights in such excess shares, or in the transfer being void.

The ownership limit may have the effect of precluding a change in control of BPG by a third party, even if such change in control would be in the best interests of BPG’s stockholders or would result in receipt of a premium to the price of BPG’s stock (and even if such change in control would not reasonably jeopardize BPG’s REIT status). The exemptions to the ownership limit granted to date may limit BPG’s board of directors’ power to increase the ownership limit or grant further exemptions in the future.

Failure to qualify as a domestically-controlled REIT could subject BPG’s non-U.S. stockholders to adverse federal income tax consequences.

BPG will be a domestically-controlled REIT if, at all times during a specified testing period, less than 50% in value of its shares are held directly or indirectly by non-U.S. stockholders. Because its shares are publicly traded, BPG cannot guarantee that it will, in fact, be a domestically-controlled REIT. If BPG fails to qualify as a domestically-controlled REIT, its non-U.S. stockholders that otherwise would not be subject to federal income tax on the gain attributable to a sale of BPG’s shares would be subject to taxation upon such a sale if either (a) the shares were not considered to be “regularly traded” under applicable Treasury regulations on an established securities market, such as the NYSE, or (b) the shares were considered to be “regularly traded” on an established securities market and the selling non-U.S. stockholder owned, actually or constructively, more than 5% (10% on or after December 18, 2015) in value of the outstanding shares at any time during specified testing periods. If gain on the sale or exchange of BPG’s shares was subject to taxation for these reasons, the non-U.S. stockholder would be subject to federal income tax with respect to any gain on a net basis in a manner similar to the taxation of a taxable U.S. stockholder, subject

to any applicable alternative minimum tax and special alternative minimum tax in the case of nonresident alien individuals, and corporate non-U.S. stockholders may be subject to an additional branch profits tax.

BPG may choose to make distributions in BPG's own stock, in which case you may be required to pay income taxes without receiving any cash dividends.

In connection with BPG's qualification as a REIT, BPG is required to annually distribute to its stockholders at least 90% of its REIT taxable income (which does not equal net income, as calculated in accordance with GAAP), determined without regard to the deduction for dividends paid and excluding net capital gain. In order to satisfy this requirement, BPG may make distributions that are payable in cash and/or shares of BPG's stock (which could account for up to 90% of the aggregate amount of such distributions) at the election of each stockholder. Taxable stockholders receiving such distributions will be required to include the full amount of such distributions as ordinary dividend income to the extent of BPG's current or accumulated earnings and profits, as determined for U.S. federal income tax purposes. As a result, U.S. stockholders may be required to pay income taxes with respect to such distributions in excess of the cash portion of the distribution received. Accordingly, U.S. stockholders receiving a distribution of BPG's shares may be required to sell shares received in such distribution or may be required to sell other stock or assets owned by them, at a time that may be disadvantageous, in order to satisfy any tax imposed on such distribution. If a U.S. stockholder sells the stock that it receives as part of the distribution in order to pay this tax, the sales proceeds may be less than the amount it must include in income with respect to the distribution, depending on the market price of BPG's stock at the time of the sale. Furthermore, with respect to certain non-U.S. stockholders, BPG may be required to withhold U.S. tax with respect to such distribution, including in respect of all or a portion of such distribution that is payable in stock, by withholding or disposing of part of the shares included in such distribution and using the proceeds of such disposition to satisfy the withholding tax imposed. In addition, if a significant number of BPG's stockholders determine to sell shares of BPG's stock in order to pay taxes owed on dividend income, such sale may put downward pressure on the market price of BPG's stock.

Various tax aspects of such a taxable cash/stock distribution are uncertain and have not yet been addressed by the Internal Revenue Service ("IRS"). No assurance can be given that the IRS will not impose requirements in the future with respect to taxable cash/stock distributions, including on a retroactive basis, or assert that the requirements for such taxable cash/stock distributions have not been met.

Dividends payable by REITs do not qualify for the reduced tax rates available for some dividends.

The maximum tax rate applicable to qualified dividend income payable to certain non-corporate U.S. stockholders has been reduced by legislation to 23.8% (taking into account the 3.8% Medicare tax applicable to net investment income). Dividends payable by REITs, however, generally are not eligible for the reduced rates. Although this legislation does not adversely affect the taxation of REITs or dividends payable by REITs, the more favorable rates applicable to regular corporate qualified dividends could cause certain non-corporate investors to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the shares of REITs, including BPG's stock.

BPG depends on external sources of capital to finance its growth.

As with other REITs, but unlike corporations generally, BPG's ability to finance its growth must largely be funded by external sources of capital because BPG generally will have to distribute to its stockholders 90% of its taxable income (determined without regard to the deduction for dividends paid and excluding net capital gain) in order to qualify as a REIT, including taxable income where BPG does not receive corresponding cash. BPG's access to external capital depends upon a number of factors, including general market conditions, the market's perception of BPG's growth potential, BPG's current and potential future earnings, cash distributions and the market price of BPG's stock.

BPG may be subject to adverse legislative or regulatory tax changes that could increase BPG's tax liability, reduce BPG's operating flexibility and reduce the price of BPG's stock.

In recent years, numerous legislative, judicial and administrative changes have been made in the provisions of U.S. federal income tax laws applicable to investments similar to an investment in shares of BPG's stock. Additional changes to the tax laws are likely to continue to occur, and BPG cannot assure you that any such changes will not adversely affect the taxation of a stockholder. Any such changes could have an adverse effect on an investment in BPG's shares or on the market value or the resale potential of BPG's assets. You are urged to consult with your tax advisor with respect to the impact of recent legislation (including the Protecting Americans from Tax Hikes Act of

2015, which was enacted on December 18, 2015) on your investment in BPG's shares and the status of legislative, regulatory or administrative developments and proposals and their potential effect on an investment in BPG's shares. Although REITs generally receive certain tax advantages compared to entities taxed as regular corporations, it is possible that future legislation would result in a REIT having fewer tax advantages, and it could become more advantageous for a company that invests in real estate to elect to be treated for U.S. federal income tax purposes as a corporation. As a result, BPG's charter provides BPG's board of directors with the power, under certain circumstances, to revoke or otherwise terminate BPG's REIT election and cause BPG to be taxed as a regular corporation, without the approval of BPG's stockholders.

Liquidation of assets may jeopardize BPG's REIT qualification.

To qualify as a REIT, BPG must comply with requirements regarding its assets and its sources of income. If BPG was compelled to liquidate its investments to repay obligations to its lenders, BPG may be unable to comply with these requirements, ultimately jeopardizing BPG's qualification as a REIT, or BPG may be subject to a 100% tax on any resultant gain if BPG sells assets that are treated as dealer property or inventory.

BPG's ownership of and relationship with any TRS is restricted, and a failure to comply with the restrictions would jeopardize BPG's REIT status and may result in the application of a 100% excise tax.

A REIT may own up to 100% of the stock of one or more TRSs. A TRS may earn income that would not be qualifying income if earned directly by the parent REIT. Both the subsidiary and the REIT must jointly elect to treat the subsidiary as a TRS. A corporation of which a TRS directly or indirectly owns more than 35% of the voting power or value of the stock will automatically be treated as a TRS. Overall, no more than 25% (20% effective for taxable years beginning after December 31, 2017) of the value of a REIT's assets may consist of stock or securities of one or more TRSs. The value of BPG's interests in and thus the amount of assets held in a TRS may also be restricted by BPG's need to qualify for an exclusion from regulation as an investment company under the Investment Company Act. A TRS will pay federal, state and local income tax at regular corporate rates on any income that it earns. In addition, the TRS rules limit the deductibility of interest paid or accrued by a TRS to its parent REIT to assure that the TRS is subject to an appropriate level of corporate taxation. The rules also impose a 100% excise tax on certain transactions between a TRS and its parent REIT that are not conducted on an arm's-length basis.

Any TRS BPG owns, as a domestic TRS, will pay federal, state and local income tax on its taxable income, and its after-tax net income is available for distribution to BPG but is not required to be distributed to BPG. The aggregate value of the TRS stock and securities owned by BPG cannot exceed 25% (20% effective for taxable years beginning after December 31, 2017) of the value of BPG's total assets (including the TRS stock and securities). Although BPG's plan to monitor its investments in TRSs, there can be no assurance that BPG will be able to comply with the TRS limitation discussed above or to avoid application of the 100% excise tax discussed above.

Risks Related to Ownership of BPG's Common Stock

The cash available for distribution to stockholders may not be sufficient to pay dividends at expected levels, nor can we assure you of our ability to make distributions in the future. We may use borrowed funds to make distributions.

If cash available for distribution generated by our assets decreases in future periods from expected levels, our inability to make expected distributions could result in a decrease in the market price of BPG's common stock. See "Item 5. Market For Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities." All distributions will be made at the discretion of BPG's board of directors and will depend on our earnings, our financial condition, maintenance of BPG's REIT qualification and other factors as BPG's board of directors may deem relevant from time to time. We may not be able to make distributions in the future. In addition, some of our distributions may include a return of capital. To the extent that we decide to make distributions in excess of our current and accumulated earnings and profits, such distributions would generally be considered a return of capital for federal income tax purposes to the extent of the holder's adjusted tax basis in their shares. A return of capital is not taxable, but it has the effect of reducing the holder's adjusted tax basis in its investment. To the extent that distributions exceed the adjusted tax basis of a holder's shares, they will be treated as gain from the sale or exchange of such stock. If we borrow to fund distributions, our future interest costs would increase, thereby reducing our earnings and cash available for distribution from what they otherwise would have been.

If securities or industry analysts do not publish research or reports about our business, or if they downgrade their recommendations regarding BPG's common stock, BPG's share price and trading volume could decline.

The trading market for BPG's shares is influenced by the research and reports that industry or securities analysts publish about us or our business. If any of the analysts who cover us downgrades BPG's common stock or publishes inaccurate or unfavorable research about our business, BPG's share price may decline. If analysts cease coverage of us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause BPG's common stock price or trading volume to decline and BPG's shares to be less liquid. An inactive market may also impair our ability to raise capital by selling shares and may impair our ability to acquire additional properties or other businesses by using BPG's shares as consideration, which in turn could materially adversely affect our business. In addition, the stock market in general, and the NYSE and REITs in particular, have recently experienced extreme price and volume fluctuations. These broad market and industry factors may decrease the market price of BPG's shares, regardless of our actual operating performance. For these reasons, among others, the market price of BPG's shares may decline substantially and quickly.

BPG's share price may decline due to the large number of BPG's shares eligible for future sale.

The market price of BPG's common stock could decline as a result of sales of a large number of shares of BPG's common stock in the market or the perception that such sales could occur. These sales, or the possibility that these sales may occur, also might make it more difficult for BPG to sell shares of BPG's common stock in the future at a time and at a price that we deem appropriate. BPG had a total of 299,153,127 shares of common stock outstanding as of February 1, 2016.

As of February 1, 2016, 108,053,553 shares of BPG's outstanding common stock were held by Blackstone. In accordance with the registration rights agreement we entered into with Blackstone, BPG has filed an effective registration statement on Form S-3 under the Securities Act pursuant to which Blackstone may offer and sell from time to time shares of BPG's common stock held by Blackstone, including shares received upon redemption of OP Units. These shares are also eligible for sale in the public market in accordance with and subject to the limitation on sales by affiliates as provided in Rule 144 under the Securities Act of 1933, as amended (the "Securities Act"). As of February 1, 2016, 5,213,088 OP Units were held by Blackstone (4,976,248) and our current and former executive officers (236,840). The OP Unit holders have the right to require the Operating Partnership to redeem part or all of the OP Units for cash, based upon the value of an equivalent number of shares of BPG's common stock at the time of the election to redeem, or, at our election, exchange them for an equivalent number of shares of BPG's common stock, subject to the ownership limit and other restrictions on ownership and transfer set forth in BPG's charter. These exchanges, or the possibility that these exchanges may occur, also might make it more difficult for holders of our common stock to sell such stock in the future at a time and at a price that they deem appropriate.

BPG filed a registration statement on Form S-8 under the Securities Act to register 15,000,000 shares of BPG's common stock or securities convertible into or exchangeable for shares of BPG's common stock that may be issued pursuant to BPG's 2013 Omnibus Incentive Plan. Such Form S-8 registration statement automatically became effective upon filing. Accordingly, shares registered under such registration statement will be available for sale in the open market.

BPG's charter provides that BPG may issue up to 3,000,000,000 shares of common stock, and 300,000,000 shares of preferred stock, \$0.01 par value per share. Moreover, under Maryland law and BPG's charter, BPG's board of directors has the power to increase the aggregate number of shares of stock or the number of shares of stock of any class or series that BPG is authorized to issue without stockholder approval. Similarly, the agreement of limited partnership of the Operating Partnership authorizes us to issue an unlimited number of additional OP Units of the Operating Partnership, which may be exchangeable for shares of BPG's common stock.

The market price of BPG's common stock could be adversely affected by market conditions and by our actual and expected future earnings and level of cash dividends.

Securities markets worldwide experience significant price and volume fluctuations. This market volatility, as well as general economic, market or political conditions, could reduce the market price of shares without regard to our operating performance. For example, the trading prices of equity securities issued by REITs have historically been affected by changes in market interest rates. One of the factors that may influence the market price of BPG's common stock is the annual yield from distributions on our common stock as compared to yields on other financial instruments. An increase in market interest rates, or a decrease in our distributions to stockholders, may lead prospective purchasers of shares of BPG's common stock to demand a higher distribution rate or seek alternative

investments. As a result, if interest rates rise, it is likely that the market price of BPG's common stock will decrease as market rates on interest-bearing securities increase. In addition, BPG's operating results could be below the expectations of public market analysts and investors, and in response the market price of BPG's shares could decrease significantly. The market value of the equity securities of a REIT is also based upon the market's perception of the REIT's growth potential and its current and potential future cash distributions, whether from operations, sales or refinancings, and is secondarily based upon the real estate market value of the underlying assets. For that reason, BPG's common stock may trade at prices that are higher or lower than our net asset value per share. To the extent we retain operating cash flow for investment purposes, working capital reserves or other purposes, these retained funds, while increasing the value of our underlying assets, may not correspondingly increase the market price of BPG's common stock. Our failure to meet the market's expectations with regard to future earnings and cash distributions likely would adversely affect the market price of BPG's common stock and, in such instances, you may be unable to resell your shares at a price that is in excess of your investment in the shares.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Our Portfolio at December 31, 2015 consisted of 518 shopping centers, including 517 wholly owned shopping centers and one shopping center held through an unconsolidated joint venture. 65.3% of the ABR in our Portfolio as of December 31, 2015 is derived from shopping centers located in the top 50 U.S. MSAs by population. Our top markets by ABR include the MSAs of New York, Philadelphia and Houston.

With an average shopping center size of approximately 167,212 sq. ft. as of December 31, 2015, our Portfolio is comprised predominantly of community shopping centers (63% of our shopping centers) as of December 31, 2015, with the balance comprised of neighborhood shopping centers. Our shopping centers have an appropriate mix of anchor and small shop GLA, with approximately one-third of the portfolio GLA comprised of small shop space. Our shopping centers are anchored by a mix of leading grocers, national and regional discount and general merchandise retailers and category-dominant anchors. We believe that the necessity- and value-oriented merchandise mix of the retail tenants in our centers reduces our exposure to macro-economic cycles and consumer purchases via the internet, generating more predictable property-level cash flows. Such retailers provide goods and services that consumers purchase regularly such as food, health care items and household supplies. Such retailers also sell items such as clothing at lower prices than other traditional retailers.

Overall, in our Portfolio we have a broad and highly diversified retail tenant base that includes approximately 5,500 tenants, with no one tenant representing more than 3.4% of the total ABR generated from our shopping centers as of December 31, 2015. Our three largest tenants are The Kroger Co., The TJX Companies and Dollar Tree Stores, Inc., representing 3.4%, 3.1% and 1.9% of total Portfolio ABR as of December 31, 2015, respectively.

The following chart lists our top 20 tenants by ABR (owned only) in our Portfolio as of December 31, 2015, illustrating the diversity of our tenant base (dollars in thousands):

Retailer	Owned Leases	GLA	Percent of Portfolio GLA	ABR	Percent of Portfolio ABR
The Kroger Co.	71	4,583,904	5.3%	\$ 31,810	3.4%
The TJX Companies, Inc.	91	2,907,531	3.4%	29,663	3.1%
Dollar Tree Stores, Inc.	168	1,869,080	2.2%	18,297	1.9%
Wal-Mart Stores, Inc.	29	3,548,000	4.1%	16,911	1.8%
Publix Super Markets, Inc.	39	1,801,416	2.1%	16,659	1.8%
Ahold USA, Inc.	22	1,314,212	1.5%	14,755	1.6%
Albertsons Companies, Inc.	22	1,225,287	1.4%	13,547	1.4%
Burlington Stores, Inc.	19	1,389,971	1.6%	10,583	1.1%
PetSmart, Inc.	30	652,714	0.8%	9,303	1.0%
Bed Bath & Beyond Inc.	30	737,711	0.9%	9,248	1.0%
Sears Holdings Corporation	23	2,135,926	2.5%	9,201	1.0%
Ross Stores, Inc.	30	844,474	1.0%	9,104	1.0%
Best Buy Co., Inc.	16	660,392	0.8%	8,832	0.9%
Office Depot, Inc.	35	787,551	0.9%	8,579	0.9%
Big Lots, Inc.	44	1,417,743	1.6%	8,516	0.9%
Staples, Inc.	29	612,831	0.7%	7,620	0.8%
Kohl's Corporation	12	1,002,715	1.2%	7,330	0.8%
Party City Corporation	36	505,174	0.6%	7,248	0.8%
PETCO Animal Supplies, Inc.	35	465,435	0.5%	7,215	0.8%
DICK'S Sporting Goods, Inc.	13	542,121	0.6%	6,948	0.7%
TOP 20 RETAILERS	794	29,004,188	33.7%	\$ 251,369	26.7%

The following table sets forth certain information as of December 31, 2015, regarding the shopping centers in our Portfolio on a state-by-state basis (dollars in thousands, except per square foot information):

State	Number of Properties	GLA	Percent		ABR	ABR / SF ⁽¹⁾	Percent of		Percent of GLA	Percent of ABR
			Leased	Billed			Number of Properties			
1 Texas	66	9,546,631	92.0%	90.4%	\$ 105,293	\$ 12.84	12.7%		11.0%	11.1%
2 Florida	58	9,013,977	91.2%	88.5%	104,328	13.14	11.1%		10.4%	11.0%
3 California	29	5,776,931	97.6%	95.4%	91,001	17.19	5.5%		6.6%	9.6%
4 Pennsylvania	36	5,952,138	96.0%	95.6%	68,267	14.41	6.9%		6.9%	7.2%
5 New York	33	4,340,537	91.6%	89.9%	64,126	16.79	6.4%		5.0%	6.8%
6 Illinois	24	4,851,372	92.3%	91.0%	51,999	12.59	4.6%		5.6%	5.5%
7 Georgia	37	5,264,566	89.9%	88.4%	45,960	9.93	7.1%		6.1%	4.9%
8 Ohio	24	4,526,015	91.6%	91.0%	42,685	11.92	4.6%		5.2%	4.5%
9 New Jersey	18	3,084,514	94.4%	93.3%	42,363	15.48	3.5%		3.6%	4.5%
10 North Carolina	21	4,325,767	91.3%	90.0%	40,714	10.90	4.1%		5.0%	4.3%
11 Michigan	19	3,700,324	92.3%	91.3%	32,422	11.75	3.7%		4.3%	3.4%
12 Connecticut	15	2,260,429	95.0%	89.8%	30,815	15.41	2.9%		2.6%	3.3%
13 Tennessee	16	3,238,621	94.7%	92.9%	29,938	10.22	3.1%		3.7%	3.2%
14 Kentucky	12	2,583,516	96.3%	96.1%	21,714	9.31	2.3%		3.0%	2.3%
15 Massachusetts	11	1,885,703	94.0%	93.2%	21,298	15.31	2.1%		2.2%	2.3%
16 Colorado	6	1,478,898	92.4%	88.5%	18,272	13.43	1.2%		1.7%	2.0%
17 Minnesota	10	1,474,437	92.1%	91.4%	15,605	12.22	1.9%		1.7%	1.7%
18 Indiana	12	1,963,426	87.9%	86.5%	15,428	9.74	2.3%		2.3%	1.6%
19 Virginia	11	1,446,496	84.2%	83.5%	13,677	11.85	2.1%		1.7%	1.4%
20 South Carolina	8	1,362,344	86.6%	85.9%	13,095	11.34	1.5%		1.6%	1.4%
21 Maryland	5	776,427	100.0%	98.2%	9,915	12.83	1.0%		0.9%	1.0%
22 Nevada	3	613,061	94.3%	93.5%	8,274	14.39	0.6%		0.7%	0.9%
23 New Hampshire	5	770,330	90.4%	84.0%	7,851	14.35	1.0%		0.9%	0.8%
24 Alabama	4	984,573	92.7%	92.4%	7,369	10.00	0.8%		1.1%	0.8%
25 Wisconsin	5	760,890	90.2%	89.9%	7,032	10.25	1.0%		0.9%	0.7%
26 Missouri	6	862,861	89.8%	87.1%	6,488	8.51	1.2%		1.0%	0.7%
27 Iowa	4	721,937	90.0%	89.1%	4,157	6.45	0.8%		0.8%	0.4%
28 Mississippi	3	406,316	95.0%	79.8%	3,892	10.21	0.6%		0.5%	0.4%
29 Louisiana	4	612,368	96.0%	95.1%	3,702	6.30	0.8%		0.7%	0.4%
30 Kansas	2	367,779	91.7%	91.1%	2,890	11.11	0.4%		0.4%	0.3%
31 Arizona	2	288,110	77.3%	62.2%	2,638	11.85	0.4%		0.3%	0.3%
32 Delaware	1	191,974	100.0%	100.0%	2,336	12.17	0.2%		0.2%	0.2%
33 West Virginia	2	251,500	97.2%	96.9%	2,012	8.23	0.4%		0.3%	0.2%
34 Maine	1	287,513	91.8%	89.4%	1,917	20.08	0.2%		0.3%	0.2%
35 Vermont	1	224,514	98.2%	98.2%	1,906	8.64	0.2%		0.3%	0.2%
36 Oklahoma	1	186,851	100.0%	100.0%	1,765	9.45	0.2%		0.2%	0.2%
37 Rhode Island	1	148,126	99.2%	99.2%	1,556	10.59	0.2%		0.2%	0.2%
38 New Mexico	2	83,800	100.0%	100.0%	967	11.54	0.4%		0.1%	0.1%
TOTAL	518	86,615,572	92.6%	91.0%	\$ 945,667	\$ 12.76	100.0%		100.0%	100.0%

⁽¹⁾ ABR/SF is calculated as ABR divided by leased GLA, excluding the GLA of lessee owned leasehold improvements.

The following table sets forth certain information by unit size for our Portfolio as of December 31, 2015 (dollars in thousands):

	Number of Units	GLA	Percent Leased	Percent Billed	Percent of Vacant GLA	ABR	ABR/SF ⁽¹⁾
≥ 35,000 SF	581	36,150,924	98.1%	97.2%	10.5%	\$ 278,350	\$ 9.16
20,000 – 34,999 SF	550	14,468,974	95.6%	93.7%	10.1%	133,357	9.75
10,000 - 19,999 SF	755	10,274,377	90.1%	87.8%	15.9%	113,390	12.57
5,000 - 9,999 SF	1,376	9,464,551	86.3%	84.3%	20.4%	124,483	15.85
< 5,000 SF	8,459	16,256,746	83.1%	80.4%	43.1%	296,087	22.51
TOTAL	11,721	86,615,572	92.6%	91.0%	100.0%	\$ 945,667	\$ 12.76
TOTAL ≥ 10,000 SF	1,886	60,894,275	96.2%	94.8%	36.5%	\$ 525,097	\$ 9.89
TOTAL < 10,000 SF	9,835	25,721,297	84.3%	81.9%	63.5%	420,570	20.02

⁽¹⁾ ABR/SF is calculated as ABR divided by leased GLA, excluding the GLA of lessee owned leasehold improvements.

The following table sets forth, as of December 31, 2015, a schedule of lease expirations for leases in place within our Portfolio for each of the next ten calendar years and thereafter, assuming no exercise of renewal options or base rent escalations over the lease term and including the GLA of lessee owned leasehold improvements (dollars in thousands):

	Number of Leases	Leased GLA	Percent of Leased GLA	ABR / SF	Percent of ABR
Month to Month	744	2,352,602	2.8%	\$ 13.15	3.2%
2016	1,549	7,923,535	9.9%	12.12	10.1%
2017	1,700	10,999,208	13.7%	12.00	13.9%
2018	1,579	10,122,010	12.6%	12.47	13.4%
2019	1,338	10,342,317	12.9%	11.58	12.7%
2020	1,182	10,806,589	13.5%	11.15	12.7%
2021	507	6,082,581	7.6%	10.97	7.1%
2022	277	3,665,345	4.6%	11.00	4.3%
2023	282	3,768,107	4.7%	10.18	4.1%
2024	304	3,411,327	4.3%	12.66	4.6%
2025+	640	10,770,456	13.4%	12.21	13.9%

We believe that all of the properties in our portfolio are suitable for use as a community or neighborhood shopping center.

More specific information with respect to each of our property interests is set forth in Exhibit 99.2, which is incorporated herein by reference.

Leases

Our anchor tenants generally have leases with original terms ranging from 10 to 20 years. Such leases frequently contain renewal options for one or more additional periods. Smaller tenants typically have leases with terms ranging from three to five years, which may or may not contain renewal options. Leases in our portfolio generally provide for the payment of fixed monthly rentals. Leases may also provide for the payment of additional rent based upon a percentage of the tenant's gross sales above a certain threshold level. Leases typically contain contractual increases in base rentals over both the primary terms and renewal periods. Our leases generally include tenant reimbursements for common area costs, insurance and real estate taxes. Utilities are generally paid by tenants either through separate meters or reimbursement.

The foregoing general description of the characteristics of the leases of our portfolio is not intended to describe all leases, and material variations in the lease terms exist.

Insurance

We have a wholly owned captive insurance company, Brixmor Incap, LLC ("Incap"). Incap underwrites the first layer of general liability insurance programs for the Company's 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.

We also maintain commercial liability, fire, extended coverage, earthquake, business interruption and rental loss insurance covering all of the properties in our portfolio. We select coverage specifications and insured limits which we believe to be appropriate given the relative risk of loss, the cost of the coverage and industry practice and the nature of the shopping centers in our portfolio. In addition, tenants generally are required to indemnify and hold us harmless from liabilities resulting from injury to persons or damage to personal or real property due to activities conducted by tenants or their agents on the properties (including without limitation any environmental contamination), and at the tenant's expense, to obtain and keep in full force during the term of the lease, liability and property damage insurance policies. In the opinion of our management, all of the properties in our portfolio are currently adequately insured. We do not carry insurance for generally uninsured losses such as loss from war. See "Risk Factors-Risks Related to Our Properties and Our Business-Any uninsured loss on properties or a loss that exceeds the limits of our insurance policies could result in a loss of our investment or related revenue in our portfolio."

Item 3. Legal Proceedings

The information contained under the heading "Legal Matters" in Note 13 - Commitments and Contingencies to our consolidated financial statements in this report is incorporated by reference into this Item 3.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

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

The following table sets forth for the years ended December 31, 2015 and 2014 the high and low sales prices for each quarter of BPG’s common stock, which trades on the New York Stock Exchange under the trading symbol “BRX,” and the quarterly declared dividend per share of common stock for the years ended December 31, 2015 and 2014:

<u>Period</u>	<u>Stock Price</u>				<u>Cash Dividends Declared</u>
	<u>High</u>		<u>Low</u>		
2015:					
First Quarter	\$ 27.43		\$ 24.22		\$ 0.225
Second Quarter	26.70		22.97		0.225
Third Quarter	25.50		20.78		0.225
Fourth Quarter	26.48		23.00		0.245
2014:					
First Quarter	\$ 22.37		\$ 20.05		\$ 0.200
Second Quarter	23.23		20.44		0.200
Third Quarter	24.10		22.04		0.200
Fourth Quarter	25.95		21.82		0.225

As of February 1, 2016, the number of holders of record of BPG’s common stock was 179. This figure does not represent the actual number of beneficial owners of BPG’s common stock because shares of BPG’s common stock are frequently held in “street name” by securities dealers and others for the benefit of beneficial owners who may vote the shares.

The Internal Revenue Code of 1986, as amended (the “Code”), generally requires that a REIT distribute annually at least 90% of its REIT taxable income, determined without regard to the deduction for dividends paid and excluding net capital gains, and imposes tax on any taxable income retained by a REIT, including capital gains. To satisfy the requirements for qualification as a REIT and generally not be subject to U.S. federal income and excise tax, BPG intends to make regular quarterly distributions of all or substantially all of BPG’s REIT taxable income to holders of BPG’s common stock out of assets legally available for such purposes.

BPG’s future distributions will be at the sole discretion of BPG’s board of directors. When determining the amount of future distributions, we expect that BPG’s board of directors will consider, among other factors, (1) the amount of cash generated from our operating activities, (2) our expectations of future cash flows, (3) our determination of near-term cash needs for debt repayments, existing or future share repurchases, and selective acquisitions of new properties, (4) the timing of significant redevelopment and re-leasing activities and the establishment of additional cash reserves for anticipated tenant improvements and general property capital improvements, (5) our ability to continue to access additional sources of capital, (6) the amount required to be distributed to maintain BPG’s status as a REIT and to reduce any income and excise taxes that BPG otherwise would be required to pay, (7) any limitations on our distributions contained in our credit or other agreements, including, without limitation, in our Unsecured Credit Facility, and (8) the sufficiency of legally-available assets.

To the extent BPG is prevented by provisions of our financing arrangements or otherwise from distributing 100% of BPG’s REIT taxable income or otherwise do not distribute 100% of BPG’s REIT taxable income, BPG will be subject to income tax, and potentially excise tax, on the retained amounts. If our operations do not generate sufficient cash flow to allow BPG to satisfy the REIT distribution requirements, we may be required to fund distributions from working capital, borrow funds, sell assets or reduce such distributions. BPG’s board of directors reviews the alternative funding sources available to us from time to time. For more information regarding risk factors that could materially adversely affect our actual results of operations, please see Item 1A. “Risk Factors.”

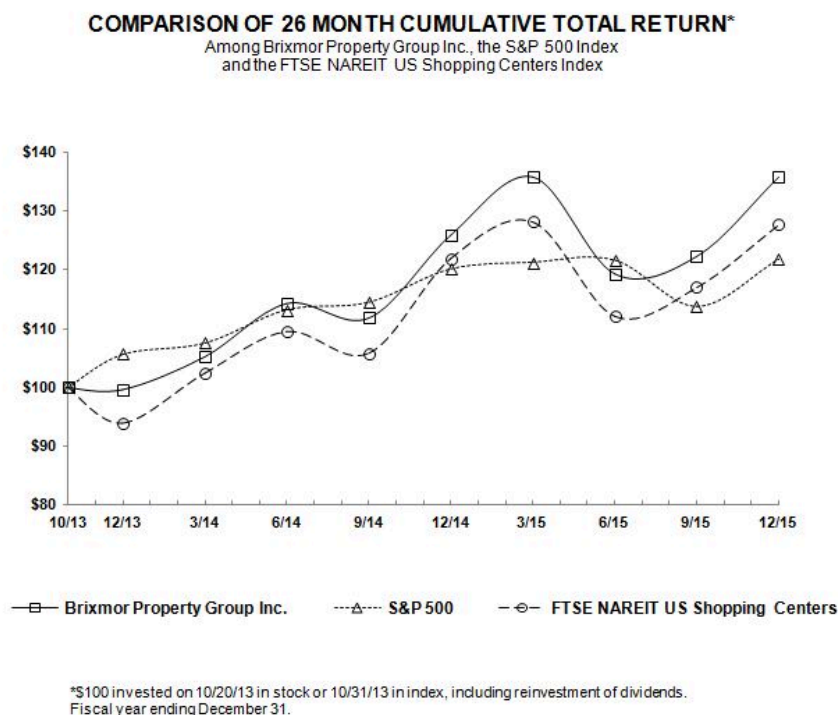
Because Brixmor Property Group Inc. is a holding company and has no material assets other than its ownership of shares of common stock of BPG Sub and no material operations other than those conducted by BPG Sub, we fund any distributions from legally-available assets authorized by our board of directors in three steps:

- first, the Operating Partnership makes distributions to those of its partners which are holders of OP Units, including BPG Sub. When the Operating Partnership makes such distributions, in addition to BPG Sub and its wholly owned subsidiary, the other partners of the Operating Partnership are also entitled to receive equivalent distributions pro rata based on their partnership interests in the Operating Partnership;
- second, BPG Sub distributes to Brixmor Property Group Inc. its share of such distributions; and
- third, Brixmor Property Group Inc. distributes the amount authorized by its board of directors and declared by Brixmor Property Group Inc. to its common stockholders on a pro rata basis.

Distributions to the extent of the Company's current and accumulated earnings and profits for federal income tax purposes will be taxable to shareholders as with ordinary dividend income or capital gain income. Distributions in excess of taxable earnings and profits generally will be treated as non-taxable return of capital. These distributions, to the extent that they do not exceed the shareholder's adjusted tax basis in its common shares, have the effect of deferring taxation until the sale of the shareholder's common shares. To the extent that distributions are both in excess of taxable earnings and profits and in excess of the shareholder's adjusted tax basis in its common shares, the distribution will be treated as capital gain from the sale of common shares. For the taxable year ended December 31, 2015, 100% of the Company's distributions to shareholders constituted taxable ordinary income.

BPG's Total Stockholder Return Performance

The following performance chart compares, for the period from October 30, 2013 through December 31, 2015, the cumulative total stockholder return on BPG's common stock with the cumulative total return of the S&P 500 Index and the cumulative total return of the FTSE NAREIT Equity Shopping Centers Index. Equity real estate investment trusts are defined as those which derive more than 75% of their income from equity investments in real estate assets. All stockholder return performance assumes the reinvestment of dividends. The information in this paragraph and the following performance chart are deemed to be furnished, not filed.



Sales of Unregistered Equity Securities

There were no unregistered sales of equity securities during the year ended December 31, 2015.

Issuer Purchases of Equity Securities

BPG did not repurchase any of its equity securities during the year ended December 31, 2015.

Item 6. Selected Financial Data

The following table shows our selected consolidated financial data for BPG and the Operating Partnership and their respective subsidiaries for the periods indicated. This information should be read together with the audited financial statements and notes thereto of BPG and its subsidiaries and the Operating Partnership and its subsidiaries and with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included elsewhere in this Annual Report.

The Successor period in the following table reflects our selected financial data for BPG and the Operating Partnership and their respective subsidiaries for the period following the acquisition by Blackstone through the end of the 2015 fiscal year, and the Predecessor period in the following table reflects our selected financial data for BPG and the Operating Partnership and their respective subsidiaries for the periods prior to the acquisition by Blackstone.

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

	Successor (Consolidated)				Predecessor (Combined Consolidated)
	Year Ended December 31,				Period from January 1, 2011 through June 27,
	2015	2014	2013	2012	2011
Revenues					
Rental income	\$ 984,548	\$ 960,715	\$ 887,466	\$ 851,311	\$ 429,178
Expense reimbursements	276,032	268,035	242,803	225,710	112,355
Other revenues	5,400	7,849	16,135	11,233	5,331
Total revenues	1,265,980	1,236,599	1,146,404	1,088,254	546,864
Operating expenses					
Operating costs	129,477	129,148	116,522	118,876	59,440
Real estate taxes	180,911	179,504	168,468	155,142	77,455
Depreciation and amortization	417,935	441,630	438,547	488,524	283,653
Provision for doubtful accounts	9,540	11,537	10,899	11,542	8,465
Impairment of real estate assets	1,005	—	1,531	—	—
General and administrative	98,454	80,175	121,082	88,936	49,874
Total operating expenses	837,322	841,994	857,049	863,020	478,887
Other income (expense)					
Dividends and interest	315	602	832	1,138	641
Gain on bargain purchase	—	—	—	—	328,826
Interest expense	(245,012)	(262,812)	(343,193)	(376,237)	(199,131)
Gain on sale of real estate assets and acquisition of joint venture interest	11,744	378	2,223	501	—
Gain (loss) on extinguishment of debt, net	1,720	(13,761)	(20,028)	—	917
Other ⁽¹⁾	(348)	(8,431)	(11,014)	(1,045)	(40,165)
Total other income (expense)	(231,581)	(284,024)	(371,180)	(375,643)	91,088
Income (loss) before equity in income of unconsolidated joint ventures	197,077	110,581	(81,825)	(150,409)	159,065
Equity in income (loss) of unconsolidated joint ventures	459	370	1,167	687	(160)
Gain on disposition of investments in unconsolidated joint ventures	—	1,820	—	—	—
Impairment of investment in unconsolidated joint ventures	—	—	—	(314)	—
Income (loss) from continuing operations	197,536	112,771	(80,658)	(150,036)	158,905
Discontinued operations					
Income (loss) from discontinued operations	—	4,909	3,505	(2,447)	(5,769)
Gain on disposition of operating properties	—	15,171	3,392	5,369	—
Impairment of real estate held for sale	—	—	(45,122)	(13,599)	—
Income (loss) from discontinued operations	—	20,080	(38,225)	(10,677)	(5,769)
Net income (loss)	197,536	132,851	(118,883)	(160,713)	153,136
Net (income) loss attributable to non-controlling interests	(3,816)	(43,849)	25,349	38,146	(37,785)
Net income (loss) attributable to Brixmor Property Group Inc.	193,720	89,002	(93,534)	(122,567)	115,351
Preferred stock dividends	(150)	(150)	(162)	(296)	(137)
Net income (loss) attributable to common stockholders	\$ 193,570	\$ 88,852	\$ (93,696)	\$ (122,863)	\$ 115,214
Per common share:					
Income (loss) from continuing operations:					
Basic	\$ 0.65	\$ 0.36	\$ (0.33)	\$ (0.64)	\$ 0.66
Diluted	\$ 0.65	\$ 0.36	\$ (0.33)	\$ (0.64)	\$ 0.66
Net income (loss) attributable to common stockholders:					
Basic	\$ 0.65	\$ 0.36	\$ (0.50)	\$ (0.68)	\$ (0.02)
Diluted	\$ 0.65	\$ 0.36	\$ (0.50)	\$ (0.68)	\$ (0.02)
Weighted average shares:					
Basic	298,004	243,390	188,993	180,675	180,675
Diluted	305,017	244,588	188,993	180,675	180,675
Cash dividends declared per common share	\$ 0.92	\$ 0.825	\$ 0.127	\$ —	\$ —

⁽¹⁾ Certain prior period balances have been reclassified to conform to the current period presentation including for acquisition related costs.

BRIXMOR PROPERTY GROUP INC. AND SUBSIDIARIES
SELECT BALANCE SHEET INFORMATION
(in thousands)

Balance Sheet Data as of the end of each year	Successor				
	2015	2014	2013	2012	2011
Real estate, net	\$ 9,052,165	\$ 9,253,015	\$ 9,647,558	\$ 9,098,130	\$ 9,496,903
Total assets ⁽¹⁾	\$ 9,498,007	\$ 9,681,913	\$ 10,143,487	\$ 9,569,544	\$ 9,995,066
Debt obligations, net ⁽¹⁾⁽²⁾	\$ 5,974,266	\$ 6,022,508	\$ 5,952,860	\$ 6,465,171	\$ 6,657,349
Total liabilities ⁽¹⁾	\$ 6,577,705	\$ 6,701,610	\$ 6,837,500	\$ 7,271,723	\$ 7,516,077
Redeemable non-controlling interests	\$ —	\$ —	\$ 21,467	\$ 21,467	\$ 21,559
Total equity	\$ 2,920,302	\$ 2,980,303	\$ 3,284,520	\$ 2,276,354	\$ 2,457,430

⁽¹⁾ Certain prior period balances in the accompanying Consolidated Balance Sheets have been reclassified to conform to the current period presentation for the adoption of Accounting Standards Update (“ASU”) 2015-03, “Interest - Imputation of Interest (Topic 835): Simplifying the Presentation of Debt Issuance Costs.”

⁽²⁾ Debt includes mortgage and secured loans, notes payable, and credit agreements, including unamortized premium or net of unamortized discount and unamortized debt issuance costs.

BRIXMOR OPERATING PARTNERSHIP LP AND SUBSIDIARIES
COMBINED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)

	Successor (Consolidated)				Predecessor (Combined Consolidated)
	Year Ended December 31,				Period from January 1, 2011 through June 27,
	2015	2014	2013	2012	2011
Revenues					
Rental income	\$ 984,548	\$ 960,715	\$ 887,466	\$ 851,311	\$ 429,178
Expense reimbursements	276,032	268,035	242,803	225,710	112,355
Other revenues	5,400	7,849	16,135	11,233	5,331
Total revenues	1,265,980	1,236,599	1,146,404	1,088,254	546,864
Operating expenses					
Operating costs	129,477	129,148	116,522	118,876	59,440
Real estate taxes	180,911	179,504	168,468	155,142	77,455
Depreciation and amortization	417,935	441,630	438,547	488,524	283,653
Provision for doubtful accounts	9,540	11,537	10,899	11,542	8,465
Impairment of real estate assets	1,005	—	1,531	—	—
General and administrative	98,454	80,175	121,078	88,931	49,874
Total operating expenses	837,322	841,994	857,045	863,015	478,887
Other income (expense)					
Dividends and interest	315	602	825	1,125	641
Interest expense	(245,012)	(262,812)	(343,193)	(376,237)	(199,131)
Gain on sale of real estate assets and acquisition of joint venture interest	11,744	378	2,223	501	—
Gain (loss) on extinguishment of debt, net	1,720	(13,761)	(20,028)	—	917
Other ⁽¹⁾	(348)	(8,431)	(11,005)	(513)	1,224
Total other income (expense)	(231,581)	(284,024)	(371,178)	(375,124)	(196,349)
Income (loss) before equity in income of unconsolidated joint ventures	197,077	110,581	(81,819)	(149,885)	(128,372)
Equity in income (loss) of unconsolidated joint ventures	459	370	1,167	687	(160)
Gain on disposition of investments in unconsolidated joint ventures	—	1,820	—	—	—
Impairment of investment in unconsolidated joint ventures	—	—	—	(314)	—
Income (loss) from continuing operations	197,536	112,771	(80,652)	(149,512)	(128,532)
Discontinued operations					
Income (loss) from discontinued operations	—	4,909	3,505	(2,447)	(5,769)
Gain on disposition of operating properties	—	15,171	3,392	5,369	—
Impairment on real estate held for sale	—	—	(45,122)	(13,599)	—
Income (loss) from discontinued operations	—	20,080	(38,225)	(10,677)	(5,769)
Net income (loss)	197,536	132,851	(118,877)	(160,189)	(134,301)
Net income attributable to non-controlling interests	—	(1,181)	(1,355)	(1,306)	(653)
Net income (loss) attributable to Brixmor Operating Partnership LP	\$ 197,536	\$ 131,670	\$ (120,232)	\$ (161,495)	\$ (134,954)
Net income (loss) attributable to:					
Series A interest	\$ —	\$ 21,014	\$ 3,451	\$ —	\$ —
Partnership common units	197,536	110,656	(123,683)	(161,495)	(134,954)
Net income (loss) attributable to Brixmor Operating Partnership LP	\$ 197,536	\$ 131,670	\$ (120,232)	\$ (161,495)	\$ (134,954)
Per common unit:					
Income (loss) from continuing operations:					
Basic	\$ 0.65	\$ 0.36	\$ (0.33)	\$ (0.63)	\$ (0.54)
Diluted	\$ 0.65	\$ 0.36	\$ (0.33)	\$ (0.63)	\$ (0.54)
Net income (loss) attributable to partnership common units:					
Basic	\$ 0.65	\$ 0.36	\$ (0.50)	\$ (0.68)	\$ (0.57)
Diluted	\$ 0.65	\$ 0.36	\$ (0.50)	\$ (0.68)	\$ (0.57)
Weighted average number of partnership common units:					
Basic	303,992	302,540	250,109	238,834	238,834
Diluted	305,017	303,738	250,109	238,834	238,834

⁽¹⁾ Certain prior period balances have been reclassified to conform to the current period presentation including for acquisition related costs.

BRIXMOR OPERATING PARTNERSHIP LP AND SUBSIDIARIES
SELECT BALANCE SHEET INFORMATION
(in thousands)

Balance Sheet Data as of the end of each year	Successor				
	2015	2014	2013	2012	(unaudited) 2011
Real estate, net	\$ 9,052,165	\$ 9,253,015	\$ 9,647,558	\$ 9,098,130	\$ 9,496,903
Total assets ⁽¹⁾	\$ 9,497,775	\$ 9,681,566	\$ 10,142,381	\$ 9,563,725	\$ 9,943,078
Debt obligations, net ⁽¹⁾⁽²⁾	\$ 5,974,266	\$ 6,022,508	\$ 5,952,860	\$ 6,465,171	\$ 6,657,349
Total liabilities ⁽¹⁾	\$ 6,577,705	\$ 6,701,610	\$ 6,837,490	\$ 7,271,721	\$ 7,515,937
Redeemable non-controlling interests	\$ —	\$ —	\$ 21,467	\$ 21,467	\$ 21,559
Total capital	\$ 2,920,070	\$ 2,979,956	\$ 3,283,424	\$ 2,270,537	\$ 2,405,582

⁽¹⁾ Certain prior period balances in the accompanying Consolidated Balance Sheets have been reclassified to conform to the current period presentation for the adoption of Accounting Standards Update (“ASU”) 2015-03, “Interest - Imputation of Interest (Topic 835): Simplifying the Presentation of Debt Issuance Costs.”

⁽²⁾ Debt includes mortgage and secured loans, notes payable, and credit agreements, including unamortized premium or net of unamortized discount and unamortized debt issuance costs.

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

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

Executive Summary

Our Company

Brixmor Property Group Inc. and subsidiaries (collectively, “BPG”) is an internally-managed real estate investment trust (“REIT”). Brixmor Operating Partnership LP and subsidiaries (collectively, the “Operating Partnership”) is the entity through which BPG conducts substantially all of its operations and owns substantially all of its assets. BPG owns 100% of the common stock of BPG Subsidiary Inc. (“BPG Sub”), which, in turn, is the sole member of Brixmor OP GP LLC (the “General Partner”), the sole general partner of the Operating Partnership. Unless otherwise expressly stated or the context otherwise requires, “we,” “us,” and “our” as used herein refer to each of BPG and the Operating Partnership, collectively. We operate 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. BPG has 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 has maintained such requirements for our taxable year ended December 31, 2015, and expect to satisfy such requirements for subsequent taxable years.

As of December 31, 2015, BPG beneficially owned, through its direct and indirect interest in BPG Sub and the General Partner, 98.3% of the outstanding OP Units. Certain investments funds affiliated with The Blackstone Group L.P. (together with such affiliated funds, “Blackstone”) and certain members of our current and former management collectively owned the remaining 1.7% of the outstanding OP Units. We use the term “Outstanding OP Units” to refer to the OP Units not held by BPG, BPG Sub or the General Partner. Holders of Outstanding OP Units may redeem their OP Units for cash based upon the market value of an equivalent number of shares of BPG’s common stock or, at our election, exchange their OP Units for shares of our common stock on a one-for-one basis subject to customary conversion rate adjustments for splits, unit distributions and reclassifications. The number of OP Units in the Operating Partnership beneficially owned by BPG is equivalent to the number of outstanding shares of BPG’s common stock, and the entitlement of all OP Units to quarterly distributions and payments in liquidation is substantially the same as those of BPG’s common stockholders.

Our primary objective is to maximize total returns to BPG’s 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 NOI growth from this portfolio. We expect that the major drivers of this growth will be a combination of positive rent spreads from below-market in-place rents and above average lease rollover, occupancy increases, annual contractual rent increases across the portfolio and the execution of embedded anchor

space repositioning / redevelopment opportunities / outparcel development opportunities.

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

- **Anchor Space Repositioning / Redevelopment / Outparcel Development Expertise** - We have been a top redeveloper over the past decade, according to Chain Store Age magazine, having completed anchor space repositioning / redevelopment / outparcel development projects totaling over \$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.

Recent Developments

For a discussion of recent events related to a review conducted by our Audit Committee, related management changes, and the risks related thereto, see Item 1 "Business-Recent Developments," Item 1A "Risk Factors-Risks Related to Recent Events," and Item 9A "Controls and Procedures."

Other 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 and certain capital expenditures related to maintenance of the properties.

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 and expense reimbursements; (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 costs 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."

Portfolio and Financial Highlights

- As of December 31, 2015, we owned interests in 518 shopping centers (the “Portfolio”), including 517 wholly owned shopping centers and one shopping center held through an unconsolidated joint venture.
- Billed occupancy for the Portfolio was 91.0% and 91.3% as of December 31, 2015 and 2014, respectively. Leased occupancy for the Portfolio was 92.6% and 92.8% as of December 31, 2015 and 2014, respectively.
- During 2015, we executed 2,018 leases in our Portfolio totaling 13.4 million square feet of GLA, including 664 new leases totaling 3.0 million square feet of GLA and 1,354 renewals totaling 10.4 million square feet of GLA. The average annualized cash base rent (“ABR”) under the new leases increased 41.6% from the prior tenant’s ABR and increased 14.9% 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 Portfolio is \$15.86 and the average ABR per leased square foot of these new and renewal leases in our Portfolio is \$12.78. The average cost per square foot for tenant improvements and leasing commissions for new leases was \$21.20 and \$3.31, respectively. The average cost per square foot for tenant improvements and leasing commissions for renewal leases was \$1.42 and \$0.02, respectively.
- During 2014, we executed 2,082 leases in our Portfolio totaling 13.1 million square feet of GLA, including 787 new leases totaling 3.8 million square feet of GLA and 1,295 renewals totaling 9.2 million square feet of GLA. The average annualized cash base rent ABR under the new leases increased 31.2% from the prior tenant’s ABR and increased 12.6% 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 Portfolio is \$13.45 and the average ABR per leased square foot of these new and renewal leases in our Portfolio is \$12.53. The average cost per square foot for tenant improvements and leasing commissions for new leases was \$16.21 and \$2.80, respectively. The average cost per square foot for tenant improvements and leasing commissions for renewal leases was \$0.75 and \$0.04, respectively.

Acquisition Activity

- During the year ended December 31, 2015, we acquired two shopping centers and a retail building in one of our existing shopping centers for \$59.2 million including the assumption of \$7.0 million of mortgage debt.

Disposition Activity

- During the year ended December 31, 2015, we disposed of five shopping centers and three outparcels for net proceeds of \$54.2 million resulting in an aggregate gain of \$11.7 million and an aggregate impairment of \$1.0 million.
- During the year ended December 31, 2014, we transferred our ownership interests in 35 properties to Blackstone. These properties had a carrying value of \$179.0 million and a fair value of \$195.2 million, resulting in an aggregate gain of \$16.2 million. We also transferred one shopping center to the lender in satisfaction of the property’s mortgage balance resulting in a \$6.1 million gain on extinguishment of debt. In addition, we disposed of one shopping center and one outparcel for net proceeds of \$6.8 million resulting in an aggregate gain of \$1.2 million.

Results of Operations

The results of operations discussion is combined for BPG and the Operating Partnership because there are no material differences in the results of operations between the two reporting entities.

Comparison of the Year Ended December 31, 2015 to the Year Ended December 31, 2014

Revenues (in thousands)

	Year Ended December 31,		\$ Change
	2015	2014	
Revenues			
Rental income	\$ 984,548	\$ 960,715	\$ 23,833
Expense reimbursements	276,032	268,035	7,997
Other revenues	5,400	7,849	(2,449)
Total revenues	<u>\$ 1,265,980</u>	<u>\$ 1,236,599</u>	<u>\$ 29,381</u>

Rental income

The increase in rental income for the year ended December 31, 2015 of \$23.8 million, as compared to the corresponding period in 2014, was primarily due to a \$18.0 million increase in ABR driven primarily by contractual rent increases from properties owned as of the end of both reporting periods and for the entirety of both periods as well as an increase in leasing spreads of 14.9% in 2015 and 12.6% in 2014 for both new and renewal leases.

Expense reimbursements

The increase in expense reimbursements for the year ended December 31, 2015 of \$8.0 million, as compared to the corresponding period in 2014, was primarily due to the expense recovery percentage for our properties increasing 1.4% in 2015.

Other revenues

The decrease in other revenues for the year ended December 31, 2015 of \$2.4 million, as compared to the corresponding period in 2014, was primarily due to a decrease in percentage rent revenue.

Operating Expenses (in thousands)

	Year Ended December 31,		\$ Change
	2015	2014	
Operating expenses			
Operating costs	\$ 129,477	\$ 129,148	\$ 329
Real estate taxes	180,911	179,504	1,407
Depreciation and amortization	417,935	441,630	(23,695)
Provision for doubtful accounts	9,540	11,537	(1,997)
Impairment of real estate assets	1,005	—	1,005
General and administrative	98,454	80,175	18,279
Total operating expenses	<u>\$ 837,322</u>	<u>\$ 841,994</u>	<u>\$ (4,672)</u>

Operating costs

The increase in operating costs for the year ended December 31, 2015 of \$0.3 million, as compared to the corresponding period in 2014, was primarily due to an increase in maintenance and repair costs, partially offset by a decrease in insurance expenses.

Real estate taxes

The increase in real estate taxes for the year ended December 31, 2015 of \$1.4 million, as compared to the corresponding period in 2014, was primarily due to increased tax assessments on several of our properties, primarily in Texas and Florida.

Depreciation and amortization

The decrease in depreciation and amortization for the year ended December 31, 2015 of \$23.7 million, as compared to the corresponding period in 2014, was primarily due to the run off of purchase accounting intangibles.

Provision for doubtful accounts

The decrease in provisions for doubtful accounts for the year ended December 31, 2015 of \$2.0 million, as compared to the corresponding period in 2014, was primarily due to enhanced collection efforts.

Impairment of real estate assets

During the year ended December 31, 2015, we incurred an impairment of \$1.0 million resulting from the sale of one of our shopping centers and one outparcel.

General and administrative

The increase in general and administrative costs for the year ended December 31, 2015 of \$18.3 million, as compared to the corresponding period in 2014, was primarily due to a \$13.9 million increase in equity based compensation expense and \$2.5 million of expenses related to the Audit committee review. The equity based compensation expense increase is primarily the result of a performance condition associated with the vesting of certain shares becoming probable.

During the years ended December 31, 2015 and 2014, we capitalized personnel costs of \$6.3 million and \$5.8 million, respectively, to building and improvements for anchor space repositioning and redevelopment projects and \$15.1 million and \$15.1 million, respectively, to deferred charges and prepaid expenses, net for deferred leasing costs.

Other Income and Expenses (in thousands)

	Year Ended December 31,		\$ Change
	2015	2014	
Other income (expense)			
Dividends and interest	\$ 315	\$ 602	\$ (287)
Interest expense	(245,012)	(262,812)	17,800
Gain on sale of real estate assets and acquisition of joint venture interest	11,744	378	11,366
Gain (loss) on extinguishment of debt, net	1,720	(13,761)	15,481
Other	(348)	(8,431)	8,083
Total other income (expense)	<u>\$ (231,581)</u>	<u>\$ (284,024)</u>	<u>\$ 52,443</u>

Dividends and interest

The decrease in dividends and interest for the year ended December 31, 2015 of \$0.3 million, as compared to the corresponding period in 2014, was primarily due to a \$4.1 million decrease in interest bearing receivables.

Interest expense

The decrease in interest expense for the year ended December 31, 2015 of \$17.8 million, as compared to the corresponding period in 2014, was primarily due to the 2014 and 2015 debt repayments of \$2.1 billion with a weighted-average interest rate of 5.68%, partially offset by \$1.8 billion of proceeds from the issuance of senior unsecured notes and a term loan as well as borrowings under our \$2.75 billion senior unsecured credit facility (the "Unsecured Credit Facility") with a weighted average interest rate of 2.6%.

Gain on sale of real estate assets

During the year ended December 31, 2015, we disposed of certain shopping centers and outparcels resulting in an aggregate gain of \$11.7 million. During the year ended December 31, 2014, we disposed of one building resulting in an aggregate gain of \$0.4 million.

Gain (loss) on extinguishment of debt, net

During the year ended December 31, 2015, we repaid \$868.9 million of mortgages and secured loans and \$225.0 million of unsecured notes, resulting in a \$1.7 million net gain on extinguishment of debt. During the year ended December 31, 2014, we repaid \$763.3 million of mortgages and secured loans and \$110.2 million of unsecured notes resulting in a \$13.8 million net loss on extinguishment of debt.

Other

The decrease in other expense, net for the year ended December 31, 2015 of \$8.1 million, as compared to the corresponding period in 2014, was primarily due to (i) \$4.7 million of income in 2015 related to net adjustments to pre-IPO tax reserves and receivables, (ii) \$1.8 million of income in 2015 related to an environmental contingency and (iii) a \$1.4 million expense in 2014 related to a litigation settlement.

Equity in Income of Unconsolidated Joint Ventures (in thousands)

	Year Ended December 31,		\$ Change
	2015	2014	
Equity in income of unconsolidated joint ventures	\$ 459	\$ 370	\$ 89
Gain on disposition of investments in unconsolidated joint ventures	—	1,820	(1,820)

Equity in income of unconsolidated joint ventures

Equity in income of unconsolidated joint ventures remained approximately the same for the year ended December 31, 2015 as compared to the corresponding period in 2014.

Gain on disposition of investments in unconsolidated joint ventures

During the year ended December 31, 2014, in connection with our initial public offering (“IPO”), we distributed our interests in three unconsolidated joint ventures to Blackstone resulting in a gain on disposition of \$1.8 million.

Discontinued Operations (in thousands)

	Year Ended December 31,		\$ Change
	2015	2014	
Discontinued operations			
Income (loss) from discontinued operations	\$ —	\$ 4,909	\$ (4,909)
Gain on disposition of operating properties	—	15,171	(15,171)
Income (loss) from discontinued operations	\$ —	\$ 20,080	\$ (20,080)

Discontinued Operations

As a result of adopting ASU No. 2014-08, “Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity,” there were no disposals classified as discontinued operations for the year ended December 31, 2015.

Results from discontinued operations for the year ended December 31, 2014 include the results of 34 shopping centers disposed of during the year ended December 31, 2014.

Comparison of the Year Ended December 31, 2014 to the Year Ended December 31, 2013
Revenues (in thousands)

	Year Ended December 31,		\$ Change
	2014	2013	
Revenues			
Rental income	\$ 960,715	\$ 887,466	\$ 73,249
Expense reimbursements	268,035	242,803	25,232
Other revenues	7,849	16,135	(8,286)
Total revenues	<u>\$ 1,236,599</u>	<u>\$ 1,146,404</u>	<u>\$ 90,195</u>

Rental income

The increase in rental income for the year ended December 31, 2014 of \$73.2 million, as compared to the corresponding period in 2013, was primarily due to a \$72.3 million increase in ABR driven by (i) an increase in billed occupancy from 90.7% as of December 31, 2013 to 91.3% as of December 31, 2014, (ii) an increase in leasing spreads of 12.6% for both new and renewal leases, and (iii) \$46.8 million of ABR from 43 properties acquired from Blackstone in connection with our 2013 IPO (the “Acquired Properties”), partially offset by (iv) a decrease in the amortization of above and below market lease intangibles and lease settlement income due to the expiration and termination of leases.

Expense reimbursements

The increase in expense reimbursements for the year ended December 31, 2014 of \$25.2 million, as compared to the corresponding period in 2013, was primarily due to (i) an \$11.2 million increase in reimbursable expenses related to the Acquired Properties, (ii) an increase in the recovery percentage for properties owned for the entirety of both periods to 86.8% for 2014, as compared to 85.2% for the same period in 2013. The increased percentage of recoveries from tenants is primarily attributable to increased occupancy of our portfolio, and (iii) a \$7.7 million increase in reimbursable operating expenses from properties owned for the entirety of both periods.

Other revenues

The decrease in other revenues for the year ended December 31, 2014 of \$8.3 million as compared to the corresponding period in 2013, was primarily due to \$6.1 million of non-cash management fee income recorded in connection the vesting of equity incentive awards in the Acquired Properties in 2013. Certain of our employees have been granted equity incentive awards in the Acquired Properties. These awards were granted with service conditions and performance and market conditions. As the awards were granted to the employees under our management agreement with the owners of the Acquired Properties, we considered the amounts earned by the employees for the amortization of the awards at their fair value as measured at each reporting period to be a component of our management fees, and then recorded a corresponding amount for compensation expense. In connection with the IPO, based on the terms of these awards, all of such awards granted to our employees vested. In exchange for the vested incentive awards, the holders received vested Operating Partnership Units. At the time of the IPO, we recorded \$6.1 million of additional management fee income and additional compensation expense based upon the fair value of the Operating Partnership Units issued at the date of grant. The remaining decrease is 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 and a reduction in the number of properties managed subsequent to the IPO.

Operating Expenses (in thousands)

	Year Ended December 31,		\$ Change
	2014	2013	
Operating expenses			
Operating costs	\$ 129,148	\$ 116,522	\$ 12,626
Real estate taxes	179,504	168,468	11,036
Depreciation and amortization	441,630	438,547	3,083
Provision for doubtful accounts	11,537	10,899	638
Impairment of real estate assets	—	1,531	(1,531)
General and administrative	80,175	121,082	(40,907)
Total operating expenses	\$ 841,994	\$ 857,049	\$ (15,055)

Operating costs

The increase in operating costs for the year ended December 31, 2014 of \$12.6 million, as compared to the corresponding period in 2013, was due to \$8.2 million of operating costs for the Acquired Properties, 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 year ended December 31, 2014 of \$11.0 million, as compared to the corresponding period in 2013, was primarily due to the acquisition of the Acquired Properties, the purchase of 100% ownership in a previously unconsolidated joint venture and increased tax assessments on several of our properties primarily in Texas, California and Illinois.

Depreciation and amortization

The increase in depreciation and amortization for the year ended December 31, 2014 of \$3.1 million, as compared to the corresponding period in 2013, was primarily due to \$34.9 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 provisions for doubtful accounts for the year ended December 31, 2014 of \$0.6 million, as compared to the corresponding period in 2013, was primarily due to the Acquired Properties.

General and administrative

The decrease in general and administrative costs for the year ended December 31, 2014 of \$40.9 million, as compared to the corresponding period in 2013, was primarily due to a \$3.2 million decrease in expense associated with the acceleration of certain of our long term incentive plans in connection with our IPO, a \$33.1 million decrease in share based compensation expense in connection with our IPO and a decrease in personnel related expenses associated with the realignment of certain corporate functions in 2013.

During the years ended December 31, 2014 and 2013, we capitalized personnel costs of \$5.8 million and \$5.2 million, respectively, to building and improvements for anchor space repositioning and redevelopment projects and \$15.1 million and \$13.3 million, respectively, to deferred charges and prepaid expenses, net for deferred leasing costs.

Other Income and Expenses (in thousands)

	Year Ended December 31,		\$ Change
	2014	2013	
Other income (expense)			
Dividends and interest	\$ 602	\$ 832	\$ (230)
Interest expense	(262,812)	(343,193)	80,381
Gain on sale of real estate assets and acquisition of joint venture interest	378	2,223	(1,845)
Gain (loss) on extinguishment of debt, net	(13,761)	(20,028)	6,267
Other	(8,431)	(11,014)	2,583
Total other income (expense)	\$ (284,024)	\$ (371,180)	\$ 87,156

Dividends and interest

Dividends and interest remained approximately the same for the year ended December 31, 2014, as compared to the corresponding period in 2013.

Interest expense

The decrease in interest expense for the year ended December 31, 2014 of \$80.4 million, as compared to the corresponding period in 2013, was primarily due to the 2013 repayment of \$2.6 billion of debt with a weighted-average interest rate of 5.71% and the 2014 repayment of \$1.0 billion of debt with a weighted-average interest rate of 5.59%, which decreased interest expense by \$116.6 million, partially offset by an increase of \$36.6 million of interest expense on our Unsecured Credit Facility and a \$600 million unsecured term loan (the "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 2.0% as of December 31, 2014 as well as from proceeds of our initial public offering.

Gain on sale of real estate assets and acquisition of joint venture interest

During the year ended December 31, 2014, we disposed of one outparcel for aggregate proceeds of \$2.8 million resulting in a \$0.4 million gain. During the year ended December 31, 2013, we disposed of two outparcels for aggregate proceeds of \$1.4 million resulting in an aggregate gain of \$1.1 million. In addition, we 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 year ended December 31, 2014, we repaid \$763.3 million of mortgages and secured loans, \$110.2 million of unsecured notes and 174.8 million of financing liabilities resulting in a \$13.8 million net loss on extinguishment of debt. During the year ended December 31, 2013, we repaid \$2.6 billion of mortgages and secured loans and \$51.0 million of unsecured notes resulting in a \$20.0 million loss on extinguishment of debt, net.

Other

The decrease in other for the year ended December 31, 2014 of \$2.6 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 year ended December 31, 2014, we had \$2.6 million of income related to the settlement of a 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)

	Year Ended December 31,		\$ Change
	2014	2013	
Equity in income of unconsolidated joint ventures	\$ 370	\$ 1,167	\$ (797)
Gain on disposition of investments in unconsolidated joint ventures	1,820	—	1,820

Equity in income of unconsolidated joint ventures

The decrease in equity in income of unconsolidated joint ventures for the year ended December 31, 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.

Gain on disposition of investments in unconsolidated joint ventures

During the year ended December 31, 2014 we disposed of our interests in three unconsolidated joint ventures resulting in a gain on disposal of \$1.8 million.

Discontinued Operations (in thousands)

	Year Ended December 31,		\$ Change
	2014	2013	
Discontinued operations			
Income (loss) from discontinued operations	\$ 4,909	\$ 3,505	\$ 1,404
Gain on disposition of operating properties	15,171	3,392	11,779
Impairment of real estate held for sale	—	(45,122)	45,122
Income (loss) from discontinued operations	\$ 20,080	\$ (38,225)	\$ 58,305

Income (loss) from discontinued operations

Results from discontinued operations include the results from the following: (i) 34 shopping centers and (ii) 18 shopping centers disposed of during 2013. There were no properties classified as held for sale at December 31, 2014.

Gain on disposition of operating properties

During the year ended December 31, 2014, the gain on disposition of operating properties was attributable to the distribution of our interests in 32 properties to Blackstone and the sale of one additional shopping center.

During the year ended December 31, 2013, the gain on disposition of operating properties was attributable to the sale of four shopping centers.

Impairment of real estate held for sale

During the year ended December 31, 2013, as a result of our strategy to dispose of certain shopping centers, we recognized provisions for impairment of \$45.1 million relating to 14 shopping centers disposed of during 2013 and 14 properties disposed of during 2014.

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 BPG's qualification as a REIT and other capital obligations associated with conducting our business.

For a discussion of recent events related to a review conducted by our Audit Committee, related management changes, and the risks related thereto, included with respect to our liquidity and capital resources, see Item 1 "Business-Recent Developments," Item 1A "Risk Factors-Risks Related to Recent Events," and Item 9A "Controls and Procedures."

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

Sources

- cash and cash equivalent balances;
- operating cash flow;

- available borrowings under our existing revolving credit facility;
- issuance of long-term debt;
- asset sales; and
- issuance of equity securities.

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
- dividend/distribution payments.

Long term:

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

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

Brixmor Property Group Inc.

	Year Ended December 31,		
	2015	2014	2013
Cash flows provided by operating activities	534,025	479,210	331,990
Cash flows used in investing activities	(189,068)	(200,832)	(86,367)
Cash flows used in financing activities	(336,024)	(331,698)	(234,806)

Brixmor Operating Partnership LP

	Year Ended December 31,		
	2015	2014	2013
Cash flows provided by operating activities	\$ 534,025	\$ 479,217	\$ 331,988
Cash flows used in investing activities	\$ (189,065)	\$ (200,822)	\$ (86,361)
Cash flows used in financing activities	\$ (335,904)	\$ (330,951)	\$ (230,102)

Operating Activities

Cash and cash equivalents for the Parent Company were \$69.5 million and \$60.6 million as of December 31, 2015 and 2014, respectively. Cash and cash equivalents for the Operating Partnership were \$69.5 million and \$60.5 million as of December 31, 2015 and 2014 respectively.

Our net cash flow provided by operating activities primarily consist of cash inflows from tenant rental payments and tenant expense reimbursements and cash outflows for property operating expenses, real estate taxes, general and administrative expenses and interest payments.

For the year ended December 31, 2015, the Company's net cash flow provided by operating activities increased \$54.8 million as compared to the corresponding period in 2014. The increase is primarily due to (i) an increase in Same Property net operating income and (ii) a decrease in interest expense due to a decrease in the weighted average interest rate on outstanding indebtedness, partially offset by (iii) a decrease in working capital due to a reduction in cash flows from restricted cash and deferred charges and prepaid expenses, partially offset by an increase 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.

For the year ended December 31, 2015, the Company's net cash flow used in investing activities decreased \$11.8 million as compared to the corresponding period in 2014. The decrease was primarily due to (i) an increase of \$47.4 million in proceeds from sales of real estate assets, (ii) a decrease of \$24.7 million of improvements to and investments in real estate assets, partially offset by (iii) a decrease of \$2.8 million in restricted cash attributable to investing activities and (iv) a decrease of \$3.8 million in proceeds from the sale of marketable securities and (v) an increase of \$52.2 million in acquisitions of real estate assets.

Improvements to and investments in real estate assets

During the years ended December 31, 2015 and 2014, the Company expended \$189.9 million and \$214.7 million, respectively, on improvements to and investments in real estate assets.

Recurring capital expenditures are costs to maintain properties and their common areas including new roofs and paving of parking lots. Recurring capital expenditures per square foot for the years ended December 31, 2015, 2014 and 2013, were \$0.28, \$0.28 and \$0.26, respectively.

In addition to recurring capital expenditures, we evaluate our Portfolio on an ongoing basis to identify value-creating anchor space repositioning / redevelopment opportunities / outparcel development opportunities. We have intensified our focus on enhancing the quality of our assets and improving the customer experience through a unified organizational effort known as "Raising the Bar." These efforts are tenant-driven and focus on renovating, re-tenanting and repositioning assets and generally present higher risk-adjusted returns than new developments. Such initiatives are focused on upgrading our centers with strong, best-in-class anchors and transforming such properties' overall merchandise mix and tenant quality. Potential new projects include value-creation opportunities that have been previously identified within the Portfolio, as well as new opportunities created by the lack of meaningful community and neighborhood shopping center development in the United States. We may occasionally seek to acquire non-owned anchor spaces and outparcels at or adjacent to our shopping centers in order to facilitate redevelopment projects. In addition, as we own a vast majority of our anchor spaces greater than 35,000 sq. ft., we have important operational control over the positioning of our shopping centers in the event an anchor ceases to operate and flexibility in working with new and existing anchor tenants as they seek to expand or reposition their stores. Currently, our anchor space repositioning / redevelopments / outparcel developments in our Portfolio relate to 44 projects for which we anticipate incurring approximately \$104.6 million in improvements, of which \$58.3 million had not yet been incurred as of December 31, 2015.

Acquisitions of and proceeds from sales of real estate assets

Although we expect that the major drivers of our growth will come from our existing Portfolio, we will continue to evaluate the market for available properties and may acquire properties when we believe strategic opportunities exist. During the year ended December 31, 2015, we acquired two properties and a retail building in one of our existing shopping centers.

We may also dispose of properties when we feel growth has been maximized. During the year ended December 31, 2015, we disposed of five shopping centers and three outparcels.

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 year ended December 31, 2015, the Parent Company's net cash used in financing activities increased \$4.3 million as compared to the corresponding period in 2014. The increase was primarily due to a \$52.8 million net

increase in distributions to stockholders and non-controlling interests, partially offset by a \$49.5 million decrease in debt repayments, net of borrowings.

For the year ended December 31, 2015, the Operating Partnership's net cash used in financing activities increased \$5.0 million as compared to the corresponding period in 2014. The increase was primarily due to a \$54.3 million increase in distributions to partners and non-controlling interests, partially offset by a \$49.5 million decrease in debt repayments, net of borrowings.

Our current capital structure provides us with financial flexibility and capacity to fund our current capital needs as well as future growth opportunities. We have an Unsecured Credit Facility consisting of a \$1.5 billion term loan and a \$1.25 billion revolving credit facility, with a lending group comprised of financial institutions under which we had \$834.0 million of undrawn capacity as of December 31, 2015. We believe we have access to multiple forms of capital, including unsecured corporate level debt, preferred equity and additional credit facilities. We currently have investment grade credit ratings from all three major credit rating agencies. We intend to continue to enhance our financial and operating flexibility through ongoing commitment to ladder and extend the duration of our debt, and further expand our unencumbered asset pool.

During the year ended December 31, 2015, the Operating Partnership issued \$700.0 million aggregate principal amount of 3.850% Senior Notes due 2025 (the "2025 Notes") and \$500.0 million aggregate principal amount of 3.875% Senior Notes due 2022 (the "2022 Notes"), the proceeds of which were utilized to repay outstanding indebtedness, including borrowings under the Company's \$1.25 billion unsecured revolving credit facility and \$125.0 million aggregate principal amount of senior unsecured notes. During the year ended December 31, 2015, we repaid \$868.9 million of mortgages and secured loans and \$225.0 million of unsecured notes. These repayments were funded primarily from borrowings under the Company's \$1.25 billion unsecured revolving credit facility.

During 2016, we have \$855.6 million of mortgage loans scheduled to mature and we have approximately \$22.1 million of scheduled mortgage amortization payments. We currently intend to repay the scheduled maturities and amortization payments with operating cash and borrowings on our revolving credit facility.

In connection with our intention to continue to qualify as a REIT for federal income tax purposes, we expect to continue paying regular dividends to our stockholders. Our Board of Directors will continue to evaluate the dividend policy on a quarterly basis as the Board of Directors monitors sources of capital and evaluates the impact of the economy and capital markets availability on operating fundamentals. Since cash used to pay dividends reduces amounts available for capital investment, we generally intend to maintain a conservative dividend payout ratio, reserving such amounts as the Board of Directors considers necessary for the expansion and renovation of shopping centers in our portfolio, debt reduction, the acquisition of interests in new properties and other investments as suitable opportunities arise and such other factors as the Board of Directors considers appropriate. Cash dividends paid to common stockholders and OP Unit holders for the years ended December 31, 2015 and 2014 were \$274.0 million and \$239.1 million, respectively. Our Board of Directors declared a quarterly cash dividend of \$0.245 per common share and OP Unit for the fourth quarter of 2015. The dividend was paid on January 15, 2016 to shareholders of record on January 6, 2016. Our Board of Directors declared a quarterly cash dividend of \$0.245 per common share and OP Unit for the first quarter of 2016. The dividend is payable on April 15, 2016 to shareholders of record on April 5, 2016.

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 and corporate offices.

The following table summarizes our debt maturities (excluding options and fair market debt adjustments) and obligations under non-cancelable operating leases as of December 31, 2015.

Contractual Obligations (in thousands)	Payment due by period						
	2016	2017	2018	2019	2020	Thereafter	Total
Debt ⁽¹⁾	\$ 877,700	\$ 765,659	\$ 1,519,476	\$ 620,126	\$ 766,577	\$ 1,411,678	\$ 5,961,216
Interest payments ⁽²⁾	228,355	173,022	139,009	110,451	94,206	171,596	916,639
Operating leases	6,745	6,618	6,201	6,051	5,241	81,709	112,565
Total	<u>\$ 1,112,800</u>	<u>\$ 945,299</u>	<u>\$ 1,664,686</u>	<u>\$ 736,628</u>	<u>\$ 866,024</u>	<u>\$ 1,664,983</u>	<u>\$ 6,990,420</u>

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

⁽²⁾ We incur variable rate interest on \$1.9 billion 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 1.40% as of December 31, 2015. The Company has in place five forward starting interest rate swap agreements that convert the floating interest rate on \$1.5 billion of the Unsecured Credit Facility to a fixed, combined interest rate of 0.844% plus an interest spread of 140 basis points. 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 December 31, 2015.

Pursuant to the terms of the Term Loan, Unsecured Credit Facility, the 2022 Notes and the 2025 Notes, the Company among other things is subject to maintenance of various financial covenants. The Company is currently in compliance with these covenants.

Funds From Operations

NAREIT 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.

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

We present NAREIT FFO and NAREIT 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. NAREIT FFO and NAREIT 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 NAREIT FFO and NAREIT 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 NAREIT FFO and NAREIT FFO attributable to stockholders and non-controlling interests convertible into common stock are significant components in understanding and addressing financial performance.

Our reconciliation of Brixmor Property Group Inc.'s net income to NAREIT FFO and NAREIT FFO attributable to stockholders and non-controlling interest convertible into common stock for the year ended December 31, 2015, 2014 and 2013 is as follows (in thousands, except per share amounts):

	Year Ended December 31,		
	2015	2014	2013
Net income	\$ 197,536	\$ 132,851	\$ (118,883)
Gain on disposition of operating properties	(11,744)	(15,549)	(3,392)
Gain on disposition of unconsolidated joint ventures	—	(1,820)	—
Depreciation and amortization-real estate related-continuing operations	413,470	438,565	436,547
Depreciation and amortization-real estate related-discontinued operations	—	606	11,687
Depreciation and amortization-real estate related-unconsolidated joint ventures	85	168	180
Impairment of operating properties	807	—	43,582
NAREIT FFO	600,154	554,821	369,721
Adjustments attributable to non-controlling interests not convertible into common stock	—	(6,415)	(7,155)
NAREIT FFO attributable to stockholders and non-controlling interests convertible into common stock	<u>\$ 600,154</u>	<u>\$ 548,406</u>	<u>\$ 362,566</u>
NAREIT FFO per share/OP Unit - diluted	<u>\$ 1.97</u>	<u>\$ 1.80</u>	<u>\$ 1.44</u>
Weighted average shares/OP Units outstanding - basic and diluted ⁽¹⁾	<u>305,023</u>	<u>304,359</u>	<u>252,009</u>

⁽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.

Our Critical Accounting Policies

Our discussion and analysis of the historical financial condition and results of operations is based upon our Consolidated Financial Statements, which have been prepared in accordance with GAAP. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the Consolidated Financial Statements and accompanying notes. Actual results could ultimately differ from those estimates. For a discussion of recently-issued and adopted accounting standards, see Note 1 to financial statements contained elsewhere in this annual report on Form 10-K.

Revenue Recognition and Receivables

Rental revenue is recognized on a straight-line basis over the terms of the related leases. The cumulative difference between rental revenue recognized in the Consolidated Statements of Operations and contractual payment terms is recorded as deferred rent and presented on the accompanying Consolidated Balance Sheets within Receivables.

The Company commences recognizing revenue based on an evaluation of a number of factors. In most cases, revenue recognition under a lease begins when the lessee takes possession of or controls the physical use of the leased asset. Generally, this occurs on the lease commencement date.

Certain leases also provide for percentage rents based upon the level of sales achieved by a lessee. These percentage rents are recognized upon the achievement of certain pre-determined sales levels. Leases also typically provide for reimbursement of common area maintenance, property taxes and other operating expenses by the lessee which are recognized in the period the applicable expenditures are incurred.

The determination of who is the owner, for accounting purposes, of tenant improvements (where provided) determines the nature of the leased asset and when revenue recognition under a lease begins. If the Company is the owner, for accounting purposes, of the tenant improvements, then the leased asset is the finished space and revenue recognition begins when the lessee takes possession of the finished space, typically when the improvements are substantially complete. If the Company concludes it is not the owner, for accounting purposes, of the tenant improvements (the lessee is the owner), then the leased asset is the unimproved space and any tenant improvement allowances funded under a lease are accounted for as lease incentives which are amortized as a reduction of revenue recognized over the term of the lease. In these circumstances, the Company commences revenue recognition when

the lessee takes possession of the unimproved space for the lessee to construct their own improvements. In making this assessment, the Company considers a number of factors, each of which individually is not determinative.

Gains from the sale of depreciated operating properties are generally recognized under the full accrual method, provided that various criteria relating to the terms of the sale and subsequent involvement by the Company with the applicable property are met.

The Company periodically evaluates the collectability of its receivables related to base rents, straight-line rent, expense reimbursements and those attributable to other revenue generating activities. The Company analyzes its receivables and historical bad debt levels, tenant credit-worthiness and current economic trends when evaluating the adequacy of its allowance for doubtful accounts. In addition, tenants in bankruptcy are analyzed and estimates are made in connection with the expected recovery of pre-petition and post-petition claims.

Real Estate

Real estate assets are recorded in the Consolidated Balance Sheets at historical cost, less accumulated depreciation and amortization. Upon acquisition of real estate operating properties, management estimates the fair value of acquired tangible assets (consisting of land, buildings, and tenant improvements), identifiable intangible assets and liabilities (consisting of above and below-market leases, in-place leases and tenant relationships), and assumed debt based on an evaluation of available information. Based on these estimates, the estimated fair value is allocated to the acquired assets and assumed liabilities.

The fair values of tangible assets are determined as if the acquired property is vacant. Fair value is determined using an exit price approach, which contemplates the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. If information regarding the fair value of the assets acquired and liabilities assumed is received and estimates are refined, appropriate adjustments are made to the purchase price allocation on a prospective basis. The Company expenses transaction costs associated with business combinations in the period incurred.

In allocating the fair value to identifiable intangible assets and liabilities of an acquired operating property, the value of above-market and below-market leases is estimated based on the present value (using an interest rate reflecting the risks associated with leases acquired) of the difference between: (i) the contractual amounts to be paid pursuant to the leases negotiated and in-place at the time of acquisition and (ii) management’s estimate of fair market lease rates for the property or an equivalent property, measured over a period equal to the remaining non-cancelable term of the lease. The capitalized above-market or below-market intangible is amortized as a reduction of, or increase to, rental income over the remaining non-cancelable term of each lease, which includes renewal periods with fixed rental terms that are considered to be below-market.

In determining the value of in-place leases and tenant relationships, management evaluates the specific characteristics of each lease and the Company’s overall relationship with each tenant. Factors considered include, but are not limited to: the nature of the existing relationship with a tenant, the credit risk associated with a tenant, expectations surrounding lease renewals, estimated carrying costs of a property during a hypothetical expected lease-up period, current market conditions and costs to execute similar leases. Management also considers information obtained about a property in connection with its pre-acquisition due diligence. Estimated carrying costs include: real estate taxes, insurance, other property operating costs and estimates of lost rentals at market rates during the hypothetical lease-up periods. Costs to execute similar leases include: commissions and legal costs to the extent that such costs are not already incurred with a new lease that has been negotiated in connection with the purchase of a property. The value assigned to in-place leases is amortized to expense over the remaining term of each lease. The value assigned to tenant relationships is amortized over the initial terms of the leases.

Certain real estate assets are depreciated using the straight-line method over the estimated useful lives of the assets. The estimated useful lives are as follows:

Building and building and land improvements	20 - 40 years
Furniture, fixtures, and equipment	5 - 10 years
Tenant improvements	The shorter of the term of the related lease or useful life

Costs to fund major replacements and betterments, which extend the life of the asset, are capitalized and depreciated over their respective useful lives, while costs for ordinary repairs and maintenance activities are expensed as incurred.

When a real estate asset is identified by management as held-for-sale, the Company discontinues depreciating the asset and estimates its sales price, net of estimated selling costs. If, in management's opinion, the estimated net sales price of an asset is less than its net carrying value, an adjustment is recorded to reflect the estimated fair value. Properties classified as real estate held-for-sale generally represent properties that are under contract for sale and are expected to close within 12 months.

On a periodic basis, management assesses whether there are indicators that the value of the Company's real estate assets (including any related intangible assets or liabilities) may be impaired.

If an indicator is identified, a real estate asset is considered impaired only if management's estimate of current and projected operating cash flows (undiscounted and unleveraged), taking into account the anticipated and probability weighted holding period, are less than a real estate asset's carrying value. Various factors are considered in the estimation process, including expected future operating income, trends and prospects and the effects of demand, competition, and other economic factors. If management determines that the carrying value of a real estate asset is impaired, a loss will be recorded for the excess of its carrying amount over its fair value.

In situations in which a lease or leases associated with a significant tenant have been, or are expected to be, terminated early, the Company evaluates the remaining useful lives of depreciable or amortizable assets in the asset group related to the lease that will be terminated (i.e., tenant improvements, above and below market lease intangibles, in-place lease value and leasing commissions). Based upon consideration of the facts and circumstances surrounding the termination, the Company may write-off or accelerate the depreciation and amortization associated with the asset group. Such write-offs are included within Depreciation and amortization in the Consolidated Statements of Operations.

Stock Based Compensation

The Company accounts for equity awards in accordance with the FASB's Stock Compensation guidance which requires that all share based payments to employees and non-employee directors be recognized in the statement of operations over the service period based on their fair value. Fair value is determined based on the type of award using either the grant date market price of the Company's stock, the Black-Scholes-Merton option-pricing model or a Monte Carlo simulation model. Share-based compensation expense is included in General and administrative in the Company's Consolidated Statements of Operations.

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.

Off-Balance Sheet Arrangements

We had no material off-balance sheet arrangements as of December 31, 2015.

Item 7A. 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 December 31, 2015, we had \$1.9 billion of outstanding floating rate borrowings under our \$2.75 billion senior unsecured credit facility (the "Unsecured Credit Facility") and a \$600.0 million unsecured term loan (the "Term Loan") which both bore interest at a rate equal to LIBOR plus an interest spread of 140 basis points. \$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. 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 \$10.2 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 \$2.5 million (this includes the impact of the \$1.5 billion of interest rate swap agreements).

The table below presents the principal cash flows, weighted average interest rates of remaining debt and the fair value of total debt as of December 31, 2015 (dollars in thousands). The table is presented by year of expected maturity to evaluate the expected cash flows and sensitivity to interest rate changes. Although the average interest rate for variable rate debt is included in the table, those rates represent rates that existed as of December 31, 2015 and are subject to change on a monthly basis. Further, the table below incorporates only those exposures that exist as of December 31, 2015 and does not consider exposures or positions that could arise after that date. Since firm commitments are not presented, the table has limited predictive value. As a result, our ultimate realized gain or loss with respect to interest rate fluctuations will depend on the exposures that arise during the period, our hedging strategies at that time, and actual interest rates.

	2016	2017	2018	2019	2020	Thereafter	Total	Fair Value
Secured Debt								
Fixed rate	\$ 877,700	\$ 349,659	\$ 19,476	\$ 20,126	\$ 766,577	\$ 193,225	\$ 2,226,763	\$ 2,367,070
Weighted average interest rate ⁽¹⁾	6.23%	6.17%	6.17%	6.17%	6.17%	6.17%		
Variable rate	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Weighted average interest rate ⁽¹⁾	—	—	—	—	—	—		
Unsecured Debt								
Fixed rate	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 1,218,453	\$ 1,218,453	\$ 1,198,504
Weighted average interest rate ⁽¹⁾	3.91%	3.91%	3.91%	3.91%	3.91%	3.91%		
Variable rate ⁽²⁾	\$ —	\$ 416,000	\$ 1,500,000	\$ 600,000	\$ —	\$ —	\$ 2,516,000	\$ 2,516,000
Weighted average interest rate ⁽¹⁾	2.00%	2.07%	1.65%	—%	—%	—%		

⁽¹⁾ Weighted average interest rates are on the debt balances as of the end of each year presented and assume repayment of debt on their scheduled maturity date.

⁽²⁾ The \$1.5 billion term loan facility bears interest at LIBOR plus an interest spread of 140 basis point. 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 140 basis points.

Item 8. Financial Statements and Supplementary Data

See the Index to Consolidated Financial Statements and financial statements commencing on page F-1.

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

None.

Item 9A. Controls and Procedures

Controls and Procedures (Brixmor Property Group Inc.)

Evaluation of Disclosure Controls and Procedures

BPG maintains disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in its 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. BPG's management, with the participation of its principal executive officer and principal financial officer, has evaluated the effectiveness of the design and operation of its disclosure controls and procedures as of the end of the period covered by this report. Based on this evaluation and considering the material weakness in internal control over financial reporting described below in "Management's Report on Internal Control Over Financial Reporting," BPG's principal executive officer, Daniel B. Hurwitz, and principal financial officer, Barry Lefkowitz, concluded that BPG's disclosure controls and procedures were not effective as of such date.

Management's Report on Internal Control Over Financial Reporting

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

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance and may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become

inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of its management, including its interim chief executive officer and interim chief financial officer, BPG conducted an evaluation of the effectiveness of its internal control over financial reporting based on the framework in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations (“COSO”) of the Treadway Commission. Based on its assessment and those criteria, BPG’s management concluded that due to the material weakness described below, its internal control over financial reporting was not effective as of December 31, 2015. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the Company’s annual or interim financial statements will not be prevented or detected on a timely basis.

The control environment, the first component in the COSO Framework, provides the basis for carrying out internal controls across the organization and places responsibility on senior management to establish the tone at the top of the organization, including demonstrated commitment to integrity and ethical values throughout the organization. As further described in Item 1, “Business-Recent Developments”, the Audit Committee of the Board of Directors conducted a review that led the Board of Directors to conclude that specific BPG personnel, in certain instances, were directly involved and/or supervised persons directly involved in smoothing income items, both up and down, between reporting periods in an effort to achieve consistent quarterly same property net operating income growth, an industry non-GAAP financial measure. Based on these findings, the Board of Directors concluded that there was a deficiency in the control environment specifically because the foregoing actions failed to demonstrate commitment to integrity and ethical values and senior management did not set an appropriate tone at the top. Although the actual amount of financial statement misstatement resulting from these actions was not significant, because of the override of controls that occurred at senior levels of management, we have concluded that the potential for material misstatement of the financial statements was more than remote. Accordingly, management has determined that this control deficiency constitutes a material weakness.

Deloitte & Touche LLP, an independent registered public accounting firm, has issued a report, included herein, on the effectiveness of BPG’s internal control over financial reporting.

Remediation Plan and Activities

BPG has implemented or is evaluating various remedial actions to address the material weakness described above. These actions include the following:

- certain personnel are no longer employed by BPG;
- the Audit Committee, Board and executives will increase communication and training to employees regarding the ethical values of BPG, requirement to comply with laws, the Code of Conduct and BPG’s policies; and
- BPG is evaluating its organizational structure, and will assess roles and responsibilities to enhance controls and compliance.

BPG is committed to maintaining a strong internal control environment. Management believes the foregoing efforts will effectively remediate the material weakness. We will give further updates to our remediation plan in future SEC filings.

Changes in Internal Control over Financial Reporting

Other than those described above, there have been no changes in BPG’s internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) during the three months ended December 31, 2015 that have materially affected, or that are reasonably likely to materially affect, BPG’s internal control over financial reporting.

Controls and Procedures (Brixmor Operating Partnership LP)

Evaluation of Disclosure Controls and Procedures

The Operating Partnership maintains disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in its 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. The Operating Partnership's management, with the participation of its principal executive officer and principal financial officer, has evaluated the effectiveness of the design and operation of its disclosure controls and procedures as of the end of the period covered by this report. Based on this evaluation and considering the material weakness in internal control over financial reporting described below in "Management's Report on Internal Control Over Financial Reporting," the Operating Partnership's principal executive officer, Daniel B. Hurwitz, and principal financial officer, Barry Lefkowitz, concluded that the Operating Partnership's disclosure controls and procedures were not effective as of such date.

Management's Report on Internal Control Over Financial Reporting

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

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance and may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of its management, including its interim chief executive officer and interim chief financial officer, the Operating Partnership conducted an evaluation of the effectiveness of its internal control over financial reporting based on the framework in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on its assessment and those criteria, the Operating Partnership's management concluded that due to the material weakness described below, its internal control over financial reporting was not effective as of December 31, 2015. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

The control environment, the first component in the COSO Framework, provides the basis for carrying out internal controls across the organization and places responsibility on senior management to establish the tone at the top of the organization, including demonstrated commitment to integrity and ethical values throughout the organization. As further described in Item 1, "Business-Recent Developments", the Audit Committee of the Board of Directors conducted a review that led the Board of Directors to conclude that specific Operating Partnership personnel, in certain instances, were directly involved and/or supervised persons directly involved in smoothing income items, both up and down, between reporting periods in an effort to achieve consistent quarterly same property net operating income growth, an industry non-GAAP financial measure. Based on these findings, the Board of Directors concluded that there was a deficiency in the control environment specifically because the foregoing actions failed to demonstrate commitment to integrity and ethical values and senior management did not set an appropriate tone at the top. Although the actual amount of financial statement misstatement resulting from these actions was not significant, because of the override of controls that occurred at senior levels of management, we have concluded that the potential for material misstatement of the financial statements was more than remote. Accordingly, management has determined that this control deficiency constitutes a material weakness.

Deloitte & Touche LLP, an independent registered public accounting firm, has issued a report, included herein, on the effectiveness of the Operating Partnership's internal control over financial reporting.

Remediation Plan and Activities

The Operating Partnership has implemented or is evaluating various remedial actions to address the material weakness described above. These actions include the following:

- certain personnel are no longer employed by the Operating Partnership;
- the Audit Committee, Board and executives will increase communication and training to employees regarding the ethical values of the Operating Partnership, requirement to comply with laws, the Code of Conduct and the Operating Partnership's policies; and
- the Operating Partnership is evaluating its organizational structure, and will assess roles and responsibilities to enhance controls and compliance.

The Operating Partnership is committed to maintaining a strong internal control environment. Management believes the foregoing efforts will effectively remediate the material weakness. We will give further updates to our remediation plan in future SEC filings.

Changes in Internal Control over Financial Reporting

Other than those described above, there have been no changes in the Operating Partnership's internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) during the three months ended December 31, 2015 that have materially affected, or that are reasonably likely to materially affect, the Operating Partnership's internal control over financial reporting.

Item 9B. 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 Travelport Limited, which may be considered our affiliate.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by Item 10 will be included in the sections captioned “Proposal No. 1-Election of Directors,” “The Board of Directors and Certain Governance Matters-Executive Officers of the Company,” “The Board of Directors and Certain Governance Matters-Code of Business Conduct and Ethics and Code of Conduct for Senior Financial Officers,” “The Board of Directors and Certain Governance Matters-Committee Membership-Audit Committee” and “Section 16(a) Beneficial Ownership Reporting Compliance” included in the definitive proxy statement relating to the 2016 Annual Meeting of Stockholders of Brixmor Property Group Inc. to be held on June 16, 2016 and is incorporated herein by reference. Brixmor Property Group Inc. will file such definitive proxy statement with the SEC pursuant to Regulation 14A not later than 120 days after the end of the Company’s 2015 fiscal year covered by this Form 10-K.

Item 11. Executive Compensation

The information required by Item 11 will be included in the sections captioned “Compensation of Our Officers and Directors,” “Report of the Compensation Committee” and “Compensation Committee Interlocks and Insider Participation” included in the definitive proxy statement relating to the 2016 Annual Meeting of Stockholders of Brixmor Property Group Inc. to be held on June 16, 2016 and is incorporated herein by reference. Brixmor Property Group Inc. will file such definitive proxy statement with the SEC pursuant to Regulation 14A not later than 120 days after the end of the Company’s 2015 fiscal year covered by this Form 10-K.

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

The information required by Item 12 will be included in the sections captioned “Equity Compensation Plan Information” and “Ownership of Securities” included in the definitive proxy statement relating to the 2016 Annual Meeting of Stockholders of Brixmor Property Group Inc. to be held on June 16, 2016 and is incorporated herein by reference. Brixmor Property Group Inc. will file such definitive proxy statement with the SEC pursuant to Regulation 14A not later than 120 days after the end of the Company’s 2015 fiscal year covered by this Form 10-K.

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

The information required by Item 13 will be included in the sections captioned “Transactions with Related Persons” and “The Board of Directors and Certain Governance Matters - Director Independence and Independence Determinations” included in the definitive proxy statement relating to the 2016 Annual Meeting of Stockholders of Brixmor Property Group Inc. to be held on June 16, 2016 and is incorporated herein by reference. Brixmor Property Group Inc. will file such definitive proxy statement with the SEC pursuant to Regulation 14A not later than 120 days after the end of the Company’s 2015 fiscal year covered by this Form 10-K.

Item 14. Principal Accountant Fees and Services

The information required by Item 14 will be included in the section captioned “Proposal No. 2 - Ratification of Independent Registered Public Accounting Firm - Audit and Non-Audit Fees” included in the definitive proxy statement relating to the 2016 Annual Meeting of Stockholders of Brixmor Property Group Inc. to be held on June 16, 2016 and is incorporated herein by reference. Brixmor Property Group Inc. will file such definitive proxy statement with the SEC pursuant to Regulation 14A not later than 120 days after the end of the Company’s 2015 fiscal year covered by this Form 10-K.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) Documents filed as part of this report

Form 10-K
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Consolidated Statements of Comprehensive Income (Loss) for the years ended December 31, 2015, 2014 and 2013

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Consolidated Statement of Changes in Equity for the years ended December 31, 2015, 2014 and 2013

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Consolidated Statements of Cash Flows for the years ended December 31, 2015, 2014 and 2013

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Brixmor Operating Partnership LP:

Consolidated Balance Sheets as of December 31, 2015 and 2014

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Consolidated Statements of Operations for the years ended December 31, 2015, 2014 and 2013

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Consolidated Statements of Comprehensive Income (Loss) for the years ended December 31, 2015, 2014 and 2013

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All other schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

3. *Exhibits.*

(b) *Exhibits.* The following documents are filed as exhibits to this report:

Exhibit Number	Exhibit Description	Incorporated by Reference			Exhibit Number	Filed Herewith
		Form	File No.	Date of Filing		
3.1	Articles of Incorporation of Brixmor Property Group Inc., dated as of November 4, 2013	8-K	001-36160	11/4/2013	3.1	
3.2	Bylaws of Brixmor Property Group Inc., dated as of November 4, 2013	8-K	001-36160	11/4/2013	3.2	
3.3	Amended and Restated Certificate of Limited Partnership of Brixmor Operating Partnership LP	10-K	001-36160	3/12/2014	10.7	
3.4	Amended and Restated Agreement of Limited Partnership of Brixmor Operating Partnership LP, dated as of October 29, 2013, by and between Brixmor OP GP LLC, as General Partner, BPG Subsidiary Inc., as Special Limited Partner, and the other limited partners from time to time party thereto	8-K	001-36160	11/4/2013	10.1	
3.5	Amendment No. 1 to the Amended and Restated Limited Partnership Agreement of Brixmor Operating Partnership LP, dated as of October 29, 2013, by and between Brixmor OP GP LLC, as General Partner, and the limited partners from time to time party thereto	8-K	001-36160	11/4/2013	10.2	
3.6	Amendment No. 2 to the Amended and Restated Agreement of Limited Partnership of Brixmor Operating Partnership LP, dated as of March 11, 2014	8-K	001-36160	3/14/2014	10.1	
3.7	Amendment No. 3 to the Amended and Restated Agreement of Limited Partnership of Brixmor Operating Partnership LP, dated as of March 28, 2014	8-K	001-36160	4/3/2014	10.1	
4.1	Indenture, dated January 21, 2015, between Brixmor Operating Partnership LP, as issuer, and The Bank of New York Mellon, as trustee.	8-K	001-36160	1/21/2015	4.1	
4.2	First Supplemental Indenture, dated January 21, 2015, among Brixmor Operating Partnership LP, as issuer, and Brixmor OP GP LLC and BPG Subsidiary Inc., as possible future guarantors, and The Bank of New York Mellon, as trustee.	8-K	001-36160	1/21/2015	4.2	
4.3	Second Supplemental Indenture, dated August 10, 2015, among Brixmor Operating Partnership LP, as issuer, and The Bank of New York Mellon, as trustee.	8-K	00-36160	8/10/2015	4.2	
4.4	Indenture, dated as of March 29, 1995, between New Plan Realty Trust and The First National Bank of Boston, as Trustee (the “1995 Indenture”)	S-3	33-61383	7/28/1995	4.2	

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Date of Filing	Exhibit Number	
4.5	First Supplemental Indenture to the 1995 Indenture, dated as of August 5, 1999, by and among New Plan Realty Trust, New Plan Excel Realty Trust, Inc. and State Street Bank and Trust Company	10-Q	001-12244	11/12/1999	10.2	
4.6	Successor Supplemental Indenture to the 1995 Indenture, dated as of April 20, 2007, by and among Super IntermediateCo LLC and U.S. Bank Trust National Association	10-Q	001-12244	8/9/2007	4.2	
4.7	Third Supplemental Indenture to the 1995 Indenture, dated as of October 30, 2009, by and among Centro NP LLC and U.S. Bank Trust National Association	S-11	333-190002	8/23/2013	4.4	
4.8	Supplemental Indenture to the 1995 Indenture, dated as of October 16, 2014, between Brixmor LLC and U.S. Bank Trust National Association	8-K	001-36160	10/17/2014	4.1	
4.9	Indenture, dated as of February 3, 1999, among the New Plan Excel Realty Trust, Inc., as Primary Obligor, New Plan Realty Trust, as Guarantor, and State Street Bank and Trust Company, as Trustee (the “1999 Indenture”)	8-K	001-12244	2/3/1999	4.1	
4.10	Form of Officers’ Certificate relating to the terms of the Company’s 3.75% Convertible Senior Notes due 2023	8-K	001-12244	5/19/2003	4.2	
4.11	Supplemental Indenture to the 1999 Indenture, dated as of December 17, 2004, by and between New Plan Excel Realty Trust, Inc., as Primary Obligor, New Plan Realty Trust, as Guarantor, and U.S. Bank Trust National Association (as successor to State Street Bank and Trust Company)	8-K	001-12244	12/22/2004	4.1	
4.12	Successor Supplemental Indenture to the 1999 Indenture, dated as of April 20, 2007, by and among Super IntermediateCo LLC, New Plan Realty Trust, LLC and U.S. Bank Trust National Association	10-Q	001-12244	8/9/2007	4.3	
4.13	Supplemental Indenture to the 1999 Indenture, dated as of May 4, 2007, by and between Centro NP LLC, New Plan Realty Trust, LLC and U.S. Bank Trust National Association	10-Q	001-12244	8/9/2007	4.4	
4.14	Supplemental Indenture to the 1999 Indenture, dated as of October 16, 2014, between Brixmor LLC and U.S. Bank Trust National Association	8-K	001-36160	10/17/2014	4.2	
4.15	Indenture, dated as of January 30, 2004, by and between New Plan Excel Realty Trust, Inc. as Primary Obligor, and U.S. Bank Trust National Association, as Trustee (the “2004 Indenture”)	8-K	001-12244	2/5/2004	4.1	

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Date of Filing	Exhibit Number	
4.16	First Supplemental Indenture to the 2004 Indenture, dated as of September 19, 2006, between New Plan Excel Realty Trust and U.S. Bank Trust National Association, as trustee	8-K	001-12244	9/19/2006	4.1	
4.17	Successor Supplemental Indenture to the 2004 Indenture, dated as of April 20, 2007, by and among Super IntermediateCo LLC and U.S. Bank Trust National Association	10-Q	001-12244	8/9/2007	4.1	
4.18	Supplemental Indenture to the 2004 Indenture, dated as of May 4, 2007, by and between Centro NP LLC and U.S. Bank Trust National Association	10-Q	001-12244	8/9/2007	4.5	
10.1	Separate Series Agreement, dated as of October 29, 2013, by and among BRE Non-Core Assets Inc., as a limited partner associated with Series A, Non-Core Series GP, LLC, as the general partner associated with Series A, and Brixmor OP GP LLC, as the general partner of the Partnership on behalf of Brixmor Operating Partnership LP	8-K	001-36160	11/4/2013	10.3	
10.2	Registration Rights Agreement, dated as of October 29, 2013, by and among the Company and the equity holders named therein	8-K	001-36160	11/4/2013	10.4	
10.3	Stockholders' Agreement, dated as of October 29, 2013, by and between the Company and BRE Retail Holdco L.P.	8-K	001-36160	11/4/2013	10.5	
10.4	Exchange Agreement, dated as of October 29, 2013, by and among the Company and the other holders of BPG Subsidiary Inc. common stock from time to time party thereto	8-K	001-36160	11/4/2013	10.6	
10.5	Form of Contribution Agreement	S-11	333-190002	10/29/2013	10.2	
10.6	Non-Core Property Management Agreement, dated as of October 29, 2013	10-K	001-36160	3/12/2014	10.9	
10.7	Term Loan Agreement, dated March 18, 2014, among Brixmor Operating Partnership LP, as borrower, JPMorgan Chase Bank, N.A., as administrative agent, and the lenders from time to time party thereto	8-K	001-36160	3/18/2014	10.1	
10.8	Parent Guaranty, executed as of March 18, 2014, by BPG Subsidiary Inc. and Brixmor OP GP LLC for the benefit of JPMorgan Chase, N.A., as administrative agent	8-K	001-36160	3/18/2014	10.2	
10.9	Amendment No. 1 to Term Loan Agreement, dated as of February 5, 2015, among Brixmor Operating Partnership LP, as borrower, JPMorgan Chase Bank, N.A., as administrative agent	8-K	001-36160	2/9/2015	10.2	

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Date of Filing	Exhibit Number	
10.10	Revolving Credit and Term Loan Agreement, dated as of July 16, 2013, among Brixmor Operating Partnership LP, as borrower, JP Morgan Chase Bank, N.A., as administrative agent, Bank of America, N.A. and Wells Fargo Bank, National Association, as syndication agents, Barclays Bank PLC, Citibank, N.A., Deutsche Bank Securities Inc. and Royal Bank of Canada, as documentation agents and the other Lenders party thereto	S-11	333-190002	8/23/2013	10.6	
10.11	Amendment No. 1 to Revolving Credit and Term Loan Agreement, dated as of February 5, 2015, among Brixmor Operating Partnership LP, as borrower, JPMorgan Chase Bank, N.A., as administrative agent	8-K	001-36160	2/9/2015	10.1	
10.12	Loan Agreement, dated as of July 28, 2010, by and among Centro NP New Garden SC Owner, LLC, Centro NP Clark, LLC, Centro NP Hamilton Plaza Owner, LLC, Centro NP Holdings 11 SPE, LLC, Centro NP Holdings 12 SPE, LLC, Centro NP Atlantic Plaza, LLC, Centro NP 23rd Street Station Owner, LLC, Centro NP Coconut Creek Owner, LLC, Centro NP Seminole Plaza Owner, LLC, Centro NP Ventura Downs Owner, LLC, Centro NP Augusta West Plaza, LLC, Centro NP Banks Station, LLC, Centro NP Laurel Square Owner, LLC, Centro NP Middletown Plaza Owner, LLC, Centro NP Miracle Mile, LLC, Centro NP Ridgeview, LLC, Centro NP Surrey Square Mall, LLC, Centro NP Covington Gallery Owner, LLC, Centro NP Stone Mountain, LLC, Centro NP Greentree SC, LLC, Centro NP Arbor Faire Owner, LP, Centro NP Holdings 10 SPE, LLC, HK New Plan Festival Center (IL), LLC and JPMorgan Chase Bank, N.A., as lender	S-11	333-190002	8/23/2013	10.9	
10.13	Guaranty, dated as of July 28, 2010, made by Centro NP LLC for the benefit of JPMorgan Chase Bank, N.A., as lender (regarding Loan Agreement with Centro NP New Garden SC Owner, LLC, et al.)	S-11	333-190002	8/23/2013	10.10	
10.14	Senior Mezzanine Loan Agreement, dated as of July 28, 2010, by and among Centro NP New Garden Mezz 1, LLC, Centro NP Senior Mezz Holding, LLC and JPMorgan Chase Bank, N.A., as lender	S-11	333-190002	8/23/2013	10.11	
10.15	Senior Mezzanine Guaranty, dated as of July 28, 2010, made by Centro NP LLC for the benefit of JPMorgan Chase Bank, N.A., as lender	S-11	333-190002	8/23/2013	10.12	

Exhibit Number	Exhibit Description	Incorporated by Reference			Exhibit Number	Filed Herewith
		Form	File No.	Date of Filing		
10.16	Omnibus Amendment to the Mezzanine Loan Documents, dated as of September 1, 2010, by and among Centro NP New Garden Mezz 1, LLC, Centro NP Senior Mezz Holding, LLC and JPMorgan Chase Bank, N.A., as lender	S-11	333-190002	10/17/2013	10.13	
10.17	Loan Agreement, dated as of July 28, 2010, by and between Centro NP Roosevelt Mall Owner, LLC and JPMorgan Chase Bank, N.A., as lender	S-11	333-190002	10/17/2013	10.14	
10.18	Guaranty, dated as of July 28, 2010, made by Centro NP LLC for the benefit of JPMorgan Chase Bank, N.A., as lender (regarding Loan Agreement with Centro NP Roosevelt Mall Owner, LLC)	S-11	333-190002	10/17/2013	10.15	
10.19*	2013 Omnibus Incentive Plan	S-11	333-190002	9/23/2013	10.18	
10.20*	Form of Director and Officer Indemnification Agreement	S-11	333-190002	8/23/2013	10.19	
10.21*	Employment Agreement, dated November 1, 2011, between BPG Subsidiary Inc. and Michael A. Carroll	S-11	333-190002	8/23/2013	10.20	
10.22*	Employment Agreement, dated June 24, 2013, between BPG Subsidiary Inc. and Michael V. Pappagallo	S-11	333-190002	8/23/2013	10.21	
10.23*	Employment Agreement, dated November 1, 2011, between BPG Subsidiary Inc. and Steven F. Siegel	S-11	333-190002	8/23/2013	10.23	
10.24*	Employment Agreement, dated November 1, 2011, between BPG Subsidiary Inc. and Dean Bernstein	S-11	333-190002	8/23/2013	10.24	
10.25*	Employment Agreement, dated October 19, 2015, between Brixmor Property Group Inc. and Michael Hyun					X
10.26*	Employment Agreement, dated February 12, 2016, between Brixmor Property Group Inc. and Daniel B. Hurwitz	8-K	001-36160	2/16/2016	10.2	
10.27*	Employment Agreement, dated February 15, 2016, between Brixmor Property Group Inc. and Barry Lefkowitz	8-K	001-36160	2/16/2016	10.1	
10.28*	Form of Brixmor Property Group Inc. Restricted Stock Grant and Acknowledgment	S-11	333-190002	10/4/2013	10.26	
10.29*	Form of BPG Subsidiary Inc. Restricted Stock Grant and Acknowledgment	S-11	333-190002	10/4/2013	10.27	
10.30*	Form of Restricted Stock Unit Agreement	10-Q	001-36160	4/27/2015	10.1	
10.31*	Form of LTIP Unit Agreement	10-Q	001-36160	4/27/2015	10.2	
10.32*	Separation Agreement and Release, dated February 7, 2016 by and between the Company and Michael A. Carroll	8-K	001-36160	2/8/2016	10.1	
10.33*	Separation Agreement and Release, dated February 5, 2016 by and between the Company and Michael V. Pappagallo	8-K	001-36160	2/8/2016	10.2	

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Date of Filing	Exhibit Number	
10.34*	Separation Agreement and Release, dated February 7, 2016 by and between the Company and Steven A. Splain	8-K	001-36160	2/8/2016	10.3	
10.35	Form of Director Restricted Stock Award Agreement	S-11	333-190002	10/4/2013	10.30	
12.1	Computation of Consolidated Ratio of Earnings to Fixed Charges and Consolidated Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends	—	—	—	—	x
21.1	Subsidiaries of the Brixmor Property Group Inc.	—	—	—	—	x
21.1	Subsidiaries of the Brixmor Operating Partnership LP	—	—	—	—	x
23.1	Consent of Deloitte & Touche LLP for Brixmor Property Group Inc.	—	—	—	—	x
23.2	Consent of Ernst & Young LLP for Brixmor Property Group Inc.	—	—	—	—	x
23.3	Consent of Deloitte & Touche LLP for Brixmor Operating Partnership LP	—	—	—	—	x
23.4	Consent of Ernst & Young LLP for Brixmor Operating Partnership LP	—	—	—	—	x
31.1	Brixmor Property Group Inc. 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	Brixmor Property Group Inc. 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
31.3	Brixmor Operating Partnership LP 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
31.4	Brixmor Operating Partnership LP 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	Brixmor Property Group Inc. Certification of Chief Executive Officer and 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

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Date of Filing	Exhibit Number	
32.2	Brixmor Operating Partnership LP Certification of Chief Executive Officer and 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
99.2	Property List	—	—	—	—	x
99.3	Information relating to Part II, Item 14 “Other Expenses of Issuance and Distribution” of the Registration Statement (File No. 333-201464-01).	8-K	001-36160	1/21/2015	99.1	
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

* Indicates management contract or compensatory plan or arrangement.

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by us in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

SIGNATURES

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

BRIXMOR PROPERTY GROUP INC.

Date: February 29, 2016

By: /s/Daniel B. Hurwitz
Daniel B. Hurwitz
Interim Chief Executive Officer and President
(Principal Executive Officer)

BRIXMOR OPERATING PARTNERSHIP LP

Date: February 29, 2016

By: /s/Daniel B. Hurwitz
Daniel B. Hurwitz
Interim Chief Executive Officer and President
(Principal Executive Officer)

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

Date: February 29, 2016

By: /s/Daniel B. Hurwitz
Daniel B. Hurwitz
Interim Chief Executive Officer and President
(Principal Executive Officer, Director, Sole Director of Sole Member of General Partner of Operating Partnership)

Date: February 29, 2016

By: /s/Barry Lefkowitz
Barry Lefkowitz
Interim Chief Financial Officer
(Principal Financial Officer)

Date: February 29, 2016

By: /s/Michael Cathers
Michael Cathers
Interim Chief Accounting Officer
(Principal Accounting Officer)

Date: February 29, 2016

By: /s/John G. Schreiber
John G. Schreiber
Chairman of the Board of Directors

Date: February 29, 2016

By: /s/Michael Berman
Michael Berman
Director

Date: February 29, 2016

By: /s/Anthony W. Deering
Anthony W. Deering
Director

Date: February 29, 2016

By: /s/Thomas W. Dickson
Thomas W. Dickson
Director

Date: February 29, 2016

By: /s/Jonathan D. Gray
Jonathan D. Gray
Director

Date: February 29, 2016

By: /s/William D. Rahm
William D. Rahm
Director

Date: February 29, 2016

By: /s/William J. Stein
William J. Stein
Director

Date: February 29, 2016

By: /s/Gabrielle Sulzberger
Gabrielle Sulzberger
Director

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All other schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Brixmor Property Group Inc. and Subsidiaries
New York, New York

We have audited the accompanying consolidated balance sheet of Brixmor Property Group Inc. and Subsidiaries (the “Company”) as of December 31, 2015, and the related consolidated statements of operations, comprehensive income (loss), changes in equity, and cash flows for the year ended December 31, 2015. Our audit also included the financial statement schedules listed in the Index at Item 15. These financial statements and financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements and financial statement schedules based on our audit.

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

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Brixmor Property Group Inc. and Subsidiaries at December 31, 2015, and the results of their operations and their cash flows for the year ended December 31, 2015, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2015, based on the criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 29, 2016 expressed an adverse opinion on the Company's internal control over financial reporting due to a material weakness.

/s/ DELOITTE & TOUCHE LLP

New York, New York
February 29, 2016

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Brixmor Property Group Inc. and Subsidiaries
New York, New York

We have audited Brixmor Property Group Inc.'s and Subsidiaries (the "Company") internal control over financial reporting of as of December 31, 2015, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO Framework"). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

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

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

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weakness in entity level controls has been identified and included in management's assessment:

The control environment, the first component in the COSO Framework, provides the basis for carrying out internal controls across the organization and places responsibility on senior management to establish the tone at the top of the organization, including demonstrated commitment to integrity and ethical values throughout the organization. The Audit Committee of the Board of Directors conducted a review that led the Board of Directors to conclude that specific Company personnel, in certain instances, were directly involved and/or supervised persons directly involved in smoothing income items, both up and down, between reporting periods in an effort to achieve consistent quarterly same property net operating income growth, an industry non-GAAP financial measure. Based on these findings, we concluded that there was a deficiency in the control environment specifically because the foregoing actions failed to demonstrate commitment to integrity and ethical values and senior management did not set an appropriate tone at the top. Although the actual amount of financial statement misstatement resulting from these actions was not

significant, because of the override of controls that occurred at senior levels of management, we have concluded that the potential for material misstatement of the financial statements was more than remote. Accordingly, we have determined that this control deficiency constitutes a material weakness.

This material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements and financial statement schedules as of and for the year ended December 31, 2015, of the Company and this report does not affect our report on such financial statements and financial statement schedules.

In our opinion, because of the effect of the material weakness identified above on the achievement of the objectives of the control criteria, the Company has not maintained effective internal control over financial reporting as of December 31, 2015, based on the criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedules as of and for the year ended December 31, 2015, of the Company and our report dated February 29, 2016 expressed an unqualified opinion on those financial statements and financial statement schedules.

/s/ DELOITTE & TOUCHE LLP

New York, New York
February 29, 2016

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders of Brixmor Property Group Inc. and Subsidiaries

We have audited the accompanying consolidated balance sheet of Brixmor Property Group Inc. and Subsidiaries (the “Company”) as of December 31, 2014, and the related consolidated statements of operations, comprehensive income (loss), changes in equity, and cash flows for each of the two years in the period ended December 31, 2014. Our audits also included the financial statement schedules listed in the Index at Item 15. These financial statements and schedules are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Brixmor Property Group Inc. and Subsidiaries at December 31, 2014, and the consolidated results of its operations and its cash flows for each of the two years in the period ended December 31, 2014, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedules, when considered in relation to the financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

/s/ Ernst & Young LLP

New York, New York
February 19, 2015

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Partners of
Brixmor Operating Partnership LP and Subsidiaries
New York, New York

We have audited the accompanying consolidated balance sheet of Brixmor Operating Partnership LP and Subsidiaries (the "Operating Partnership") as of December 31, 2015, and the related consolidated statements of operations, comprehensive income (loss), changes in capital, and cash flows for the year ended December 31, 2015. Our audit also included the financial statement schedules listed in the Index at Item 15. These financial statements and financial statement schedules are the responsibility of the Operating Partnership's management. Our responsibility is to express an opinion on the financial statements and financial statement schedules based on our audit.

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

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Brixmor Operating Partnership LP and Subsidiaries at December 31, 2015, and the results of their operations and their cash flows for the year ended December 31, 2015, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Operating Partnership's internal control over financial reporting as of December 31, 2015, based on the criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 29, 2016 expressed an adverse opinion on the Operating Partnership's internal control over financial reporting due to a material weakness.

/s/ DELOITTE & TOUCHE LLP

New York, New York
February 29, 2016

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Partners of
Brixmor Operating Partnership LP and Subsidiaries
New York, New York

We have audited Brixmor Operating Partnership LP's and Subsidiaries (the "Operating Partnership") internal control over financial reporting of as of December 31, 2015, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO Framework"). The Operating Partnership's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Operating Partnership's internal control over financial reporting based on our audit.

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

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

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Operating Partnership's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weakness in entity level controls has been identified and included in management's assessment:

The control environment, the first component in the COSO Framework, provides the basis for carrying out internal controls across the organization and places responsibility on senior management to establish the tone at the top of the organization, including demonstrated commitment to integrity and ethical values throughout the organization. The Audit Committee of the Board of Directors conducted a review that led the Board of Directors to conclude that specific Operating Partnership personnel, in certain instances, were directly involved and/or supervised persons directly involved in smoothing income items, both up and down, between reporting periods in an effort to achieve consistent quarterly same property net operating income growth, an industry non-GAAP financial measure. Based on these findings, we concluded that there was a deficiency in the control environment specifically because the foregoing actions failed to demonstrate commitment to integrity and ethical values and senior management did not set an appropriate tone at the top. Although the actual amount of financial statement misstatement resulting from

these actions was not significant, because of the override of controls that occurred at senior levels of management, we have concluded that the potential for material misstatement of the financial statements was more than remote. Accordingly, we have determined that this control deficiency constitutes a material weakness.

This material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements and financial statement schedules as of and for the year ended December 31, 2015, of the Operating Partnership and this report does not affect our report on such financial statements and financial statement schedules.

In our opinion, because of the effect of the material weakness identified above on the achievement of the objectives of the control criteria, the Operating Partnership has not maintained effective internal control over financial reporting as of December 31, 2015, based on the criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedules as of and for the year ended December 31, 2015, of the Operating Partnership and our report dated February 29, 2016 expressed an unqualified opinion on those financial statements and financial statement schedules.

/s/ DELOITTE & TOUCHE LLP

New York, New York
February 29, 2016

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Partners of Brixmor Operating Partnership LP and Subsidiaries

We have audited the accompanying consolidated balance sheet of Brixmor Operating Partnership LP and subsidiaries (the "Operating Partnership") as of December 31, 2014 and the related consolidated statements of operations, comprehensive income (loss), changes in capital, and cash flows for each of the two years in the period ended December 31, 2014. Our audits also included the financial statement schedules listed in the Index at Item 15. These financial statements and schedules are the responsibility of the Operating Partnership's management. Our responsibility is to express an opinion on these financial statements and schedules based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Brixmor Operating Partnership LP and Subsidiaries at December 31, 2014, and the consolidated results of its operations and its cash flows for each of the two years in the period ended December 31, 2014, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedules, when considered in relation to the financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

/s/ Ernst & Young LLP

New York, New York
February 19, 2015

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

	December 31, 2015	December 31, 2014
Assets		
Real estate		
Land	\$ 2,011,947	\$ 2,000,415
Buildings and improvements	8,920,903	8,801,834
	10,932,850	10,802,249
Accumulated depreciation and amortization	(1,880,685)	(1,549,234)
Real estate, net	9,052,165	9,253,015
Investments in and advances to unconsolidated joint ventures	5,019	5,072
Cash and cash equivalents	69,528	60,595
Restricted cash	41,462	53,164
Marketable securities	23,001	20,315
Receivables, net of allowance for doubtful accounts of \$16,587 and \$14,070	180,486	182,424
Deferred charges and prepaid expenses, net	109,149	94,269
Other assets	17,197	13,059
Total assets	<u>\$ 9,498,007</u>	<u>\$ 9,681,913</u>
Liabilities		
Debt obligations, net	\$ 5,974,266	\$ 6,022,508
Accounts payable, accrued expenses and other liabilities	603,439	679,102
Total liabilities	<u>6,577,705</u>	<u>6,701,610</u>
Commitments and contingencies (Note 13)	—	—
Equity		
Common stock, \$0.01 par value; authorized 3,000,000,000 shares; 299,138,450 and 296,552,142 shares issued and outstanding	2,991	2,966
Additional paid in capital	3,270,246	3,223,941
Accumulated other comprehensive loss	(2,509)	(4,435)
Distributions in excess of net income	(400,945)	(318,762)
Total stockholders' equity	2,869,783	2,903,710
Non-controlling interests	50,519	76,593
Total equity	2,920,302	2,980,303
Total liabilities and equity	<u>\$ 9,498,007</u>	<u>\$ 9,681,913</u>

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

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

	Year Ended December 31,		
	2015	2014	2013
Revenues			
Rental income	\$ 984,548	\$ 960,715	\$ 887,466
Expense reimbursements	276,032	268,035	242,803
Other revenues	5,400	7,849	16,135
Total revenues	1,265,980	1,236,599	1,146,404
Operating expenses			
Operating costs	129,477	129,148	116,522
Real estate taxes	180,911	179,504	168,468
Depreciation and amortization	417,935	441,630	438,547
Provision for doubtful accounts	9,540	11,537	10,899
Impairment of real estate assets	1,005	—	1,531
General and administrative	98,454	80,175	121,082
Total operating expenses	837,322	841,994	857,049
Other income (expense)			
Dividends and interest	315	602	832
Interest expense	(245,012)	(262,812)	(343,193)
Gain on sale of real estate assets and acquisition of joint venture interest	11,744	378	2,223
Gain (loss) on extinguishment of debt, net	1,720	(13,761)	(20,028)
Other	(348)	(8,431)	(11,014)
Total other income (expense)	(231,581)	(284,024)	(371,180)
Income (loss) before equity in income of unconsolidated joint ventures	197,077	110,581	(81,825)
Equity in income of unconsolidated joint ventures	459	370	1,167
Gain on disposition of investments in unconsolidated joint ventures	—	1,820	—
Income (loss) from continuing operations	197,536	112,771	(80,658)
Discontinued operations			
Income from discontinued operations	—	4,909	3,505
Gain on disposition of operating properties	—	15,171	3,392
Impairment of real estate held for sale	—	—	(45,122)
Income (loss) from discontinued operations	—	20,080	(38,225)
Net income (loss)	197,536	132,851	(118,883)
Net (income) loss attributable to non-controlling interests	(3,816)	(43,849)	25,349
Net income (loss) attributable to Brixmor Property Group Inc.	193,720	89,002	(93,534)
Preferred stock dividends	(150)	(150)	(162)
Net income (loss) attributable to common stockholders	\$ 193,570	\$ 88,852	\$ (93,696)
Per common share:			
Income (loss) from continuing operations:			
Basic	\$ 0.65	\$ 0.36	\$ (0.33)
Diluted	\$ 0.65	\$ 0.36	\$ (0.33)
Net income (loss) attributable to common stockholders:			
Basic	\$ 0.65	\$ 0.36	\$ (0.50)
Diluted	\$ 0.65	\$ 0.36	\$ (0.50)
Weighted average shares:			
Basic	298,004	243,390	188,993
Diluted	305,017	244,588	188,993

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

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

	Year Ended December 31,		
	2015	2014	2013
Net income (loss)	\$ 197,536	\$ 132,851	\$ (118,883)
Other comprehensive income (loss)			
Unrealized gain (loss) on interest rate hedges	1,986	2,372	(6,795)
Unrealized gain (loss) on marketable securities	(60)	5	22
Comprehensive income (loss)	199,462	135,228	(125,656)
Comprehensive (income) loss attributable to non-controlling interests	(3,816)	(43,849)	25,349
Comprehensive income (loss) attributable to Brixmor Property Group Inc.	<u>\$ 195,646</u>	<u>\$ 91,379</u>	<u>\$ (100,307)</u>

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

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

	Common Stock		Additional Paid in Capital	Accumulated Other Comprehensive Loss	Distributions in excess of net income	Non-controlling Interests	Total
	Number	Amount					
Beginning balance, January 1, 2013	182,242	\$ 1,822	\$ 1,746,271	\$ (39)	\$ (26,559)	\$ 554,859	\$ 2,276,354
Common stock dividends	—	—	—	—	(47,280)	—	(47,280)
Distributions to non-controlling interests	—	—	—	—	—	(25,219)	(25,219)
Issuance of non-core series A	—	—	(186,935)	—	—	186,935	—
Issuance of OP units for Acquired Properties	—	—	—	—	—	317,556	317,556
Compensation expense relating to Class B Units	—	—	27,487	—	—	8,908	36,395
Proceeds from initial public offering	47,438	475	893,385	—	—	—	893,860
Redemption of preferred stock	—	—	(1,250)	—	—	—	(1,250)
Preferred stock dividends	—	—	—	—	(162)	(151)	(313)
Issuance of common stock	9	—	—	—	—	—	—
Other comprehensive loss	—	—	—	(6,773)	—	—	(6,773)
Declared but unpaid dividends and distributions (\$0.127 per common share)	—	—	—	—	(29,172)	(9,467)	(38,639)
Reallocation of non-controlling interest in the OP and BPG Sub.	—	—	64,732	—	—	(64,732)	—
Net loss	—	—	—	—	(93,534)	(26,637)	(120,171)
Ending balance, December 31, 2013	229,689	\$ 2,297	\$ 2,543,690	\$ (6,812)	\$ (196,707)	\$ 942,052	\$ 3,284,520
Common stock dividends (\$0.825 per common share)	—	—	—	—	(211,057)	—	(211,057)
Distributions to non-controlling interests	—	—	—	—	—	(40,331)	(40,331)
Redemption of Series A	—	—	6,222	—	—	(201,400)	(195,178)
Equity based compensation expense	—	—	7,588	—	—	1,864	9,452
Preferred stock dividends	—	—	—	—	—	(150)	(150)
Acquisition of non-controlling interests	—	—	437	—	—	(1,437)	(1,000)
Other comprehensive income	—	—	—	2,377	—	—	2,377
Conversion of Operating Partnership units into common stock	66,863	669	666,004	—	—	(666,673)	—
Net income	—	—	—	—	89,002	42,668	131,670
Ending balance, December 31, 2014	296,552	\$ 2,966	\$ 3,223,941	\$ (4,435)	\$ (318,762)	\$ 76,593	\$ 2,980,303
Common stock dividends (\$0.92 per common share)	—	—	—	—	(275,903)	—	(275,903)
Distributions to non-controlling interests	—	—	—	—	—	(5,843)	(5,843)
Equity based compensation expense	—	—	22,841	—	—	490	23,331
Preferred stock dividends	—	—	—	—	—	(150)	(150)
Issuance of common stock and OP Units	67	—	(743)	—	—	765	22
Other comprehensive income	—	—	—	1,926	—	—	1,926
Share-based awards retained for taxes	—	—	(920)	—	—	—	(920)
Conversion of Operating Partnership units into common stock	2,519	25	25,127	—	—	(25,152)	—
Net income	—	—	—	—	193,720	3,816	197,536
Ending balance, December 31, 2015	299,138	\$ 2,991	\$ 3,270,246	\$ (2,509)	\$ (400,945)	\$ 50,519	\$ 2,920,302

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

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

	Year Ended December 31,		
	2015	2014	2013
Operating activities:			
Net income (loss)	197,536	132,851	(118,883)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	417,935	442,236	450,279
Debt premium and discount amortization	(18,065)	(20,413)	(20,973)
Deferred financing cost amortization	8,302	8,691	10,831
Above- and below-market lease intangible amortization	(47,757)	(45,536)	(51,379)
Impairment of real estate assets	1,005	—	46,653
Gain on disposition of operating properties, disposition of investments in unconsolidated joint ventures and acquisition of joint venture interest	(11,744)	(17,369)	(5,615)
Equity based compensation	23,331	9,452	36,395
Other	358	(325)	(1,165)
(Gain) loss on extinguishment of debt, net	(5,306)	(245)	16,498
Changes in operating assets and liabilities:			
Restricted cash	10,027	16,920	5,562
Receivables	1,829	(5,347)	(17,055)
Deferred charges and prepaid expenses	(40,460)	(29,413)	(22,826)
Other assets	(43)	409	2,901
Accounts payable, accrued expenses and other liabilities	(2,923)	(12,701)	767
Net cash provided by operating activities	534,025	479,210	331,990
Investing activities:			
Improvements to and investments in real estate assets	(189,934)	(214,678)	(150,461)
Acquisitions of real estate assets	(52,208)	—	(6,377)
Proceeds from sales of real estate assets	54,236	6,835	58,994
Distributions from unconsolidated joint ventures	—	454	593
Contributions to unconsolidated joint ventures	—	—	(25)
Change in restricted cash attributable to investing activities	1,675	4,483	8,108
Purchase of marketable securities	(24,278)	(23,123)	(12,737)
Proceeds from sale of marketable securities	21,441	25,197	15,538
Net cash used in investing activities	(189,068)	(200,832)	(86,367)
Financing activities:			
Repayment of debt obligations and financing liabilities	(1,122,118)	(1,086,241)	(2,702,931)
Proceeds from debt obligations	—	—	57,000
Repayment of borrowings under unsecured revolving credit facility	(1,118,475)	(720,047)	(914,108)
Proceeds from borrowings under unsecured credit facility	1,015,000	1,119,343	2,534,286
Proceeds from unsecured term loan and notes	1,188,146	600,000	—
Deferred financing costs	(3,159)	(2,995)	(27,529)
Proceeds from issuance of common stock	—	—	893,860
Redemption of preferred stock	—	—	(1,250)
Distributions to common stockholders	(268,281)	(173,147)	(47,442)
Distributions to non-controlling interests	(26,314)	(68,611)	(26,692)
Repurchase of common shares in conjunction with equity award plans	(823)	—	—
Net cash used in financing activities	(336,024)	(331,698)	(234,806)
Change in cash and cash equivalents	8,933	(53,320)	10,817
Cash and cash equivalents at beginning of period	60,595	113,915	103,098
Cash and cash equivalents at end of period	\$ 69,528	\$ 60,595	\$ 113,915
Supplemental disclosure of cash flow information:			
Cash paid for interest, net of amount capitalized of \$2,749, \$4,047 and \$4,968	\$ 244,067	\$ 282,639	\$ 342,950
State and local taxes paid	2,278	1,889	2,013
Supplemental non-cash investing and/or financing activities:			
Net carrying value of properties distributed to non-controlling owners	—	178,969	—
Assumed mortgage debt through acquisition	7,000	—	—
Fair value of Operating Partnership units issued for acquisition of real estate assets	—	—	317,556

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

BRIXMOR OPERATING PARTNERSHIP LP AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except share information)

	December 31, 2015	December 31, 2014
Assets		
Real estate		
Land	\$ 2,011,947	\$ 2,000,415
Buildings and improvements	8,920,903	8,801,834
	10,932,850	10,802,249
Accumulated depreciation and amortization	(1,880,685)	(1,549,234)
Real estate, net	9,052,165	9,253,015
Investments in and advances to unconsolidated joint ventures	5,019	5,072
Cash and cash equivalents	69,506	60,450
Restricted cash	41,462	53,164
Marketable securities	22,791	20,113
Receivables, net of allowance for doubtful accounts of \$16,587 and \$14,070	180,486	182,424
Deferred charges and prepaid expenses, net	109,149	94,269
Other assets	17,197	13,059
Total assets	<u>\$ 9,497,775</u>	<u>\$ 9,681,566</u>
Liabilities		
Debt obligations, net	\$ 5,974,266	\$ 6,022,508
Accounts payable, accrued expenses and other liabilities	603,439	679,102
Total liabilities	<u>6,577,705</u>	<u>6,701,610</u>
Commitments and contingencies (Notes 13)	—	—
Capital		
Partnership common units: 304,366,215 and 304,246,750 units issued and outstanding	2,922,565	2,984,381
Accumulated other comprehensive loss	(2,495)	(4,425)
Total capital	<u>2,920,070</u>	<u>2,979,956</u>
Total liabilities and capital	<u>\$ 9,497,775</u>	<u>\$ 9,681,566</u>

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

BRIXMOR OPERATING PARTNERSHIP LP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)

	Year Ended December 31,		
	2015	2014	2013
Revenues			
Rental income	\$ 984,548	\$ 960,715	\$ 887,466
Expense reimbursements	276,032	268,035	242,803
Other revenues	5,400	7,849	16,135
Total revenues	1,265,980	1,236,599	1,146,404
Operating expenses			
Operating costs	129,477	129,148	116,522
Real estate taxes	180,911	179,504	168,468
Depreciation and amortization	417,935	441,630	438,547
Provision for doubtful accounts	9,540	11,537	10,899
Impairment of real estate assets	1,005	—	1,531
General and administrative	98,454	80,175	121,078
Total operating expenses	837,322	841,994	857,045
Other income (expense)			
Dividends and interest	315	602	825
Interest expense	(245,012)	(262,812)	(343,193)
Gain on sale of real estate assets and acquisition of joint venture interest	11,744	378	2,223
Gain (loss) on extinguishment of debt, net	1,720	(13,761)	(20,028)
Other	(348)	(8,431)	(11,005)
Total other income (expense)	(231,581)	(284,024)	(371,178)
Income (loss) before equity in income of unconsolidated joint ventures	197,077	110,581	(81,819)
Equity in income of unconsolidated joint ventures	459	370	1,167
Gain on disposition of investments in unconsolidated joint ventures	—	1,820	—
Income (loss) from continuing operations	197,536	112,771	(80,652)
Discontinued operations			
Income from discontinued operations	—	4,909	3,505
Gain on disposition of operating properties	—	15,171	3,392
Impairment of real estate held for sale	—	—	(45,122)
Income (loss) from discontinued operations	—	20,080	(38,225)
Net income (loss)	197,536	132,851	(118,877)
Net income attributable to non-controlling interests	—	(1,181)	(1,355)
Net income (loss) attributable to Brixmor Operating Partnership LP	\$ 197,536	\$ 131,670	\$ (120,232)
Net income (loss) attributable to:			
Series A interest	\$ —	\$ 21,014	\$ 3,451
Partnership common units	197,536	110,656	(123,683)
Net income (loss) attributable to Brixmor Operating Partnership LP	\$ 197,536	\$ 131,670	\$ (120,232)
Per common unit:			
Income (loss) from continuing operations:			
Basic	\$ 0.65	\$ 0.36	\$ (0.33)
Diluted	\$ 0.65	\$ 0.36	\$ (0.33)
Net income (loss) attributable to partnership common units:			
Basic	\$ 0.65	\$ 0.36	\$ (0.50)
Diluted	\$ 0.65	\$ 0.36	\$ (0.50)
Weighted average number of partnership common units:			
Basic	303,992	302,540	250,109
Diluted	305,017	303,738	250,109

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

BRIXMOR OPERATING PARTNERSHIP LP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(in thousands)

	Year Ended December 31,		
	2015	2014	2013
Net income (loss)	\$ 197,536	\$ 132,851	\$ (118,877)
Other comprehensive income (loss)			
Unrealized gain (loss) on interest rate hedges	1,986	2,372	(6,795)
Unrealized gain (loss) on marketable securities	(56)	—	34
Comprehensive income (loss)	199,466	135,223	(125,638)
Comprehensive income attributable to non-controlling interests	—	(1,181)	(1,355)
Comprehensive income (loss) attributable to Brixmor Operating Partnership LP	<u>\$ 199,466</u>	<u>\$ 134,042</u>	<u>\$ (126,993)</u>
Comprehensive income (loss) attributable to:			
Series A interest	\$ —	\$ 21,014	\$ 3,451
Partnership common units	<u>199,466</u>	<u>113,028</u>	<u>(130,444)</u>
Comprehensive loss attributable to Brixmor Operating Partnership LP	<u>\$ 199,466</u>	<u>\$ 134,042</u>	<u>\$ (126,993)</u>

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

BRIXMOR OPERATING PARTNERSHIP LP AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN CAPITAL

(in thousands)

	Partnership Common Units	Series A Interest	Accumulated Other Comprehensive Income (Loss)	Non-controlling Interests	Total
Beginning balance, January 1, 2013	\$ 2,269,203	\$ —	\$ (36)	\$ 1,370	\$ 2,270,537
Contributions from partners	893,860	—	—	—	893,860
Distributions to partners	(59,359)	(10,000)	—	—	(69,359)
Issuance of Series A interest	(186,935)	186,935	—	—	—
Equity based compensation expense	36,395	—	—	—	36,395
Issuance of OP units for acquired properties	317,556	—	—	—	317,556
Other comprehensive loss	—	—	(6,761)	—	(6,761)
Declared but unpaid dividends and distributions	(38,639)	—	—	—	(38,639)
Net income (loss)	(123,683)	3,451	—	67	(120,165)
Ending balance, December 31, 2013	\$ 3,108,398	\$ 180,386	\$ (6,797)	\$ 1,437	\$ 3,283,424
Distributions to partners	(250,784)	—	—	—	(250,784)
Redemption of Series A interest	6,222	(201,400)	—	—	(195,178)
Equity based compensation expense	9,452	—	—	—	9,452
Acquisition of non-controlling interests	437	—	—	(1,437)	(1,000)
Other comprehensive income	—	—	2,372	—	2,372
Net income	110,656	21,014	—	—	131,670
Ending balance, December 31, 2014	\$ 2,984,381	\$ —	\$ (4,425)	\$ —	\$ 2,979,956
Distributions to partners	(281,785)	—	—	—	(281,785)
Equity based compensation expense	23,331	—	—	—	23,331
Other comprehensive income	—	—	1,930	—	1,930
Issuance of OP Units	22	—	—	—	22
Share-based awards retained for taxes	(920)	—	—	—	(920)
Net income	197,536	—	—	—	197,536
Ending balance, December 31, 2015	<u>\$ 2,922,565</u>	<u>\$ —</u>	<u>\$ (2,495)</u>	<u>\$ —</u>	<u>\$ 2,920,070</u>

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

BRIXMOR OPERATING PARTNERSHIP LP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended December 31,		
	2015	2014	2013
Operating activities:			
Net income (loss)	\$ 197,536	\$ 132,851	\$ (118,877)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	417,935	442,236	450,279
Debt premium and discount amortization	(18,065)	(20,413)	(20,973)
Deferred financing cost amortization	8,302	8,691	10,831
Above- and below-market lease intangible amortization	(47,757)	(45,536)	(51,379)
Impairment of real estate assets	1,005	—	46,653
Gain on disposition of operating properties, disposition of investments in unconsolidated joint ventures and acquisition of joint venture interest	(11,744)	(17,369)	(5,615)
Equity based compensation	23,331	9,452	36,395
Other	358	(325)	(1,165)
(Gain) loss on extinguishment of debt, net	(5,306)	(245)	16,498
Changes in operating assets and liabilities:			
Restricted cash	10,027	16,920	5,562
Receivables	1,829	(5,347)	(17,055)
Deferred charges and prepaid expenses	(40,460)	(29,413)	(22,826)
Other assets	(43)	411	2,901
Accounts payable, accrued expenses and other liabilities	(2,923)	(12,696)	759
Net cash provided by operating activities	534,025	479,217	331,988
Investing activities:			
Improvements to and investments in real estate assets	(189,934)	(214,678)	(150,461)
Acquisitions of real estate assets	(52,208)	—	(6,377)
Proceeds from sales of real estate assets	54,236	6,835	58,994
Distributions from unconsolidated joint ventures	—	454	593
Contributions to unconsolidated joint ventures	—	—	(25)
Change in restricted cash attributable to investing activities	1,675	4,493	8,114
Purchase of marketable securities	(24,275)	(23,123)	(12,737)
Proceeds from sale of marketable securities	21,441	25,197	15,538
Net cash used in investing activities	(189,065)	(200,822)	(86,361)
Financing activities:			
Repayment of debt obligations and financing liabilities	(1,122,118)	(1,086,241)	(2,702,931)
Proceeds from debt obligations	—	—	57,000
Repayment of borrowings under unsecured revolving credit facility	(1,118,475)	(720,047)	(914,108)
Proceeds from borrowings under unsecured credit facility	1,015,000	1,119,343	2,534,286
Proceeds from unsecured term loan and notes	1,188,146	600,000	—
Deferred financing costs	(3,159)	(2,995)	(27,529)
Partners contributions	—	—	893,860
Partners distributions	(275,428)	(226,545)	(69,359)
Distributions to non-controlling interests	(19,870)	(14,466)	(1,321)
Net cash used in financing activities	(335,904)	(330,951)	(230,102)
Change in cash and cash equivalents	9,056	(52,556)	15,525
Cash and cash equivalents at beginning of period	60,450	113,006	97,481
Cash and cash equivalents at end of period	\$ 69,506	\$ 60,450	\$ 113,006
Supplemental disclosure of cash flow information:			
Cash paid for interest, net of amount capitalized of \$2,749, \$4,047 and \$4,968	\$ 244,067	\$ 282,639	\$ 342,950
State and local taxes paid	2,278	1,889	2,013
Supplemental non-cash investing and/or financing activities:			
Net carrying value of properties distributed to non-controlling owners	—	178,969	—
Assumed mortgage debt through acquisition	7,000	—	—
Fair value of Operating Partnership units issued for acquisition of real estate assets	—	—	317,556

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

BRIXMOR PROPERTY GROUP INC. AND BRIXMOR OPERATING PARTNERSHIP LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, unless otherwise stated)

1. Nature of Business and Financial Statement Presentation

Description of Business

Brixmor Property Group Inc. and subsidiaries (collectively, the “Parent Company”) is an internally-managed REIT. Brixmor Operating Partnership LP and subsidiaries (collectively, the “Operating Partnership”) is the entity through which the Parent Company conducts substantially all of its operations and owns substantially all of its assets. The Parent Company owns 100% of the common stock of BPG Subsidiary Inc. (“BPG Sub”), which, in turn, is the sole member of Brixmor OP GP LLC (the “General Partner”), the sole general partner of the Operating Partnership. The Parent Company engages in the ownership, management, leasing, acquisition and anchor space repositioning / redevelopment of retail shopping centers through the Operating Partnership, and has no other substantial assets or liabilities other than through its investment in the Operating Partnership. The Parent Company, the Operating Partnership and their controlled subsidiaries on a consolidated basis (collectively the “Company” or “Brixmor”) owns and operates the largest wholly-owned portfolio of grocery-anchored community and neighborhood shopping centers in the United States. Our portfolio is comprised of 518 shopping centers totaling approximately 87 million square feet of gross leasable area (the “Portfolio”). 517 of these shopping centers are 100% owned. Our high quality national Portfolio is well diversified by geography, tenancy and retail format.

As of December 31, 2015, the Parent Company beneficially owned, through its direct and indirect interest in BPG Sub and the General Partner, 98.3% of the outstanding partnership common units of interest in the Operating Partnership (“OP Units”). Certain investments funds affiliated with The Blackstone Group L.P. (together with such affiliated funds, “Blackstone”) and certain members of the Parent Company’s current and former management collectively owned the remaining 1.7% of the outstanding OP Units. Holders of OP Units (other than BPG Sub and the General Partner) may redeem their OP Units for cash based upon the market value of an equivalent number of shares of the Parent Company’s common stock or, at the Parent Company’s election, exchange their OP Units for shares of the Parent Company’s common stock on a one-for-one basis subject to customary conversion rate adjustments for splits, unit distributions and reclassifications. The number of OP Units in the Operating Partnership beneficially owned by the Parent Company is equivalent to the number of outstanding shares of the Parent Company’s common stock, and the entitlement of all OP Units to quarterly distributions and payments in liquidation is substantially the same as those of the Parent Company’s common stockholders.

The Company does not distinguish its principal business or group its operations on a geographical basis for purposes of measuring performance. Accordingly, the Company continues to believe it has a single reportable segment for disclosure purposes in accordance with U.S. generally accepted accounting principles (“GAAP”).

Basis of Presentation

The financial information included herein reflects the consolidated financial position of the Company as of December 31, 2015 and 2014 and the consolidated results of its operations and cash flows for the years ended December 31, 2015, 2014 and 2013. Certain prior period balances in the accompanying Consolidated Balance Sheets have been reclassified to conform to the current period presentation for the adoption of Accounting Standards Update (“ASU”) 2015-03, “Interest - Imputation of Interest (Topic 835): Simplifying the Presentation of Debt Issuance Costs.”

Principles of Consolidation and Use of Estimates

The accompanying Consolidated Financial Statements include the accounts of the Parent Company, the Operating Partnership, each of their wholly owned subsidiaries and all other entities in which they have a controlling financial interest. The portions of consolidated entities not owned by the Parent Company and the Operating Partnership are presented as non-controlling interests as of and during the periods presented. All intercompany transactions have been eliminated.

When the Company obtains an economic interest in an entity, management evaluates the entity to determine: (i) whether the entity is a variable interest entity (“VIE”), (ii) in the event the entity is a VIE, whether the Company is the primary beneficiary of the entity, and (iii) in the event the entity is not a VIE, whether the Company otherwise has a controlling financial interest.

The Company consolidates: (i) entities that are VIEs for which the Company is deemed to be the primary beneficiary and (ii) entities that are not VIEs which the Company controls. If the Company has an interest in a VIE but it is not determined to be the primary beneficiary, the Company accounts for its interest under the equity method of accounting. Similarly, for those entities which are not VIEs and over which the Company has the ability to exercise significant influence, the Company accounts for its interests under the equity method of accounting. The Company continually reconsiders its determination of whether an entity is a VIE and whether the Company qualifies as its primary beneficiary.

GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses during a reporting period. The most significant assumptions and estimates relate to impairments of real estate, recovery of receivables and depreciable lives. These estimates are based on historical experience and other assumptions which management believes are reasonable under the circumstances. Management evaluates its estimates on an ongoing basis and makes revisions to these estimates and related disclosures as experience develops or new information becomes known. Actual results could differ from these estimates.

Subsequent Events

In preparing the Consolidated Financial Statements, the Company has evaluated events and transactions occurring after December 31, 2015 for recognition or disclosure purposes. Based on this evaluation, except as noted below, there were no subsequent events from December 31, 2015 through the date the financial statements were issued.

On February 8, 2016, the Company filed a Current Report on Form 8-K (the “February 8-K”) reporting the completion of a review by the Audit Committee of the Board of Directors of Brixmor Property Group Inc. (the “Audit Committee”). The Audit Committee’s review began after the Company received information in late December 2015 through its established compliance processes (the “Audit Committee review”). The Audit Committee review led the Board of Directors to conclude that specific Company accounting and financial reporting personnel, in certain instances, were smoothing income items, both up and down, between reporting periods in an effort to achieve consistent quarterly same property net operating income growth, an industry non-GAAP financial measure.

As reported in the February 8-K, following the Audit Committee review, the Company’s Chief Executive Officer, President and Chief Financial Officer, and Treasurer and Chief Accounting Officer resigned from all positions with the Company and its subsidiaries. In addition, an accounting employee also resigned. Following these resignations, the Board of Directors appointed Daniel B. Hurwitz as interim Chief Executive Officer, Barry Lefkowitz as interim Chief Financial Officer and Michael Cathers as interim Chief Accounting Officer. Mr. Hurwitz also replaced the Company’s former chief executive officer as a member of the Company’s Board of Directors.

Non-controlling Interests

The Company accounts for non-controlling interests in accordance with the Consolidation guidance and the Distinguishing Liabilities from Equity guidance issued by the Financial Accounting Standards Board (“FASB”). Non-controlling interests represent the portion of equity that the Company does not own in those entities that it consolidates. The Company identifies its non-controlling interests separately within the Equity section of the Company’s Consolidated Balance Sheets. The amounts of consolidated net earnings attributable to the Company and to the non-controlling interests are presented separately on the Company’s Consolidated Statements of Operations.

Cash and Cash Equivalents

For purposes of presentation on both the Consolidated Balance Sheets and the Consolidated Statements of Cash Flows, the Company considers instruments with an original maturity of three months or less to be cash and cash equivalents.

Cash and cash equivalent balances may, at a limited number of banks and financial institutions, exceed insurable amounts. The Company believes it mitigates this risk by investing in or through major financial institutions and primarily in funds that are insured by the United States federal government.

Restricted Cash

Restricted cash represents cash deposited in escrow accounts, which generally can only be used for the payment of real estate taxes, debt service, insurance, and future capital expenditures as required by certain loan and lease agreements as well as legally restricted tenant security deposits. All restricted cash is invested in money market accounts.

Real Estate

Real estate assets are recorded in the Consolidated Balance Sheets at historical cost, less accumulated depreciation and amortization. Upon acquisition of real estate operating properties, management estimates the fair value of acquired tangible assets (consisting of land, buildings, and tenant improvements), identifiable intangible assets and liabilities (consisting of above and below-market leases, in-place leases and tenant relationships), and assumed debt based on an evaluation of available information. Based on these estimates, the estimated fair value is allocated to the acquired assets and assumed liabilities.

The fair values of tangible assets are determined as if the acquired property is vacant. Fair value is determined using an exit price approach, which contemplates the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. If information regarding the fair value of the assets acquired and liabilities assumed is received and estimates are refined, appropriate adjustments are made to the purchase price allocation on a prospective basis. The Company expenses transaction costs associated with business combinations in the period incurred.

In allocating the fair value to identifiable intangible assets and liabilities of an acquired operating property, the value of above-market and below-market leases is estimated based on the present value (using an interest rate reflecting the risks associated with leases acquired) of the difference between: (i) the contractual amounts to be paid pursuant to the leases negotiated and in-place at the time of acquisition and (ii) management’s estimate of fair market lease rates for the property or an equivalent property, measured over a period equal to the remaining non-cancelable term of the lease. The capitalized above-market or below-market intangible is amortized as a reduction of, or increase to, rental income over the remaining non-cancelable term of each lease, which includes renewal periods with fixed rental terms that are considered to be below-market.

In determining the value of in-place leases and tenant relationships, management evaluates the specific characteristics of each lease and the Company’s overall relationship with each tenant. Factors considered include, but are not limited to: the nature of the existing relationship with a tenant, the credit risk associated with a tenant, expectations surrounding lease renewals, estimated carrying costs of a property during a hypothetical expected lease-up period, current market conditions and costs to execute similar leases. Management also considers information obtained about a property in connection with its pre-acquisition due diligence. Estimated carrying costs include: real estate taxes, insurance, other property operating costs and estimates of lost rentals at market rates during the hypothetical lease-up periods. Costs to execute similar leases include: commissions and legal costs to the extent that such costs are not already incurred with a new lease that has been negotiated in connection with the purchase of a property. The value assigned to in-place leases is amortized to expense over the remaining term of each lease. The value assigned to tenant relationships is amortized over the initial terms of the leases.

Certain real estate assets are depreciated using the straight-line method over the estimated useful lives of the assets. The estimated useful lives are as follows:

Building and building and land improvements	20 - 40 years
Furniture, fixtures, and equipment	5 - 10 years
Tenant improvements	The shorter of the term of the related lease or useful life

Costs to fund major replacements and betterments, which extend the life of the asset, are capitalized and depreciated over their respective useful lives, while costs for ordinary repairs and maintenance activities are expensed as incurred.

When a real estate asset is identified by management as held-for-sale, the Company discontinues depreciating the asset and estimates its sales price, net of estimated selling costs. If, in management’s opinion, the estimated net sales price of an asset is less than its net carrying value, an adjustment is recorded to reflect the estimated fair value. Properties classified as real estate held-for-sale generally represent properties that are under contract for sale and are expected to close within 12 months.

On a periodic basis, management assesses whether there are indicators that the value of the Company’s real estate assets (including any related intangible assets or liabilities) may be impaired.

If an indicator is identified, a real estate asset is considered impaired only if management's estimate of current and projected operating cash flows (undiscounted and unleveraged), taking into account the anticipated and probability weighted holding period, are less than a real estate asset's carrying value. Various factors are considered in the estimation process, including expected future operating income, trends and prospects and the effects of demand, competition, and other economic factors. If management determines that the carrying value of a real estate asset is impaired, a loss will be recorded for the excess of its carrying amount over its fair value.

In situations in which a lease or leases associated with a significant tenant have been, or are expected to be, terminated early, the Company evaluates the remaining useful lives of depreciable or amortizable assets in the asset group related to the lease that will be terminated (i.e., tenant improvements, above and below market lease intangibles, in-place lease value and leasing commissions). Based upon consideration of the facts and circumstances surrounding the termination, the Company may write-off or accelerate the depreciation and amortization associated with the asset group. Such write-offs are included within Depreciation and amortization in the Consolidated Statements of Operations.

Real Estate Under Redevelopment

Real estate assets that are under redevelopment are carried at cost and are not depreciated. Amounts essential to the development of the property, such as development costs, construction costs, interest costs, real estate taxes, salaries and related costs of personnel directly involved and other costs incurred during the period of redevelopment are capitalized. The Company ceases cost capitalization when the property is available for occupancy or upon substantial completion of building and tenant improvements, but no later than one year from the completion of major construction activity.

Investments in and Advances to Unconsolidated Joint Ventures

The Company accounts for its investments in unconsolidated joint ventures using the equity method of accounting as the Company exercises significant influence over, but does not control these entities. These investments are initially recorded at cost and are subsequently adjusted for cash contributions and distributions. Earnings for each investment are recognized in accordance with the terms of the applicable agreement and where applicable, are based upon an allocation of the unconsolidated real estate joint ventures' net assets at book value as if it was hypothetically liquidated at the end of each reporting period. Intercompany fees and gains on transactions with an unconsolidated joint venture are eliminated to the extent of the Company's ownership interest.

To recognize the character of distributions from an unconsolidated joint venture, the Company reviews the nature of cash distributions received for purposes of determining whether such distributions should be classified as either a return on investment, which would be included in operating activities, or a return of investment, which would be included in Investing activities on the Consolidated Statements of Cash Flows.

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

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

Deferred Leasing and Financing Costs

Costs incurred in obtaining tenant leases (including internal leasing costs) and long-term financing are amortized using the straight-line method over the term of the related lease or debt agreement, which approximates the effective interest method. Costs incurred related to obtaining tenant leases which are capitalized include salaries, lease incentives and the related costs of personnel directly involved in successful leasing efforts. Costs incurred in obtaining long-term financing which are capitalized include bank fees, legal and title costs and transfer taxes. The amortization of deferred leasing and financing costs is included in Depreciation and amortization and Interest expense, respectively, in the Consolidated Statements of Operations and within Operating activities on the Consolidated Statements of Cash Flows.

Marketable Securities

The Company classifies its marketable securities, which include both debt and equity securities, as available-for-sale. These securities are carried at fair value with unrealized gains and losses reported in equity as a component of accumulated other comprehensive loss. Gains or losses on securities sold are based on the weighted average method. The fair value of marketable securities are based primarily on publicly traded market values in active markets and are classified accordingly on the fair value hierarchy.

On a periodic basis, management assesses whether there are indicators that the value of the Company's marketable securities may be impaired. A marketable security is impaired if the fair value of the security is less than its carrying value and the difference is determined to be other-than-temporary. To the extent impairment has occurred, the loss is measured as the excess of the carrying value of the security over its estimated fair value.

At December 31, 2015 and 2014, the fair value of the Company's marketable securities portfolio approximated its cost basis. As a result, gross unrealized gains and gross unrealized losses were immaterial to the Company's Consolidated Financial Statements.

Derivative Financial Instruments

Derivatives, including certain derivatives embedded in other contracts, are measured at fair value and are recognized in the Consolidated Balance Sheets as assets or liabilities, depending on the Company's rights or obligations under the applicable derivative contract. The accounting for changes in the fair value of a derivative varies based on the intended use of the derivative, whether the Company has elected to designate a derivative in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the necessary criteria.

Revenue Recognition and Receivables

Rental revenue is recognized on a straight-line basis over the terms of the related leases. The cumulative difference between rental revenue recognized in the Consolidated Statements of Operations and contractual payment terms is recorded as deferred rent and presented on the accompanying Consolidated Balance Sheets within Receivables.

The Company commences recognizing revenue based on an evaluation of a number of factors. In most cases, revenue recognition under a lease begins when the lessee takes possession of or controls the physical use of the leased asset. Generally, this occurs on the lease commencement date.

Certain leases also provide for percentage rents based upon the level of sales achieved by a lessee. These percentage rents are recognized upon the achievement of certain pre-determined sales levels. Leases also typically provide for reimbursement of common area maintenance, property taxes and other operating expenses by the lessee which are recognized in the period the applicable expenditures are incurred.

The determination of who is the owner, for accounting purposes, of tenant improvements (where provided) determines the nature of the leased asset and when revenue recognition under a lease begins. If the Company is the owner, for accounting purposes, of the tenant improvements, then the leased asset is the finished space and revenue recognition begins when the lessee takes possession of the finished space, typically when the improvements are substantially complete. If the Company concludes it is not the owner, for accounting purposes, of the tenant improvements (the lessee is the owner), then the leased asset is the unimproved space and any tenant improvement allowances funded under a lease are accounted for as lease incentives which are amortized as a reduction of revenue recognized over the term of the lease. In these circumstances, the Company commences revenue recognition when the lessee takes possession of the unimproved space for the lessee to construct their own improvements. In making this assessment, the Company considers a number of factors, each of which individually is not determinative.

Gains from the sale of depreciated operating properties are generally recognized under the full accrual method, provided that various criteria relating to the terms of the sale and subsequent involvement by the Company with the applicable property are met.

The Company periodically evaluates the collectability of its receivables related to base rents, straight-line rent, expense reimbursements and those attributable to other revenue generating activities. The Company analyzes its receivables and historical bad debt levels, tenant credit-worthiness and current economic trends when evaluating the adequacy of

its allowance for doubtful accounts. In addition, tenants in bankruptcy are analyzed and estimates are made in connection with the expected recovery of pre-petition and post-petition claims.

Stock Based Compensation

The Company accounts for equity awards in accordance with the FASB's Stock Compensation guidance which requires that all share based payments to employees and non-employee directors be recognized in the statement of operations over the service period based on their fair value. Fair value is determined based on the type of award using either the grant date market price of the Company's stock, the Black-Scholes-Merton option-pricing model or a Monte Carlo simulation model. Share-based compensation expense is included in General and administrative in the Company's Consolidated Statements of Operations.

Income Taxes

The Parent Company has elected to qualify as a REIT in accordance with the Internal Revenue Code (the "Code"). To qualify as a REIT, the Parent 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 Parent Company's REIT status.

As a REIT, the Parent 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 Parent 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.

The Parent Company does not have any taxable REIT subsidiaries, but may in the future elect to treat newly formed subsidiaries, as taxable REIT subsidiaries, which are subject to income tax. Taxable REIT subsidiaries may participate in non-real estate-related activities and/or perform non-customary services for tenants and are subject to United States federal and state income tax at regular corporate tax rates.

The Operating Partnership is organized as a limited partnership and is generally not subject to federal income tax. Accordingly, no provision for federal income taxes has been reflected in the accompanying Consolidated Financial Statements. The Operating Partnership, however, may be subject to certain state and local income taxes or franchise taxes.

The Company has analyzed the tax position taken on income tax returns for the open 2012 through 2015 tax years and has concluded that no provision for income taxes related to uncertain tax positions is required in the Company's Consolidated Financial Statements as of December 31, 2015 and 2014.

New Accounting Pronouncements

In September 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-16: "Simplifying the Accounting for Measurement-Period Adjustments". ASU 2015-16 eliminates the requirement to restate prior period financial statements for measurement period adjustments. The new guidance requires that the cumulative impact of a measurement period adjustment (including the impact on prior periods) be recognized in the reporting period in which the adjustment is identified. ASU 2015-16 is effective for interim and annual periods beginning after December 15, 2015. Early adoption is permitted. The Company elected to early adopt ASU 2015-16 beginning in its fourth quarter ended December 31, 2015. The adoption of ASU 2015-16 did not have a material impact on the Consolidated Financial Statements of the Company.

In April 2015, the FASB issued ASU 2015-03, "Interest - Imputation of Interest (Topic 835): Simplifying the Presentation of Debt Issuance Costs." ASU 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this update. ASU 2015-03 is effective for annual reporting periods beginning after December 15, 2015. Early adoption is permitted. The Company elected to early adopt ASU 2015-03 beginning with the period ended June 30, 2015 (see Note 6). In August 2015, the FASB issued ASU 2015-15: "Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements." ASU 2015-15 provides guidance regarding the presentation and subsequent measurement of debt issuance costs related to line-of-credit arrangements. Given the absence of authoritative guidance on this matter, the SEC staff would not object to an entity deferring and presenting debt issuance costs as an

asset and subsequently amortizing the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on that line-of-credit arrangement. The adoption of ASU 2015-03 and ASU 2015-15 did not have a material impact on the Consolidated Financial Statements of the Company.

In February 2015, the FASB issued ASU 2015-02, "Consolidation (Topic 810): Amendments to the Consolidation Analysis." ASU 2015-02 focuses to minimize situations under previously existing guidance in which a reporting entity was required to consolidate another legal entity in which that reporting entity did not have: (1) the ability through contractual rights to act primarily on its own behalf; (2) ownership of the majority of the legal entity's voting rights; or (3) the exposure to a majority of the legal entity's economic benefits. ASU 2015-02 affects reporting entities that are required to evaluate whether they should consolidate certain legal entities. All legal entities are subject to reevaluation under the revised consolidation model. ASU 2015-02 will be effective for periods beginning after December 15, 2015. Early adoption is permitted, including adoption in an interim period. The Company does not expect the adoption of ASU 2015-02 to have a material impact on the Consolidated Financial Statements of the Company.

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, as amended by ASU No. 2015-14, is effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Early application is permitted for reporting periods beginning after December 15, 2016. The Company is currently in the process of evaluating the impact the adoption of ASU No. 2014-09 will have on the 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 Consolidated Financial Statements of the Company.

2. Acquisition of Real Estate

During the year ended December 31, 2015, the Company acquired the following properties, in separate transactions (dollars in thousands):

Property Name	Location	Month Acquired	Purchase Price			
			Cash	Debt Assumed	Total	GLA
Retail Building at Bardin Place Center	Arlington, TX	Jun-15	\$ 9,258	\$ —	\$ 9,258	96,127
Larchmont Centre	Mt. Laurel, NJ	Jun-15	11,000	7,000	18,000	103,787
Webster Square Shopping Center	Marshfield, MA	Jun-15	31,950	—	31,950	182,756
			<u>\$ 52,208</u>	<u>\$ 7,000</u>	<u>\$ 59,208</u>	<u>382,670</u>

The purchase price for these acquisitions has been allocated to real estate and related intangible assets acquired and liabilities assumed, as applicable, in accordance with our accounting policies for business combinations. The aggregate purchase price of the properties acquired during the year ended December 31, 2015, has been allocated as follows:

Assets		
Land	\$	13,004
Buildings		35,606
Building Improvements		4,671
Tenant Improvements		2,335
Above Market Rents		95
In-Place Leases		4,101
Real estate, net		59,812
Deferred charges and prepaid expenses, net		1,792
Total assets	\$	61,604
Liabilities		
Mortgage payable	\$	7,000
Mortgage Fair Value Adjustment		440
Debt obligations, net		7,440
Accounts payable, accrued expenses and other liabilities (Below Market Leases)		1,956
Total liabilities		9,396
Net Assets Acquired	\$	52,208

In addition the Company acquired the following outparcels adjacent to existing Company owned shopping centers in connection with its repositioning activities at those centers: (i) during the year ended December 31, 2015, seven outparcels for an aggregate purchase price of \$17.4 million; (ii) during the year ended December 31, 2014, six outparcels for an aggregate purchase price of \$22.2 million. These amounts are included in Improvements to and investments in real estate assets on the Company's Consolidated Statement of Cash Flows.

The real estate operations acquired were not considered material to the Company, individually or in the aggregate, and therefore pro forma financial information is not necessary.

During the years ended December 31, 2015, 2014 and 2013 the Company incurred acquisition related expenses of \$2.3 million, \$0.1 million and \$0.1 million, respectively. These amounts are included in Other on the Company's Consolidated Statements of Operations.

3. Disposals, Discontinued Operations and Assets Held for Sale

During the year ended December 31, 2015, the Company disposed of five shopping centers and three outparcels for net proceeds of \$54.2 million resulting in an aggregate gain of \$11.7 million and an aggregate impairment of \$1.0 million. The Company had no properties held for sale as of December 31, 2015.

During the year ended December 31, 2014, the Company transferred its ownership interests in 32 wholly-owned properties to Blackstone. These properties had a carrying value of \$176.1 million and a fair value of \$190.5 million, resulting in an aggregate gain of \$14.4 million. The Company also transferred one shopping center to the lender in satisfaction of the property's mortgage balance resulting in a \$6.1 million gain on extinguishment of debt. In addition, the Company disposed of one shopping center and one outparcel for net proceeds of \$6.8 million resulting in an aggregate gain of \$1.2 million. The Company had no properties held for sale as of December 31, 2014.

During the year ended December 31, 2013, the Company disposed of 18 shopping centers and three outparcels for net proceeds of \$59.0 million resulting in an aggregate gain of \$5.6 million and an aggregate impairment of \$46.7 million.

For purposes of measuring provisions for impairments, 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.

As a result of adopting ASU No. 2014-08, "Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity," there were no discontinued operations for the year ended December 31, 2015 as none of the current year disposals represented a strategic shift in the Company's business that would qualify as discontinued operations. The following table provides a summary of revenues and expenses from properties included in discontinued operations during the years ended December 31, 2014 and 2013:

	Year Ended December 31,	
	2014	2013
Discontinued operations:		
Revenues	\$ 687	\$ 35,732
Operating expenses	(1,592)	(27,764)
Other income (expense), net	5,814	(4,463)
Income (loss) from discontinued operating properties	4,909	3,505
Gain on disposition of operating properties	15,171	3,392
Impairment on real estate held for sale	—	(45,122)
Income (loss) from discontinued operations	\$ 20,080	\$ (38,225)

Discontinued operations includes the results of 52 shopping centers disposed of during the years ended December 31, 2014 and 2013.

4. Real Estate

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

	December 31, 2015	December 31, 2014
Land	\$ 2,011,947	\$ 2,000,415
Buildings and improvements:		
Building	7,359,342	7,332,073
Building and tenant improvements	683,983	552,351
Lease intangibles ⁽¹⁾	877,578	917,410
	10,932,850	10,802,249
Accumulated depreciation and amortization	(1,880,685)	(1,549,234)
Total	\$ 9,052,165	\$ 9,253,015

⁽¹⁾ At December 31, 2015 and 2014, Lease intangibles consisted of intangible assets including: (i) \$796.8 million and \$833.3 million, respectively, of in-place lease value, (ii) \$80.8 million and \$84.1 million, respectively, of above-market leases, and (iii) \$606.5 million and \$550.4 million, respectively, of accumulated amortization. These intangible assets are amortized over the term of each related lease.

In addition, at December 31, 2015 and 2014, the Company had intangible liabilities relating to below-market leases of \$505.8 million and \$528.7 million, respectively, and accumulated amortization of \$237.2 million and \$202.7 million, respectively. These intangible liabilities, which are included in Accounts payable, accrued expenses and other liabilities in the Company's Consolidated Balance Sheets, are accreted over the term of each related lease, including any renewal periods, with fixed rentals that are considered to be below market.

Net above and below market lease intangible accretion income for the years ended December 31, 2015, 2014 and 2013 was \$47.8 million, \$45.5 million and \$51.4 million, respectively. Amortization expense associated with tenant relationships and leases in place for the years ended December 31, 2015, 2014 and 2013 was \$88.1 million, \$120.3 million and \$144.7 million, respectively. The estimated net accretion income and amortization expense associated with the Company's above and below market leases, tenant relationships and leases in place for the next five years are as follows:

<u>Year ending December 31,</u>	<u>Above- and below-market lease accretion, net</u>	<u>Tenant relationships and leases in place amortization</u>
2016	\$ (34,579)	\$ 58,199
2017	(29,992)	41,767
2018	(27,033)	32,430
2019	(22,479)	25,589
2020	(17,914)	19,293

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.

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 may enter 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 years ended December 31, 2015 and 2014, the Company did not enter into any new interest rate swap agreements.

A detail of the Company's interest rate derivatives designated as cash flow hedges outstanding as of December 31, 2015 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 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 December 31, 2015 and 2014, respectively, is as follows:

<u>Interest rate swaps classified as:</u>	<u>Fair Value of Derivative Instruments</u>	
	<u>December 31, 2015</u>	<u>December 31, 2014</u>
Gross derivative assets	\$ —	\$ —
Gross derivative liabilities	(2,437)	(4,423)
Net derivative liability	<u>\$ (2,437)</u>	<u>\$ (4,423)</u>

The gross derivative liabilities are included in accounts payable, accrued expenses and other liabilities on the Consolidated Balance Sheets. 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 fair value of the Company's interest rate derivatives is determined using market standard valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity,

and uses observable market-based inputs, including interest rate curves and implied volatilities. These inputs are classified as Level 2 of the fair value hierarchy. 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 Consolidated Statement of Operations for the years ended December 31, 2015, 2014 and 2013 is as follows:

Derivatives in Cash Flow Hedging Relationships (Interest Rate Swaps and Caps)	Year Ended December 31,		
	2015	2014	2013
Unrealized loss on interest rate hedges	\$ (7,612)	\$ (7,619)	\$ (6,795)
Amortization of interest rate swaps to interest expense	\$ 9,598	\$ 9,991	\$ —

The Company estimates that approximately \$2.4 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 years ended December 31, 2015 and 2014.

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

The Company does not use derivatives for trading or speculative purposes. As of December 31, 2015 and December 31, 2014, the Company did not have any material non-designated hedges.

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 \$3.2 million.

6. Debt Obligations

As of December 31, 2015 and 2014, the Company had the following indebtedness outstanding:

	Carrying Value as of		Stated Interest Rates	Scheduled Maturity Date
	December 31, 2015	December 31, 2014		
Mortgage and secured loans ⁽¹⁾				
Fixed rate mortgage and secured loans ⁽²⁾	\$ 2,226,763	\$ 3,116,882	4.40% - 8.00%	2016 – 2024
Net unamortized premium	40,508	66,340		
Net unamortized debt issuance cost ⁽⁵⁾	(1,752)	(4,381)		
Total mortgage and secured loans, net	\$ 2,265,519	\$ 3,178,841		
Notes payables				
Unsecured notes ⁽³⁾	\$ 1,218,453	\$ 243,453	3.85% - 7.97%	2022 - 2029
Net unamortized discount	(4,676)	(3,153)		
Net unamortized debt issuance cost ⁽⁵⁾	(9,923)	—		
Total notes payable, net	\$ 1,203,854	\$ 240,300		
Unsecured Credit Facility and Term Loan				
Unsecured Credit Facility ⁽⁴⁾	\$ 1,916,000	\$ 2,019,475	1.65%	2017 – 2018
Unsecured Term Loan	600,000	600,000	1.65%	2019
Net unamortized debt issuance cost ⁽⁵⁾	(11,107)	(16,108)		
Total Unsecured Credit Facility and Term Loan	\$ 2,504,893	\$ 2,603,367		
Total debt obligations, net	\$ 5,974,266	\$ 6,022,508		

⁽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 December 31, 2015 of approximately \$3.4 billion.

- ⁽²⁾ The weighted average interest rate on the Company's fixed rate mortgage and secured loans was 5.86% as of December 31, 2015.
- ⁽³⁾ The weighted average interest rate on the Company's unsecured notes was 3.91% as of December 31, 2015.
- ⁽⁴⁾ The Unsecured Credit Facility (as defined below) 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 140 basis points. In February 2015, the Unsecured Credit Facility was amended to terminate the guarantees and release and discharge the Parent Guarantors from their respective obligations under the guarantees.
- ⁽⁵⁾ In April 2015, the FASB issued ASU 2015-03, which requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. Beginning with the period ending June 30, 2015, the Company elected to early adopt ASU 2015-03 and retrospectively applied the guidance to its debt obligations for all periods presented. These amounts were previously included in Deferred charges and prepaid expenses, net on the Company's Consolidated Balance Sheets.

2015 Debt Transactions

In January 2015, the Operating Partnership issued \$700.0 million aggregate principal amount of 3.850% Senior Notes due 2025 (the "2025 Notes"), the proceeds of which were used to repay outstanding borrowings under its \$1.25 billion unsecured revolving credit facility that had been used to repay indebtedness and financial liabilities over the course of 2014. The 2025 Notes bear interest at a rate of 3.850% per annum, payable semi-annually on February 1 and August 1 of each year. The 2025 Notes will mature on February 1, 2025. The 2025 Notes are the Operating Partnership's unsecured and unsubordinated obligations and rank equally in right of payment with all of the Operating Partnership's existing and future senior unsecured and unsubordinated indebtedness. The Operating Partnership may redeem the 2025 Notes at any time in whole or from time to time in part at the applicable make-whole redemption price specified in the Indenture with respect to the 2025 Notes. If the 2025 Notes are redeemed on or after November 1, 2024 (three months prior to the maturity date), the redemption price will be equal to 100% of the principal amount of the 2025 Notes being redeemed plus accrued and unpaid interest thereon to, but not including, the redemption date.

In August 2015, the Operating Partnership issued \$500.0 million aggregate principal amount of 3.875% Senior Notes due 2022 (the "2022 Notes"), the proceeds of which were utilized to repay outstanding indebtedness, including borrowings under the Company's \$1.25 billion unsecured revolving credit facility and \$125.0 million aggregate principal amount of senior unsecured notes held at an indirect subsidiary of the Company, Brixmor LLC. The 2022 Notes bear interest at a rate of 3.875% per annum, payable semi-annually on February 15 and August 15 of each year, commencing February 15, 2016. The 2022 Notes will mature on August 15, 2022. The 2022 Notes are the Operating Partnership's unsecured and unsubordinated obligations and rank equally in right of payment with all of the Operating Partnership's existing and future senior unsecured and unsubordinated indebtedness. The Operating Partnership may redeem the 2022 Notes at any time in whole or from time to time in part at the applicable make-whole redemption price specified in the Indenture with respect to the 2022 Notes. If the 2022 Notes are redeemed on or after June 15, 2022 (two months prior to the maturity date), the redemption price will be equal to 100% of the principal amount of the 2022 Notes being redeemed plus accrued and unpaid interest thereon to, but not including, the redemption date.

During the year ended December 31, 2015, the Company repaid \$868.9 million of mortgages and secured loans and \$225.0 million of unsecured notes, resulting in a \$1.7 million net gain on extinguishment of debt. These repayments were funded primarily from borrowings under the Company's \$2.75 billion senior unsecured credit facility (the "Unsecured Credit Facility").

Pursuant to the terms of an unsecured \$600.0 million term loan (the "Term Loan"), the Unsecured Credit Facility, the 2022 Notes and the 2025 Notes, 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 December 31, 2015 and 2014, the Company had accrued interest of \$31.1 million and \$20.4 million outstanding, respectively. As of December 31, 2015, scheduled maturities of the Company's outstanding debt obligations were as follows:

Year ending December 31,	
2016	\$ 877,700
2017	765,659
2018	1,519,476
2019	620,126
2020	766,577
Thereafter	1,411,678
Total debt maturities	5,961,216
Net unamortized premiums on mortgages	40,508
Net unamortized discount on notes	(4,676)
Net unamortized debt issuance costs	(22,782)
Total debt obligations	\$ 5,974,266

The Company's scheduled debt maturities for the year ended December 31, 2016 represent non-recourse secured debt mortgages.

7. Fair Value Disclosures

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

	December 31, 2015		December 31, 2014	
	Carrying Amounts	Fair Value	Carrying Amounts	Fair Value
Mortgage and secured loans payable	\$ 2,265,519	\$ 2,367,070	\$ 3,178,841	\$ 3,337,250
Notes payable	1,203,854	1,198,504	240,300	252,441
Unsecured credit facility and term loan	2,504,893	2,516,000	2,603,367	2,619,475
Total debt obligations	\$ 5,974,266	\$ 6,081,574	\$ 6,022,508	\$ 6,209,166

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.

The valuation methodology used to estimate the fair value of the Company's debt obligations is based on discounted cash flows, with assumptions that include credit spreads, loan amounts and debt maturities. The Company determined that the valuations of its debt obligations are classified within Level 3 of the fair value hierarchy. Such fair value estimates are not necessarily indicative of the amounts that would be realized upon disposition.

The Company's marketable securities and interest rate derivatives are measured at fair value on a recurring basis. See Note 1 and Note 5 for fair value information on the marketable securities and interest rate derivatives, respectively.

The following table presents the placement in the fair value hierarchy of assets and liabilities that are measured at fair value on a recurring basis:

Fair Value Measurements as of December 31, 2015					
	Balance	Quoted Prices in Active markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Assets:					
Marketable securities ⁽¹⁾	\$ 23,001	\$ 1,167	\$ 21,834	\$ —	
Liabilities:					
Interest rate derivatives	\$ (2,437)	\$ —	\$ (2,437)	\$ —	
Fair Value Measurements as of December 31, 2014					
	Balance	Quoted Prices in Active markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Assets:					
Marketable securities ⁽¹⁾	\$ 20,315	\$ 2,831	\$ 17,484	\$ —	
Liabilities:					
Interest rate derivatives	\$ (4,423)	\$ —	\$ (4,423)	\$ —	

⁽¹⁾ As of December 31, 2015 and 2014 marketable securities included less than \$0.1 million of net unrealized losses.

The Company's impairment charges are measured at fair value on a non-recurring basis. See Note 3 for fair value information on the impairment charges.

8. Revenue Recognition

Future minimum annual base rents as of December 31, 2015 to be received over the next five years pursuant to the terms of non-cancelable operating leases are included in the table below.

Amounts included assume that all leases which expire are not renewed and that tenant renewal options are not exercised; therefore, neither renewal rents nor rents from replacement tenants are included. Future minimum annual base rents also do not include payments which may be received under certain leases on the basis of a percentage of reported tenants' sales volume, common area maintenance charges and real estate tax reimbursements.

Year ending December 31,	
2016	\$ 879,081
2017	748,936
2018	622,464
2019	498,525
2020	374,544
Thereafter	1,365,316

The Company recognized approximately \$3.6 million, \$5.8 million and \$6.4 million of rental income from continuing operations based on a percentage of its tenants' sales for the years ended December 31, 2015, 2014 and 2013, respectively.

As of December 31, 2015 and 2014, the estimated allowance associated with Company's outstanding rent receivables, included in Receivables in the Company's Consolidated Balance Sheets was \$13.6 million and \$13.2 million, respectively. In addition, as of December 31, 2015 and 2014, receivables associated with the effects of recognizing rental income on a straight-line basis were \$84.4 million and \$66.9 million, respectively net of the estimated allowance of \$3.0 million and \$0.9 million, respectively.

9. Equity and Capital

ATM

During the year ended December 31, 2015, the Parent Company entered into an at-the-market equity offering program ("ATM") through which the Parent Company may sell from time to time up to an aggregate of \$400.0 million of its

common stock through sales agents over a three-year period. There were no shares issued under the ATM for the year ended December 31, 2015. As of December 31, 2015, \$400.0 million of common stock remained available for issuance under the ATM.

Preferred Stock

As of December 31, 2015 and 2014, BPG Sub had issued and outstanding 125 shares of Series A Redeemable Preferred Stock having a liquidation preference of \$10,000 per share.

Common Stock

During 2015 and 2014, the Company repurchased 32,910 shares and 4,201 shares respectively, in connection with common shares surrendered to the Company to satisfy statutory minimum tax withholding obligations in connection with the vesting of restricted stock units ("RSUs") under the Company's equity-based compensation plans.

Dividends and Distributions

Because Brixmor Property Group, Inc. is a holding company and has no material assets other than its ownership of BPG Sub shares and has no material operations other than those conducted by BPG Sub, dividends will be funded as follows:

- first, the Operating Partnership will make distributions to its partners, including BPG Sub, on a pro rata basis based on their partnership interests in the Operating Partnership;
- second, BPG Sub will distribute 100% of the distribution received from the Operating Partnership to its sole stockholder, Brixmor Property Group Inc.; and
- third, Brixmor Property Group Inc. will distribute the amount authorized by the Company's board of directors and declared by the Company to its common stockholders on a pro rata basis.

During the years ended December 31, 2015, 2014 and 2013, the Company declared common stock dividends and OP unit distributions of \$0.92 per share, \$0.825 per share and \$0.127 per share, respectively. As of December 31, 2015 and December 31, 2014, the Company had declared but unpaid common stock dividends and OP unit distributions of \$76.0 million and \$68.8 million, respectively. These amounts are included in accounts payable, accrued expenses and other liabilities on the Company's Consolidated Balance Sheets.

Non-controlling interests

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

In connection with the Company's initial public offering ("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. all of the economic consequences of ownership of the Operating Partnership's interest in 47 properties. As of March 28, 2014 all 47 properties had been disposed and the Series A was terminated.

During the years ended December 31, 2015 and 2014, Blackstone completed multiple secondary offerings of the Company's common stock. In connection with these offerings, the Company incurred \$0.5 million and \$2.8 million of expenses which are included in Other income (expense) on the Consolidated Statements of Operations for the years ended December 31, 2015 and 2014, respectively. In addition during 2014, the Company engaged Blackstone Advisory Partners L.P., an affiliate of Blackstone, to provide certain financial consulting services in connection with these offerings in which the Company paid \$1.0 million. The underwriters of the offerings reimbursed the Company in full for such fees.

Certain investments funds affiliated with The Blackstone Group L.P. and certain current and former members of the Company's management collectively owned 1.70% and 2.54% of the Operating Partnership's outstanding vested OP Units as of December 31, 2015 and December 31, 2014, respectively. During the years ended December 31, 2015 and 2014, 2.5 million OP Units and 6.9 million OP Units, respectively, were converted to an equal number of the Company's common shares.

10. 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 the Partnerships, in the form of Class B Units in each of the Partnerships. The awards were granted with service and performance conditions. A portion of the Class B Units were subject to performance conditions which vested on the date that certain funds affiliated with certain of the Company's pre-IPO owners received cash proceeds resulting in a 15% internal rate of return on their investment in the Company. 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 years ended December 31, 2015 and 2014, the Company granted 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 multiple 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 0.7 million and 0.6 million for the years ended December 31, 2015 and 2014, respectively, with service periods ranging from one to five years.

Information with respect to Class B Units and restricted shares for the years ended December 31, 2015, 2014 and 2013 are as follows:

	Class B Units	Restricted Shares	Aggregate Intrinsic Value
Outstanding, December 31, 2012	96,842	—	\$ 43,095
Vested	(41,990)	—	(17,327)
Granted	31,474	10	10,990
Forfeited	(16,342)	—	(7,272)
Exchanged	(69,984)	2,072	—
Outstanding, December 31, 2013	—	2,082	29,486
Vested	—	(847)	(12,057)
Granted	—	619	12,888
Forfeited	—	(33)	(676)
Outstanding, December 31, 2014	—	1,821	29,641
Vested	—	(1,341)	(19,828)
Granted	—	735	16,766
Forfeited	—	(43)	(930)
Outstanding, December 31, 2015	—	1,172	\$ 25,649

The Company recognized \$23.3 million, \$9.5 million and \$42.5 million of equity based compensation expense for the years ended December 31, 2015, 2014 and 2013, respectively. During the year ended December 31, 2015, as a result of certain of the Company's pre-IPO owners receiving a 15% internal rate of return on their investment becoming

probable, the Company recognized \$9.9 million of equity based compensation expense as a component of General and administrative expense in the Consolidated Statements of Operations. As of December 31, 2015, the Company had \$14.5 million of total unrecognized compensation cost related to unvested stock compensation expected to be recognized over a weighted average period of approximately 2.6 years.

11. 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 years ended December 31, 2015, 2014 and 2013:

	Year Ended December 31,		
	2015	2014	2013
<u>Computation of Basic Earnings Per Share:</u>			
Income (loss) from continuing operations	\$ 197,536	\$ 112,771	\$ (80,658)
(Income) loss attributable to non-controlling interests	(3,816)	(24,481)	18,641
Non-forfeitable dividends on unvested restricted shares	(23)	(1,027)	(200)
Preferred stock dividends	(150)	(150)	(162)
Income (loss) from continuing operations attributable to common stockholders	193,547	87,113	(62,379)
Income (loss) from discontinued operations, net of non-controlling interests	—	712	(31,517)
Net income (loss) attributable to the Company’s common stockholders for basic earnings per share	<u>\$ 193,547</u>	<u>\$ 87,825</u>	<u>\$ (93,896)</u>
Weighted average number shares outstanding - basic	<u>298,004</u>	<u>243,390</u>	<u>188,993</u>
Basic Earnings Per Share Attributable to the Company’s Common Stockholders:			
Income (loss) from continuing operations	\$ 0.65	\$ 0.36	\$ (0.33)
Income (loss) from discontinued operations	\$ —	\$ —	\$ (0.17)
Net income (loss)	<u>\$ 0.65</u>	<u>\$ 0.36</u>	<u>\$ (0.50)</u>
<u>Computation of Diluted Earnings Per Share:</u>			
Income (loss) from continuing operations attributable to common stockholders	\$ 193,547	\$ 87,113	\$ (62,379)
Allocation to convertible non-controlling interests	3,816	—	—
Income (loss) from continuing operations attributable to common stockholders for diluted earnings per share	197,363	87,113	(62,379)
Income (loss) from discontinued operations, net of nonconvertible non-controlling interests	—	712	(31,517)
Net income (loss) attributable to the Company’s common stockholders for diluted earnings per share	<u>\$ 197,363</u>	<u>\$ 87,825</u>	<u>\$ (93,896)</u>
Weighted average common shares outstanding - basic	298,004	243,390	188,993
Effect of dilutive securities:			
Conversion of OP Units	5,988	—	—
Equity awards	1,025	1,198	—
Weighted average common shares outstanding - diluted	<u>305,017</u>	<u>244,588</u>	<u>188,993</u>
Diluted Earnings Per Share Attributable to the Company’s Common Stockholders:			
Income (loss) from continuing operations	\$ 0.65	\$ 0.36	\$ (0.33)
Income (loss) from discontinued operations	\$ —	\$ —	\$ (0.17)
Net income (loss)	<u>\$ 0.65</u>	<u>\$ 0.36</u>	<u>\$ (0.50)</u>

12. Earnings per Unit

Basic earnings per unit is calculated by dividing net income (loss) attributable to the Operating Partnership's common units, including participating securities, by the weighted average number of partnership common units outstanding for the period. Certain restricted units issued pursuant to the Company's share-based compensation program are considered participating securities. Unvested restricted units are not allocated net losses, as such amounts are allocated entirely to the partnership common units.

The following table provides a reconciliation of the numerator and denominator of the earnings per unit calculations for the years ended December 31, 2015, 2014 and 2013:

	Year Ended December 31,		
	2015	2014	2013
<u>Computation of Basic Earnings Per Unit:</u>			
Income (loss) from continuing operations	\$ 197,536	\$ 112,771	\$ (80,652)
Income attributable to non-controlling interests	—	(3,001)	(1,355)
Non-forfeitable dividends on unvested restricted shares	(23)	(1,106)	(200)
Income (loss) from continuing operations attributable to partnership common units	197,513	108,664	(82,207)
Income (loss) from discontinued operations, net of Series A interest	—	886	(41,676)
Net income (loss) attributable to the Operating Partnership's common units for basic earnings per unit	<u>\$ 197,513</u>	<u>\$ 109,550</u>	<u>\$ (123,883)</u>
Weighted average number common units outstanding - basic	<u>303,992</u>	<u>302,540</u>	<u>250,109</u>
Basic Earnings Per Unit Attributable to the Operating Partnership's Common Units:			
Income (loss) from continuing operations	\$ 0.65	\$ 0.36	\$ (0.33)
Income (loss) from discontinued operations	\$ —	\$ —	\$ (0.17)
Net Income (loss)	<u>\$ 0.65</u>	<u>\$ 0.36</u>	<u>\$ (0.50)</u>
<u>Computation of Diluted Earnings Per Unit:</u>			
Income (loss) from continuing operations attributable to partnership common units	\$ 197,513	\$ 108,664	\$ (82,207)
Income (loss) from discontinued operations, net of Series A interest	—	886	(41,676)
Net income (loss) attributable to the Operating Partnership's common units for diluted earnings per unit	<u>\$ 197,513</u>	<u>\$ 109,550</u>	<u>\$ (123,883)</u>
Weighted average common units outstanding - basic	303,992	302,540	250,109
Effect of dilutive securities:			
Equity awards	1,025	1,198	—
Weighted average common units outstanding - diluted	<u>305,017</u>	<u>303,738</u>	<u>250,109</u>
Diluted Earnings Per Unit Attributable to the Operating Partnership's Common Units:			
Income (loss) from continuing operations	\$ 0.65	\$ 0.36	\$ (0.33)
Income (loss) from discontinued operations	\$ —	\$ —	\$ (0.17)
Net Income (loss)	<u>\$ 0.65</u>	<u>\$ 0.36</u>	<u>\$ (0.50)</u>

13. Commitments and Contingencies

Legal Matters

Except as described below, the Company is not presently involved in any material litigation arising outside the ordinary course of business. However, the Company is involved in routine litigation arising in the ordinary course of business, none of which the Company believes, individually or in the aggregate, taking into account existing reserves, will have a material impact on the Company's results of operations, cash flows, or financial position.

On February 8, 2016, the Company issued a press release and filed a Form 8-K reporting the completion of a review by the Audit Committee of the Board of Directors of Brixmor Property Group Inc. that began after the Company received information in late December 2015 through its established compliance processes. The Audit Committee review led the Board of Directors to conclude that specific Company accounting and financial reporting personnel, in certain instances, were smoothing income items, both up and down, between reporting periods in an effort to achieve consistent quarterly same property net operating income growth.

As a result of the Audit Committee review and the conclusions reached by the Board of Directors, the Company's Chief Executive Officer, President and Chief Executive Officer, Treasurer and Chief Accounting Officer, and an accounting employee all resigned. Following these resignations the Company appointed a new Interim Chief Executive Officer and President, Interim Chief Financial Officer and Interim Chief Accounting Officer.

Prior to the Company's February 8, 2016 announcement, the Company voluntarily reported to the SEC the matters described above. The SEC has commenced an investigation with respect to these matters, and the Company is cooperating fully.

The Company and its current and former officers and directors may also be subject to private securities class action complaints. A number of plaintiff firms have publicly announced inquiries into these matters. In addition, the Company may be subject to shareholder derivative actions, purportedly in the name and for the benefit of the Company.

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 years ended December 31, 2015, 2014 and 2013, the Company recognized rent expense associated with these leases of \$9.4 million, \$9.2 million and \$9.6 million, respectively. Minimum annual rental commitments associated with these leases during the next five years and thereafter are as follows:

Year ending December 31,		
2016	\$	6,745
2017		6,618
2018		6,201
2019		6,051
2020		5,241
Thereafter		81,709
Total minimum annual rental commitments	\$	<u>112,565</u>

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. An actuarial is performed to estimate 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.

Activity in the reserve for losses for the years ended December 31, 2015 and 2014, is summarized as follows (in thousands):

	Year End December 31,	
	2015	2014
Balance at the Beginning of the year	\$ 15,253	\$ 14,344
Incurred related to:		
Current year	3,541	5,227
Prior years	(2,048)	(945)
Total incurred	1,493	4,282
Paid related to:		
Current year	(385)	(1,214)
Prior years	(1,968)	(2,159)
Total paid	(2,353)	(3,373)
Changes in the provision for prior year events	—	—
Balance at the end of the year	\$ 14,393	\$ 15,253

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.

14. Income Taxes

The Parent Company has elected to qualify as a REIT in accordance with the Internal Revenue Code (the "Code"). To qualify as a REIT, the Parent 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 Parent Company's REIT status.

As a REIT, the Parent 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 Parent 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.

Even if the Parent Company qualifies for taxation as a REIT, the Parent Company is subject to certain state and local taxes on its income and property, and to federal income and excise taxes on its undistributed taxable income. In addition, taxable income from non-REIT activities managed through TRS is subject to federal, state and local income taxes.

The Operating Partnership is organized as a limited partnership and is generally not subject to federal income tax. Accordingly, no provision for federal income taxes has been reflected in the accompanying Combined Consolidated Financial Statements. The Operating Partnership, however, may be subject to certain state and local income taxes or franchise taxes.

The Company incurred State and local income taxes or franchise taxes of approximately \$(0.6) million, \$3.9 million and \$2.9 million for the years ended December 31, 2015, 2014 and 2013. During the year ended December 31, 2015,

the Company recognized \$4.7 million of income related to net adjustments to pre-IPO tax reserves and receivables. These amounts are included in Other on the Company's Consolidated Statements of Operations.

15. 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 December 31, 2015, there were no material receivables from related parties. As of December 31, 2014, receivables from related parties were \$4.2 million, which are included in Receivables, net in the Consolidated Balance Sheets. As of December 31, 2015 and 2014, there were no material payables to related parties.

16. Retirement Plan

The Company has a Retirement and 401(k) Savings Plan (the "Savings Plan") covering officers and employees of the Company. Participants in the Savings Plan may elect to contribute a portion of their earnings to the Savings Plan and the Company makes a matching contribution to the Savings Plan to a maximum of 3% of the employee's eligible compensation. For the years ended December 31, 2015, 2014 and 2013, the Company's expense for the Savings Plan was approximately \$1.2 million, \$1.2 million and \$1.3 million, respectively.

17. Supplemental Financial Information (unaudited)

The following table summarizes selected Quarterly Financial Data for the Company on a historical basis for the years ended December 31, 2015 and 2014 and has been derived from the accompanying consolidated financial statements as reclassified for discontinued operations (in thousands except per share and per unit data):

Brixmor Property Group Inc.

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Year Ended December 31, 2015				
Total revenues	\$ 315,293	\$ 312,111	\$ 313,025	\$ 325,551
Net income attributable to common stockholders	\$ 30,423	\$ 54,112	\$ 53,773	\$ 55,412
Net income attributable to common stockholders per share:				
Basic ⁽¹⁾	\$ 0.10	\$ 0.18	\$ 0.18	\$ 0.18
Diluted ⁽¹⁾	\$ 0.10	\$ 0.18	\$ 0.18	\$ 0.18
Year Ended December 31, 2014				
Total revenues as originally reported	\$ 307,696	\$ 308,077	\$ 306,592	\$ 314,605
Reclassified to Discontinued operations	(110)	(137)	(124)	—
Adjusted Total revenues	\$ 307,586	\$ 307,940	\$ 306,468	\$ 314,605
Net income attributable to common stockholders	\$ 15,401	\$ 23,473	\$ 27,030	\$ 22,948
Net income attributable to common stockholders per share:				
Basic ⁽¹⁾	\$ 0.07	\$ 0.10	\$ 0.11	\$ 0.08
Diluted ⁽¹⁾	\$ 0.07	\$ 0.10	\$ 0.11	\$ 0.08

⁽¹⁾ The sum of the quarterly Basic and Diluted earnings per share may not equal the Basic and Diluted earnings per share for the year ended December 31, 2015 and 2014 due to rounding.

Brixmor Operating Partnership LP

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Year Ended December 31, 2015				
Total revenues	\$ 315,293	\$ 312,111	\$ 313,025	\$ 325,551
Net income attributable to partnership common units	\$ 31,136	\$ 55,167	\$ 54,819	\$ 56,414
Net income attributable to common unit holders per unit:				
Basic ⁽¹⁾	<u>\$ 0.10</u>	<u>\$ 0.18</u>	<u>\$ 0.18</u>	<u>\$ 0.19</u>
Diluted ⁽¹⁾	<u>\$ 0.10</u>	<u>\$ 0.18</u>	<u>\$ 0.18</u>	<u>\$ 0.18</u>
Year Ended December 31, 2014				
Total revenues as originally reported	\$ 307,696	\$ 308,077	\$ 306,592	\$ 314,605
Reclassified to Discontinued operations	<u>(110)</u>	<u>(137)</u>	<u>(124)</u>	<u>—</u>
Adjusted Total revenues	<u>\$ 307,586</u>	<u>\$ 307,940</u>	<u>\$ 306,468</u>	<u>\$ 314,605</u>
Net income attributable to partnership common units	\$ 20,402	\$ 30,973	\$ 33,542	\$ 25,739
Net income attributable to common unit holders per unit:				
Basic ⁽¹⁾	<u>\$ 0.07</u>	<u>\$ 0.10</u>	<u>\$ 0.11</u>	<u>\$ 0.08</u>
Diluted ⁽¹⁾	<u>\$ 0.07</u>	<u>\$ 0.10</u>	<u>\$ 0.11</u>	<u>\$ 0.08</u>

⁽¹⁾ The sum of the quarterly Basic and Diluted earnings per share may not equal the Basic and Diluted earnings per share for the year ended December 31, 2015 and 2014 due to rounding.

BRIXMOR PROPERTY GROUP INC. AND SUBSIDIARIES
SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS
(in thousands)

			Additions		Deductions		
	Balance at Beginning of Period		Charged / (Credited) to Bad Debt Expense		Accounts Receivable Written Off		Balance at End of Period
Allowance for doubtful accounts:							
Company							
Year ended December 31, 2015	\$ 14,070	\$	9,540	\$	(7,023)	\$	16,587
Year ended December 31, 2014	\$ 30,290	\$	10,325	\$	(26,545)	\$	14,070
Year ended December 31, 2013	\$ 27,937	\$	13,162	\$	(10,809)	\$	30,290

BRIXMOR PROPERTY GROUP INC. AND SUBSIDIARIES
SCHEDULE III - REAL ESTATE AND ACCUMULATED DEPRECIATION
(in thousands)

		Cost Capitalized				Gross Amount at Which Carried				Life on Which						
		Initial Cost to Company		Subsequent to		at the Close of the Period					Depreciated -					
		Building &		Acquisition		Building &			Accumulated		Year		Date		Latest Income	
Description		Encumbrances	Land	Improvements	Improvements	Land	Improvements	Total	Depreciation	Constructed (1)	Acquired	Statement				
Winchester Plaza	Huntsville, AL	\$ —	\$ 2,634	\$ 12,157	\$ 175	\$ 2,634	\$ 12,332	\$ 14,966	\$ (1,175)	2006	Oct-13	40 years				
Springdale	Mobile, AL	(36,907)	7,460	39,198	3,182	7,460	42,380	49,840	(14,953)	2004	Jun-11	40 years				
Payton Park	Sylacauga, AL	(9,706)	1,830	14,369	343	1,830	14,712	16,542	(4,396)	1995	Jun-11	40 years				
Shops of Tuscaloosa	Tuscaloosa, AL	—	1,535	11,800	93	1,535	11,893	13,428	(1,176)	2005	Oct-13	40 years				
Glendale Galleria	Glendale, AZ	—	4,070	6,940	1,457	4,070	8,397	12,467	(1,320)	1991	Jun-11	40 years				
Northmall Centre	Tucson, AZ	(16,373)	3,140	17,966	1,797	3,140	19,763	22,903	(3,806)	1996	Jun-11	40 years				
Applegate Ranch Shopping Center	Atwater, CA	—	4,033	25,510	671	4,033	26,181	30,214	(3,176)	2006	Oct-13	40 years				
Bakersfield Plaza	Bakersfield, CA	—	4,000	25,255	7,935	4,502	32,688	37,190	(7,346)	2014	Jun-11	40 years				
Carmen Plaza	Camarillo, CA	(18,010)	5,410	19,629	611	5,410	20,240	25,650	(4,466)	2000	Jun-11	40 years				
Plaza Rio Vista	Cathedral, CA	—	2,465	12,575	17	2,465	12,592	15,057	(1,167)	2005	Oct-13	40 years				
Clovis Commons	Clovis, CA	—	12,943	39,380	594	12,943	39,974	52,917	(6,084)	2004	Oct-13	40 years				
Cudahy Plaza	Cudahy, CA	—	4,490	13,165	1,335	4,778	14,212	18,990	(2,989)	1994	Jun-11	40 years				
University Mall	Davis, CA	—	4,270	18,151	1,297	4,270	19,448	23,718	(3,772)	2011	Jun-11	40 years				
Felicita Plaza	Escondido, CA	—	4,280	12,440	759	4,280	13,199	17,479	(2,661)	2001	Jun-11	40 years				
Arbor - Broadway Faire	Fresno, CA	(12,671)	5,940	33,902	1,676	5,940	35,578	41,518	(7,758)	1995	Jun-11	40 years				
Lompoc Shopping Center	Lompoc, CA	—	4,670	16,155	1,696	4,670	17,851	22,521	(5,133)	2012	Jun-11	40 years				
Briggsmore Plaza	Modesto, CA	—	2,140	11,693	2,115	2,140	13,808	15,948	(2,793)	1998	Jun-11	40 years				
Montebello Plaza	Montebello, CA	—	13,360	33,255	5,523	13,360	38,778	52,138	(8,697)	2012	Jun-11	40 years				
California Oaks Center	Murrieta, CA	—	5,180	13,896	3,075	5,180	16,971	22,151	(2,374)	2014	Jun-11	40 years				
Esplanade Shopping Center	Oxnard, CA	—	6,630	60,725	15,303	16,230	66,428	82,658	(11,387)	2012	Jun-11	40 years				
Pacoima Center	Pacoima, CA	—	7,050	15,932	669	7,050	16,601	23,651	(4,934)	1995	Jun-11	40 years				
Paradise Plaza	Paradise, CA	—	1,820	8,765	217	1,820	8,982	10,802	(2,608)	1997	Jun-11	40 years				
Metro 580	Pleasanton, CA	—	10,500	19,311	1,576	10,500	20,887	31,387	(4,156)	2004	Jun-11	40 years				
Rose Pavilion	Pleasanton, CA	—	16,790	57,646	1,907	16,790	59,553	76,343	(10,124)	2014	Jun-11	40 years				
Puente Hills Town Center	Rowland Heights, CA	—	15,670	39,435	2,132	15,670	41,567	57,237	(7,719)	1984	Jun-11	40 years				
San Bernardino Center	San Bernardino, CA	—	2,510	9,537	191	2,510	9,728	12,238	(3,808)	2003	Jun-11	40 years				
Ocean View Plaza	San Clemente, CA	—	15,750	30,024	803	15,750	30,827	46,577	(6,097)	1997	Jun-11	40 years				
Mira Mesa Mall	San Diego, CA	—	14,870	74,732	1,682	14,870	76,414	91,284	(12,962)	2003	Jun-11	40 years				
San Dimas Plaza	San Dimas, CA	—	11,490	20,649	7,198	15,101	24,236	39,337	(4,051)	2013	Jun-11	40 years				
Bristol Plaza	Santa Ana, CA	—	9,110	21,169	2,652	9,722	23,209	32,931	(4,214)	2003	Jun-11	40 years				
Gateway Plaza	Santa Fe Springs, CA	—	9,980	30,727	196	9,980	30,923	40,903	(6,431)	2002	Jun-11	40 years				
Santa Paula Shopping Center	Santa Paula, CA	—	3,520	17,896	957	3,520	18,853	22,373	(4,942)	1995	Jun-11	40 years				
Vail Ranch Center	Temecula, CA	—	3,750	22,240	1,046	3,750	23,286	27,036	(5,101)	2003	Jun-11	40 years				
Country Hills Shopping Center	Torrance, CA	—	3,630	8,689	300	3,630	8,989	12,619	(1,468)	1977	Jun-11	40 years				
Gateway Plaza - Vallejo	Vallejo, CA	—	11,880	72,960	12,718	12,947	84,611	97,558	(15,985)	1991	Jun-11	40 years				
Arvada Plaza	Arvada, CO	—	1,160	7,378	116	1,160	7,494	8,654	(2,448)	1994	Jun-11	40 years				
Arapahoe Crossings	Aurora, CO	—	13,676	55,931	2,488	13,676	58,419	72,095	(6,838)	2003	Jul-13	40 years				
Aurora Plaza	Aurora, CO	—	3,910	9,146	1,189	3,910	10,335	14,245	(3,693)	1996	Jun-11	40 years				
Villa Monaco	Denver, CO	—	3,090	7,297	3,232	3,090	10,529	13,619	(1,823)	2013	Jun-11	40 years				
Superior Marketplace	Superior, CO	(21,767)	7,090	35,937	2,863	7,090	38,800	45,890	(7,216)	2004	Jun-11	40 years				
Westminster City Center	Westminster, CO	—	6,040	44,416	9,197	6,040	53,613	59,653	(9,556)	2014	Jun-11	40 years				
Freshwater - Stateline Plaza	Enfield, CT	(17,705)	3,350	30,149	1,472	3,350	31,621	34,971	(6,594)	2004	Jun-11	40 years				
The Shoppes at Fox Run	Glastonbury, CT	—	3,550	23,023	2,539	3,600	25,512	29,112	(4,691)	2012	Jun-11	40 years				
Groton Square	Groton, CT	—	2,730	28,087	1,510	2,730	29,597	32,327	(5,692)	1987	Jun-11	40 years				
Parkway Plaza	Hamden, CT	(8,200)	4,100	7,709	137	4,100	7,846	11,946	(2,079)	2006	Jun-11	40 years				
Killingly Plaza	Killingly, CT	—	1,270	2,522	924	1,270	3,446	4,716	(570)	1990	Jun-11	40 years				
The Manchester Collection	Manchester, CT	(31,016)	9,180	52,107	1,996	9,180	54,103	63,283	(8,693)	2014	Jun-11	40 years				
Chamberlain Plaza	Meriden, CT	(3,081)	1,260	4,480	730	1,260	5,210	6,470	(1,187)	2004	Jun-11	40 years				

		Cost Capitalized				Gross Amount at Which Carried				Life on Which		
		Initial Cost to Company		Subsequent to		at the Close of the Period			Depreciated -			
		Building &		Acquisition		Building &		Accumulated	Year	Date	Latest Income	
Description		Encumbrances	Land	Improvements	Improvements	Land	Improvements	Total	Depreciation	Constructed (1)	Acquired	Statement
Milford Center	Milford, CT	—	1,140	2,776	54	1,140	2,830	3,970	(726)	1966	Jun-11	40 years
Turnpike Plaza	Newington, CT	—	3,920	23,879	21	3,920	23,900	27,820	(4,794)	2004	Jun-11	40 years
North Haven Crossing	North Haven, CT	(10,281)	5,430	15,959	1,019	5,430	16,978	22,408	(3,135)	1993	Jun-11	40 years
Christmas Tree Plaza	Orange, CT	(2,759)	4,870	14,904	654	4,870	15,558	20,428	(3,864)	1996	Jun-11	40 years
Stratford Square	Stratford, CT	—	5,970	11,818	5,227	5,970	17,045	23,015	(2,715)	2014	Jun-11	40 years
Torrington Plaza	Torrington, CT	(9,234)	2,180	13,303	3,235	2,180	16,538	18,718	(3,134)	1994	Jun-11	40 years
Waterbury Plaza	Waterbury, CT	(16,074)	5,420	17,415	1,003	5,420	18,418	23,838	(4,355)	2000	Jun-11	40 years
Waterford Commons	Waterford, CT	(24,780)	4,990	45,280	4,074	4,990	49,354	54,344	(9,117)	2004	Jun-11	40 years
North Dover Shopping Center	Dover, DE	(16,100)	3,100	20,205	2,021	3,100	22,226	25,326	(5,094)	2013	Jun-11	40 years
Apopka Commons	Apopka, FL	—	658	3,812	264	658	4,076	4,734	(888)	2010	Jun-11	40 years
Brooksville Square	Brooksville, FL	—	4,140	12,136	2,102	4,140	14,238	18,378	(2,890)	2013	Jun-11	40 years
Coastal Way - Coastal Landing	Brooksville, FL	(27,727)	8,840	33,802	1,977	8,840	35,779	44,619	(8,269)	2008	Jun-11	40 years
Midpoint Center	Cape Coral, FL	—	4,251	13,225	131	4,251	13,356	17,607	(1,398)	2002	Oct-13	40 years
Clearwater Mall	Clearwater, FL	(48,582)	15,300	54,876	2,033	15,300	56,909	72,209	(10,037)	2012	Jun-11	40 years
Coconut Creek	Coconut Creek, FL	(13,535)	7,400	25,351	2,183	7,400	27,534	34,934	(4,675)	2005	Jun-11	40 years
Century Plaza Shopping Center	Deerfield Beach, FL	(12,300)	3,050	8,257	1,033	3,050	9,290	12,340	(2,260)	2006	Jun-11	40 years
Northgate S.C.	DeLand, FL	—	3,500	11,008	638	3,500	11,646	15,146	(2,866)	1993	Jun-11	40 years
Eustis Village	Eustis, FL	—	3,789	20,641	61	3,789	20,702	24,491	(2,270)	2002	Oct-13	40 years
First Street Village	Fort Meyers, FL	—	2,374	8,271	31	2,374	8,302	10,676	(869)	2006	Oct-13	40 years
Sun Plaza	Ft. Walton Beach, FL	—	4,480	12,629	497	4,480	13,126	17,606	(3,463)	2004	Jun-11	40 years
Normandy Square	Jacksonville, FL	—	1,930	5,567	270	1,930	5,837	7,767	(2,157)	1996	Jun-11	40 years
Regency Park	Jacksonville, FL	(12,061)	6,240	15,541	155	6,240	15,696	21,936	(4,894)	2006	Jun-11	40 years
The Shoppes at Southside	Jacksonville, FL	—	6,720	18,609	105	6,720	18,714	25,434	(3,549)	2004	Jun-11	40 years
Ventura Downs	Kissimmee, FL	(5,269)	3,580	8,181	240	3,580	8,421	12,001	(2,272)	2005	Jun-11	40 years
Marketplace at Wycliffe	Lake Worth, FL	—	7,930	13,518	768	7,930	14,286	22,216	(2,059)	2014	Jun-11	40 years
Venetian Isle Shopping Ctr	Lighthouse Point, FL	—	8,270	14,811	1,360	8,270	16,171	24,441	(3,427)	1992	Jun-11	40 years
Marco Town Center	Marco Island, FL	—	7,235	26,791	368	7,235	27,159	34,394	(2,708)	2001	Oct-13	40 years
Mall at 163rd Street	Miami, FL	—	9,450	35,353	1,188	9,450	36,541	45,991	(7,002)	2007	Jun-11	40 years
Miami Gardens	Miami, FL	(22,633)	8,876	17,595	353	8,876	17,948	26,824	(4,965)	1996	Jun-11	40 years
Freedom Square	Naples, FL	—	4,760	15,289	769	4,760	16,058	20,818	(3,820)	1995	Jun-11	40 years
Naples Plaza	Naples, FL	(17,400)	9,200	20,594	8,946	9,200	29,540	38,740	(5,643)	2013	Jun-11	40 years
Park Shore Shopping Center	Naples, FL	(14,600)	4,750	13,880	9,993	7,245	21,378	28,623	(2,522)	2014	Jun-11	40 years
Chelsea Place	New Port Richey, FL	—	3,303	9,821	323	3,303	10,144	13,447	(1,432)	1992	Oct-13	40 years
Southgate	New Port Richey, FL	—	6,730	14,325	2,978	6,730	17,303	24,033	(3,725)	2012	Jun-11	40 years
Presidential Plaza	North Lauderdale, FL	—	2,070	5,543	265	2,070	5,808	7,878	(1,147)	2006	Jun-11	40 years
Fashion Square	Orange Park, FL	(7,517)	1,770	3,816	320	1,770	4,136	5,906	(1,006)	1996	Jun-11	40 years
Colonial Marketplace	Orlando, FL	(14,744)	4,230	19,857	2,231	4,230	22,088	26,318	(3,799)	2014	Jun-11	40 years
Conway Crossing	Orlando, FL	—	3,208	12,204	316	3,208	12,520	15,728	(1,455)	2002	Oct-13	40 years
Hunters Creek	Orlando, FL	—	3,589	6,686	147	3,589	6,833	10,422	(1,255)	1998	Oct-13	40 years
Pointe Orlando	Orlando, FL	—	6,120	55,954	12,868	6,120	68,822	74,942	(11,646)	2014	Jun-11	40 years
Martin Downs Town Center	Palm City, FL	—	1,660	9,827	70	1,660	9,897	11,557	(963)	1996	Oct-13	40 years
Martin Downs Village Center	Palm City, FL	—	5,319	28,560	1,116	5,319	29,676	34,995	(3,106)	1987	Jun-11	40 years
23rd Street Station	Panama City, FL	(6,763)	3,120	9,040	183	3,120	9,223	12,343	(2,103)	1995	Jun-11	40 years
Panama City Square	Panama City, FL	—	5,690	15,258	2,317	5,690	17,575	23,265	(4,069)	2014	Jun-11	40 years
Pensacola Square	Pensacola, FL	—	2,630	9,754	1,185	2,630	10,939	13,569	(2,740)	1995	Jun-11	40 years
Shopper's Haven Shopping Ctr	Pompano Beach, FL	(14,960)	7,700	19,054	1,474	7,700	20,528	28,228	(5,072)	1998	Jun-11	40 years
East Port Plaza	Port St. Lucie, FL	—	4,099	22,485	46	4,099	22,531	26,630	(2,555)	1991	Oct-13	40 years
Shoppes of Victoria Square	Port St. Lucie, FL	—	3,450	6,379	446	3,450	6,825	10,275	(1,917)	1990	Jun-11	40 years
Lake St. Charles	Riverview, FL	—	2,801	6,909	40	2,801	6,949	9,750	(639)	1999	Oct-13	40 years
Cobblestone Village I and II	Royal Palm Beach, FL	(9,994)	2,700	5,066	433	2,700	5,499	8,199	(860)	2005	Jun-11	40 years
Beneva Village Shops	Sarasota, FL	—	3,489	17,927	223	3,489	18,150	21,639	(2,266)	1987	Oct-13	40 years

		Initial Cost to Company		Cost Capitalized		Gross Amount at Which Carried					Life on Which	
				Subsequent to		at the Close of the Period					Depreciated -	
		Building &		Acquisition		Building &			Accumulated	Year	Date	Latest Income
Description		Encumbrances	Land	Improvements	Improvements	Land	Improvements	Total	Depreciation	Constructed (1)	Acquired	Statement
Sarasota Village	Sarasota, FL	—	5,190	12,476	3,589	5,190	16,065	21,255	(3,004)	2011	Jun-11	40 years
Atlantic Plaza	Satellite Beach, FL	(7,144)	2,630	11,004	687	2,630	11,691	14,321	(2,211)	2008	Jun-11	40 years
Seminole Plaza	Seminole, FL	(5,636)	3,870	8,279	720	3,870	8,999	12,869	(1,401)	1995	Jun-11	40 years
Cobblestone Village	St. Augustine, FL	(26,784)	7,260	32,693	1,594	7,260	34,287	41,547	(6,539)	2003	Jun-11	40 years
Dolphin Village	St. Pete Beach, FL	—	9,882	16,140	770	9,882	16,910	26,792	(2,042)	1990	Oct-13	40 years
Bay Point Plaza	St. Petersburg, FL	—	4,025	13,026	404	4,025	13,430	17,455	(2,497)	2002	Oct-13	40 years
Rutland Plaza	St. Petersburg, FL	(6,920)	3,880	8,212	320	3,880	8,532	12,412	(2,291)	2002	Jun-11	40 years
Skyway Plaza	St. Petersburg, FL	—	2,200	7,178	32	2,200	7,210	9,410	(2,041)	2002	Jun-11	40 years
Tyrone Gardens	St. Petersburg, FL	—	5,690	10,120	525	5,690	10,645	16,335	(3,407)	1998	Jun-11	40 years
Downtown Publix	Stuart, FL	(11,065)	1,770	12,757	510	1,770	13,267	15,037	(2,565)	2000	Jun-11	40 years
Sunrise Town Center	Sunrise, FL	—	7,856	9,609	267	7,856	9,876	17,732	(2,098)	1989	Oct-13	40 years
Carrollwood Center	Tampa, FL	—	3,749	15,002	536	3,749	15,538	19,287	(2,068)	2002	Oct-13	40 years
Ross Plaza	Tampa, FL	—	2,808	12,009	110	2,808	12,119	14,927	(1,553)	1996	Oct-13	40 years
Tarpon Mall	Tarpon Springs, FL	(17,432)	7,800	13,874	3,329	7,800	17,203	25,003	(3,713)	2003	Jun-11	40 years
Venice Plaza	Venice, FL	—	3,245	14,504	208	3,245	14,712	17,957	(1,177)	1999	Oct-13	40 years
Venice Shopping Center	Venice, FL	—	2,555	6,847	207	2,555	7,054	9,609	(805)	2000	Oct-13	40 years
Governors Town Square	Acworth, GA	—	2,605	14,156	65	2,605	14,221	16,826	(1,573)	2005	Oct-13	40 years
Albany Plaza	Albany, GA	(2,830)	1,840	3,072	210	1,840	3,282	5,122	(889)	1995	Jun-11	40 years
Mansell Crossing	Alpharetta, GA	—	19,840	33,944	4,705	19,840	38,649	58,489	(8,322)	2014	Jun-11	40 years
Perlis Plaza	Americus, GA	—	1,170	4,743	520	1,170	5,263	6,433	(1,721)	1972	Jun-11	40 years
Northeast Plaza	Atlanta, GA	(20,189)	5,370	38,129	1,155	5,370	39,284	44,654	(7,969)	2013	Jun-11	40 years
Augusta West Plaza	Augusta, GA	(4,276)	1,070	8,231	298	1,070	8,529	9,599	(3,343)	2006	Jun-11	40 years
Sweetwater Village	Austell, GA	—	1,080	3,074	210	1,080	3,284	4,364	(970)	1985	Jun-11	40 years
Vineyards at Chateau Elan	Braselton, GA	—	2,202	14,657	261	2,202	14,918	17,120	(1,483)	2002	Oct-13	40 years
Cedar Plaza	Cedartown, GA	—	1,550	4,342	94	1,550	4,436	5,986	(1,460)	1994	Jun-11	40 years
Conyers Plaza	Conyers, GA	(10,800)	3,870	12,001	1,297	3,870	13,298	17,168	(3,327)	2001	Jun-11	40 years
Cordele Square	Cordele, GA	—	2,050	5,625	202	2,050	5,827	7,877	(2,113)	2002	Jun-11	40 years
Covington Gallery	Covington, GA	(5,597)	3,280	8,479	131	3,280	8,610	11,890	(2,360)	1991	Jun-11	40 years
Salem Road Station	Covington, GA	—	670	11,509	145	670	11,654	12,324	(1,955)	2000	Oct-13	40 years
Keith Bridge Commons	Cumming, GA	—	1,501	15,080	114	1,501	15,194	16,695	(2,000)	2002	Oct-13	40 years
Northside	Dalton, GA	—	1,320	3,963	243	1,320	4,206	5,526	(1,587)	2001	Jun-11	40 years
Cosby Station	Douglasville, GA	(5,458)	2,650	6,593	261	2,650	6,854	9,504	(1,691)	1994	Jun-11	40 years
Park Plaza	Douglasville, GA	—	1,470	2,655	795	1,470	3,450	4,920	(547)	1986	Jun-11	40 years
Dublin Village	Dublin, GA	(6,214)	1,876	9,059	143	1,876	9,202	11,078	(1,680)	2005	Oct-13	40 years
Westgate	Dublin, GA	—	1,450	3,991	272	1,450	4,263	5,713	(1,256)	2004	Jun-11	40 years
Venture Pointe	Duluth, GA	—	2,460	7,933	5,185	2,460	13,118	15,578	(2,619)	2012	Jun-11	40 years
Banks Station	Fayetteville, GA	(5,874)	3,490	12,567	1,231	3,490	13,798	17,288	(4,444)	2006	Jun-11	40 years
Barrett Place	Kennesaw, GA	—	6,990	14,370	347	6,990	14,717	21,707	(4,388)	1994	Jun-11	40 years
Shops of Huntcrest	Lawrenceville, GA	—	2,093	17,936	239	2,093	18,175	20,268	(1,797)	2003	Oct-13	40 years
Mableton Walk	Mableton, GA	(9,631)	1,660	9,433	572	1,660	10,005	11,665	(2,141)	1994	Jun-11	40 years
The Village at Mableton	Mableton, GA	(10,100)	2,040	6,455	1,143	2,040	7,598	9,638	(2,396)	2014	Jun-11	40 years
North Park	Macon, GA	—	3,520	11,192	671	3,520	11,863	15,383	(3,211)	2013	Jun-11	40 years
Marshalls at Eastlake	Marietta, GA	—	2,650	2,667	738	2,650	3,405	6,055	(782)	1982	Jun-11	40 years
New Chastain Corners	Marietta, GA	—	3,090	8,071	484	3,090	8,555	11,645	(2,265)	2004	Jun-11	40 years
Pavilions at Eastlake	Marietta, GA	(17,818)	4,770	12,529	778	4,770	13,307	18,077	(4,017)	1996	Jun-11	40 years
Perry Marketplace	Perry, GA	—	2,540	7,459	951	2,540	8,410	10,950	(2,197)	2004	Jun-11	40 years
Creekwood Village	Rex, GA	(5,393)	1,400	4,772	116	1,400	4,888	6,288	(1,569)	1990	Jun-11	40 years
Shops of Riverdale	Riverdale, GA	—	640	2,123	31	640	2,154	2,794	(423)	1995	Jun-11	40 years
Holcomb Bridge Crossing	Roswell, GA	—	1,170	5,563	604	1,170	6,167	7,337	(2,008)	1988	Jun-11	40 years
Victory Square	Savannah, GA	—	6,080	14,881	196	6,080	15,077	21,157	(2,997)	2007	Jun-11	40 years
Stockbridge Village	Stockbridge, GA	(24,078)	6,210	16,518	2,630	6,210	19,148	25,358	(4,271)	2008	Jun-11	40 years
Stone Mountain Festival	Stone Mountain, GA	(10,300)	5,740	16,732	1,218	5,740	17,950	23,690	(4,933)	2006	Jun-11	40 years
Wilmington Island	Wilmington Island, GA	—	2,630	8,005	539	2,630	8,544	11,174	(1,270)	2014	Oct-13	40 years
Kimberly West Shopping Center	Davenport, IA	—	1,710	6,329	539	1,710	6,868	8,578	(2,044)	1987	Jun-11	40 years
Haymarket Mall	Des Moines, IA	(5,108)	2,320	9,944	415	2,320	10,359	12,679	(3,812)	2002	Jun-11	40 years

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			Building &	Acquisition		Building &		Accumulated	Year	Date	Latest Income	
Description		Encumbrances	Land	Improvements	Improvements	Land	Improvements	Total	Depreciation	Constructed (1)	Acquired	Statement
Haymarket Square	Des Moines, IA	(6,697)	3,360	9,319	1,926	3,360	11,245	14,605	(2,608)	2002	Jun-11	40 years
Warren Plaza	Dubuque, IA	—	1,740	7,179	372	1,740	7,551	9,291	(1,919)	1993	Jun-11	40 years
Annex of Arlington	Arlington Heights, IL	—	3,360	18,322	7,606	3,939	25,349	29,288	(5,807)	2012	Jun-11	40 years
Ridge Plaza	Arlington Heights, IL	—	3,720	10,168	3,540	3,720	13,708	17,428	(3,827)	2000	Jun-11	40 years
Bartonville Square	Bartonville, IL	(2,030)	480	3,656	143	480	3,799	4,279	(1,334)	2001	Jun-11	40 years
Festival Center	Bradley, IL	(875)	390	2,211	29	390	2,240	2,630	(705)	2006	Jun-11	40 years
Southfield Plaza	Bridgeview, IL	(13,827)	5,880	18,736	594	5,880	19,330	25,210	(5,593)	2006	Jun-11	40 years
Commons of Chicago Ridge	Chicago Ridge, IL	(25,720)	4,310	39,422	2,740	4,310	42,162	46,472	(8,930)	1998	Jun-11	40 years
Rivercrest Shopping Center	Crestwood, IL	—	7,010	40,569	10,320	11,010	46,889	57,899	(10,116)	2013	Jun-11	40 years
The Commons of Crystal Lake	Crystal Lake, IL	—	3,660	31,905	3,519	3,660	35,424	39,084	(6,068)	2014	Jun-11	40 years
Elk Grove Town Center	Elk Grove Village, IL	(20,225)	3,730	19,336	918	3,730	20,254	23,984	(4,078)	1998	Jun-11	40 years
Crossroads Centre	Fairview Heights, IL	—	3,230	12,297	5,093	3,230	17,390	20,620	(6,442)	1975	Jun-11	40 years
Frankfort Crossing Shopping Center	Frankfort, IL	—	3,977	17,049	320	3,977	17,369	21,346	(1,820)	1992	Oct-13	40 years
Freeport Plaza	Freeport, IL	—	660	5,711	76	660	5,787	6,447	(2,016)	2000	Jun-11	40 years
Westview Center	Hanover Park, IL	—	6,130	29,401	5,041	6,130	34,442	40,572	(6,640)	2014	Jun-11	40 years
The Quentin Collection	Kildeer, IL	(21,484)	5,780	27,274	1,112	5,780	28,386	34,166	(6,289)	2006	Jun-11	40 years
Butterfield Square	Libertyville, IL	—	3,430	13,348	2,526	3,430	15,874	19,304	(3,045)	2013	Jun-11	40 years
High Point Centre	Lombard, IL	—	7,510	20,294	1,522	7,510	21,816	29,326	(4,259)	1992	Jun-11	40 years
Long Meadow Commons	Mundelein, IL	(11,900)	4,700	11,507	302	4,700	11,809	16,509	(3,813)	1997	Jun-11	40 years
Westridge Court	Naperville, IL	(16,770)	10,560	72,844	10,178	10,560	83,022	93,582	(15,455)	2013	Jun-11	40 years
Sterling Bazaar	Peoria, IL	—	2,050	6,597	396	2,050	6,993	9,043	(2,294)	1992	Jun-11	40 years
Rollins Crossing	Round Lake Beach, IL	—	3,040	23,180	1,054	3,040	24,234	27,274	(5,113)	1998	Jun-11	40 years
Twin Oaks Shopping Center	Silvis, IL	—	1,300	6,896	41	1,300	6,937	8,237	(1,525)	1991	Jun-11	40 years
Parkway Pointe	Springfield, IL	—	650	6,013	365	650	6,378	7,028	(1,136)	1994	Jun-11	40 years
Sangamon Center North	Springfield, IL	—	2,350	9,588	278	2,350	9,866	12,216	(3,315)	1996	Jun-11	40 years
Tinley Park Plaza	Tinley Park, IL	(18,507)	12,250	21,537	1,935	12,250	23,472	35,722	(4,612)	2005	Jun-11	40 years
Meridian Village Plaza	Carmel, IN	—	2,089	7,356	1,953	2,089	9,309	11,398	(1,948)	1990	Jun-11	40 years
Columbus Center	Columbus, IN	(9,706)	1,480	14,639	664	1,480	15,303	16,783	(3,695)	2005	Jun-11	40 years
Elkhart Plaza West	Elkhart, IN	—	770	6,499	229	770	6,728	7,498	(1,596)	1997	Jun-11	40 years
Apple Glen Crossing	Fort Wayne, IN	(13,100)	2,550	19,792	830	2,550	20,622	23,172	(4,314)	2002	Jun-11	40 years
Elkhart Market Centre	Goshen, IN	—	2,000	16,783	2,083	2,000	18,866	20,866	(5,010)	1994	Jun-11	40 years
Marwood Plaza	Indianapolis, IN	—	1,720	5,479	292	1,720	5,771	7,491	(1,326)	1992	Jun-11	40 years
Westlane Shopping Center	Indianapolis, IN	—	870	2,603	665	870	3,268	4,138	(756)	1982	Jun-11	40 years
Valley View Plaza	Marion, IN	(1,399)	440	3,039	54	440	3,093	3,533	(714)	1997	Jun-11	40 years
Bittersweet Plaza	Mishawaka, IN	—	840	6,677	490	840	7,167	8,007	(1,524)	2000	Jun-11	40 years
Lincoln Plaza	New Haven, IN	—	780	6,277	243	780	6,520	7,300	(1,488)	1968	Jun-11	40 years
Speedway Super Center	Speedway, IN	—	8,410	49,124	1,933	8,410	51,057	59,467	(10,245)	2010	Jun-11	40 years
Sagamore Park Centre	West Lafayette, IN	—	2,390	11,074	822	2,390	11,896	14,286	(3,018)	2003	Jun-11	40 years
Westchester Square	Lenexa, KS	—	3,250	14,264	738	3,250	15,002	18,252	(3,535)	1987	Jun-11	40 years
West Loop Shopping Center	Manhattan, KS	—	2,800	10,304	6,080	2,800	16,384	19,184	(2,797)	2013	Jun-11	40 years
Green River Plaza	Campbellsville, KY	—	4,200	10,402	1,456	4,200	11,858	16,058	(3,476)	1989	Jun-11	40 years
Kmart Plaza	Elizabethtown, KY	—	2,370	6,095	141	2,370	6,236	8,606	(2,010)	1992	Jun-11	40 years
Florence Plaza - Florence Square	Florence, KY	—	9,380	47,043	16,142	11,014	61,551	72,565	(11,245)	2014	Jun-11	40 years
Highland Commons	Glasgow, KY	—	1,940	6,245	49	1,940	6,294	8,234	(2,001)	1992	Jun-11	40 years
Jeffersontown Commons	Jeffersontown, KY	—	3,920	14,588	195	3,920	14,783	18,703	(4,402)	2005	Jun-11	40 years
Mist Lake Plaza	Lexington, KY	—	4,200	10,483	907	4,200	11,390	15,590	(2,862)	1993	Jun-11	40 years
London Marketplace	London, KY	—	1,400	10,362	292	1,400	10,654	12,054	(3,048)	1994	Jun-11	40 years
Eastgate Shopping Center	Louisville, KY	—	4,300	13,784	851	4,300	14,635	18,935	(3,770)	2002	Jun-11	40 years
Plainview Village	Louisville, KY	—	2,600	10,109	774	2,600	10,883	13,483	(2,461)	1997	Jun-11	40 years
Stony Brook I & II	Louisville, KY	—	3,650	17,746	436	3,650	18,182	21,832	(3,714)	1988	Jun-11	40 years
Towne Square North	Owensboro, KY	(5,592)	2,230	9,037	294	2,230	9,331	11,561	(3,185)	1988	Jun-11	40 years
Lexington Road Plaza	Versailles, KY	—	3,950	11,479	194	3,950	11,673	15,623	(3,353)	2007	Jun-11	40 years

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Description		Encumbrances	Land	Improvements	Improvements	Land	Improvements	Total	Depreciation	Constructed (1)	Acquired	Statement
Karam Shopping Center	Lafayette, LA	(2,009)	410	2,955	456	410	3,411	3,821	(857)	2014	Jun-11	40 years
Iberia Plaza	New Iberia, LA	—	2,590	5,734	1,145	2,590	6,879	9,469	(2,433)	1992	Jun-11	40 years
Lagniappe Village	New Iberia, LA	—	3,170	11,147	748	3,170	11,895	15,065	(4,034)	2010	Jun-11	40 years
The Pines	Pineville, LA	(4,567)	3,080	8,025	142	3,080	8,167	11,247	(2,247)	1991	Jun-11	40 years
Points West	Brockton, MA	(7,661)	2,200	10,572	477	2,200	11,049	13,249	(3,176)	2007	Jun-11	40 years
Burlington Square I, II & III	Burlington, MA	—	4,690	12,790	449	4,690	13,239	17,929	(2,775)	1992	Jun-11	40 years
Chicopee Marketplace	Chicopee, MA	(17,415)	3,470	25,302	71	3,470	25,373	28,843	(5,226)	2005	Jun-11	40 years
Holyoke Shopping Center	Holyoke, MA	—	3,110	11,964	476	3,110	12,440	15,550	(3,125)	2000	Jun-11	40 years
WaterTower Plaza	Leominster, MA	(29,309)	10,400	39,533	2,315	10,400	41,848	52,248	(9,765)	2000	Jun-11	40 years
Lunenburg Crossing	Lunenburg, MA	(2,110)	930	1,825	244	930	2,069	2,999	(390)	1994	Jun-11	40 years
Lynn Marketplace	Lynn, MA	—	3,100	5,678	53	3,100	5,731	8,831	(1,717)	1968	Jun-11	40 years
Webster Square	Marshfield, MA	—	5,532	27,284	—	5,532	27,284	32,816	(719)	2005	Jun-15	40 years
Berkshire Crossing	Pittsfield, MA	—	5,210	39,207	2,239	5,210	41,446	46,656	(8,770)	1994	Jun-11	40 years
Westgate Plaza	Westfield, MA	(5,886)	2,250	9,784	509	2,250	10,293	12,543	(3,102)	1996	Jun-11	40 years
Perkins Farm Marketplace	Worcester, MA	—	2,150	16,827	1,727	2,150	18,554	20,704	(4,266)	1998	Jun-11	40 years
South Plaza Shopping Center	California, MD	—	2,174	23,209	—	2,174	23,209	25,383	(2,690)	2005	Oct-13	40 years
Campus Village	College Park, MD	(5,100)	1,660	5,038	439	1,660	5,477	7,137	(906)	1986	Jun-11	40 years
Fox Run	Prince Frederick, MD	—	3,560	31,192	1,774	3,560	32,966	36,526	(7,262)	1997	Jun-11	40 years
Liberty Plaza	Randallstown, MD	—	2,820	6,172	17,961	2,820	24,133	26,953	(2,331)	2012	Jun-11	40 years
Rising Sun Towne Centre	Rising Sun, MD	—	1,970	17,002	1,308	1,970	18,310	20,280	(3,073)	2013	Jun-11	40 years
Pine Tree Shopping Center	Portland, ME	(9,600)	2,860	19,006	1,166	2,860	20,172	23,032	(5,453)	1958	Jun-11	40 years
Maple Village	Ann Arbor, MI	(18,299)	3,200	18,980	1,306	3,200	20,286	23,486	(5,975)	2000	Jun-11	40 years
Grand Crossing	Brighton, MI	(3,576)	1,780	7,526	784	1,780	8,310	10,090	(2,377)	2005	Jun-11	40 years
Farmington Crossroads	Farmington, MI	—	1,620	4,374	1,461	1,620	5,835	7,455	(1,251)	2013	Jun-11	40 years
Silver Pointe Shopping Center	Fenton, MI	(3,440)	3,840	12,258	911	3,840	13,169	17,009	(3,851)	1996	Jun-11	40 years
Cascade East	Grand Rapids, MI	(7,512)	1,280	5,389	1,085	1,280	6,474	7,754	(1,952)	1983	Jun-11	40 years
Delta Center	Lansing, MI	(5,358)	1,580	9,394	1,279	1,580	10,673	12,253	(3,139)	2005	Jun-11	40 years
Lakes Crossing	Muskegon, MI	—	1,440	13,457	1,889	1,440	15,346	16,786	(3,368)	2011	Jun-11	40 years
Redford Plaza	Redford, MI	—	7,510	18,619	1,197	7,510	19,816	27,326	(6,072)	1992	Jun-11	40 years
Hampton Village Centre	Rochester Hills, MI	—	5,370	48,025	6,052	5,370	54,077	59,447	(12,366)	2004	Jun-11	40 years
Fashion Corners	Saginaw, MI	—	1,940	17,712	439	1,940	18,151	20,091	(4,698)	2004	Jun-11	40 years
Green Acres	Saginaw, MI	—	2,170	8,328	2,215	2,170	10,543	12,713	(3,047)	2011	Jun-11	40 years
Hall Road Crossing	Shelby Township, MI	—	5,800	15,734	3,195	5,800	18,929	24,729	(5,131)	1999	Jun-11	40 years
Southfield Plaza	Southfield, MI	—	1,320	3,988	1,854	1,320	5,842	7,162	(1,280)	2002	Jun-11	40 years
18 Ryan	Sterling Heights, MI	(5,699)	3,160	11,280	262	3,160	11,542	14,702	(3,402)	1997	Jun-11	40 years
Delco Plaza	Sterling Heights, MI	(3,753)	2,860	7,025	620	2,860	7,645	10,505	(3,502)	1996	Jun-11	40 years
Grand Traverse Crossing	Traverse City, MI	(17,960)	3,100	31,125	1,384	3,100	32,509	35,609	(6,093)	1996	Jun-11	40 years
West Ridge	Westland, MI	—	1,800	5,704	3,041	1,800	8,745	10,545	(1,089)	2014	Jun-11	40 years
Roundtree Place	Ypsilanti, MI	—	3,520	8,353	6,468	3,520	14,821	18,341	(1,921)	1992	Jun-11	40 years
Washtenaw Fountain Plaza	Ypsilanti, MI	—	2,030	7,064	511	2,030	7,575	9,605	(2,472)	2005	Jun-11	40 years
Southport Centre I - VI	Apple Valley, MN	(13,015)	4,960	18,412	378	4,960	18,790	23,750	(3,366)	1985	Jun-11	40 years
Austin Town Center	Austin, MN	—	1,280	4,189	98	1,280	4,287	5,567	(1,121)	1999	Jun-11	40 years
Burning Tree Plaza	Duluth, MN	—	4,790	16,220	155	4,790	16,375	21,165	(4,294)	1987	Jun-11	40 years
Elk Park Center	Elk River, MN	—	3,770	18,564	738	3,770	19,302	23,072	(5,131)	1999	Jun-11	40 years
Westwind Plaza	Minnetonka, MN	—	2,630	11,538	771	2,630	12,309	14,939	(2,318)	2007	Jun-11	40 years
Richfield Hub & West Shopping Ctr	Richfield, MN	(16,320)	7,960	19,502	1,163	7,960	20,665	28,625	(3,478)	1992	Jun-11	40 years
Roseville Center	Roseville , MN	—	1,620	8,478	167	1,620	8,645	10,265	(1,769)	2000	Jun-11	40 years
Marketplace @ 42	Savage, MN	—	5,150	11,638	(50)	5,150	11,588	16,738	(1,887)	1999	Jun-11	40 years
Sun Ray Shopping Center	St. Paul, MN	—	5,250	21,042	1,825	5,250	22,867	28,117	(5,326)	2013	Jun-11	40 years
White Bear Hills Shopping Center	White Bear Lake, MN	(4,576)	1,790	6,157	237	1,790	6,394	8,184	(2,119)	1996	Jun-11	40 years
Ellisville Square	Ellisville, MO	—	2,130	6,151	6,069	2,130	12,220	14,350	(960)	2014	Jun-11	40 years
Clocktower Place	Florissant, MO	—	3,590	8,463	2,129	3,590	10,592	14,182	(2,316)	2013	Jun-11	40 years
Hub Shopping Center	Independence, MO	—	850	7,744	191	850	7,935	8,785	(3,121)	1995	Jun-11	40 years

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Watts Mill Plaza	Kansas City, MO	—	2,610	13,598	939	2,610	14,537	17,147	(3,073)	1997	Jun-11	40 years
Liberty Corners	Liberty, MO	—	2,530	8,664	1,180	2,530	9,844	12,374	(2,713)	1987	Jun-11	40 years
Maplewood Square	Maplewood, MO	(3,730)	1,450	4,494	109	1,450	4,603	6,053	(1,253)	1998	Jun-11	40 years
Clinton Crossing	Clinton, MS	(5,377)	2,760	9,218	474	2,760	9,692	12,452	(1,943)	1990	Jun-11	40 years
County Line Plaza	Jackson, MS	—	2,820	23,440	2,621	2,820	26,061	28,881	(4,234)	2014	Jun-11	40 years
Jacksonian Plaza	Jackson, MS	—	1,070	2,612	234	1,070	2,846	3,916	(1,025)	1990	Jun-11	40 years
Devonshire Place	Cary, NC	(4,827)	940	4,533	2,320	940	6,853	7,793	(2,187)	2012	Jun-11	40 years
McMullen Creek Market	Charlotte, NC	(18,500)	10,590	23,007	3,078	10,590	26,085	36,675	(4,740)	2014	Jun-11	40 years
The Commons at Chancellor Park	Charlotte, NC	—	5,240	19,587	1,433	5,240	21,020	26,260	(4,568)	2005	Jun-11	40 years
Macon Plaza	Franklin, NC	—	770	3,783	99	770	3,882	4,652	(1,175)	2001	Jun-11	40 years
Garner Towne Square	Garner, NC	—	6,233	23,465	640	6,233	24,105	30,338	(2,968)	1997	Oct-13	40 years
Franklin Square	Gastonia, NC	(23,430)	7,060	28,631	1,295	7,060	29,926	36,986	(6,498)	2007	Jun-11	40 years
Wendover Place	Greensboro, NC	(31,620)	15,990	39,048	1,005	15,990	40,053	56,043	(10,613)	2000	Jun-11	40 years
University Commons	Greenville, NC	(18,000)	5,350	26,075	3,830	5,350	29,905	35,255	(5,790)	2014	Jun-11	40 years
Valley Crossing	Hickory, NC	—	2,130	6,449	8,785	2,130	15,234	17,364	(2,802)	2014	Jun-11	40 years
Kinston Pointe	Kinston, NC	—	2,180	8,524	144	2,180	8,668	10,848	(3,323)	2001	Jun-11	40 years
Magnolia Plaza	Morganton, NC	—	730	3,350	168	730	3,518	4,248	(702)	1990	Jun-11	40 years
Roxboro Square	Roxboro, NC	—	1,550	8,935	125	1,550	9,060	10,610	(2,277)	2005	Jun-11	40 years
Innes Street Market	Salisbury, NC	—	12,180	27,339	348	12,180	27,687	39,867	(8,187)	2002	Jun-11	40 years
Salisbury Marketplace	Salisbury, NC	—	1,997	7,826	62	1,997	7,888	9,885	(816)	1987	Oct-13	40 years
Crossroads	Statesville, NC	(21,189)	6,220	15,165	756	6,220	15,921	22,141	(3,541)	1997	Jun-11	40 years
Anson Station	Wadesboro, NC	(1,633)	910	3,924	164	910	4,088	4,998	(1,542)	1988	Jun-11	40 years
New Centre Market	Wilmington, NC	—	5,730	14,900	960	5,730	15,860	21,590	(2,670)	1998	Jun-11	40 years
University Commons	Wilmington, NC	(20,200)	6,910	26,446	1,499	6,910	27,945	34,855	(6,081)	2007	Jun-11	40 years
Whitaker Square	Winston Salem, NC	(9,016)	2,923	11,972	277	2,923	12,249	15,172	(1,795)	1996	Oct-13	40 years
Parkway Plaza	Winston-Salem, NC	—	6,910	17,432	958	6,910	18,390	25,300	(5,351)	2005	Jun-11	40 years
Stratford Commons	Winston-Salem, NC	—	2,770	9,402	266	2,770	9,668	12,438	(2,321)	1995	Jun-11	40 years
Bedford Grove	Bedford, NH	—	3,400	18,917	224	3,400	19,141	22,541	(5,558)	1989	Jun-11	40 years
Capitol Shopping Center	Concord, NH	(9,600)	2,160	11,361	1,187	2,160	12,548	14,708	(3,874)	2001	Jun-11	40 years
Willow Springs Plaza	Nashua , NH	(14,198)	3,490	19,290	771	3,490	20,061	23,551	(4,283)	1990	Jun-11	40 years
Seacoast Shopping Center	Seabrook , NH	(4,789)	2,230	8,058	90	2,230	8,148	10,378	(1,144)	1991	Jun-11	40 years
Tri-City Plaza	Somersworth, NH	(7,938)	1,900	9,858	1,517	1,900	11,375	13,275	(3,037)	1990	Jun-11	40 years
Laurel Square	Brick, NJ	(12,049)	5,400	20,530	775	5,400	21,305	26,705	(5,271)	2003	Jun-11	40 years
the Shoppes at Cinnaminson	Cinnaminson, NJ	—	6,030	45,152	1,751	6,030	46,903	52,933	(8,017)	2010	Jun-11	40 years
A&P Fresh Market	Clark, NJ	(5,519)	2,630	8,351	28	2,630	8,379	11,009	(1,439)	2007	Jun-11	40 years
Collegietown Shopping Center	Glassboro, NJ	—	1,560	15,620	7,412	1,560	23,032	24,592	(5,281)	2014	Jun-11	40 years
Hamilton Plaza-Kmart Plaza	Hamilton, NJ	(3,394)	1,580	8,573	2,960	1,580	11,533	13,113	(1,862)	2014	Jun-11	40 years
Bennetts Mills Plaza	Jackson, NJ	(12,577)	3,130	16,956	39	3,130	16,995	20,125	(3,002)	2002	Jun-11	40 years
Lakewood Plaza	Lakewood, NJ	—	5,090	25,863	568	5,090	26,431	31,521	(6,285)	1966	Jun-11	40 years
Marlton Crossing	Marlton, NJ	—	5,950	45,457	7,303	5,950	52,760	58,710	(11,524)	2013	Jun-11	40 years
Middletown Plaza	Middletown, NJ	(21,961)	5,060	41,359	1,071	5,060	42,430	47,490	(7,100)	2001	Jun-11	40 years
Larchmont Centre	Mount Laurel, NJ	(7,000)	4,421	14,985	—	4,421	14,985	19,406	(451)	1985	Jun-15	40 years
Old Bridge Gateway	Old Bridge, NJ	(24,490)	7,200	36,917	2,776	7,200	39,693	46,893	(7,311)	1995	Jun-11	40 years
Morris Hills Shopping Center	Parsippany, NJ	—	3,970	28,974	3,983	3,970	32,957	36,927	(5,335)	1994	Jun-11	40 years
Rio Grande Plaza	Rio Grande, NJ	—	1,660	12,190	970	1,660	13,160	14,820	(2,784)	1997	Jun-11	40 years
Ocean Heights Shopping Center	Somers Point, NJ	—	6,110	34,503	1,507	6,110	36,010	42,120	(5,200)	2006	Jun-11	40 years
ShopRite Supermarket	Springfield, NJ	—	1,150	4,310	—	1,150	4,310	5,460	(855)	1965	Jun-11	40 years
Tinton Falls Plaza	Tinton Falls, NJ	—	3,080	11,666	506	3,080	12,172	15,252	(2,449)	2006	Jun-11	40 years
Cross Keys Commons	Turnersville, NJ	—	5,840	32,773	2,295	5,840	35,068	40,908	(6,731)	1996	Jun-11	40 years
Dover Park Plaza	Yardville, NJ	—	1,030	7,583	539	1,030	8,122	9,152	(1,495)	2005	Jun-11	40 years
St Francis Plaza	Santa Fe, NM	(3,900)	1,110	4,843	—	1,110	4,843	5,953	(915)	1993	Jun-11	40 years
Smith's	Socorro, NM	(1,769)	600	5,312	138	600	5,450	6,050	(1,468)	1976	Jun-11	40 years
Galleria Commons	Henderson, NV	—	3,220	28,080	1,954	3,220	30,034	33,254	(5,673)	2005	Jun-11	40 years

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		Initial Cost to Company		Subsequent to		at the Close of the Period			Depreciated -			
		Building &		Acquisition		Building &		Accumulated		Year	Date	Latest Income
Description		Encumbrances	Land	Improvements	Improvements	Land	Improvements	Total	Depreciation	Constructed (1)	Acquired	Statement
Renaissance Center East	Las Vegas, NV	(16,373)	4,490	10,209	1,549	4,490	11,758	16,248	(2,344)	2012	Jun-11	40 years
Parkway Plaza	Carle Place, NY	(13,770)	5,790	19,389	2,111	5,790	21,500	27,290	(3,376)	1993	Jun-11	40 years
Kmart Plaza	Dewitt, NY	(3,032)	1,080	4,192	7,490	1,080	11,682	12,762	(682)	2014	Jun-11	40 years
Unity Plaza	East Fishkill, NY	(7,191)	2,100	13,935	14	2,100	13,949	16,049	(2,116)	2005	Jun-11	40 years
Suffolk Plaza	East Setauket, NY	—	2,780	9,937	619	2,780	10,556	13,336	(1,445)	1998	Jun-11	40 years
Three Village Shopping Center	East Setauket, NY	—	5,310	15,705	253	5,310	15,958	21,268	(2,714)	1991	Jun-11	40 years
Stewart Plaza	Garden City, NY	—	6,040	21,376	1,049	6,040	22,425	28,465	(5,466)	1990	Jun-11	40 years
Genesee Valley Shopping Center	Geneseo, NY	—	2,090	14,875	1,125	2,090	16,000	18,090	(4,421)	2007	Jun-11	40 years
McKinley Plaza	Hamburg, NY	—	1,300	12,504	1,939	1,300	14,443	15,743	(2,438)	1991	Jun-11	40 years
Dalewood I, II & III Shopping Center	Hartsdale, NY	(31,756)	6,900	56,940	1,815	6,900	58,755	65,655	(8,200)	2012	Jun-11	40 years
Hornell Plaza	Hornell, NY	—	2,270	19,006	1,708	2,270	20,714	22,984	(6,358)	2005	Jun-11	40 years
Cayuga Mall	Ithaca, NY	(7,118)	1,180	11,244	3,409	1,180	14,653	15,833	(4,390)	2013	Jun-11	40 years
Kings Park Shopping Center	Kings Park, NY	—	4,790	11,146	1,936	4,790	13,082	17,872	(2,161)	1985	Jun-11	40 years
Village Square	Larchmont, NY	—	1,320	5,065	706	1,320	5,771	7,091	(774)	1981	Jun-11	40 years
Falcaro's Plaza	Lawrence, NY	—	3,410	9,272	1,719	3,410	10,991	14,401	(1,681)	1972	Jun-11	40 years
Shops at Seneca Mall	Liverpool, NY	—	530	7,020	192	530	7,212	7,742	(2,141)	2005	Jun-11	40 years
A & P Mamaroneck	Mamaroneck, NY	—	1,460	765	1,618	2,198	1,645	3,843	(88)	1976	Jun-11	40 years
Sunshine Square	Medford, NY	—	7,350	23,473	1,515	7,350	24,988	32,338	(4,430)	2007	Jun-11	40 years
Wallkill Plaza	Middletown, NY	—	1,360	8,288	1,448	1,360	9,736	11,096	(3,470)	2012	Jun-11	40 years
Monroe ShopRite Plaza	Monroe, NY	(8,320)	1,840	16,111	414	1,840	16,525	18,365	(3,589)	1985	Jun-11	40 years
Rockland Plaza	Nanuet, NY	(37,703)	10,700	59,563	6,673	10,700	66,236	76,936	(9,435)	2006	Jun-11	40 years
North Ridge Plaza	New Rochelle, NY	—	4,910	9,479	562	4,910	10,041	14,951	(1,620)	1971	Jun-11	40 years
Nesconset Shopping Center	Port Jefferson Station, NY	(13,300)	5,510	20,252	2,963	5,510	23,215	28,725	(4,096)	2012	Jun-11	40 years
Port Washington	Port Washington, NY	—	440	489	—	440	489	929	(235)	1968	Jun-11	40 years
Roanoke Plaza	Riverhead, NY	(9,900)	5,050	15,177	1,513	5,050	16,690	21,740	(3,655)	2002	Jun-11	40 years
Rockville Centre	Rockville Centre, NY	—	3,590	6,935	139	3,590	7,074	10,664	(1,407)	1975	Jun-11	40 years
Mohawk Acres	Rome, NY	(6,076)	1,720	13,691	907	1,720	14,598	16,318	(3,178)	2005	Jun-11	40 years
College Plaza	Selden, NY	(9,975)	6,330	12,411	14,073	6,865	25,949	32,814	(4,633)	2013	Jun-11	40 years
Campus Plaza	Vestal, NY	—	1,170	16,143	222	1,170	16,365	17,535	(4,364)	2003	Jun-11	40 years
Parkway Plaza	Vestal, NY	—	2,168	18,651	1,219	2,168	19,870	22,038	(5,094)	2012	Jun-11	40 years
Shoppes at Vestal	Vestal, NY	—	1,340	14,730	38	1,340	14,768	16,108	(2,200)	2000	Jun-11	40 years
Town Square Mall	Vestal, NY	(29,400)	2,520	40,867	4,274	2,520	45,141	47,661	(8,861)	2012	Jun-11	40 years
The Plaza at Salmon Run	Watertown, NY	—	1,420	12,431	104	1,420	12,535	13,955	(2,786)	1993	Jun-11	40 years
Highridge Plaza	Yonkers, NY	—	6,020	16,218	2,237	6,020	18,455	24,475	(2,522)	1977	Jun-11	40 years
Brunswick Town Center	Brunswick, OH	(10,832)	2,930	18,553	382	2,930	18,935	21,865	(2,896)	2004	Jun-11	40 years
30th Street Plaza	Canton, OH	—	1,950	14,383	286	1,950	14,669	16,619	(3,289)	1999	Jun-11	40 years
Brentwood Plaza	Cincinnati, OH	—	5,090	20,078	1,261	5,090	21,339	26,429	(4,356)	2004	Jun-11	40 years
Delhi Shopping Center	Cincinnati, OH	—	3,690	7,910	1,721	3,690	9,631	13,321	(2,152)	2012	Jun-11	40 years
Harpers Station	Cincinnati, OH	—	3,110	25,203	6,351	3,987	30,677	34,664	(5,397)	2014	Jun-11	40 years
Western Hills Plaza	Cincinnati, OH	—	8,690	27,610	608	8,690	28,218	36,908	(7,475)	2011	Jun-11	40 years
Western Village	Cincinnati, OH	—	3,370	12,743	534	3,370	13,277	16,647	(2,757)	2005	Jun-11	40 years
Crown Point	Columbus, OH	(12,424)	2,120	14,576	1,382	2,120	15,958	18,078	(3,186)	1998	Jun-11	40 years
Greentree Shopping Center	Columbus, OH	(6,452)	1,920	12,104	216	1,920	12,320	14,240	(2,840)	2005	Jun-11	40 years
Brandt Pike Place	Dayton, OH	—	616	1,694	15	616	1,709	2,325	(486)	2008	Jun-11	40 years
South Towne Centre	Dayton, OH	(19,357)	4,990	42,774	5,342	4,990	48,116	53,106	(9,956)	2013	Jun-11	40 years
The Vineyards	Eastlake, OH	—	1,170	6,730	146	1,170	6,876	8,046	(2,175)	1989	Jun-11	40 years
Midway Market Square	Elyria, OH	—	3,818	20,847	1,330	3,818	22,177	25,995	(5,561)	2014	Jun-11	40 years
Southland Shopping Center	Middleburg Heights, OH	(36,166)	5,940	54,770	4,879	5,940	59,649	65,589	(13,556)	2013	Jun-11	40 years
Tops Plaza	North Olmsted, OH	—	510	3,987	16	510	4,003	4,513	(809)	2002	Jun-11	40 years
Tops Plaza	North Ridgeville, OH	—	1,140	5,513	(21)	1,140	5,492	6,632	(1,147)	2002	Jun-11	40 years
Surrey Square Mall	Norwood, OH	(6,724)	3,900	17,968	1,259	3,900	19,227	23,127	(4,136)	2010	Jun-11	40 years
Market Place	Piqua, OH	—	390	4,008	1,026	390	5,034	5,424	(1,507)	2012	Jun-11	40 years

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		Building &			Acquisition			Building &			Accumulated		Year		Date		Latest Income	
		Encumbrances	Land	Improvements	Improvements	Land	Improvements	Total	Depreciation	Constructed (1)	Acquired	Statement						
Description																		
Brice Park	Reynoldsburg, OH	—	2,820	12,168	837	2,820	13,005	15,825	(2,878)	1989	Jun-11	40 years						
Streetsboro Crossing	Streetsboro, OH	—	640	5,716	673	640	6,389	7,029	(1,441)	2002	Jun-11	40 years						
Miracle Mile Shopping Plaza	Toledo, OH	(5,700)	1,510	15,423	883	1,510	16,306	17,816	(4,378)	1955	Jun-11	40 years						
Southland Shopping Plaza	Toledo, OH	—	2,440	10,390	1,707	2,440	12,097	14,537	(3,016)	1988	Jun-11	40 years						
Wadsworth Crossings	Wadsworth, OH	—	7,004	13,778	1,552	7,004	15,330	22,334	(2,005)	2005	Oct-13	40 years						
Northgate Plaza	Westerville, OH	—	300	1,204	333	300	1,537	1,837	(362)	2008	Jun-11	40 years						
Marketplace	Tulsa, OK	—	5,040	12,401	2,858	5,040	15,259	20,299	(3,584)	1992	Jun-11	40 years						
Village West	Allentown, PA	—	4,180	23,211	1,089	4,180	24,300	28,480	(4,466)	1999	Jun-11	40 years						
Park Hills Plaza	Altoona, PA	—	4,390	22,965	1,549	4,390	24,514	28,904	(5,819)	1985	Jun-11	40 years						
Bensalem Square	Bensalem, PA	—	1,800	5,826	81	1,800	5,907	7,707	(1,323)	1986	Jun-11	40 years						
Bethel Park	Bethel Park, PA	(9,668)	3,060	18,299	1,656	3,060	19,955	23,015	(5,465)	2004	Jun-11	40 years						
Bethlehem Square	Bethlehem, PA	—	8,830	36,794	548	8,830	37,342	46,172	(9,298)	1994	Jun-11	40 years						
Lehigh Shopping Center	Bethlehem, PA	(15,982)	6,980	32,744	3,279	6,980	36,023	43,003	(9,162)	2013	Jun-11	40 years						
Bristol Park	Bristol, PA	—	3,180	21,408	1,240	3,180	22,648	25,828	(5,783)	2013	Jun-11	40 years						
Chalfont Village Shopping Center	Chalfont, PA	—	1,040	3,761	(112)	1,040	3,649	4,689	(714)	1989	Jun-11	40 years						
New Britain Village Square	Chalfont, PA	—	4,250	24,312	999	4,250	25,311	29,561	(4,500)	1989	Jun-11	40 years						
Collegeville Shopping Center	Collegeville, PA	—	3,410	6,634	2,257	3,410	8,891	12,301	(1,412)	2004	Jun-11	40 years						
Whitemarsh Shopping Center	Conshohocken, PA	—	3,410	11,684	108	3,410	11,792	15,202	(2,239)	2002	Jun-11	40 years						
Valley Fair	Devon, PA	—	1,810	8,128	1,324	1,810	9,452	11,262	(2,871)	2001	Jun-11	40 years						
Dickson City Crossings	Dickson City, PA	—	3,780	31,285	361	3,780	31,646	35,426	(7,771)	1997	Jun-11	40 years						
Dillsburg Shopping Center	Dillsburg, PA	—	1,670	16,040	1,309	1,670	17,349	19,019	(3,626)	2014	Jun-11	40 years						
Barn Plaza	Doylestown, PA	—	8,780	28,601	1,799	8,780	30,400	39,180	(6,702)	2002	Jun-11	40 years						
Pilgrim Gardens	Drexel Hill, PA	—	2,090	4,923	3,151	2,090	8,074	10,164	(1,705)	2014	Jun-11	40 years						
Gilbertsville Shopping Center	Gilbertsville, PA	—	1,830	4,306	1,632	1,830	5,938	7,768	(1,829)	2002	Jun-11	40 years						
Mount Carmel Plaza	Glenside, PA	—	380	839	62	380	901	1,281	(167)	1975	Jun-11	40 years						
Kline Plaza	Harrisburg, PA	—	2,300	13,027	1,440	2,300	14,467	16,767	(5,245)	1952	Jun-11	40 years						
New Garden Shopping Center	Kennett Square, PA	(2,682)	2,240	7,580	1,509	2,240	9,089	11,329	(2,677)	2012	Jun-11	40 years						
Stone Mill Plaza	Lancaster, PA	—	2,490	12,445	300	2,490	12,745	15,235	(2,855)	2008	Jun-11	40 years						
Woodbourne Square	Langhorne, PA	—	1,640	4,171	271	1,640	4,442	6,082	(862)	1984	Jun-11	40 years						
North Penn Market Place	Lansdale, PA	—	3,060	5,064	875	3,060	5,939	8,999	(1,012)	1977	Jun-11	40 years						
New Holland Shopping Center	New Holland, PA	—	890	3,369	495	890	3,864	4,754	(1,209)	1995	Jun-11	40 years						
Village at Newtown	Newtown, PA	—	7,690	37,039	2,178	7,690	39,217	46,907	(6,405)	1989	Jun-11	40 years						
Cherry Square	Northampton, PA	—	950	6,805	97	950	6,902	7,852	(2,248)	1989	Jun-11	40 years						
Ivyridge	Philadelphia, PA	(13,487)	7,100	20,716	1,470	7,100	22,186	29,286	(3,436)	2006	Jun-11	40 years						
Roosevelt Mall	Philadelphia, PA	(48,079)	8,820	87,961	4,558	8,820	92,519	101,339	(18,322)	2011	Jun-11	40 years						
Shoppes at Valley Forge	Phoenixville, PA	—	2,010	12,859	595	2,010	13,454	15,464	(3,834)	2003	Jun-11	40 years						
Plymouth Plaza	Plymouth Meeting, PA	(4,800)	3,120	5,467	526	3,120	5,993	9,113	(847)	1994	Jun-11	40 years						
County Line Plaza	Souderton, PA	—	910	8,213	1,755	910	9,968	10,878	(3,016)	2013	Jun-11	40 years						
69th Street Plaza	Upper Darby, PA	—	640	4,362	81	640	4,443	5,083	(1,194)	1994	Jun-11	40 years						
Warminster Towne Center	Warminster, PA	(21,800)	4,310	35,284	1,326	4,310	36,610	40,920	(6,820)	1997	Jun-11	40 years						
Shops at Prospect	West Hempfield, PA	—	760	6,494	314	760	6,808	7,568	(1,763)	1994	Jun-11	40 years						
Whitehall Square	Whitehall, PA	—	4,350	32,773	1,449	4,350	34,222	38,572	(7,623)	2006	Jun-11	40 years						
Wilkes-Barre Township Marketplace	Wilkes-Barre , PA	(10,613)	2,180	16,958	1,964	2,180	18,922	21,102	(4,116)	2004	Jun-11	40 years						
Hunt River Commons	North Kingstown, RI	—	1,580	15,295	1,021	1,580	16,316	17,896	(4,313)	1989	Jun-11	40 years						
Belfair Towne Village	Bluffton, SC	—	4,265	31,441	451	4,265	31,892	36,157	(3,504)	2006	Jun-11	40 years						
Milestone Plaza	Greenville, SC	—	2,563	15,562	189	2,563	15,751	18,314	(1,390)	1995	Oct-13	40 years						
Circle Center	Hilton Head, SC	—	3,010	5,796	281	3,010	6,077	9,087	(1,395)	2000	Jun-11	40 years						
Island Plaza	James Island, SC	—	2,940	8,874	985	2,940	9,859	12,799	(3,201)	2004	Jun-11	40 years						
Festival Centre	North Charleston, SC	—	3,630	8,576	5,434	3,630	14,010	17,640	(2,601)	2014	Jun-11	40 years						
Remount Village Shopping Center	North Charleston, SC	—	1,040	3,174	87	1,040	3,261	4,301	(1,346)	1996	Jun-11	40 years						
Fairview Corners I & II	Simpsonville, SC	—	2,370	16,715	1,781	2,370	18,496	20,866	(3,785)	2003	Jun-11	40 years						

		Cost Capitalized				Gross Amount at Which Carried				Life on Which		
		Initial Cost to Company		Subsequent to		at the Close of the Period			Depreciated -			
		Building &		Acquisition		Building &			Accumulated	Year	Date	Latest Income
Description		Encumbrances	Land	Improvements	Improvements	Land	Improvements	Total	Depreciation	Constructed (1)	Acquired	Statement
Hillcrest	Spartanburg, SC	—	4,190	34,281	4,298	4,190	38,579	42,769	(8,463)	2012	Jun-11	40 years
Shoppes at Hickory Hollow	Antioch, TN	—	3,650	10,684	469	3,650	11,153	14,803	(3,274)	1986	Jun-11	40 years
Congress Crossing	Athens, TN	—	920	7,807	1,517	920	9,324	10,244	(3,058)	2012	Jun-11	40 years
East Ridge Crossing	Chattanooga , TN	(3,416)	1,230	4,031	125	1,230	4,156	5,386	(1,110)	1999	Jun-11	40 years
Watson Glen Shopping Center	Franklin, TN	(12,555)	5,220	13,476	2,153	5,220	15,629	20,849	(3,776)	2014	Jun-11	40 years
Williamson Square	Franklin, TN	(17,440)	7,730	22,525	6,035	7,730	28,560	36,290	(7,392)	2014	Jun-11	40 years
Greensboro Village	Gallatin, TN	(8,754)	1,503	13,415	127	1,503	13,542	15,045	(1,443)	2005	Oct-13	40 years
Greenville Commons	Greenville, TN	—	2,880	13,331	363	2,880	13,694	16,574	(5,296)	2002	Jun-11	40 years
Oakwood Commons	Hermitage, TN	(14,316)	6,840	17,887	2,881	6,840	20,768	27,608	(5,499)	2005	Jun-11	40 years
Kimball Crossing	Kimball, TN	—	1,860	18,494	779	1,860	19,273	21,133	(6,652)	2007	Jun-11	40 years
Kingston Overlook	Knoxville, TN	(5,760)	2,060	5,789	1,299	2,060	7,088	9,148	(1,531)	2014	Jun-11	40 years
Farrar Place	Manchester, TN	(1,438)	470	2,760	191	470	2,951	3,421	(1,051)	1989	Jun-11	40 years
The Commons at Wolfcreek	Memphis, TN	—	22,530	53,863	13,176	23,240	66,329	89,569	(13,016)	2014	Jun-11	40 years
Georgetown Square	Murfreesboro, TN	(5,912)	3,250	7,424	1,768	3,716	8,726	12,442	(2,079)	2003	Jun-11	40 years
Nashboro Village	Nashville, TN	—	2,243	11,595	177	2,243	11,772	14,015	(1,396)	1998	Oct-13	40 years
Commerce Central	Tullahoma, TN	(6,792)	1,240	12,143	311	1,240	12,454	13,694	(4,478)	1995	Jun-11	40 years
Merchant's Central	Winchester, TN	—	1,480	11,930	315	1,480	12,245	13,725	(3,516)	1997	Jun-11	40 years
Palm Plaza	Aransas, TX	(1,613)	680	2,232	297	680	2,529	3,209	(813)	2002	Jun-11	40 years
Bardin Place Center	Arlington, TX	(28,894)	10,690	31,061	2,618	10,690	33,679	44,369	(5,768)	2014	Jun-11	40 years
Parmer Crossing	Austin, TX	(6,506)	3,730	10,267	1,149	3,730	11,416	15,146	(2,762)	2004	Jun-11	40 years
Baytown Shopping Center	Baytown, TX	(4,839)	3,410	6,580	231	3,410	6,811	10,221	(2,256)	1987	Jun-11	40 years
Cedar Bellaire	Bellaire, TX	(2,799)	2,760	4,180	96	2,760	4,276	7,036	(856)	1994	Jun-11	40 years
El Camino	Bellaire, TX	(2,097)	1,320	3,745	100	1,320	3,845	5,165	(1,237)	2008	Jun-11	40 years
Bryan Square	Bryan, TX	(1,633)	820	2,358	90	820	2,448	3,268	(756)	2008	Jun-11	40 years
Townshire	Bryan, TX	—	1,790	6,399	635	1,790	7,034	8,824	(1,882)	2002	Jun-11	40 years
Plantation Plaza	Clute, TX	—	1,090	7,207	126	1,090	7,333	8,423	(2,275)	1997	Jun-11	40 years
Central Station	College Station, TX	(11,518)	4,340	21,256	1,770	4,340	23,026	27,366	(4,404)	2012	Jun-11	40 years
Rock Prairie Crossing	College Station, TX	(10,498)	2,401	13,463	88	2,401	13,551	15,952	(3,436)	2002	Jun-11	40 years
Carmel Village	Corpus Christi, TX	(2,643)	1,900	4,383	412	1,900	4,795	6,695	(1,261)	1993	Jun-11	40 years
Five Points	Corpus Christi, TX	—	2,760	16,703	11,195	2,760	27,898	30,658	(4,718)	2014	Jun-11	40 years
Claremont Village	Dallas, TX	(2,151)	1,700	2,994	105	1,700	3,099	4,799	(1,525)	1976	Jun-11	40 years
Jeff Davis	Dallas, TX	(2,742)	1,390	3,481	243	1,390	3,724	5,114	(1,248)	1975	Jun-11	40 years
Stevens Park Village	Dallas, TX	(2,332)	1,270	2,370	1,332	1,270	3,702	4,972	(799)	1974	Jun-11	40 years
Webb Royal	Dallas, TX	(4,248)	2,470	4,833	761	2,470	5,594	8,064	(1,621)	1992	Jun-11	40 years
Wynnewood Village	Dallas, TX	(15,820)	14,770	40,853	2,060	14,770	42,913	57,683	(9,664)	2006	Jun-11	40 years
Parktown	Deer Park, TX	(4,664)	2,790	7,077	458	2,790	7,535	10,325	(2,846)	1999	Jun-11	40 years
Kenworthy Crossing	El Paso, TX	—	2,370	5,471	171	2,370	5,642	8,012	(1,259)	2003	Jun-11	40 years
Preston Ridge	Frisco, TX	—	25,820	124,470	5,463	25,820	129,933	155,753	(26,011)	2013	Jun-11	40 years
Forest Hills	Ft. Worth, TX	(1,936)	1,220	2,779	70	1,220	2,849	4,069	(1,115)	1968	Jun-11	40 years
Ridglea Plaza	Ft. Worth, TX	(8,334)	2,770	16,161	347	2,770	16,508	19,278	(4,724)	1990	Jun-11	40 years
Trinity Commons	Ft. Worth, TX	(16,132)	5,780	26,133	1,712	5,780	27,845	33,625	(6,231)	1998	Jun-11	40 years
Village Plaza	Garland, TX	(4,302)	3,230	6,543	870	3,230	7,413	10,643	(1,801)	2002	Jun-11	40 years
North Hills Village	Haltom City, TX	(602)	940	2,437	114	940	2,551	3,491	(806)	1998	Jun-11	40 years
Highland Village Town Center	Highland Village, TX	(4,732)	3,370	7,281	130	3,370	7,411	10,781	(2,551)	1996	Jun-11	40 years
Bay Forest	Houston, TX	(3,809)	1,500	6,546	87	1,500	6,633	8,133	(1,975)	2004	Jun-11	40 years
Beltway South	Houston, TX	—	3,340	9,666	402	3,340	10,068	13,408	(2,202)	1998	Jun-11	40 years
Braes Heights	Houston, TX	(6,530)	1,700	15,040	778	1,700	15,818	17,518	(2,798)	2003	Jun-11	40 years
Braes Link	Houston, TX	—	850	6,479	165	850	6,644	7,494	(1,034)	1999	Jun-11	40 years
Braes Oaks	Houston, TX	(1,749)	1,310	3,749	166	1,310	3,915	5,225	(797)	1992	Jun-11	40 years
Braesgate	Houston, TX	—	1,570	2,738	107	1,570	2,845	4,415	(1,279)	1997	Jun-11	40 years
Broadway	Houston, TX	(3,226)	1,720	5,444	588	1,720	6,032	7,752	(1,668)	2006	Jun-11	40 years
Clear Lake Camino South	Houston, TX	(6,560)	3,320	12,118	226	3,320	12,344	15,664	(2,781)	2004	Jun-11	40 years
Hearthstone Corners	Houston, TX	—	5,240	13,836	812	5,240	14,648	19,888	(4,431)	1998	Jun-11	40 years
Inwood Forest	Houston, TX	—	1,440	4,010	373	1,440	4,383	5,823	(1,219)	1997	Jun-11	40 years

		Cost Capitalized				Gross Amount at Which Carried				Life on Which		
		Initial Cost to Company		Subsequent to		at the Close of the Period						Depreciated -
			Building &		Acquisition		Building &		Accumulated	Year	Date	Latest Income
Description		Encumbrances	Land	Improvements	Improvements	Land	Improvements	Total	Depreciation	Constructed (1)	Acquired	Statement
Jester Village	Houston, TX	—	1,380	4,459	346	1,380	4,805	6,185	(829)	1988	Jun-11	40 years
Jones Plaza	Houston, TX	—	2,110	9,724	174	2,110	9,898	12,008	(1,471)	2000	Jun-11	40 years
Jones Square	Houston, TX	—	3,210	10,614	165	3,210	10,779	13,989	(3,085)	1999	Jun-11	40 years
Maplewood Mall	Houston, TX	(3,498)	1,790	5,514	247	1,790	5,761	7,551	(1,890)	2004	Jun-11	40 years
Merchants Park	Houston, TX	(16,403)	6,580	31,494	2,610	6,580	34,104	40,684	(7,045)	2009	Jun-11	40 years
Northgate	Houston, TX	(1,244)	740	1,320	223	740	1,543	2,283	(413)	1972	Jun-11	40 years
Northshore	Houston, TX	(13,242)	5,970	22,436	1,901	5,970	24,337	30,307	(5,530)	2001	Jun-11	40 years
Northtown Plaza	Houston, TX	(9,947)	4,990	17,414	1,509	4,990	18,923	23,913	(3,687)	1990	Jun-11	40 years
Northwood	Houston, TX	—	2,730	10,079	842	2,730	10,921	13,651	(2,972)	1972	Jun-11	40 years
Orange Grove	Houston, TX	—	3,670	15,490	473	3,670	15,963	19,633	(4,720)	2005	Jun-11	40 years
Pinemont Shopping Center	Houston, TX	—	1,673	4,587	4	1,673	4,591	6,264	(2,094)	1999	Jun-11	40 years
Royal Oaks Village	Houston, TX	(22,630)	4,620	29,397	498	4,620	29,895	34,515	(5,675)	2001	Jun-11	40 years
Tanglewilde	Houston, TX	(3,871)	1,620	7,088	368	1,620	7,456	9,076	(1,783)	1998	Jun-11	40 years
Westheimer Commons	Houston, TX	—	5,160	12,181	3,906	5,160	16,087	21,247	(4,164)	2012	Jun-11	40 years
Crossing at Fry Road	Katy, TX	—	6,030	19,659	564	6,030	20,223	26,253	(5,369)	2005	Jun-11	40 years
Washington Square	Kaufman, TX	(1,183)	880	2,016	236	880	2,252	3,132	(736)	1978	Jun-11	40 years
Jefferson Park	Mount Pleasant, TX	(2,957)	870	4,957	454	870	5,411	6,281	(1,756)	2001	Jun-11	40 years
Winwood Town Center	Odessa, TX	—	2,850	28,257	1,250	2,850	29,507	32,357	(7,729)	2002	Jun-11	40 years
Crossroads Center	Pasadena, TX	(8,064)	4,660	11,115	336	4,660	11,451	16,111	(3,165)	1997	Jun-11	40 years
Spencer Square	Pasadena, TX	(11,735)	5,360	19,422	568	5,360	19,990	25,350	(4,795)	1998	Jun-11	40 years
Pearland Plaza	Pearland, TX	—	3,020	8,461	984	3,020	9,445	12,465	(2,402)	1995	Jun-11	40 years
Market Plaza	Plano, TX	(9,640)	6,380	20,195	749	6,380	20,944	27,324	(5,007)	2002	Jun-11	40 years
Preston Park	Plano, TX	—	7,503	77,876	1,759	7,503	79,635	87,138	(7,839)	1985	Oct-13	40 years
Northshore Plaza	Portland, TX	—	3,510	8,396	371	3,510	8,767	12,277	(3,221)	2000	Jun-11	40 years
Klein Square	Spring, TX	(4,276)	1,220	6,806	790	1,220	7,596	8,816	(1,465)	1999	Jun-11	40 years
Keegan's Meadow	Stafford, TX	—	3,300	9,834	938	3,300	10,772	14,072	(2,740)	1999	Jun-11	40 years
Texas City Bay	Texas City, TX	(7,968)	3,780	15,378	626	3,780	16,004	19,784	(3,446)	2005	Jun-11	40 years
Windvale	The Woodlands, TX	(5,705)	3,460	9,323	531	3,460	9,854	13,314	(1,896)	2002	Jun-11	40 years
The Centre at Navarro	Victoria, TX	(3,475)	1,490	7,007	64	1,490	7,071	8,561	(1,387)	2005	Jun-11	40 years
Spradlin Farm	Christiansburg, VA	(16,919)	3,860	22,470	726	3,860	23,196	27,056	(5,347)	2000	Jun-11	40 years
Culpeper Town Square	Culpeper, VA	—	3,200	9,083	834	3,200	9,917	13,117	(3,015)	1999	Jun-11	40 years
Hanover Square	Mechanicsville, VA	—	3,540	15,964	1,005	3,540	16,969	20,509	(3,763)	1991	Jun-11	40 years
Jefferson Green	Newport News, VA	—	1,430	7,487	947	1,430	8,434	9,864	(1,817)	1988	Jun-11	40 years
Tuckermuck Square	Richmond, VA	—	2,400	9,295	534	2,400	9,829	12,229	(1,653)	1994	Jun-11	40 years
Cave Spring Corners	Roanoke, VA	(9,631)	3,060	11,178	261	3,060	11,439	14,499	(3,321)	2005	Jun-11	40 years
Hunting Hills	Roanoke, VA	—	1,150	7,433	2,098	1,150	9,531	10,681	(1,729)	2014	Jun-11	40 years
Valley Commons	Salem , VA	(2,143)	220	1,067	123	220	1,190	1,410	(185)	1988	Jun-11	40 years
Lake Drive Plaza	Vinton, VA	(7,703)	2,330	12,481	408	2,330	12,889	15,219	(3,611)	2008	Jun-11	40 years
Hilltop Plaza	Virginia Beach, VA	—	5,154	21,428	1,946	5,154	23,374	28,528	(4,767)	2010	Jun-11	40 years
Ridgeview Centre	Wise, VA	(5,189)	2,080	8,053	1,670	2,080	9,723	11,803	(1,821)	2014	Jun-11	40 years
Rutland Plaza	Rutland, VT	(14,004)	2,130	20,904	454	2,130	21,358	23,488	(4,815)	1997	Jun-11	40 years
Fitchburg Ridge Shopping Ctr	Fitchburg, WI	—	1,440	3,669	100	1,440	3,769	5,209	(978)	2003	Jun-11	40 years
Spring Mall	Greenfield, WI	(11,880)	2,540	15,864	460	2,540	16,324	18,864	(3,104)	2003	Jun-11	40 years
Mequon Pavilions	Mequon, WI	(23,860)	7,520	28,543	4,567	7,520	33,110	40,630	(5,670)	2014	Jun-11	40 years
Moorland Square Shopping Ctr	New Berlin, WI	—	2,080	9,121	789	2,080	9,910	11,990	(2,739)	1990	Jun-11	40 years
Paradise Pavilion	West Bend, WI	(12,525)	1,510	15,618	698	1,510	16,316	17,826	(4,600)	2000	Jun-11	40 years
Moundsville Plaza	Moundsville, WV	—	1,650	10,208	865	1,650	11,073	12,723	(3,632)	2004	Jun-11	40 years
Grand Central Plaza	Parkersburg, WV	—	670	5,704	183	670	5,887	6,557	(1,222)	1986	Jun-11	40 years
Various	Various	—	5,384	—	7,141	6,822	5,703	12,525	(724)			
		\$ (2,226,763)	\$ 1,982,745	\$ 8,177,576	\$ 772,529	\$ 2,011,947	\$ 8,920,903	\$ 10,932,850	\$ (1,880,685)			

(1) Year of most recent anchor space repositioning/redevelopment or year built if no anchor space repositioning/redevelopment has occurred.

The aggregate cost for Federal income tax purposes was approximately \$11.7 billion at December 31, 2015.

	Year Ending December 31,		
	2015	2014	2013
[a] Reconciliation of total real estate carrying value is as follows:			
Balance at beginning of period	\$ 10,802,249	\$ 10,837,728	\$ 9,894,426
Acquisitions and improvements	252,242	215,934	1,113,069
Real estate held for sale	—	—	(6,364)
Impairment of real estate	—	—	(46,653)
Cost of property sold	(51,264)	(186,427)	(65,976)
Write-off of assets no longer in service	(70,377)	(64,986)	(50,774)
Balance at end of period	<u>\$ 10,932,850</u>	<u>\$ 10,802,249</u>	<u>\$ 10,837,728</u>
[b] Reconciliation of accumulated depreciation as follows:			
Balance at beginning of period	\$ 1,549,234	\$ 1,190,170	\$ 796,296
Depreciation expense	396,380	429,639	443,880
Property sold	(7,034)	(27,554)	(10,916)
Write-off of assets no longer in service	(57,895)	(43,021)	(39,090)
Balance at end of period	<u>1,880,685</u>	<u>1,549,234</u>	<u>1,190,170</u>

EMPLOYMENT AGREEMENT**(Michael Hyun)**

EMPLOYMENT AGREEMENT (the "Agreement") dated October 19, 2015 by and between Brixmor Property Group, Inc. (the "Company") and Michael Hyun ("Executive").

The Company desires to employ Executive and to enter into an agreement embodying the terms of such employment;

Executive desires to accept such employment and enter into such an agreement;

In consideration of the premises and mutual covenants herein and for other good and valuable consideration, the parties agree as follows:

1. Term of Employment

. Subject to the provisions of Section 5 of this Agreement, Executive shall be employed by the Company for a period commencing on December 14, 2015 (the "Effective Date") and ending on the third anniversary of the Effective Date (the "Employment Term") on the terms and subject to the conditions set forth in this Agreement; provided, however, the Employment Term shall be automatically extended for an additional one-year period commencing with the third anniversary of the Effective Date and, thereafter, on each such successive anniversary of the Effective Date thereafter (each an "Extension Date"), unless the Company or Executive provides the other party hereto at least 90 days prior written notice before the next Extension Date that the Employment Term shall not be so extended (a "Notice of Non-Renewal").

2. Position, Duties and Authority.

(a) During the Employment Term, Executive shall serve as the Company's Executive Vice President, Chief Investment Officer. In such position, Executive shall have such duties, functions, responsibilities and authority as shall be determined from time to time by either the Chief Executive Officer of the Company (the "CEO") or the President of the Company (the "President") and shall be consistent with the duties, functions, responsibilities and authority of an individual in Executive's position at a public real estate company. Executive shall report to both the CEO and the President.

(b) Executive will devote his full business time and best efforts to the performance of Executive's duties hereunder (excluding periods of vacation and sick leave) and will not engage in any other business, profession or occupation for compensation or otherwise which would conflict or interfere with the rendition of such services either directly or indirectly, without the prior written consent of the Board of Directors of the Company (the "Board"); provided that nothing herein shall preclude Executive, subject to the prior approval of the Board, from (i) accepting appointment to or continuing to serve on any board of directors or trustees of any business corporation, (ii) serving as an officer or director or otherwise participating in non-profit educational, welfare, social, religious and civil organizations, including, without limitation, all such positions and participation in effect as of the Effective Date, and (iii) managing personal and family investments; provided, however, that any such activities as described in (i), (ii) or (iii) of the preceding provisions of this paragraph do not conflict or interfere with the performance and fulfillment of the Executive's duties and responsibilities as an executive of the Company in accordance with this Agreement or conflict with Section 6. Executive shall be permitted to retain all compensation in respect of any of the services or activities referred to in the first proviso of the first sentence of this Section 2(b).

(c) As of the start of the Employment Term, Executive's principal place of employment shall be the Company's offices located at 450 Lexington Avenue, New York, New York, subject to required travel.

3. Compensation.

(a) Base Salary. During the Employment Term, the Company shall pay Executive a base salary ("Base Salary") at the annual rate of \$370,000, payable in regular installments in accordance with the Company's usual payment practices. Executive shall be entitled to such increases in Executive's Base Salary, if any, as may be determined from time to time in the sole discretion of the Compensation Committee of the Board (the "Compensation Committee"), but in no event shall the Company be entitled to reduce Executive's Base Salary.

(b) Annual Bonus. Commencing with calendar year 2016, Executive shall be eligible to earn an annual bonus award (an "Annual Bonus") based on the achievement of performance objectives and targets (including the level of achievement required for Executive to earn the threshold, target and high performance objectives) adopted by the Compensation Committee for each calendar year during the Employment Term. During each calendar year, the minimum bonus payable to Executive if the threshold performance objectives and targets are achieved will be 56% of Executive's Base Salary, the target bonus will be 75% of Executive's Base Salary (the "Annual Target Bonus") if target performance objectives and targets are achieved and the maximum bonus payable to Executive will be 125% of Base Salary if high performance objectives and targets are achieved. The Annual Bonus, if any, shall be paid to Executive once the applicable performance objectives are confirmed by the Compensation Committee, which should occur within three (3) months after the end of each calendar year. Except as provided in Section 5, no Annual Bonus shall be payable in respect of any calendar year in which Executive's employment is terminated.

For the period from the Effective Date through December 31, 2015, Executive shall receive a guaranteed cash bonus in the amount of \$300,000 ("2015 Bonus"), which 2015 Bonus shall be paid to Executive in March, 2016.

(c) Time Vested Restricted Stock Unit Grant. As of the Effective Date, Executive shall receive a Restricted Stock Unit Award (the "Initial RSU Award") for a grant of Restricted Stock Units ("RSU's") equal to the quotient of (x) Three Million Two Hundred Thousand Dollars (\$3,200,000) divided by (y) the closing price of the Company's common stock on the Effective Date, rounded down to the nearest even whole number (e.g., if the closing price of the Company's stock on the Effective date was \$24.14, then Executive would receive an award of 132,560 restricted stock units). The terms of the Initial RSU Award shall provide that the RSU's shall vest ratably over four (4) years, commencing on the first anniversary date of the Effective Date and otherwise be on terms and conditions substantially similar to the form of Restricted Stock Unit Agreement attached hereto as Exhibit A.

(d) Long Term Restricted Stock Unit Grant. During March 2016, Executive shall receive a Restricted Stock Unit Award ("March 2016 RSU Award") for a grant of RSU's with a value at target performance levels equal to \$950,000. The valuation of the RSU's shall be consistent with the valuation for other senior executives of the Company. The terms and provisions of the March 2016 RSU Award, other than the amount of the grant, shall be consistent with the terms of RSU awards granted to other senior executives of the Company in March 2016.

4. Benefits.

(a) General. During the Employment Term, Executive shall be entitled to participate in the Company's employee benefit, fringe and perquisite plans, practices, policies and arrangements as in effect from time to time (collectively, "Employee Benefits"), on generally the same terms and conditions as each of the Employee Benefits are made available to other senior executives of the Company (other than with respect to the value amount of compensation and equity grants and subject to years of service requirements and conditions).

(b) Reimbursement of Business Expenses. During the Employment Term, the Company shall reimburse Executive for reasonable and necessary business expenses incurred by Executive in the performance of Executive's duties hereunder in accordance with its then prevailing policy for senior executives (which shall include appropriate itemization and substantiation of expenses incurred).

(c) Other Expense Reimbursement. Following the Effective Date, the Company shall reimburse Executive (i) for the cost of COBRA benefits during the period between Executive's termination from his current position through the first 60 days following the Effective Date and (ii) for legal fees incurred by Executive in connection with the review of this Agreement, in both cases upon submission by Executive to the Company of written invoices or other appropriate documentation.

5. Termination.

(a) The Employment Term and Executive's employment hereunder may be terminated by either party at any time and for any reason; provided that Executive will be required to give the Company at least 60 days advance written notice of any resignation of Executive's employment (other than as a result of a Constructive Termination). Notwithstanding any other provision of this Agreement, the provisions of this Section 5 shall exclusively govern Executive's rights upon termination of employment with the Company and its affiliates.

(b) By the Company For Cause or By Executive Other Than as a Result of a Constructive Termination.

(i) The Employment Term and Executive's employment hereunder may be terminated by the Company for Cause and shall terminate automatically upon the effective date of Executive's resignation other than as a result of a Constructive Termination (as defined in Section 5(d)(i)).

(ii) *Definition of Cause.* For purposes of this Agreement, "Cause" shall mean (A) Executive's repeated and willful refusal to undertake good faith efforts to substantially perform Executive's duties hereunder (other than as a result of total or partial incapacity due to physical or mental illness or injury); (B) in connection with his employment, Executive engages in conduct that constitutes willful gross neglect or willful gross misconduct or any willful act or omission which is injurious in a non-de minimis manner to the financial condition or business reputation of the Company and its subsidiaries (taken as a whole); (C) an act or acts on Executive's part constituting (x) a felony under the laws of the United States or any state thereof or (y) a misdemeanor involving moral turpitude; or (D) Executive's breach of Section 6 of this Agreement, Executive's willful breach of any material provision of Section 7 of this Agreement or any breach of the representations in Section 9(l) of this Agreement. Any act or failure to act based upon express direction given pursuant to a resolution of the Board or upon the express instructions of the Chairman of the Board (provided that Executive was not the Chairman of the Board at the applicable time) shall be conclusively presumed to be done, or omitted to be done, by Executive in good faith and in the best interests of the Company. Under no circumstances shall poor performance of Executive or the Company be deemed to constitute "Cause."

(iii) If Executive's employment is terminated by the Company for Cause, Executive shall be entitled to receive:

(A) no later than 10 days following the date of termination, the Base Salary through the date of termination;

(B) any Annual Bonus earned, but unpaid, as of the date of termination for the immediately preceding calendar year, paid in accordance with Section 3(b) (except to the extent payment is otherwise deferred pursuant to any applicable deferred compensation arrangement with the Company, in which case such payment shall be made in accordance with the terms and conditions of such deferred compensation arrangement);

(C) reimbursement, within 60 days following receipt by the Company of Executive's claim for such reimbursement (including appropriate supporting documentation), for any unreimbursed business expenses properly incurred by Executive in accordance with Company policy prior to Executive's termination; provided that such claims for such reimbursement are submitted to the Company within 90 days following the date of Executive's termination of employment; and

(D) such Employee Benefits, if any, as to which Executive may be entitled under the tax qualified employee benefit plans of the Company, payable in accordance with the terms and conditions of such tax qualified employee benefit plans (the amounts described in clauses (A) through (D) hereof being referred to as the "Accrued Rights").

Following such termination of Executive's employment by the Company for Cause, except as set forth in this Section 5(b)(iii), Executive shall have no further rights to any compensation or any other benefits under this Agreement.

(iv) If Executive resigns other than as a result of a Constructive Termination, Executive shall be entitled to receive the Accrued Rights. Following such resignation by Executive other than as a result of a Constructive Termination, except as set forth in this Section 5(b)(iv), Executive shall have no further rights to any compensation or any other benefits under this Agreement.

(c) Disability or Death.

(i) *Disability.* During any period that Executive fails to perform his duties hereunder as a result of incapacity due to physical or mental illness or injury (the "Disability Period"), Executive shall continue to receive his full Base Salary set forth in Section 3(a) until his employment is terminated pursuant to Section 5(a). For purposes of this Agreement, "Disability" shall mean Executive's inability to perform, with or without reasonable accommodation, Executive's duties under this Agreement due to a physical or mental illness or injury for a period of six consecutive months or for an aggregate of 12 months in any consecutive 24-month period. Any question as to the existence of the Disability of Executive as to which Executive and the Company cannot agree shall be determined in

writing by a qualified independent physician mutually acceptable to Executive and the Company. If Executive and the Company cannot agree as to a qualified independent physician, each shall appoint such a physician and those two physicians shall select a third physician who shall make such determination in writing. The determination of Disability made in writing to the Company and Executive shall be final and conclusive for all purposes of this Agreement.

(ii) Upon termination of Executive's employment hereunder for either Disability or death, where such Disability or death occurs in connection with the performance of Executive's duties hereunder (such Disability or death, a "Business Related Disability or Death"), Executive or Executive's estate, survivors or beneficiaries (as the case may be) shall be entitled to receive:

(A) the Accrued Rights;

(B) no later than 10 days following the date of termination, a pro rata portion of the Annual Target Bonus, based on a fraction, the numerator of which is the number of days during the calendar year up to and including the date of termination of Executive's employment and the denominator of which is the number of days in such calendar year (the "Pro-Rated Bonus"); and

(C) death or disability benefits under any applicable plans and programs of the Company in accordance with the terms and provisions of such plans and programs.

(iii) Upon termination of Executive's employment hereunder for either Disability or death, other than for a Business Related Disability or Death, Executive or Executive's estate, survivors or beneficiaries (as the case may be) shall be entitled to receive:

(A) the Accrued Rights;

(B) no later than 10 days following the date of termination, the Pro-Rated Bonus; and

(C) death or disability benefits under any applicable plans and programs of the Company in accordance with the terms and provisions of such plans and programs.

(d) By the Company Without Cause or Resignation by Executive as a Result of Constructive Termination.

(i) a "Constructive Termination" shall be deemed to have occurred upon (A) a material reduction in Executive's Base Salary or Annual Target Bonus opportunity (as a percentage of Base Salary), or the failure of the Company to pay or cause to be paid Executive's Base Salary, Annual Bonus or the 2015 Bonus when due hereunder, or the failure of the Company to grant Executive the Initial RSU Award or the March 2016 RSU Award; (B) a material diminution in Executive's authority or responsibilities from those described in Section 2 hereof; (C) the relocation of Executive's primary office location to a location that is more than fifty (50) miles from the Executive's primary office location as of the Effective Date; (D) the Company's failure to pay or provide any material Employee Benefits required to be provided to Executive under this Agreement; (E) the issuance of a Notice of Non-Renewal by the Company to Executive pursuant to Section 1 of this Agreement; or (F) the Company's failure to assign (by contract or by law) this Agreement to any Successor as required by Section 9(h) of this Agreement; provided that none of the events described in this Section 5(d)(i) shall constitute Constructive Termination unless the Company fails to cure such event within 30 days after receipt from Executive of written notice of the event which constitutes Constructive Termination; provided, further, that "Constructive Termination" shall cease to exist for an event on the 90th day following the later of its occurrence or Executive's knowledge thereof, unless Executive has given the Board written notice thereof prior to such date.

(ii) If Executive's employment is terminated by the Company without Cause (other than by reason of death or Disability) or Executive resigns as a result of a Constructive Termination, Executive shall be entitled to receive:

(A) the Accrued Rights;

(B) the Pro-Rated Bonus;

- (C) the 2015 Bonus if not yet paid;
- (D) the grant of the Initial RSU Award, if not previously awarded;
- (E) the grant of the March 2016 RSU Award, if not previously awarded

(F) continuation of medical, vision and dental group insurance coverage (as applicable), contingent on Executive electing continuation coverage under COBRA (including dependent coverage) for twelve (12) months (the "Continuation Period") following the date of termination, with the Company reimbursing Executive on an after tax basis during the Continuation Period for the total amount of the monthly COBRA premiums payable by the Executive for such continued benefits in excess of the cost the Executive paid for such coverage (on a monthly premium basis) immediately prior to the date of termination; and

(G) subject to Executive's continued compliance with Section 6 and material compliance with Section 7 hereof, a lump-sum cash payment equal to the sum of (x) 200% of Executive's Base Salary as of the date immediately prior to Executive's termination of employment and (y) the sum of Executive's Annual Bonuses payable (if any) in respect of the two calendar years immediately prior to the date of Executive's termination of employment (or, if the date of Executive's termination of employment occurs in 2016 or 2017, the sum of Executive's Annual Bonuses will be deemed to be two times the Annual Target Bonus in lieu of the foregoing formulation).

Such payment shall be paid to Executive on the 90th day immediately following the date of Executive's termination of employment.

(e) Release. Amounts payable to Executive under Sections 5(c)(ii) and/or 5(d)(ii) (collectively, the "Conditioned Benefits") are subject to (i) Executive's execution and non-revocation of a release of claims, substantially in the form attached hereto as Exhibit I (the "Release"), within 55 days of the date of termination and (ii) the expiration of any revocation period contained in such Release. Further, to the extent that any of the Conditioned Benefits constitutes "nonqualified deferred compensation" for purposes of Section 409A of the Internal Revenue Code of 1986, as amended (the "Code"), any payment of any amount or provision of any benefit otherwise scheduled to occur prior to the sixtieth (60th) day following the date of Executive's termination of employment hereunder, but for the condition on executing the Release as set forth herein, shall not be made until the first regularly scheduled payroll date following such sixtieth (60th) day, after which any remaining Conditioned Benefits shall thereafter be provided to the Executive according to the applicable schedule set forth herein.

(f) Expiration of Employment Term. Unless the parties otherwise agree in writing, continuation of Executive's employment with the Company beyond the expiration of the Employment Term shall be deemed an employment at-will and shall not be deemed to extend any of the provisions of this Agreement and Executive's employment may thereafter be terminated at will by either Executive or the Company; provided that the provisions of Sections 6, 7 and 8 of this Agreement shall survive any termination of this Agreement or Executive's termination of employment hereunder.

(g) Notice of Termination; Board/Committee Resignation. Any purported termination of employment by the Company or by Executive (other than due to Executive's death) pursuant to Section 5 of this Agreement shall be communicated by written Notice of Termination to the other party hereto. For purposes of this Agreement, a "Notice of Termination" shall mean a notice which shall indicate the specific termination provision in this Agreement relied upon and shall set forth in reasonable detail the facts and circumstances claimed to provide a basis for termination of employment under the provision so indicated. Upon termination of Executive's employment for any reason, Executive agrees to resign, as of the date of such termination and to the extent applicable, from the Board (and any committees thereof) and the Board of Directors (and any committees thereof) of any of the Company's affiliates.

6. Non-Competition; Non-Solicitation. Executive acknowledges and recognizes the highly competitive nature of the businesses of the Company and its affiliates and accordingly agrees as follows:

- (a) Non-Competition.

- (i) During the Employment Term and, for a period of two years following the date Executive ceases to be employed by the Company (the "Restricted Period"), Executive will not, directly or indirectly, own, manage, operate, control, consult with, be employed by or otherwise provide services to, or participate in the

ownership, management, operation or control of (collectively, "Own, Operate or Service"), any person, firm, partnership, joint venture, association, corporation or other business organization, entity or enterprise whatsoever ("Person") whose primary business activity is the conduct of the Business (as defined herein) within 25 miles of any location where the Company and its subsidiaries and, to the extent engaged primarily in the Business, their respective affiliates (collectively, the "Restricted Group") engages in the Business. For purposes of this Agreement, "Business" shall mean the business of owning and operating retail shopping centers. For clarity's sake, Executive may Own, Operate or Service any Person whose primary business activity is not the conduct of the Business, although such Person may as part of its overall business operations a) engage in the Business or b) Own, Operate or Service any Person that may engage in the Business.

(ii) Notwithstanding the foregoing, Executive's ownership solely as an investor of two percent (2%) or less of the outstanding securities of any class of any publicly-traded securities of any company shall not, by itself, be considered to be competition with the Company or any of its subsidiaries.

(iii) The period of time during which the provisions of this Section 6(a) shall be in effect shall be extended by the length of time during which Executive is in breach of the terms hereof as determined by any court of competent jurisdiction on the Company's application for injunctive relief.

(b) Non-Solicitation. During the Employment Term and the Restricted Period, Executive will not, whether on Executive's own behalf or on behalf of or in conjunction with any Person:

(i) solicit or encourage any employee of the Company or its subsidiaries to leave the employment of the Company or its subsidiaries, or hire any such employee who was engaged in the Business and employed by the Restricted Group as of the date of Executive's termination of employment with the Company or who left such employment of the Restricted Group coincident with, or within one year prior to, the date of Executive's termination of employment with the Company; or

(ii) intentionally encourage any material consultant engaged in the Business and retained by the Restricted Group to cease working with the Restricted Group.

(c) Notwithstanding anything to the contrary, the provisions of Section 6(a) shall expire at the end of the Employment Term if Executive's employment is terminated by the Company for Cause.

(d) It is expressly understood and agreed that although Executive and the Company consider the restrictions contained in this Section 6 to be reasonable, if a final judicial determination is made by a court of competent jurisdiction that any restriction contained in this Section 6 is an unenforceable restriction against Executive, the provisions of this Agreement shall not be rendered void but shall be deemed amended to apply with such deletion or modification as such court may judicially determine or indicate to make the Agreement valid and enforceable. The restrictions contained in this Section 6 shall be construed as separate and individual restrictions and shall each be capable of being reduced in application or severed without prejudice to the other restrictions contained in this Section 6 or to the remaining provisions of this Agreement.

(e) Notwithstanding any provision of this Agreement to the contrary, the restrictions contained in this Section 6 shall be immediately void and unenforceable upon any failure by the Company to pay the amounts specified in Section 5(d)(ii) (if applicable) when due under this Agreement (unless such amounts are paid in full within 5 days after written notice by Executive to the Company specifying such failure to pay).

7. Confidentiality; Intellectual Property.

(a) Confidentiality.

(i) Executive will not at any time (whether during or after Executive's employment with the Company), disclose, divulge, reveal, communicate, share, transfer or provide access to any Confidential Information that he may obtain during his employment by the Company to any other Person, except (A) in connection with performing his duties for the Company or its subsidiaries, (B) to the Company or its subsidiaries, or to any authorized (or apparently authorized) agent or representative of any of them, (C) when required to do so by law or regulation or by a court, governmental agency, legislative body, arbitrator or other person with apparent jurisdiction to order him to communicate, divulge or make accessible any such confidential information, (D) in the course of any proceeding under Section 9(d) of this Agreement or to defend the Executive's rights, or (E) in confidence to any attorney or other professional advisor for the purposes of securing professional advice. For purposes of this Agreement, "Confidential

Information” shall mean any proprietary or confidential information of the Company and its subsidiaries, and includes, without limitation, trade secrets, know-how, research and development, software, databases, inventions, processes, formulae, technology, designs and other intellectual property, information concerning finances, investments, profits, pricing, costs, products, services, vendors, customers, clients, partners, investors, personnel, compensation, recruiting, training, advertising, sales, marketing, promotions, government and regulatory activities and approvals; provided, however, that the term Confidential Information shall not include any document, record, data, compilation or other information that is known or generally available to the public, or within any trade or industry of the Company or any of its affiliates, other than as a result of Executive’s violation of this Section 7, or not otherwise considered confidential by persons within such trade or industry.

(ii) Except as required by law, Executive will not disclose to anyone, other than Executive’s family (it being understood that, in this Agreement, the term “family” refers to Executive, Executive’s spouse, minor children, parents and spouse’s parents) and legal, financial or other professional advisors, the existence or contents of this Agreement; provided that Executive may disclose to any prospective future employer the provisions of Sections 6 and 7 of this Agreement; provided they agree to maintain the confidentiality of such terms. This Section 7(a)(ii) shall terminate if the Company publicly discloses a copy of this Agreement (or, if the Company publicly discloses summaries or excerpts of this Agreement, to the extent so disclosed).

(iii) Upon termination of Executive’s employment with the Company for any reason, Executive shall (A) cease and not thereafter commence use of any Confidential Information or intellectual property (including without limitation, any patent, invention, copyright, trade secret, trademark, trade name, logo, domain name or other source indicator) owned or used by the Company, its subsidiaries or affiliates; and (B) immediately destroy, delete, or return to the Company, at the Company’s option, all originals and copies in any form or medium (including memoranda, books, papers, plans, computer files, letters and other data) in Executive’s possession or control (including any of the foregoing stored or located in Executive’s office, home, laptop or other computer, whether or not Company property) that contain Confidential Information or otherwise relate to the Business of the Company and its subsidiaries, except that Executive may retain only those portions of any personal notes, notebooks and diaries that do not contain any Confidential Information.

(b) Intellectual Property.

(i) If Executive creates, invents, designs, develops, contributes to or improves any works of authorship, inventions, intellectual property, materials, documents or other work product (including without limitation, research, reports, software, databases, systems, applications, presentations, textual works, content, or audiovisual materials) (“Works”), either alone or with third parties, at any time during Executive’s employment by the Company and within the scope of such employment and with the use of any the Company resources (“Company Works”), Executive shall promptly and fully disclose same to the Company and hereby irrevocably assigns, transfers and conveys, to the maximum extent permitted by applicable law, all rights and intellectual property rights therein (including rights under patent, industrial property, copyright, trademark, trade secret, unfair competition and related laws) to the Company to the extent ownership of any such rights does not vest originally in the Company.

(ii) Executive shall take all requested actions and execute all requested documents (including any licenses or assignments required by a government contract) at the Company’s expense (but without further remuneration) to assist the Company in validating, maintaining, protecting, enforcing, perfecting, recording, patenting or registering any of the Company’s rights in the Company Works.

(iii) Executive shall not improperly use for the benefit of, bring to any premises of, divulge, disclose, communicate, reveal, transfer or provide access to, or share with the Company any confidential, proprietary or non-public information or intellectual property relating to a former employer or other third party without the prior written permission of such third party. Executive shall comply with all relevant policies and guidelines of the Company that are from time to time previously disclosed to Executive, including regarding the protection of Confidential Information and intellectual property and potential conflicts of interest.

(iv) The provisions of Section 7 hereof shall survive the termination of Executive’s employment for any reason (except as otherwise set forth in Section 7(a)(ii) hereof).

8. Specific Performance. Executive acknowledges and agrees that the Company’s remedies at law for a breach or threatened breach of any of the provisions of Section 6 and Section 7 of this Agreement would be inadequate and the Company would suffer irreparable damages as a result of such breach or threatened breach. In recognition of this fact,

Executive agrees that, in the event of such a breach or threatened breach, in addition to any remedies at law, the Company, without posting any bond, shall be entitled, in addition to any other remedy available at law or equity, to cease making any payments or providing any benefit otherwise required by this Agreement and obtain equitable relief in the form of specific performance, temporary restraining order, temporary or permanent injunction or any other equitable remedy which may then be available. In addition, upon any breach of Section 6 or any material breach of Section 7 of this Agreement, Executive shall promptly return to the Company upon request all cash payments made to Executive pursuant to Section 5 (if any), less any amounts paid by Executive as taxes in respect of such payments (unless such taxes are actually recovered by Executive from the relevant governmental authority, in which case such tax amounts also shall be returned to the Company). Any judicial determination under Section 5(d)(ii)(G) or this Section 8 of whether the Executive is in compliance with Section 6 hereof and material compliance with Section 7 hereof shall be determined based solely on the contractual provisions provided therein and the facts and circumstances of Executive's actions without regard to whether the Company could obtain an injunction or other relief under the law of any particular jurisdiction.

9. Miscellaneous.

(a) Mutual Non-Disparagement. Executive agrees not to make, or cause any other person to make, any communication that is intended to criticize or disparage, or has the effect of criticizing or disparaging, the Company or any of its affiliates, agents or advisors (or any of its or their respective employees, officers or directors (it being understood that comments made in the Executive's good faith performance of his duties hereunder shall not be deemed disparaging or defamatory for purposes of this Agreement)). The Company shall instruct its executive officers and directors to refrain from intentionally making any public communication outside the ordinary course of such person's business that is intended to criticize or disparage, or has the effect of criticizing or disparaging, Executive. Nothing set forth herein shall be interpreted to prohibit either party from responding truthfully to incorrect public statements, making truthful statements when required by law, subpoena or court order and/or from responding to any inquiry by any regulatory or investigatory organization.

(b) Indemnification; Directors' and Officers' Insurance. The Company shall indemnify and hold Executive harmless for all acts and omissions occurring during his employment with the Company or service as a member of the Board to the extent provided under the Company's charter, by-laws and applicable law, and shall promptly advance to Executive or Executive's heirs or representatives all damages, costs, liabilities, losses and expenses (including reasonable attorneys' fees and expenses) (collectively, "Expenses") as a result of any claim, demand, request, investigation, dispute, controversy, threat, discovery request or request for testimony or information (collectively, a "Claim") or any proceeding (whether civil, criminal, administrative or investigative), or any threatened Claim or proceeding (whether civil, criminal, administrative or investigative), against Executive that arises out of or relates to Executive's service as an officer, director or employee, as the case may be, of the Company, or the Executive's service in any such capacity or similar capacity with an affiliate of the Company or other entity at the request of the Company, upon receipt by the Company of a written request with appropriate documentation of such Expenses, and an undertaking by Executive to repay the amount advanced if it shall ultimately be determined that Executive is not entitled to be indemnified by the Company against such Expenses. During the Employment Term and for a term of six years thereafter, the Company, or any successor to the Company, shall purchase and maintain, at its own expense, directors and officers liability insurance providing coverage for Executive in the same amount as for members of the Board.

(c) Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of New York, without regard to conflicts of laws principles thereof.

(d) Jurisdiction; Venue. Except as otherwise provided in Section 8 in connection with equitable remedies, each of the parties hereto hereby irrevocably submits to the exclusive jurisdiction of any federal court sitting in the Southern District of New York or any state court in the First Judicial Department over any suit, action or proceeding arising out of or relating to this Agreement and each of the parties agrees that any action relating in any way to this Agreement must be commenced only in the courts of the State of New York, federal or state. Each of the parties hereto hereby irrevocably waives, to the fullest extent permitted or not prohibited by law, any objection which it may now or hereafter have to the laying of the venue of any such suit, action or proceeding brought in such a court and any claim that any such suit, action or proceeding brought in such a court has been brought in an inconvenient forum. Each of the parties hereto hereby irrevocably consents to the service of process in any suit, action or proceeding by sending the same by certified mail, return receipt requested, or by recognized overnight courier service, to the address of such party set forth in Section 9(k).

(e) Entire Agreement; Amendments. This Agreement (including, without limitation, the schedules and exhibits attached hereto) contains the entire understanding of the parties with respect to the employment of Executive by the Company, and supersedes all prior agreements and understandings (including verbal agreements) between Executive and the Company and/or its current or former affiliates regarding the terms and conditions of Executive's employment with the

Company and/or its current or former affiliates. There are no restrictions, agreements, promises, warranties, covenants or undertakings between the parties with respect to the subject matter herein other than those expressly set forth herein. This Agreement (including, without limitation, the schedules and exhibits attached hereto) may not be altered, modified, or amended except by written instrument signed by the parties hereto.

(f) No Waiver. The failure of a party to insist upon strict adherence to any term of this Agreement on any occasion shall not be considered a waiver of such party's rights or deprive such party of the right thereafter to insist upon strict adherence to that term or any other term of this Agreement.

(g) Severability. In the event that any one or more of the provisions of this Agreement shall be or become invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions of this Agreement shall not be affected thereby.

(h) Assignment. This Agreement, and all of Executive's rights and duties hereunder, shall not be assignable or delegable by Executive. Any purported assignment or delegation by Executive in violation of the foregoing shall be null and void *ab initio* and of no force and effect. This Agreement shall be assigned by the Company to a person or entity which is a successor in interest ("Successor") to substantially all of the business operations of the Company. Upon such assignment, the rights and obligations of the Company hereunder shall become the rights and obligations of such affiliate or successor person or entity.

(i) Set Off; No Mitigation. The Company's obligation to pay Executive the amounts provided and to make the arrangements provided hereunder shall be subject to set-off, counterclaim or recoupment of amounts owed by Executive to the Company or its affiliates, except to the extent such set-off would result in a violation of Section 409A of the Code (as defined below). Executive shall not be required to mitigate the amount of any payment provided for pursuant to this Agreement by seeking other employment, and such payments shall not be reduced by any compensation or benefits received from any subsequent employer or other endeavor. Any amounts due under Section 5 of this Agreement are considered reasonable by the Company and are not in the nature of a penalty.

(j) Compliance with Code Section 409A.

(i) The intent of the parties is that payments and benefits under this Agreement comply with or be exempt from Code Section 409A and, accordingly, to the maximum extent permitted, this Agreement shall be interpreted to be in compliance therewith. If any provision of this Agreement (or of any award of compensation, including equity compensation or benefits) would cause Executive to incur any additional tax or interest under Code Section 409A, the Company shall, after consulting with and receiving the approval of Executive, reform such provision in a manner intended to avoid the incurrence by Executive of any such additional tax or interest.

(ii) A termination of employment shall not be deemed to have occurred for purposes of any provision of this Agreement providing for the payment of any amounts or benefits that are considered nonqualified deferred compensation under Code Section 409A upon or following a termination of employment unless such termination is also a "separation from service" within the meaning of Code Section 409A, and, for purposes of any such provision of this Agreement, references to a "termination," "termination of employment" or like terms shall mean "separation from service." The determination of whether and when a separation from service has occurred for purposes of this Agreement shall be made in accordance with the presumptions set forth in Section 1.409A-1(h) of the Treasury Regulations.

(iii) Any provision of this Agreement to the contrary notwithstanding, if at the time of Executive's separation from service, the Company determines that Executive is a "specified employee," within the meaning of Code Section 409A, then to the extent any payment or benefit that Executive becomes entitled to under this Agreement on account of such separation from service would be considered nonqualified deferred compensation under Code Section 409A, such payment or benefit shall be paid or provided at the date which is the earlier of (i) six (6) months and one day after such separation from service and (ii) the date of Executive's death (the "Delay Period"). Upon the expiration of the Delay Period, all payments and benefits delayed pursuant to this Section 9(j) (whether they would have otherwise been payable in a single sum or in installments in the absence of such delay) shall be paid or provided to Executive in a lump-sum, and any remaining payments and benefits due under this Agreement shall be paid or provided in accordance with the normal payment dates specified for them herein.

(iv) Any reimbursements and in-kind benefits provided under this Agreement that constitute deferred compensation within the meaning of Code Section 409A shall be made or provided in accordance with the

requirements of Code Section 409A, including that (A) in no event shall any fees, expenses or other amounts eligible to be reimbursed by the Company under this Agreement be paid later than the last day of the calendar year next following the calendar year in which the applicable fees, expenses or other amounts were incurred; (B) the amount of expenses eligible for reimbursement, or in-kind benefits that the Company is obligated to pay or provide, in any given calendar year shall not affect the expenses that the Company is obligated to reimburse, or the in-kind benefits that the Company is obligated to pay or provide, in any other calendar year, provided that the foregoing clause (B) shall not be violated with regard to expenses reimbursed under any arrangement covered by Section 105(b) of the Code solely because such expenses are subject to a limit related to the period the arrangement is in effect; (C) Executive's right to have the Company pay or provide such reimbursements and in-kind benefits may not be liquidated or exchanged for any other benefit; and (D) in no event shall the Company's obligations to make such reimbursements or to provide such in-kind benefits apply later than Executive's remaining lifetime (or if longer, through the sixth (6th) anniversary of the Effective Date).

(v) For purposes of Code Section 409A, Executive's right to receive any installment payments shall be treated as a right to receive a series of separate and distinct payments. Whenever a payment under this Agreement specifies a payment period with reference to a number of days (for example, "payment shall be made within thirty (30) days following the date of termination"), the actual date of payment within the specified period shall be within the sole discretion of the Company. In no event may Executive, directly or indirectly, designate the calendar year of any payment to be made under this Agreement, to the extent such payment is subject to Code Section 409A.

(k) Notice. For the purpose of this Agreement, notices and all other communications provided for in the Agreement shall be in writing and shall be deemed to have been duly given when delivered by hand or overnight courier or three days after it has been mailed by United States registered mail, return receipt requested, postage prepaid, addressed to the respective addresses set forth below in this Agreement, or to such other address as either party may have furnished to the other in writing in accordance herewith, except that notice of change of address shall be effective only upon receipt.

If to the Company:

Brixmor Property Group, Inc.
450 Lexington Avenue
New York, New York 10017
Attention: General Counsel

If to Executive:

To the most recent address of Executive set forth in the personnel records of the Company.

(l) Executive Representation. Executive hereby represents to the Company that the execution and delivery of this Agreement by Executive and the Company and the performance by Executive of Executive's duties hereunder shall not constitute a breach of the terms of any employment agreement or other agreement or written policy to which Executive is a party or otherwise bound. Executive hereby further represents that he is not subject to any restrictions on his ability to solicit, hire or engage any employee or other service-provider. Executive agrees that the Company is relying on the foregoing representations in entering into this Agreement.

(m) Withholding Taxes. The Company may withhold from any amounts payable under this Agreement such Federal, state and local taxes as may be required to be withheld pursuant to any applicable law or regulation.

(n) Counterparts. This Agreement may be signed in counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

BRIXMOR PROPERTY GROUP, INC.

By: /s/Michael A. Carroll

Michael A. Carroll

Chief Executive Officer and Director

(Principal Executive Officer)

EXECUTIVE

By: /s/Michael Hyun

Michael Hyun

Exhibit I

RELEASE AND WAIVER OF CLAIMS

This Release and Waiver of Claims ("Release") is entered into and delivered to Brixmor Property Group, Inc. (the "Company") as of this [•] day of _____, 201[], by Michael Hyun (the "Executive"). The Executive agrees as follows:

1. The employment relationship between the Executive and the Company and its subsidiaries and affiliates, as applicable, terminated on the [•] day of _____, 201[] (the "Termination Date") pursuant to Section [] of the Employment Agreement between the Company and Executive dated October __, 2015 ("Employment Agreement").
 2. In consideration of the payments, rights and benefits provided for in Sections 5(c)(ii) and/or 5(d)(ii) of the Employment Agreement (collectively, as applicable, the "Separation Terms") and this Release, the sufficiency of which the Executive hereby acknowledges, the Executive, on behalf of himself and his agents, representatives, attorneys, administrators, heirs, executors and assigns (collectively, the "Employee Releasing Parties"), hereby releases and forever discharges the Company Released Parties (as defined below), from all claims, charges, causes of action, obligations, expenses, damages of any kind (including attorneys fees and costs actually incurred) or demands, in law or in equity, whether known or unknown, which may have existed or which may now exist from the beginning of time to the date of this Release, arising from or relating to Executive's employment or termination from employment with the Company or otherwise, including a release of any rights or claims the Executive may have under Title VII of the Civil Rights Act of 1964; the Civil Rights Act of 1991; the Age Discrimination in Employment Act of 1967, as amended ("ADEA"); the Older Workers Benefit Protection Act; the Americans with Disabilities Act of 1990; the Rehabilitation Act of 1973; the Family and Medical Leave Act of 1993; Section 1981 of the Civil Rights Act of 1866; Section 1985(3) of the Civil Rights Act of 1871; the Employee Retirement Income Security Act of 1974; the Fair Labor Standards Act; any other federal, state or local laws against discrimination; or any other federal, state, or local statute, regulation or common law relating to employment, wages, hours, or any other terms and conditions of employment. This includes a release by the Executive of any and all claims or rights arising under contract (whether written or oral, express or implied), covenant, public policy, tort or otherwise. For purposes hereof, "Company Released Parties" shall mean the Company and any of its past or present employees, agents, insurers, attorneys, administrators, officials, directors, shareholders, divisions, parents, members, subsidiaries, affiliates, predecessors, successors, employee benefit plans, and the sponsors, fiduciaries, or administrators of the Company's employee benefit plans.
 3. The Executive acknowledges that the Executive is waiving and releasing rights that the Executive may have under the ADEA and other federal, state and local statutes contract and the common law and that this Release is knowing and voluntary. The Executive and the Company agree that this Release does not apply to any rights or claims that may arise after the date of execution by Executive of this Release. The Executive acknowledges that the consideration given for this Release is in addition to anything of value to which the Executive is already entitled. The Executive further acknowledges that the Executive has been advised by this writing that: (i) the Executive should consult with an attorney prior to executing this Release; (ii) the Executive has up to twenty-one (21) days within which to consider this Release, although the Executive may, at the Executive's discretion, sign and return this Release at an earlier time, in which case the Executive waives all rights to the balance of this twenty-one (21) day review period; and (iii) for a period of 7 days following the execution of this Release in duplicate originals, the Executive may revoke this Release in a writing delivered to the Chairman of the Board of Directors of the Company, and this Release shall not become effective or enforceable until the revocation period has expired.
 4. This Release does not release the Company Released Parties from (i) any obligations due to the Executive under the Separation Terms, (ii) any rights Executive has to indemnification by the Company and to directors and officers liability insurance coverage, (iii) any vested rights the Executive has under the Company's employee pension benefit and group healthcare benefit plans as a result of Executive's actual service with the Company, or (iv) any fully vested and nonforfeitable rights of the Executive as a shareholder of the Company or its affiliates.
 5. The Executive represents and warrants that he has not filed any action, complaint, charge, grievance, arbitration or similar proceeding against the Company Released Parties.
 6. This Release is not an admission by the Company Released Parties or the Employee Releasing Parties of any wrongdoing, liability or violation of law.
 7. The Executive shall continue to be bound by the restrictive covenants contained in the Employment Agreement.
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8. This Release shall be governed by and construed in accordance with the laws of the State of New York, without reference to the principles of conflict of laws.

9. Each of the sections contained in this Release shall be enforceable independently of every other section in this Release, and the invalidity or unenforceability of any section shall not invalidate or render unenforceable any other section contained in this Release.

10. **The Executive acknowledges that the Executive has carefully read and understands this Release, that the Executive has the right to consult an attorney with respect to its provisions and that this Release has been entered into knowingly and voluntarily. The Executive acknowledges that no representation, statement, promise, inducement, threat or suggestion has been made by any of the Company Released Parties to influence the Executive to sign this Release except such statements as are expressly set forth herein or in the Employment Agreement.**

Executive has executed this Release as of the day and year first written above.

EXECUTIVE

EXHIBIT A

BRIXMOR PROPERTY GROUP INC.

RESTRICTED STOCK UNIT AGREEMENT

THIS RESTRICTED STOCK UNIT AGREEMENT (this "Agreement") dated as of the Effective Date set forth in the Award Certificate (the "Award Certificate") is made by and between Brixmor Property Group Inc. (together with its Subsidiaries, the "Company") and the Participant. The Award Certificate is included with and made part of this Agreement. In this Agreement and each Award Certificate, unless the context otherwise requires, words and expressions shall have the meanings given to them in the Plan, except as herein defined.

1. Definitions. For purposes of this Agreement, the following terms shall have the following meanings:
 - a. "Award" means the award as set forth on the Award Certificate.
 - b. "Award Certificate" means the certificate attached to this Agreement specifying the Effective Date and the Award.
 - c. "Board" means the Board of Directors of Brixmor Property Group Inc.
 - d. "Effective Date" means the Effective Date set forth in the Award Certificate.
 - e. "Participant" means the Eligible Person whose name is set forth in the Award Certificate.
 - f. "Plan" means the Brixmor Property Group Inc. 2013 Omnibus Incentive Plan.
 - g. "Qualifying Termination" means a termination of Participant's employment by the Company without Cause, by Participant as a result of a Constructive Termination or while Participant has a Disability or resulting from the Participant's death (as Cause, Constructive Termination and Disability are defined in Participant's employment agreement with the Company dated October 19, 2015).
 - h. "RSU" or "Restricted Stock Unit" means a restricted stock unit granted hereunder pursuant to the Plan.
 - i. "Termination Date" means the effective date of a Termination of Employment for any reason.
 - j. "Termination of Employment" means a "separation from service" of the Participant from the Company, as defined under Section 409A.
2. RSU Award; Settlement of RSUs.
 - a. Grant of Award. The Company grants to the Participant the number of RSUs set forth in the Award Certificate.
 - b. Vesting. Subject to Section 3, the RSUs granted under the Award shall become vested as follows, subject to the Participant's continued employment with the Company through the applicable date(s) (each, a "Vesting Date"): One-quarter of the Award shall vest on December 14, 2016, one-quarter of the Award shall vest on December 14, 2017, one-quarter of the Award shall vest on December 14, 2018 and one-quarter of the Award shall vest on December 16, 2019.
 - c. Issuance of Common Stock.
 - i. Settlement of RSUs. Shares underlying a vested RSU shall be transferred to the Participant as soon as administratively practicable following the applicable Vesting Date. No shares of Common Stock shall be issued to the Participant in respect of an RSU prior to the applicable Vesting Date. After an RSU vests, the Company shall promptly cause to be registered in Participant's name or in the name of the executor or personal representative of the Participant's estate, as the case may be, one share of Common Stock in payment for each such vested RSU. For

purposes of this Agreement, the date on which vested RSUs are converted into Common Stock shall be referred to as the “Settlement Date.”

- ii. Fractional RSUs. In the event the Participant is vested in a fractional portion of an RSU, such portion shall be rounded down to the nearest whole number.
 - 3. Effects of Certain Events.
 - a. General. Subject to Section 3(b), in the event that the Participant’s employment with the Company is terminated (including upon resignation by the Participant), any unvested RSUs shall be forfeited automatically and without further action.
 - b. Qualifying Termination. Notwithstanding the foregoing:
 - i. In the event of the Participant’s Qualifying Termination, all unvested RSU’s (and any associated Dividend Equivalent Amount) shall immediately vest.
 - c. Termination for Cause. In the event of the Participant’s termination of employment for Cause, then any unvested RSU’s (and any associated Dividend Equivalent Amount) and any shares underlying RSUs that have not yet been transferred to the Participant shall be automatically forfeited as of the Termination Date.
 - 4. Dividend Equivalent Rights.
 - a. Each vested RSU shall have a Dividend Equivalent Right associated with it with respect to any cash dividends on Common Stock that have a record date after the Effective Date and prior to the applicable Settlement Date for such RSU (the total accrued dividends for each earned RSU, a “Dividend Equivalent Amount”).
 - b. The Dividend Equivalent Amount shall be calculated by crediting a hypothetical bookkeeping account for the Participant with an amount equal to the amount of cash dividends that would have been paid on the dividend payment date with respect to the number of shares of Common Stock underlying the unsettled earned RSUs (or RSUs which become earned in accordance with this Agreement) if such shares had been outstanding on the dividend record date. The Participant’s Dividend Equivalent Amount shall not be credited with interest or earnings.
 - c. Any Dividend Equivalent Amount: (i) shall be subject to the same terms and conditions applicable to the earned RSU to which the Dividend Equivalent Right relates, including, without limitation, the restrictions on transfer and the forfeiture conditions contained in the Agreement; (ii) shall vest and be settled upon the same terms and at the same time of settlement as the vested RSUs to which they relate; and (iii) will be denominated and payable solely in cash. The payment of Dividend Equivalent Rights will be net of all applicable withholding taxes pursuant to Section 5(g).
 - 5. Miscellaneous.
 - a. Administration. The Committee shall administer the Award.
 - b. Agreement Subject to Plan; Amendment. By entering into this Agreement, the Participant agrees and acknowledges that the Participant has received and read a copy of the Plan. The Awards and RSUs granted hereunder are subject to the Plan. The terms and provisions of the Plan, as it may be amended from time to time, are hereby incorporated herein by reference. In the event of a conflict between any term or provision contained herein and a term or provision of the Plan, the applicable terms and provisions of the Plan will govern and prevail. The terms of the Agreement and the Award Certificate may be amended from time to time by the Committee in its sole discretion in any manner that it deems appropriate; provided, that any such amendment that would materially and adversely affect any right of the Participant shall not to that extent be effective without the consent of the Participant.
 - c. Participant is Unsecured General Creditor. The Participant and the Participant’s heirs, successors, and assigns shall have no legal or equitable rights, interest, or claims in any specific property or assets of the Company. Assets of the Company shall not be held under any trust for the benefit of the Participant or the Participant’s heirs, successors, or assigns, or held in any way as collateral security for the fulfilling of the obligations of the Company under the Agreement or the Plan. Any and all of the Company’s assets shall be, and remain, the general unrestricted assets of the Company. The Company’s sole obligation under this Agreement and in respect of the
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Award shall be merely that of an unfunded and unsecured promise of the Company to pay the Participant in the future, subject to the conditions and provisions of the Agreement and the Plan.

d. No Transferability; No Assignment. Neither the Participant nor any other person shall have any right to commute, sell, assign, transfer, pledge, anticipate, mortgage or otherwise encumber, transfer, hypothecate, alienate or convey in advance of actual receipt, the Award or the RSUs. No part of the RSUs or the shares of Common Stock delivered in respect of any vested RSUs, and/or amounts payable under this Agreement shall, prior to actual settlement or payment, be subject to seizure, attachment, garnishment or sequestration for the payment of any debts, judgments, alimony or separate maintenance owed by the Participant or any other person, be transferable by operation of law in the event of the Participant's or any other person's bankruptcy or insolvency or be transferable to a spouse as a result of a property settlement or otherwise.

e. No Right to Continued Employment. Neither the Plan nor this Agreement nor the Participant's receipt of the Award hereunder (or RSUs issued in settlement of the Award) shall impose any obligation on the Company or any Affiliate to continue the employment of the Participant, subject however to the terms and provisions of Participant's employment agreement with the Company dated October 19, 2015.

f. Limitation on Shareholder Rights. The Participant shall have no rights as a shareholder of the Company, no dividend rights (subject to Dividend Equivalent Rights as set forth in Section 4) and no voting rights with respect to the RSUs and any shares of Common Stock underlying or issuable in respect of such RSUs until such shares of Common Stock are actually issued to and held of record by the Participant. No adjustments will be made for dividends or other rights of a holder for which the record date is prior to the date of issuance of the shares of Common Stock, except for the Dividend Equivalent Rights as set forth in Section 4.

g. Tax Withholding.

i. Regardless of any action the Company takes with respect to any or all federal, state or local income tax, employment tax or other tax related items ("Tax Related Items"), the Participant acknowledges that the ultimate liability for all Tax Related Items associated with the RSUs (and the Dividend Equivalent Rights associated therewith) is and remains the Participant's responsibility and that the Company: (A) makes no representations or undertakings regarding the treatment of any Tax Related Items in connection with any aspect of the RSUs, including, but not limited to, the grant or vesting of the RSUs, the delivery of the shares of Common Stock, the subsequent sale of shares of Common Stock acquired at vesting and the receipt of any Dividend Equivalent Rights; and (B) does not commit to structure the terms of the grant or any aspect of the RSUs to reduce or eliminate the Participant's liability for Tax Related Items. Further, if Participant has relocated to a different jurisdiction between the date of grant and the date of any taxable event, Participant acknowledges that the Company may be required to withhold or account for Tax-Related Items in more than one jurisdiction.

ii. Prior to the relevant taxable event, the Participant shall pay or make adequate arrangements satisfactory to the Company, in its sole discretion, to satisfy all withholding and payment on account obligations for Tax Related Items of the Company. In this regard, the Participant authorizes the Company, in its sole discretion, to satisfy the obligations with regard to all Tax Related Items legally payable by the Participant with respect to the RSUs by withholding in shares of Common Stock otherwise issuable to the Participant, provided that the Company withholds only the amount of shares of Common Stock necessary to satisfy the minimum statutory withholding amount using the Fair Market Value of the shares of Common Stock on the Settlement Date. Participant shall pay to the Company any amount of Tax Related Items that the Company may be required to withhold as a result of the RSUs that are not satisfied by the previously described method. The Company may refuse to deliver the shares of Common Stock to the Participant if the Participant fails to comply with Participant's obligations in connection with the Tax Related Items as described in this Section.

h. Compensation Recovery Policy. The compensation under this Agreement shall be subject to being recovered under the Company's compensation recovery policy, if any, or any similar policy that the Company may adopt from time to time. For avoidance of doubt, compensation recovery rights to shares of Common Stock issued under this Agreement shall extend to any proceeds realized by the Participant upon the sale or other transfer of such shares of Common Stock. Without limiting the generality of the foregoing, if in the opinion of the independent directors of the Board, (i) the Company's financial results are restated or were materially misstated due in whole or in part to intentional fraud or misconduct by the Participant, and (ii) the payment or equity or equity-based award made or issued pursuant to this Agreement based on the corrected financial results would be less than the amount previously paid or issued, then by approval by a majority of the independent directors of the Board, the Board may based upon

the facts and circumstances surrounding the restatement, direct that the Company recover all or a portion of any payment or equity or equity-based award made or issued pursuant to this Agreement, and the Participant shall be required, in addition to any other remedy available (on a non-exclusive basis), to pay to the Company, within 10 business days of the Company's request to Participant therefore, an amount equal to the excess, if any, of (i) the aggregate after-tax proceeds (taking into account all amounts of tax that would be recoverable upon a claim of loss for payment of such proceeds in the year of repayment) Participant received upon the sale or other disposition of, or distributions in respect of the RSUs and any shares of Common Stock issued in respect of such RSUs over (ii) the aggregate Cost of such shares (if any). For purposes of this Agreement, "Cost" means, in respect of any share of Common Stock, the amount paid by Participant for such share, as proportionately adjusted for all subsequent distributions.

i. Section 409A Compliance. The Award and the shares of Common Stock and amounts payable under this Agreement are intended to comply with the requirements of Section 409A so as to prevent the inclusion in gross income of any benefits accrued hereunder in a taxable year prior to the taxable year or years in which such amount would otherwise be actually distributed or made available to the Participants. The Agreement shall be administered and interpreted to the extent possible in a manner consistent with that intent. Notwithstanding the terms of Section 2 or Section 3, if a Participant is a "specified employee" within the meaning of Section 409A, no payments in respect of any Award or RSU that is "deferred compensation" subject to Section 409A and which would otherwise be payable upon the Participant's "separation from service" (as defined in Section 409A) shall be made to such Participant prior to the date that is six months after the date of the Participant's "separation from service" or, if earlier, the Participant's date of death. Following any applicable six month delay, all such delayed payments will be paid in a single lump sum on the earliest date permitted under Section 409A that is also a business day. The Participant is solely responsible and liable for the satisfaction of all taxes and penalties under Section 409A that may be imposed on or in respect of the Participant in connection with this Agreement, and the Company shall not be liable to any Participant for any payment made under this Plan that is determined to result in an additional tax, penalty or interest under Section 409A, nor for reporting in good faith any payment made under this Agreement as an amount includible in gross income under Section 409A.

j. Section 280G of the Code. In the event that the accelerated vesting of the RSUs or the amounts payable under this Agreement, together with all other payments and the value of any benefit received or to be received by the Participant, would result in all or a portion of such payment being subject to excise tax under Section 4999 of the Code (the "Excise Tax"), then the Participant's payment shall be either (a) the full payment or (b) such lesser amount that would result in no portion of the payment being subject to the Excise Tax, whichever of the foregoing amounts, taking into account the applicable federal, state, and local employment taxes, income taxes, and the Excise Tax, results in the receipt by the Participant, on an after-tax basis, of the greatest amount of the payment notwithstanding that all or some portion of the payment may be taxable under Section 4999 of the Code. Any such reduction shall be made by the Company in compliance with all applicable legal authority, including Section 409A. All determinations required to be made under this Section shall be made by the nationally recognized accounting firm which is the Company's outside auditor immediately prior to the event triggering the payments that are subject to the Excise Tax, which firm must be reasonably acceptable to the Participant (the "Accounting Firm"). The Company shall cause the Accounting Firm to provide detailed supporting calculations of its determinations to the Company and the Participant. All fees and expenses of the Accounting Firm shall be borne solely by the Company. The Accounting Firm's determinations must be made with substantial authority (within the meaning of Section 6662 of the Code).

k. Governing Law. This Agreement shall be governed by and construed in accordance with the internal laws of the State of Maryland applicable to contracts made and performed wholly within the State of Maryland, without giving effect to the conflict of law provisions thereof. Any suit, action or proceeding with respect to this Agreement (or any provision incorporated by reference), or any judgment entered by any court in respect of any thereof, shall be brought in any court of competent jurisdiction in the State of New York or the State of Maryland, and each of the Participant and the Company hereby submits to the exclusive jurisdiction of such courts for the purpose of any such suit, action, proceeding, or judgment. Each of the Participant and the Company hereby irrevocably waives (i) any objections which it may now or hereafter have to the laying of the venue of any suit, action, or proceeding arising out of or relating to this Agreement brought in any court of competent jurisdiction in the State of New York or the State of Maryland, (ii) any claim that any such suit, action, or proceeding brought in any such court has been brought in any inconvenient forum and (iii) any right to a jury trial.

l. Signature in Counterparts. This Agreement may be signed in counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

* * * *

BRIXMOR PROPERTY GROUP INC.
RESTRICTED STOCK UNIT AGREEMENT
AWARD CERTIFICATE

1. Brixmor Property Group Inc., a Maryland corporation (together with its Subsidiaries, the “Company”), and the Participant who is signatory hereto, hereby agree to the terms of this Award Certificate and the Brixmor Property Group Inc. Restricted Stock Unit Agreement (the “Agreement”) to which it is attached. All capitalized terms used in this Award Certificate and not defined herein shall have the meanings assigned to them in the Company’s 2013 Omnibus Incentive Plan (the “Plan”) or the Agreement.

2. Subject to the terms of this Award Certificate, the Agreement and the Plan, the Company hereby grants to the Participant as of the Effective Date, the Award on the terms set forth below:

Participant:	Michael Hyun
Effective Date:	December 14, 2015
RSU Award Amount:	

3. The Award and any RSUs which may become vested under the Award are subject to the terms and conditions set forth in this Award Certificate, the Plan and the Agreement. All terms and provisions of the Plan and the Agreement, as the same may be amended from time to time, are incorporated and made part of this Award Certificate. If any provision of this Award Certificate is in conflict with the terms of the Plan or the Agreement, then the terms of the Plan or the Agreement, as applicable, shall govern. The Participant hereby expressly acknowledges receipt of a copy of the Plan and the Agreement.

IN WITNESS WHEREOF, this Agreement has been duly executed and delivered as of the date first above written.

BRIXMOR PROPERTY GROUP INC.

PARTICIPANT

By: _____
Name:
Title: Authorized Signatory

Name: Michael Hyun

BRIXMOR PROPERTY GROUP INC. AND SUBSIDIARIES
CONSOLIDATED RATIO OF EARNINGS TO FIXED CHARGES AND CONSOLIDATED RATIO OF EARNINGS TO
COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS

(dollars in thousands)

	Predecessor	Successor				
	Period from January 1, 2011 through June 27,	Period from June 28, 2011 through December 31,	Year Ended December 31,			
	2011	2011	2012	2013	2014	2015
Earnings:						
Income (loss) before equity in income of unconsolidated joint ventures	\$ (40,193)	\$ 159,065	\$ (150,409)	\$ (81,825)	\$ 110,581	\$ 197,077
Interest expense, net of amortization of premium/discount	187,205	200,625	377,070	339,044	254,380	236,709
Amortization of deferred financing fees	5,166	4,812	10,272	10,831	8,691	8,302
Distributed income of equity investees	390	152	451	409	454	512
Portion of rent expense representative of interest	206	226	445	443	416	364
Total Earnings	<u>\$ 152,774</u>	<u>\$ 364,880</u>	<u>\$ 237,829</u>	<u>\$ 268,902</u>	<u>\$ 374,522</u>	<u>\$ 442,964</u>
Fixed Charges:						
Interest expense, net of amortization of premium/discount	187,205	200,625	377,070	339,044	254,380	236,709
Capitalized interest	254	293	1,661	4,968	4,047	2,749
Amortization of deferred financing fees	5,166	4,812	10,272	10,831	8,691	8,302
Portion of rent expense representative of interest	206	226	445	443	416	364
Total fixed charges ⁽¹⁾	<u>192,831</u>	<u>205,956</u>	<u>389,448</u>	<u>355,286</u>	<u>267,534</u>	<u>248,124</u>
Preferred stock dividends	—	137	296	162	150	150
Total combined fixed charges and preferred stock dividends ⁽²⁾	<u>\$ 192,831</u>	<u>\$ 206,093</u>	<u>\$ 389,744</u>	<u>\$ 355,448</u>	<u>\$ 267,684</u>	<u>\$ 248,274</u>
Ratio of Earnings to Fixed Charges	—	1.8	—	—	1.4	1.8
Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends	—	1.8	—	—	1.4	1.8

⁽¹⁾For the period from January 1, 2011 through June 27, 2011 and the years ended December 31, 2012 and 2013 fixed charges exceeded earnings by \$40,057, \$151,619 and \$86,384, respectively.

⁽²⁾For the period from January 1, 2011 through June 27, 2011 and the years ended December 31, 2012 and 2013 combined fixed charges and preferred stock dividends exceeded earnings by \$40,057, \$151,915 and \$86,546, respectively.

BRIXMOR OPERATING PARTNERSHIP LP AND SUBSIDIARIES
CONSOLIDATED RATIO OF EARNINGS TO FIXED CHARGES

(dollars in thousands)

	Predecessor	Successor				
	Period from January 1, 2011 through June 27,	Period from June 28, 2011 through December 31,	Year Ended December 31,			
	2011	2011	2012	2013	2014	2015
Earnings:						
Income (loss) before equity in income of unconsolidated joint ventures	\$ (40,193)	\$ (128,372)	\$ (149,885)	\$ (81,819)	\$ 110,581	\$ 197,077
Interest expense, net of amortization of premium/discount	187,205	200,625	377,070	339,044	254,380	236,709
Amortization of deferred financing fees	5,166	4,812	10,272	10,831	8,691	8,302
Distributed income of equity investees	390	152	451	409	454	512
Portion of rent expense representative of interest	206	226	445	443	416	364
Total Earnings	<u>\$ 152,774</u>	<u>\$ 77,443</u>	<u>\$ 238,353</u>	<u>\$ 268,908</u>	<u>\$ 374,522</u>	<u>\$ 442,964</u>
Fixed Charges:						
Interest expense, net of amortization of premium/discount	187,205	200,625	377,070	339,044	254,380	236,709
Capitalized interest	254	293	1,661	4,968	4,047	2,749
Amortization of deferred financing fees	5,166	4,812	10,272	10,831	8,691	8,302
Portion of rent expense representative of interest	206	226	445	443	416	364
Total fixed charges ⁽¹⁾	<u>\$ 192,831</u>	<u>\$ 205,956</u>	<u>\$ 389,448</u>	<u>\$ 355,286</u>	<u>\$ 267,534</u>	<u>\$ 248,124</u>
Ratio of Earnings to Fixed Charges	—	—	—	—	1.4	1.8

⁽¹⁾For the period from January 1, 2011 through June 27, 2011, the period from June 28, 2011 through December 31, 2011 and the years ended December 31, 2012 and 2013 fixed charges exceeded earnings by \$40,057, \$128,513, \$151,095 and \$86,378, respectively.

BRIXMOR PROPERTY GROUP INC. AND SUBSIDIARIES
LIST OF SUBSIDIARIES

Legal Entity Name	State of Formation
550 West Germantown Pike LLC	Delaware
550 West Germantown Pike Manager LLC	Delaware
Arapahoe Crossings, L.P.	Delaware
Berkshire Crossing Retail LLC	Delaware
Berkshire Crossing Shopping Center, LLC	Delaware
BPG Subsidiary Inc.	Delaware
Bradley Financing LLC	Delaware
Bradley Financing Partnership	Delaware
Bradley Operating LLC	Delaware
BRE Mariner Bay Point LLC	Delaware
BRE Mariner Belfair II LLC	Delaware
BRE Mariner Belfair Town Village LLC	Delaware
BRE Mariner Carrollwood LLC	Delaware
BRE Mariner Chelsea Place LLC	Delaware
BRE Mariner Conway Crossing LLC	Delaware
BRE Mariner Dolphin Village LLC	Delaware
BRE Mariner Hunters Creek LLC	Delaware
BRE Mariner Lake St. Charles LLC	Delaware
BRE Mariner Marco Town Center LLC	Delaware
BRE Mariner Milestone Plaza LLC	Delaware
BRE Mariner Ross Plaza LLC	Delaware
BRE Mariner Salisbury Marketplace LP	Delaware
BRE Mariner Shops of Huntcrest LLC	Delaware
BRE Mariner Sunrise Town Center LLC	Delaware
BRE Mariner Venice Plaza LLC	Delaware
BRE Mariner Venice Shopping Center LLC	Delaware
BRE Mariner Winchester Plaza LLC	Delaware
BRE Retail Management GP Holdings LLC	Delaware
BRE Retail Management Holdings LLC	Delaware
BRE Retail NP Brenham Four Corners Owner LLC	Delaware
BRE Retail NP Festival Centre Owner LLC	Delaware
BRE Retail NP Kimball Crossing Owner LLC	Delaware
BRE Retail NP Lexington Road Plaza Owner LLC	Delaware
BRE Retail NP Memphis Commons Owner LLC	Delaware
BRE Retail NP Mezz 1 LLC	Delaware
BRE Retail NP Mezz Holdco LLC	Delaware
BRE Retail NP Owner 1 LLC	Delaware
BRE Retail NP Shoppes at Hickory Hollow Owner LLC	Delaware
BRE Retail Residual Boyertown Shopping Center Holdings LLC	Delaware
BRE Retail Residual Boyertown Shopping Center Owner LLC	Delaware
BRE Retail Residual Circle Center Owner LLC	Delaware
BRE Retail Residual GP Holdings LLC	Delaware
BRE Retail Residual Greeneville Commons Owner LLC	Delaware
BRE Retail Residual LP Holdings LLC	Delaware
BRE Retail Residual Mezz 1 LLC	Delaware
BRE Retail Residual Mezz 2 LLC	Delaware
BRE Retail Residual Mezz 3 LLC	Delaware
BRE Retail Residual Mezz 4 LLC	Delaware
BRE Retail Residual Mezz Holdco LLC	Delaware
BRE Retail Residual Mist Lake Plaza Owner LLC	Delaware
BRE Retail Residual MO Owner LLC	Delaware
BRE Retail Residual MO/SC Holdings Trust	Delaware

Legal Entity Name	State of Formation
BRE Retail Residual NC GP Holdings LLC	Delaware
BRE Retail Residual NC LP Holdings LLC	Delaware
BRE Retail Residual NC Owner L.P.	Delaware
BRE Retail Residual North Penn Market Place Holdings LLC	Delaware
BRE Retail Residual North Penn Market Place Owner LLC	Delaware
BRE Retail Residual OP 4 GP Holdings LLC	Delaware
BRE Retail Residual OP 5 GP Holdings LLC	Delaware
BRE Retail Residual OP 7-A GP Holdings LLC	Delaware
BRE Retail Residual Owner 1 LLC	Delaware
BRE Retail Residual Owner 2 LLC	Delaware
BRE Retail Residual Owner 3 LLC	Delaware
BRE Retail Residual Owner 4 LLC	Delaware
BRE Retail Residual Owner 5 LLC	Delaware
BRE Retail Residual Owner 6 LLC	Delaware
BRE Retail Residual Shoppes at Southside LLC	Delaware
BRE Retail Residual Shoppes at Valley Forge Holdings LLC	Delaware
BRE Retail Residual Shoppes at Valley Forge Owner LLC	Delaware
BRE Retail Residual TRS LLC	Delaware
BRE Retail Residual Woodbourne Square Owner LLC	Delaware
BRE Retail Residual Woodbourne Square Holdings LLC	Delaware
BRE Southeast Retail Mezz 1 LLC	Delaware
BRE Tarpon Dublin Village Holdings LLC	Delaware
BRE Tarpon Dublin Village LLC	Delaware
BRE Tarpon Eustis Village LLC	Delaware
BRE Tarpon Governors Town Square LLC	Delaware
BRE Tarpon Greensboro Village LLC	Delaware
BRE Tarpon Keith Bridge Commons LLC	Delaware
BRE Tarpon Midpoint Center LLC	Delaware
BRE Tarpon Salem Road Station Holdings LLC	Delaware
BRE Tarpon Salem Road Station LLC	Delaware
BRE Tarpon Shops of Lake Tuscaloosa LLC	Delaware
BRE Tarpon South Plaza LLC	Delaware
BRE Tarpon Vineyards at Chateau Elan LLC	Delaware
BRE Tarpon Whitaker Square II LLC	Delaware
BRE Tarpon Whitaker Square LLC	Delaware
BRE Tarpon Wilmington Island LLC	Delaware
BRE Throne Applegate Ranch LLC	Delaware
BRE Throne Beneva Village Shops LLC	Delaware
BRE Throne Clovis Commons LLC	Delaware
BRE Throne East Port Plaza LLC	Delaware
BRE Throne First Street Village LLC	Delaware
BRE Throne Frankfort Crossing LLC	Delaware
BRE Throne Garner Towne Center Square LP	Delaware
BRE Throne Holdings LLC	Delaware
BRE Throne Martin Downs Town Center LLC	Delaware
BRE Throne Martin Downs Village Center LLC	Delaware
BRE Throne Martin Downs Village Shoppes LLC	Delaware
BRE Throne Nashboro Village LLC	Delaware
BRE Throne Plaza Rio Vista LLC	Delaware
BRE Throne Preston Park LLC	Delaware
BRE Throne Property Holdings LLC	Delaware
BRE Throne Wadsworth Crossing LLC	Delaware
Brixmor 23rd Street Station Owner, LLC	Delaware
Brixmor Acquisition Company, LLC	Delaware
Brixmor Arbor Faire GP, LLC	Delaware
Brixmor Arbor Faire Owner, LP	Delaware
Brixmor Atlantic Plaza, LLC	Delaware

Legal Entity Name	State of Formation
Brixmor Augusta West Plaza, LLC	Delaware
Brixmor Bardin Lessee LLC	Delaware
Brixmor Bardin Owner LLC	Delaware
Brixmor Banks Station, LLC	Delaware
Brixmor Berkshire Crossing LLC	Delaware
Brixmor Bethel Park, LLC	Delaware
Brixmor Broadway Faire, L.P.	Delaware
Brixmor Burlington Square LLC	Delaware
Brixmor Capitol SC LLC	Delaware
Brixmor Cedar Plaza, LLC	Delaware
Brixmor Clark, LLC	Delaware
Brixmor Coconut Creek Owner, LLC	Delaware
Brixmor College Plaza LLC	Delaware
Brixmor County Line LLC	Delaware
Brixmor Courtyard at Georgetown LLC	Delaware
Brixmor Covington Gallery Owner, LLC	Delaware
Brixmor Creekwood SC, LLC	Delaware
Brixmor Cross Keys Commons LLC	Delaware
Brixmor Crystal Lake LLC	Delaware
Brixmor East Lake Pavilions, LLC	Delaware
Brixmor Eastlake SC, LLC	Delaware
Brixmor Employment Company, LLC	Delaware
Brixmor ERT, LLC	Delaware
Brixmor Exchange Property Owner IV, LLC	Delaware
Brixmor Fairview Corners LLC	Delaware
Brixmor Festival Center (IL) LLC	Delaware
Brixmor GA Albany Plaza LLC	Delaware
Brixmor GA America LLC	Delaware
Brixmor GA Apollo 1 LLC	Delaware
Brixmor GA Apollo 2 LLC	Delaware
Brixmor GA Apollo 3 LLC	Delaware
Brixmor GA Apollo 4 LLC	Delaware
Brixmor GA Apollo 5 LLC	Delaware
Brixmor GA Apollo 6 LLC	Delaware
Brixmor GA Apollo I Sub Holdings, LLC	Delaware
Brixmor GA Apollo I Sub LLC	Delaware
Brixmor GA Apollo I TX Holdings, LLC	Delaware
Brixmor GA Apollo II Sub LLC	Delaware
Brixmor GA Apollo II TX LLC	Delaware
Brixmor GA Apollo II TX LP	Delaware
Brixmor GA Apollo III Sub Holdings, LLC	Delaware
Brixmor GA Apollo III Sub LLC	Delaware
Brixmor GA Apollo III TX LLC	Delaware
Brixmor GA Apollo III TX LP	Delaware
Brixmor GA Apollo IV Sub LLC	Delaware
Brixmor GA Apollo Member LLC	Delaware
Brixmor GA Arlington Heights LLC	Delaware
Brixmor GA BJ's Plaza, LLC	Delaware
Brixmor GA Chamberlain Plaza LLC	Delaware
Brixmor GA Chicopee Marketplace LLC	Massachusetts
Brixmor GA Chicopee Marketplace Member LLC	Delaware
Brixmor GA Coastal Landing (FL) LLC	Delaware
Brixmor GA Coastal Way LLC	Delaware
Brixmor GA Cobblestone Village at Royal Palm Beach, LLC	Florida
Brixmor GA Cobblestone Village at St. Augustine, LLC	Delaware
Brixmor GA Conyers LLC	Delaware
Brixmor GA Conyers Phase I Owner LLC	Delaware

Legal Entity Name	State of Formation
Brixmor GA Conyers Phase II Owner LLC	Delaware
Brixmor GA Cosby Station LLC	Delaware
Brixmor GA Delta Center (MI) LLC	Delaware
Brixmor GA Devonshire (NC) GP LLC	Delaware
Brixmor GA Devonshire (NC) LP	Delaware
Brixmor GA Dover Park Plaza, LLC	Delaware
Brixmor GA East Ridge Crossing LLC	Delaware
Brixmor GA Elizabethtown LLC	Delaware
Brixmor GA Fashion Corner, LLC	Delaware
Brixmor GA Fashion Square-Orange Park, LLC	Florida
Brixmor GA Financing 1 LLC	Delaware
Brixmor GA Freshwater/Stateline LLC	Delaware
Brixmor GA Galleria, LLC	Delaware
Brixmor GA Grand Central Plaza I LLC	Delaware
Brixmor GA Grand Central Plaza LLC	Delaware
Brixmor GA Grand Central Plaza LP	Delaware
Brixmor GA Green Acres (MI) LLC	Delaware
Brixmor GA Haymarket Square LLC	Delaware
Brixmor GA Hilltop Plaza, LLC	Delaware
Brixmor GA Holdings A LLC	Delaware
Brixmor GA Holdings B LLC	Delaware
Brixmor GA Holdings C LLC	Delaware
Brixmor GA Holdings D LLC	Delaware
Brixmor GA Holdings E LLC	Delaware
Brixmor GA Karam Shopping Center LLC	Delaware
Brixmor GA Kingston Overlook LLC	Delaware
Brixmor GA London Marketplace, LLC	Delaware
Brixmor GA Lunenburg Crossing LLC	Delaware
Brixmor GA Marketplace Wycliffe, LLC	Delaware
Brixmor GA Marwood Plaza, LLC	Delaware
Brixmor GA Member II LLC	Delaware
Brixmor GA Merchants Central GP LLC	Delaware
Brixmor GA Merchants Central LP	Delaware
Brixmor GA Moundsville LLC	Delaware
Brixmor GA Mount Houston TX LLC	Delaware
Brixmor GA Mount Houston TX LP	Delaware
Brixmor GA Non-Core TN LLC	Delaware
Brixmor GA Normandy Square, LLC	Delaware
Brixmor GA North Haven Crossing LLC	Delaware
Brixmor GA North Olmsted LLC	Delaware
Brixmor GA North Ridgeville LLC	Delaware
Brixmor GA Panama City, LLC	Delaware
Brixmor GA Paradise Plaza GP, LLC	Delaware
Brixmor GA Paradise Plaza Leasehold LLC	Delaware
Brixmor GA Paradise Plaza, LP	Delaware
Brixmor GA Parkway Plaza GP, LLC	Delaware
Brixmor GA Parkway Plaza, LP	Delaware
Brixmor GA PUT Portfolio LLC	Delaware
Brixmor GA Roundtree Place, LLC	Delaware
Brixmor GA San Dimas GP, LLC	Delaware
Brixmor GA San Dimas, LP	Delaware
Brixmor GA SEA Member LLC	Delaware
Brixmor GA Seacoast Shopping Center LLC	Delaware
Brixmor GA Shops at Prospect GP LLC	Delaware
Brixmor GA Shops at Prospect LP	Delaware
Brixmor GA Shops at Prospect LP LLC	Delaware
Brixmor GA Southland Shopping Center LLC	Delaware

Legal Entity Name	State of Formation
Brixmor GA Springdale Member LLC	Delaware
Brixmor GA Springdale/Mobile Limited Partnership	Alabama
Brixmor GA Stratford Commons GP, LLC	Delaware
Brixmor GA Stratford Commons, LP	Delaware
Brixmor GA Streetsboro Crossing LLC	Delaware
Brixmor GA Sub LLC	Delaware
Brixmor GA Tuckernuck Square, LLC	Delaware
Brixmor GA Turnpike Plaza LLC	Delaware
Brixmor GA Vail Ranch GP, LLC	Delaware
Brixmor GA Vail Ranch, LP	Delaware
Brixmor GA Valley Commons LLC	Delaware
Brixmor GA Washtenaw Fountain, LLC	Delaware
Brixmor GA Waterbury LLC	Delaware
Brixmor GA Waterford Commons LLC	Delaware
Brixmor GA Westminster LLC	Delaware
Brixmor GA Wilkes-Barre LP	Delaware
Brixmor GA Wilkes-Barre Member I LLC	Delaware
Brixmor GA Wilkes-Barre Member LLC	Delaware
Brixmor GA Wilkes-Barre Sub LLC	Delaware
Brixmor GA Willow Springs Plaza LLC	Delaware
Brixmor Grand Traverse I LLC	Delaware
Brixmor Grand Traverse II LLC	Delaware
Brixmor Greentree SC, LLC	Delaware
Brixmor Hale Road LLC	Delaware
Brixmor Hamilton Plaza Owner, LLC	Delaware
Brixmor Hanover Square SC, LLC	Delaware
Brixmor Heritage Square LLC	Delaware
Brixmor Heritage Square MGR LLC	Delaware
Brixmor Highland Commons LLC	Delaware
Brixmor Holdings 1 SPE, LLC	Delaware
Brixmor Holdings 10 SPE, LLC	Delaware
Brixmor Holdings 11 SPE, LLC	Delaware
Brixmor Holdings 12 SPE, LLC	Delaware
Brixmor Holdings 3 SPE, LLC	Delaware
Brixmor Holdings 6 SPE, LLC	Delaware
Brixmor Holdings 8 SPE, LLC	Delaware
Brixmor HTG SPE 1 LLC	Delaware
Brixmor HTG SPE 5 LLC	Delaware
Brixmor HTG SPE MGR 1 LLC	Delaware
Brixmor III OP, LLC	Delaware
Brixmor Incap LLC	Delaware
Brixmor Innes Street LP	Delaware
Brixmor Ivyridge SC, LLC	Delaware
Brixmor Junior Mezz Holding, LLC	Delaware
Brixmor Larchmont LLC	Delaware
Brixmor Laurel Square Owner, LLC	Delaware
Brixmor Lehigh SC LLC	Delaware
Brixmor LLC	Maryland
Brixmor Long Meadow LLC	Delaware
Brixmor Mableton Walk, LLC	Delaware
Brixmor Management Joint Venture 2 Holding, LLC	Delaware
Brixmor Management Joint Venture 2, LLC	Delaware
Brixmor Management Joint Venture 2, LP	Delaware
Brixmor Management Joint Venture LP	Delaware
Brixmor Management NY LLC	Delaware
Brixmor Manchester I LLC	Delaware
Brixmor Manchester II LLC	Delaware

Legal Entity Name	State of Formation
Brixmor Manchester III LLC	Delaware
Brixmor MergerSub LLC	Delaware
Brixmor Metro 580 SC, L.P.	Delaware
Brixmor Miami Gardens, LLC	Delaware
Brixmor Middletown Plaza Owner, LLC	Delaware
Brixmor Miracle Mile, LLC	Delaware
Brixmor Monroe Plaza, LLC	Delaware
Brixmor Montebello Plaza GP, LLC	Delaware
Brixmor Montebello Plaza, L.P.	Delaware
Brixmor Morris Hills LLC	Delaware
Brixmor Naples SC LLC	Delaware
Brixmor NC Property GP LLC	Delaware
Brixmor New Centre LP	Delaware
Brixmor New Chastain Corners SC, LLC	Delaware
Brixmor New Garden Mezz 1, LLC	Delaware
Brixmor New Garden Mezz 2, LLC	Delaware
Brixmor New Garden SC Owner, LLC	Delaware
Brixmor Northern Hills LLC	Delaware
Brixmor Oakwood Commons LLC	Delaware
Brixmor Old Bridge LLC	Delaware
Brixmor OP GP LLC	Delaware
Brixmor OP Holdings 2, LLC	Delaware
Brixmor OP Holdings LLC	Delaware
Brixmor OP TRS LLC	Delaware
Brixmor Operating Partnership 16, LLC	Delaware
Brixmor Operating Partnership 2, LLC	Delaware
Brixmor Operating Partnership 4, L.P.	Delaware
Brixmor Operating Partnership 5, L.P.	Delaware
Brixmor Operating Partnership 7-A, LP	Delaware
Brixmor Operating Partnership, LLC	Delaware
Brixmor Operating Partnership LP	Delaware
Brixmor PA, LLC	Pennsylvania
Brixmor Paradise Pavilion, LLC	Delaware
Brixmor Park Shore Outparcel LLC	Delaware
Brixmor Park Shore SC LLC	Delaware
Brixmor Property Owner II, LLC	Delaware
Brixmor Renaissance Center East, LLC	Delaware
Brixmor Residual Arapahoe Crossings LLC	Delaware
Brixmor Residual Brooksville Square, LLC	Delaware
Brixmor Residual Dickson City Crossings Member, LLC	Delaware
Brixmor Residual Dickson City Crossings, LLC	Delaware
Brixmor Residual Dillsburg SC Member, LLC	Delaware
Brixmor Residual Dillsburg SC, LLC	Delaware
Brixmor Residual Holding LLC	Delaware
Brixmor Residual Presidential Plaza, LLC	Delaware
Brixmor Residual Rising Sun, LLC	Delaware
Brixmor Residual Shoppes at Fox Run, LLC	Delaware
Brixmor Residual Shops of Riverdale, LLC	Delaware
Brixmor Residual Stone Mill Plaza Member, LLC	Delaware
Brixmor Residual Stone Mill Plaza, LLC	Delaware
Brixmor Ridgeview, LLC	Delaware
Brixmor Rivercrest LLC	Delaware
Brixmor Riverhead Development LLC	Delaware
Brixmor Riverhead LLC	Delaware
Brixmor Roanoke Plaza LLC	Delaware
Brixmor Roosevelt Mall Owner, LLC	Delaware
Brixmor Rose Pavilion, L.P.	Delaware

Legal Entity Name	State of Formation
Brixmor Royal Oaks GP LLC	Delaware
Brixmor Royal Oaks L.P.	Delaware
Brixmor Seminole Plaza Owner, LLC	Delaware
Brixmor Senior Mezz Holding, LLC	Delaware
Brixmor Silver Pointe, LLC	Delaware
Brixmor Skyway Plaza, LLC	Delaware
Brixmor Slater Street LLC	Delaware
Brixmor Southeast Retail Manager, LLC	Delaware
Brixmor Southport Centre LLC	Delaware
Brixmor SPE 1 LLC	Delaware
Brixmor SPE 2 LLC	Delaware
Brixmor SPE 3 LLC	Delaware
Brixmor SPE 4 LLC	Delaware
Brixmor SPE 5 LLC	Delaware
Brixmor SPE 6 LLC	Delaware
Brixmor SPE MGR 1 LLC	Delaware
Brixmor Spradlin Farm LLC	Delaware
Brixmor Spring Mall Limited Partnership	Delaware
Brixmor Spring Mall, LLC	Delaware
Brixmor St. Francis Plaza LLC	Delaware
Brixmor STN LLC	Delaware
Brixmor Stockbridge Village, LLC	Delaware
Brixmor Stone Mountain, LLC	Delaware
Brixmor Sunshine Square LLC	Delaware
Brixmor Surrey Square Mall, LLC	Delaware
Brixmor Sweetwater Village, LLC	Delaware
Brixmor Tarpon Mall, LLC	Delaware
Brixmor Throne Retail Manager LLC	Delaware
Brixmor Tinton Falls, LLC	Delaware
Brixmor Tri City Plaza LLC	Delaware
Brixmor Trinity Commons SPE Limited Partnership	Delaware
Brixmor Trinity Commons SPE MGR LLC	Delaware
Brixmor UC Greenville LLC	Delaware
Brixmor Vallejo LLC	Delaware
Brixmor Venetian Isle LLC	Delaware
Brixmor Ventura Downs Owner, LLC	Delaware
Brixmor Victory Square, LLC	Delaware
Brixmor Warminster SPE LLC	Delaware
Brixmor Watson Glen LLC	Delaware
Brixmor Webster Square II LLC	Delaware
Brixmor Webster Square LLC	Delaware
Brixmor Wendover Place LLC	Delaware
Brixmor Westgate-Dublin, LLC	Delaware
Brixmor Williamson Square GP LLC	Delaware
Brixmor Winwood Town Center, LLC	Delaware
Brixmor Wolfcreek I LLC	Delaware
Brixmor Wolfcreek II LLC	Delaware
Brixmor Wolfcreek III LLC	Delaware
Brixmor Wolfcreek IV LLC	Delaware
Brixmor/IA 18 Mile & Ryan, LLC	Delaware
Brixmor/IA Bennetts Mills Plaza, LLC	Delaware
Brixmor/IA Brunswick Town Center, LLC	Delaware
Brixmor/IA Cayuga Plaza, LLC	Delaware
Brixmor/IA Central Station, LLC	Delaware
Brixmor/IA Centre at Navarro, LLC	Delaware
Brixmor/IA Clearwater Mall, LLC	Delaware
Brixmor/IA Colonial Marketplace, LLC	Delaware

Legal Entity Name	State of Formation
Brixmor/IA Columbus Center, LLC	Delaware
Brixmor/IA Commerce Central, LLC	Delaware
Brixmor/IA Crossroads Center, LLC	Delaware
Brixmor/IA Delco Plaza, LLC	Delaware
Brixmor/IA Downtown Publix, LLC	Delaware
Brixmor/IA Georgetown Square, LLC	Delaware
Brixmor/IA Lake Drive Plaza, LLC	Delaware
Brixmor/IA Northeast Plaza, LLC	Delaware
Brixmor/IA Payton Park, LLC	Delaware
Brixmor/IA Points West SC, LLC	Delaware
Brixmor/IA Quentin Collection, LLC	Delaware
Brixmor/IA Regency Park SC, LLC	Delaware
Brixmor/IA Rutland Plaza, LLC	Delaware
Brixmor/IA Southfield (MI) SC, LLC	Delaware
Brixmor/IA Southfield Plaza, LLC	Delaware
Brixmor/IA Spencer Square, LLC	Delaware
Brixmor/IA Tinley Park Plaza, LLC	Delaware
Brixmor/IA JV Manager, LLC	Delaware
Brixmor/IA JV Pool A, LLC	Delaware
Brixmor/IA JV Pool B, LLC	Delaware
Brixmor/IA JV Pool C, LLC	Delaware
Brixmor/IA JV Property Manager, LLC	Delaware
Brixmor/IA JV, LLC	Delaware
Brixmor/IA Member, LLC	Delaware
Brixmor-Lakes Crossing, LLC	Delaware
BRX Mamaroneck Parcel LLC	Delaware
CA New Plan Asset LLC	Delaware
CA New Plan Asset Partnership IV, L.P.	Delaware
CA New Plan Fixed Rate Partnership, L.P.	Delaware
CA New Plan Fixed Rate SPE LLC	Delaware
CA New Plan IV	Maryland
CA New Plan Sarasota Holdings SPE, LLC	Delaware
CA New Plan Sarasota, L.P.	Delaware
CA New Plan Texas Assets, L.P.	Delaware
CA New Plan Texas Assets, LLC	Delaware
CA New Plan V	Maryland
CA New Plan Venture Direct Investment Fund, LLC	Delaware
CA New Plan Venture Fund, LLC	Delaware
CA New Plan Venture Partner	Maryland
CA New Plan VI	Maryland
CA New Plan Victoria Holdings SPE, LLC	Delaware
CA New Plan Victoria, L.P.	Delaware
CA New Plan Villa Monaco Holdings SPE, LLC	Delaware
CA New Plan Villa Monaco, L.P.	Delaware
California Mezz 1, LLC	Delaware
California Mezz 2, LLC	Delaware
California Mezz Holdings, LLC	Delaware
California Property Owner I, LLC	Delaware
Campus Village IDOT LLC	Delaware
Campus Village Shopping Center Joint Venture	Delaware
Cedar Crest Associates L.P.	Pennsylvania
Cedar Crest GP, LLC	Delaware
Centro GA Enfield Stop & Shop LLC	Delaware
Century Plaza Associates, L.P.	Delaware
Chalfont Plaza Associates, L.P.	Delaware
Chalfont Plaza LLC	Delaware
Cherry Square MCV Associates, L.P.	Delaware

Legal Entity Name	State of Formation
Cherry Square MCV L.L.C.	Delaware
Collegeville Plaza Associates, L.P.	Delaware
Collegeville Plaza LLC	Delaware
County Line Plaza Realty Associates, L.P.	Delaware
County Line Plaza Realty LLC	Delaware
CP General Partner, LLC	Delaware
Culpeper Shopping Center Joint Venture	Delaware
CV GP L.P.	Delaware
CV GP LLC	Delaware
CW A & P Mamaroneck LLC	Delaware
CW Bensalem II GP LLC	Delaware
CW Bensalem II LP	Delaware
CW Bensalem Square GP LLC	Delaware
CW Bensalem Square LP	Delaware
CW Dover LLC	Delaware
CW Dover Manager LLC	Delaware
CW Groton Square LLC	Delaware
CW Highridge Plaza LLC	Delaware
CW Milford LLC	Delaware
CW North Ridge Plaza LLC	Delaware
CW Park Hills Plaza GP LLC	Delaware
CW Park Hills Plaza LP	Delaware
CW Parkway Plaza LLC	Delaware
CW Parkway Plaza Manager LLC	Delaware
CW Pilgrim Gardens GP LLC	Delaware
CW Pilgrim Gardens Holding GP LLC	Delaware
CW Pilgrim Gardens Holding LP	Delaware
CW Pilgrim Gardens LP	Delaware
CW Plymouth Plaza Holding GP LLC	Delaware
CW Plymouth Plaza Holding LP	Delaware
CW Plymouth Plaza Holding Parent LLC	Delaware
CW Port Washington LLC	Delaware
CW Village Square LLC	Delaware
CWAR 14 LLC	Delaware
CWAR 15 LLC	Delaware
CWOP 2 Mansell Pad Site LLC	Delaware
ERP Australian Member, LLC	Delaware
ERP Hillcrest, LLC	Delaware
ERP Mingo Marketplace, LLC	Delaware
ERP Nevada, LLC	Delaware
ERP New Britain GP, LLC	Delaware
ERP New Britain Holdings, LP	Delaware
ERP New Britain Mezz GP, LLC	Delaware
ERP New Britain Property Owner, L.P.	Delaware
ERP of Midway, LLC	Delaware
ERT 163rd Street Mall, LLC	Delaware
ERT Australian Management, LP	Delaware
ERT Development LLC	Delaware
ERT Southland LLC	Delaware
Excel Realty Partners, L.P.	Delaware
Excel Realty Trust - NC	Delaware
Florence Square LLC	Delaware
Fox Run Limited Partnership	Alabama
Fox Run LLC	Delaware
Gilbertsville Plaza Associates, L.P.	Delaware
Gilbertsville Plaza LLC	Delaware
Glenmont Associates Limited Partnership	Pennsylvania

Legal Entity Name	State of Formation
Glenmont LLC	Delaware
Grove Court Shopping Center LLC	Delaware
Harpers Corner Parcel LLC	Delaware
Heritage County Line Plaza SPE LLC	Delaware
Heritage County Line Plaza SPE MGR LLC	Delaware
Heritage Hale Road LLC	Delaware
Heritage HR Manager LLC	Delaware
Heritage Property Investment Limited Partnership	Delaware
Heritage Realty Management, LLC	Delaware
Heritage Realty Special L.P., LLC	Delaware
Heritage Southwest GP LLC	Delaware
Heritage Southwest Limited Partnership	Delaware
Heritage SPE LLC	Delaware
Heritage SPE MGR LLC	Delaware
Heritage SPE MGR Manager, LLC	Delaware
Heritage-Westwood La Vista LLC	Delaware
HK New Plan Arvada Plaza, LLC	Delaware
HK New Plan Covered Sun, LLC	Delaware
HK New Plan ERP Property Holdings, LLC	Delaware
HK New Plan Exchange Property Holdings I, LLC	Delaware
HK New Plan Exchange Property Owner II, LP	Delaware
HK New Plan Hunt River Commons, LLC	Delaware
HK New Plan Lower Tier OH, LLC	Delaware
HK New Plan Macon Chapman TRS GP LLC	Delaware
HK New Plan Mid Tier OH, L.P.	Delaware
HK New Plan STH Mid Tier I, LLC	Delaware
HK New Plan STH Upper Tier I, LLC	Delaware
HK New Plan STH Upper Tier II Company	Maryland
HK New Plan Vineyards GP LLC	Delaware
HK New Plan Vineyards, LP	Delaware
Killingly Plaza LLC	Delaware
Killingly Plaza Manager LLC	Delaware
KOP Kline Plaza LLC	Delaware
KOP Kline Plaza Manager LLC	Delaware
KOP Perkins Farm Marketplace LLC	Delaware
KOP Vestal Venture LLC	Delaware
KR 69th Street GP LLC	Delaware
KR 69th Street, L.P.	Pennsylvania
KR Barn GP LLC	Delaware
KR Barn, L.P.	Pennsylvania
KR Best Associates GP LLC	Delaware
KR Best Associates, L.P.	Pennsylvania
KR Campus GP LLC	Delaware
KR Campus II GP LLC	Delaware
KR Collegetown LLC	Delaware
KR Collegetown Manager LLC	Delaware
KR Culpeper GP LLC	Delaware
KR Culpeper II GP LLC	Delaware
KR Fox Run GP LLC	Delaware
KR Holcomb LLC	Delaware
KR Holcomb Manager LLC	Delaware
KR Mableton LLC	Delaware
KR Mableton Manager LLC	Delaware
KR Morganton LP	Delaware
KR Morganton Manager LLC	Delaware
KR Northpark Associates GP LLC	Delaware
KR Park Plaza LLC	Delaware

Legal Entity Name	State of Formation
KR Park Plaza Manager LLC	Delaware
KR Stratford LLC	Delaware
KR Stratford Manager LLC	Delaware
Kramont Operating Partnership, L.P.	Delaware
KRT Property Holdings LLC	Delaware
KRT Property Holdings Manager LLC	Delaware
Lakewood Plaza 9 Associates, L.P.	Delaware
Marlton Plaza Associates II, L.P.	Delaware
Marlton Plaza Associates, L.P.	Delaware
Marlton Plaza II LLC	Delaware
Montgomery CV Realty L.P.	Delaware
Mount Carmel Plaza Associates, L.P.	Delaware
Mount Carmel Plaza LLC	Delaware
NC Properties #1, LLC	Delaware
NC Properties #2, LLC	Delaware
New Holland Plaza Associates, L.P.	Delaware
New Holland Plaza LLC	Delaware
New Plan Australian Member, LLC	Delaware
New Plan Cinnaminson Urban Renewal, L.L.C.	New Jersey
New Plan Disbursing LLC	Delaware
New Plan DRP Trust	Maryland
New Plan ERP Limited Partner Company	Maryland
New Plan ERT HD Florida, LLC	Delaware
New Plan ERT HD Ohio, LLC	Delaware
New Plan ERT Tyrone Gardens, LLC	Delaware
New Plan Florida Holdings, LLC	Delaware
New Plan Hampton Village, LLC	Delaware
New Plan Institutional Retail Partner II, LLC	Delaware
New Plan Maryland Holdings, LLC	Delaware
New Plan of Arlington Heights, LLC	Delaware
New Plan of Cinnaminson GP, LLC	Delaware
New Plan of Cinnaminson LP	Delaware
New Plan of Michigan Member, LLC	Delaware
New Plan of New Garden, LLC	Delaware
New Plan of West Ridge, LLC	Delaware
New Plan Pennsylvania Holdings, LLC	Delaware
New Plan Property Holding Company	Maryland
New Plan Realty Trust, LLC	Delaware
NewSem Tyrone Gardens Property Owner, LLC	Delaware
NewSem Tyrone Gardens, LLC	Delaware
Newtown Village Plaza Associates L.P.	Delaware
Newtown Village Plaza LLC	Delaware
Northeast Plaza Outparcel Owner LLC	Delaware
Northpark Associates, L.P.	Georgia
NP/I & G Montecito Marketplace Phase I, LLC	Delaware
NP/I & G Montecito Marketplace Phase II, LLC	Delaware
NP/I&G Institutional Retail Company II, LLC	Delaware
Orange Plaza LLC	Delaware
Orange Plaza Manager LLC	Delaware
Plymouth Plaza Associates, L.P.	Delaware
Plymouth Plaza LLC	Delaware
Pointe Orlando Development Company	Delaware
Rio Grande Associates	Pennsylvania
Rio Grande Plaza LLC	Delaware
Salmon Run Plaza LLC	Delaware
Springfield Parcel LLC	Delaware
Springfield Supermarket LLC	Delaware

Legal Entity Name	State of Formation
The Shoppes at Wycliffe Property Owners' Association, Inc.	Delaware
Springfield Supermarket Manager LLC	Delaware
Super LLC	Maryland
Vestal Campus Plaza LLC	Delaware
Vestal Parkway Plaza LLC	Delaware
Vestal Retail Holdings, L.L.C.	Delaware
Vestal Shoppes LLC	Delaware
Vestal Town Square LLC	Delaware
Vestal Town Square Manager LLC	Delaware
Village Plaza LLC	Delaware
Village Plaza Manager LLC	Delaware
Werk Road Acquisition LLC	Delaware
Williamson Square Associates Limited Partnership	Illinois
Wolfcreek Outparcel Owner LLC	Delaware

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 333- 200057, 333- 200084, 333- 200086, and 333- 201464 on Forms S-3 and Registration Statement No. 333- 191971 on Form S-8 of our reports dated February 29, 2016, relating to the consolidated financial statements and financial statement schedules of Brixmor Property Group Inc. and Subsidiaries, and the effectiveness of Brixmor Property Group Inc. and Subsidiaries' internal control over financial reporting (which report expresses an adverse opinion on the effectiveness of the Brixmor Property Group Inc. and Subsidiaries' internal control over financial reporting due to a material weakness), appearing in the Annual Report on Form 10-K of Brixmor Property Group Inc. and Subsidiaries for the year ended December 31, 2015.

/s/ DELOITTE & TOUCHE LLP

New York, New York
February 29, 2016

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements:

Registration Statement (Form S-8) No. 333-191971) pertaining to the Brixmor Property Group Inc. 2013 Omnibus Incentive Plan
Registration Statement (Form S-3 No. 333-200057)
Registration Statement (Form S-3 No. 333-200084)
Registration Statement (Form S-3 No. 333-200086) and
Registration Statement (Form S-3 No. 333-201464)

of Brixmor Property Group Inc. and in the related Prospectuses of our report dated February 19, 2015, with respect to the consolidated financial statements and schedules of Brixmor Property Group Inc. and Subsidiaries included in this Annual Report (Form 10-K) for the year ended December 31, 2014.

/s/ Ernst & Young LLP

New York, New York
February 29, 2016

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-201464-01 on Form S-3 of our reports dated February 29, 2016, relating to the consolidated financial statements and financial statement schedules of Brixmor Operating Partnership LP and Subsidiaries, and the effectiveness of Brixmor Operating Partnership LP and Subsidiaries' internal control over financial reporting (which report expresses an adverse opinion on the effectiveness of the Brixmor Operating Partnership LP and Subsidiaries' internal control over financial reporting due to a material weakness), appearing in the Annual Report on Form 10-K of Brixmor Operating Partnership LP and Subsidiaries for the year ended December 31, 2015.

/s/ DELOITTE & TOUCHE LLP

New York, New York
February 29, 2016

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-3 No. 333-201464-01) of Brixmor Operating Partnership LP and Subsidiaries and in the related Prospectus of our report dated February 19, 2015, with respect to the consolidated financial statements and schedules of Brixmor Operating Partnership LP and Subsidiaries, included in this Annual Report (Form 10-K) for the year ended December 31, 2014.

/s/ Ernst & Young LLP

New York, New York
February 29, 2016

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

I, Daniel B. Hurwitz, certify that:

1. I have reviewed this annual report on Form 10-K for the period ended December 31, 2015 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 29, 2016

/s/Daniel B. Hurwitz

Interim Chief Executive Officer and President
(Principal Executive Officer)

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

I, Barry Lefkowitz, certify that:

1. I have reviewed this annual report on Form 10-K for the period ended December 31, 2015 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 29, 2016

/s/Barry Lefkowitz
Interim Chief Financial Officer
(Principal Financial Officer)

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

I, Daniel B. Hurwitz, certify that:

1. I have reviewed this annual report on Form 10-K for the period ended December 31, 2015 of Brixmor Operating Partnership LP;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 29, 2016

/s/Daniel B. Hurwitz

Interim Chief Executive Officer and President
(Principal Executive Officer)

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

I, Barry Lefkowitz, certify that:

1. I have reviewed this annual report on Form 10-K for the period ended December 31, 2015 of Brixmor Operating Partnership LP;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 29, 2016

/s/Barry Lefkowitz
Interim Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER 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 Annual Report of Brixmor Property Group Inc. (the "Company") on Form 10-K for the period ended December 31, 2015 filed with the Securities and Exchange Commission on the date hereof (the "Report"), pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officers of the Company hereby certify, to such officers' knowledge, that:

- The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable of the Securities Exchange Act of 1934, as amended; 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: February 29, 2016

/s/Daniel B. Hurwitz

Interim Chief Executive Officer and President
(Principal Executive Officer)

/s/Barry Lefkowitz

Interim Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER 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 Annual Report of Brixmor Operating Partnership LP (the "Operating Partnership") on Form 10-K for the period ended December 31, 2015 filed with the Securities and Exchange Commission on the date hereof (the "Report"), pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officers of the Operating Partnership hereby certify, to such officers' knowledge, that:

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

Date: February 29, 2016

/s/Daniel B. Hurwitz

Interim Chief Executive Officer and President
(Principal Executive Officer)

/s/Barry Lefkowitz

Interim Chief Financial Officer
(Principal Financial Officer)

Section 13(r) Disclosure

The disclosure with respect to the fiscal year ended December 31, 2015, was provided by Travelport Worldwide Limited, and for the quarter ended September 30, 2015, was provided by The Blackstone Group L.P. (“Blackstone”) and Hilton Worldwide Holdings Inc. (“Hilton”), each in accordance with Section 13(r) of the Securities Exchange Act of 1934, as amended. Travelport Worldwide Limited and Hilton may each be considered affiliates of Blackstone, and therefore affiliates of Brixmor. We did not independently verify or participate in the preparation of these disclosures.

Travelport Worldwide Limited provided the following disclosure for the year ended December 31, 2015:

Iran Sanctions Disclosure

As part of our global business in the travel industry, we provide certain passenger travel related Travel Commerce Platform 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 for the year ended December 31, 2015 were approximately \$551,000 and \$389,000, respectively, and \$660,000 and \$470,000 for the year ended December 31, 2014, respectively.

Blackstone provided the following disclosure with respect to Travelport Limited and Hilton for the quarter ended September 30, 2015:

Travelport Limited, which may be considered our affiliate, provided the disclosure reproduced below in connection with activities during the quarter ended September 30, 2015. We have not independently verified or participated in the preparation of this disclosure.

“As part of our global business in the travel industry, we provide certain passenger travel related Travel Commerce Platform 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 September 30, 2015 were approximately \$133,000 and \$94,000, respectively.”

Hilton Worldwide Holdings Inc., which may be considered our affiliate, provided the disclosure reproduced below in connection with activities during the quarter ended September 30, 2015. We have not independently verified or participated in the preparation of this disclosure.

“During the fiscal quarter ended September 30, 2015, an Iranian governmental delegation stayed at the Transcorp Hilton Abuja for one night. The stays were booked and paid for by the government of Nigeria. The hotel received revenues of approximately \$5,320 from these dealings. Net profit to Hilton Worldwide Holdings Inc. (“Hilton”) from these dealings was approximately \$495. Hilton believes that the hotel stays were exempt from the Iranian Transactions and Sanctions Regulations, 31 C.F.R. Part 560, pursuant to the International Emergency Economic Powers Act (“IEEPA”) and under 31 C.F.R. Section 560.210 (d). The Transcorp Hilton Abuja intends to continue engaging in future similar transactions to the extent they remain permissible under applicable laws and regulations.”

Hilton provided the following disclosure for the quarter ended September 30, 2015:

Hilton Worldwide Holdings Inc.

The following activities are disclosed as required by Section 13(r)(1)(D)(iii) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

During the fiscal quarter ended September 30, 2015, an Iranian governmental delegation stayed at the Transcorp Hilton Abuja for one night. The stays were booked and paid for by the government of Nigeria. The hotel received revenues of approximately \$5,320 from these dealings. Net profit to Hilton Worldwide Holdings Inc. (“Hilton”) from these dealings was approximately \$495. Hilton believes that the hotel stays were exempt from the Iranian Transactions and Sanctions Regulations, 31 C.F.R. Part 560, pursuant to the International Emergency Economic Powers Act (“IEEPA”) and under 31 C.F.R. Section 560.210 (d). The Transcorp Hilton Abuja intends to continue engaging in future similar transactions to the extent they remain permissible under applicable laws and regulations.

Travelport Worldwide Limited

After Hilton filed its Form 10-Q for the fiscal quarter ended June 30, 2015 with the Securities and Exchange Commission (the “SEC”), Travelport Worldwide Limited (“Travelport Worldwide”) which may be considered an affiliate of The Blackstone Group L.P. (“Blackstone”), and, therefore, may be considered an affiliate of Hilton, filed the disclosure reproduced below with respect to such period, in accordance with Section 13(r) of the Exchange Act. [As of the date Hilton filed its Form 10-Q for the quarter ended September 30, 2015 with the SEC, neither Blackstone nor Travelport Worldwide had filed its Form 10-Q for such period. Therefore, the disclosures reproduced below do not include information for the quarter ended September 30, 2015.] Hilton did not independently verify or participate in the preparation of any of these disclosures.

Travelport Worldwide included the following disclosure in its Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2015:

“Trade Sanctions 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 Travel Commerce Platform 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, 2015 were approximately \$145,000 and \$104,000, respectively.”

BRIXMOR PROPERTY GROUP INC. AND SUBSIDIARIES
PROPERTY LIST

Property Name	City	State	Metropolitan Statistical Area	Year Built	GLA	% Leased	ABR (,000's)	ABR/SF (1)	Grocer (2)	Other Major Tenants	Non- Owned Major Tenants
1 Winchester Plaza	Huntsville	AL	Huntsville, AL	2006	75,780	94.6%	\$ 892	\$ 12.44	Publix	—	
2 Springsdale	Mobile	AL	Mobile, AL	2004	606,731	90.2%	4,086	11.02	Sam's Club*	Belk, Best Buy, Big Lots, Burlington Stores, Marshalls, Michaels, Staples	
3 Payton Park	Sylacauga	AL	Talladega-Sylacauga, AL	1995	231,820	99.4%	1,566	6.80	Walmart Supercenter	Burke's Outlet	
4 Shops of Tuscaloosa	Tuscaloosa	AL	Tuscaloosa, AL	2005	70,242	90.7%	825	12.94	Publix	—	
5 Glendale Galleria	Glendale	AZ	Phoenix-Mesa-Scottsdale, AZ	2015	119,525	70.1%	1,023	12.21	—	LA Fitness, Sears Outlet	
6 Northmall Centre	Tucson	AZ	Tucson, AZ	1996	168,585	82.4%	1,615	11.63	Sam's Club*	CareMore, JC Penney Home Store, Stein Mart	
7 Applegate Ranch Shopping Center	Atwater	CA	Merced, CA	2006	146,364	96.7%	2,234	15.78	Super Target*, Walmart Supercenter*	Marshalls, Petco	
8 Bakersfield Plaza	Bakersfield	CA	Bakersfield, CA	2014	240,328	99.9%	3,295	13.97	Lassens Natural Foods & Vitamins	Burlington Stores, Ross Dress for Less	
9 Carmen Plaza	Camarillo	CA	Oxnard-Thousand Oaks-Ventura, CA	2000	129,173	94.4%	1,979	17.15	Trader Joe's*	24 Hour Fitness, CVS, Michaels	
10 Plaza Rio Vista	Cathedral	CA	Riverside-San Bernardino-Ontario, CA	2005	67,622	87.1%	1,058	17.96	Stater Bros.	—	
11 Clovis Commons	Clovis	CA	Fresno, CA	2004	174,990	97.8%	3,701	21.63	—	Best Buy, Office Depot, PetSmart, T.J. Maxx	Target
12 Cudahy Plaza	Cudahy	CA	Los Angeles-Long Beach-Anaheim, CA	1994	147,804	100.0%	1,369	9.26	—	Big Lots, Kmart	
13 University Mall	Davis	CA	Sacramento-Roseville-Arden-Arcade, CA	2011	103,695	95.6%	1,966	19.84	Trader Joe's	Forever 21, World Market	
14 Felicitia Plaza	Escondido	CA	San Diego-Carlsbad, CA	2001	98,714	100.0%	1,441	14.60	Vons (Albertsons)	Chuze Fitness	
15 Arbor - Broadway Faire	Fresno	CA	Fresno, CA	1995	261,344	98.3%	3,692	14.37	Smart & Final Extra!	PetSmart, The Home Depot, United Artists Theatres	
16 Lompoc Center	Lompoc	CA	Santa Maria-Santa Barbara, CA	2015	179,495	100.0%	1,957	11.76	Vons (Albertsons)	Harbor Freight Tools, Marshalls, Michaels, Staples	
17 Briggsmore Plaza	Modesto	CA	Modesto, CA	1998	92,315	100.0%	1,143	13.11	Grocery Outlet	Fallas Paredes, Sears Outlet	
18 Montebello Plaza	Montebello	CA	Los Angeles-Long Beach-Anaheim, CA	2012	283,631	93.9%	4,424	16.96	Albertsons	99¢ Only, Best Buy, CVS, Ross Dress for Less	
19 California Oaks Center	Murrieta	CA	Riverside-San Bernardino-Ontario, CA	2015	125,187	80.8%	1,419	14.59	Baron's Market	Dollar Tree	
20 Esplanade Shopping Center	Oxnard	CA	Oxnard-Thousand Oaks-Ventura, CA	2012	356,864	100.0%	6,834	19.32	Walmart Neighborhood Market	Bed Bath & Beyond, Dick's Sporting Goods, LA Fitness, Nordstrom Rack, T.J. Maxx	The Home Depot
21 Pacoima Center	Pacoima	CA	Los Angeles-Long Beach-Anaheim, CA	1995	202,773	100.0%	2,166	10.68	Food 4 Less (Kroger)	Ross Dress for Less, Target	
22 Paradise Plaza	Paradise	CA	Chico, CA	1997	198,323	97.5%	938	5.99	Save Mart	Kmart	
23 Metro S80	Pleasanton	CA	San Francisco-Oakland-Hayward, CA	2015	176,510	100.0%	2,641	32.60	—	Kohl's, Party City, Sport Chalet	Walmart
24 Rose Pavilion	Pleasanton	CA	San Francisco-Oakland-Hayward, CA	2014	300,473	94.0%	6,310	22.38	99 Ranch Market	Golfsmith, Macy's Home Store	
25 Puente Hills Town Center	Rowland Heights	CA	Los Angeles-Long Beach-Anaheim, CA	1984	258,685	99.7%	5,446	21.12	—	Marshalls, Michaels	
26 San Bernardino Center	San Bernardino	CA	Riverside-San Bernardino-Ontario, CA	2003	143,082	100.0%	1,044	7.30	—	Big Lots, Target	
27 Ocean View Plaza	San Clemente	CA	Los Angeles-Long Beach-Anaheim, CA	2015	169,963	100.0%	4,617	27.16	Ralphs (Kroger), Trader Joe's	CVS, Crunch Fitness	
28 Mira Mesa Mall	San Diego	CA	San Diego-Carlsbad, CA	2003	408,800	97.3%	7,728	20.22	Vons (Albertsons)	Bed Bath & Beyond, Kohl's, Marshalls, Mira Mesa Lanes	
29 San Dimas Plaza	San Dimas	CA	Los Angeles-Long Beach-Anaheim, CA	2013	164,757	98.5%	3,508	21.62	Smart & Final Extra!	Harbor Freight Tools, T.J. Maxx	Rite Aid
30 Bristol Plaza	Santa Ana	CA	Los Angeles-Long Beach-Anaheim, CA	2003	111,403	100.0%	2,776	26.73	Trader Joe's	Big Lots, Petco, Rite Aid	
31 Gateway Plaza	Santa Fe Springs	CA	Los Angeles-Long Beach-Anaheim, CA	2002	289,268	100.0%	3,566	23.98	El Super, Walmart Supercenter	LA Fitness, Marshalls	Target
32 Santa Paula Center	Santa Paula	CA	Oxnard-Thousand Oaks-Ventura, CA	1995	191,475	99.5%	1,958	10.27	Vons (Albertsons)	Big Lots, Heritage Hardware	
33 Vail Ranch Center	Temecula	CA	Riverside-San Bernardino-Ontario, CA	2003	201,904	95.7%	2,890	14.96	Stater Bros.	Rite Aid, Stein Mart	
34 Country Hills Shopping Center	Torrance	CA	Los Angeles-Long Beach-Anaheim, CA	1977	56,750	100.0%	1,027	19.31	Ralphs (Kroger)	—	
35 Gateway Plaza - Vallejo	Vallejo	CA	Vallejo-Fairfield, CA	2015	495,239	96.7%	7,874	16.52	Costco*	Bed Bath & Beyond, Century Theatres, Marshalls, Ross Dress for Less, Toys"R"Us	Target
36 Arvada Plaza	Arvada	CO	Denver-Aurora-Lakewood, CO	1994	95,236	100.0%	714	7.49	King Soopers (Kroger)	Arc	
37 Arapahoe Crossings	Aurora	CO	Denver-Aurora-Lakewood, CO	2015	466,373	94.4%	6,057	13.76	King Soopers (Kroger)	2nd & Charles, AMC Theatres, Big Lots, buybuy BABY, Gordmans, Kohl's, Stein Mart	
38 Aurora Plaza	Aurora	CO	Denver-Aurora-Lakewood, CO	1996	178,491	98.1%	1,471	8.70	King Soopers (Kroger)	Cinema Latino, Gen-X	
39 Villa Monaco	Denver	CO	Denver-Aurora-Lakewood, CO	2013	122,139	90.4%	1,526	13.82	Walmart Neighborhood Market	—	

	Property Name	City	State	Metropolitan Statistical Area	Year Built	GLA	% Leased	ABR (,000's)	ABR/SF (1)	Grocer (2)	Other Major Tenants	Non- Owned Major Tenants
40	Superior Marketplace	Superior	CO	Boulder, CO	2015	279,189	82.2%	3,820	16.65	Whole Foods Market, Costco*, Super Target*	Party City, T.J.Maxx, Ulta	
41	Westminster City Center	Westminster	CO	Denver-Aurora-Lakewood, CO	2014	337,470	93.9%	4,684	14.78	—	Babies"R"Us, Barnes & Noble, Gordmans, Jo-Ann Fabric & Craft Stores, Ross Dress for Less, Tile Shop, Ulta	
42	Freshwater - Statelyne Plaza	Enfield	CT	Hartford-West Hartford-East Hartford, CT	2004	295,647	95.9%	2,445	16.66	Costco	Dick's Sporting Goods, Jo-Ann Fabric & Craft Stores, P.C. Richard & Son	The Home Depot
43	The Shoppes at Fox Run	Glastonbury	CT	Hartford-West Hartford-East Hartford, CT	2012	106,364	98.4%	2,473	23.62	Whole Foods Market	Petco	
44	Groton Square	Groton	CT	Norwich-New London, CT	1987	196,802	97.2%	2,659	13.89	Super Stop & Shop (Ahold)	Kohl's	Walmart
45	Parkway Plaza	Hamden	CT	New Haven-Milford, CT	2006	72,353	100.0%	980	13.55	PriceRite (ShopRite)	—	
46	Killingly Plaza	Killingly	CT	Worcester, MA-CT	1990	76,960	98.7%	606	7.97	—	Kohl's	
47	The Manchester Collection	Manchester	CT	Hartford-West Hartford-East Hartford, CT	2015	339,775	91.2%	4,290	13.84	Sam's Club*, Walmart Supercenter*	A.C. Moore, Ashley Furniture, Babies"R"Us, Bed Bath & Beyond, Big Bob's Flooring Outlet, DSW, Edge Fitness, Hobby Lobby, Plaza Aztec	Walmart
48	Chamberlain Plaza	Meriden	CT	New Haven-Milford, CT	2004	54,302	100.0%	629	11.57	—	Dollar Tree, Savers	
49	Milford Center	Milford	CT	New Haven-Milford, CT	1966	25,056	100.0%	341	13.61	Xpct Discounts	—	
50	Tumpike Plaza	Newington	CT	Hartford-West Hartford-East Hartford, CT	2004	149,894	100.0%	2,524	16.84	Price Chopper	Dick's Sporting Goods	
51	North Haven Crossing	North Haven	CT	New Haven-Milford, CT	2015	104,017	88.4%	1,648	17.93	—	Barnes & Noble, Dollar Tree, DSW, Five Below, Lumber Liquidators, PetSmart	
52	Christmas Tree Plaza	Orange	CT	New Haven-Milford, CT	1996	132,791	98.6%	1,906	14.56	—	A.C. Moore, Christmas Tree Shops	
53	Stratford Square	Stratford	CT	Bridgeport-Stamford-Norwalk, CT	2015	160,536	87.9%	2,448	17.34	—	LA Fitness, Marshalls	
54	Torrington Plaza	Torrington	CT	Torrington, CT	1994	125,496	93.5%	1,228	11.45	—	Jo-Ann Fabric & Craft Stores, Staples, T.J.Maxx	
55	Waterbury Plaza	Waterbury	CT	New Haven-Milford, CT	2000	183,706	91.0%	2,210	13.26	Super Stop & Shop (Ahold)	Dollar Tree, Pretty Woman	Target
56	Waterford Commons	Waterford	CT	Norwich-New London, CT	2004	236,730	98.0%	4,428	19.09	—	Babies"R"Us, Dick's Sporting Goods, DSW, Michaels, Party City, Ulta	Best Buy
57	North Dover Center	Dover	DE	Dover, DE	2013	191,974	100.0%	2,336	12.17	Acme (Albertsons)	Party City, Staples, T.J.Maxx, Toys"R"Us	
58	Apopka Commons	Apopka	FL	Orlando-Kissimmee-Sanford, FL	2010	42,507	81.3%	459	13.29	—	Dollar Tree, Staples	The Home Depot
59	Brooksville Square	Brooksville	FL	Tampa-St. Petersburg-Clearwater, FL	2013	156,361	96.0%	1,618	10.78	Publix	Sears Outlet	
60	Coastal Way - Coastal Landing	Brooksville	FL	Tampa-St. Petersburg-Clearwater, FL	2008	370,898	97.1%	3,392	16.08	—	Bed Bath & Beyond, Belk, hhgregg, Marshalls, Michaels, Office Depot, Petco, Sears, Ulta	
61	Midpoint Center	Cape Coral	FL	Cape Coral-Fort Myers, FL	2002	75,386	100.0%	1,041	13.81	Publix	—	Target
62	Clearwater Mall	Clearwater	FL	Tampa-St. Petersburg-Clearwater, FL	2012	300,929	98.7%	6,363	22.56	Costco*, Super Target*	hhgregg, Michaels, PetSmart, Ross Dress for Less	Lowe's
63	Coconut Creek Plaza	Coconut Creek	FL	Miami-Fort Lauderdale-West Palm Beach, FL	2005	265,671	80.1%	2,760	12.96	Publix	Bealls Outlet, Big Lots, Off the Wall Trampoline, Planet Fitness, Rainbow	
64	Century Plaza Shopping Center	Deerfield Beach	FL	Miami-Fort Lauderdale-West Palm Beach, FL	2006	73,077	94.2%	1,500	21.80	—	Broward County Library	
65	Northgate Shopping Center	DeLand	FL	Deltona-Daytona Beach-Ormond Beach, FL	1993	186,396	97.2%	1,268	7.00	Publix	—	
66	Eustis Village	Eustis	FL	Orlando-Kissimmee-Sanford, FL	2002	156,927	96.9%	1,733	11.40	Publix	Bealls Outlet	
67	First Street Village	Fort Meyers	FL	Cape Coral-Fort Myers, FL	2006	54,926	97.3%	790	14.78	Publix	—	
68	Sun Plaza	Fl. Walton Beach	FL	Crestview-Fort Walton Beach-Destin, FL	2004	158,118	99.1%	1,619	10.33	Publix	Bealls Outlet, Books-A-Million, Office Depot, T.J.Maxx	
69	Normandy Square	Jacksonville	FL	Jacksonville, FL	1996	87,240	100.0%	755	8.66	Winn-Dixie (Southeastern Grocers)	Family Dollar	
70	Regency Park Shopping Center	Jacksonville	FL	Jacksonville, FL	2015	334,065	90.4%	2,395	7.93	—	American Signature Furniture, Bealls Outlet, Books-A-Million, Hard Knocks, Ollie's Bargain Outlet	
71	The Shoppes at Southside	Jacksonville	FL	Jacksonville, FL	2004	109,113	63.3%	1,765	25.54	—	Best Buy, David's Bridal	
72	Ventura Downs	Kissimmee	FL	Orlando-Kissimmee-Sanford, FL	2005	98,191	97.1%	1,235	12.95	Publix Sabor	—	
73	Marketplace at Wycliffe	Lake Worth	FL	Miami-Fort Lauderdale-West Palm Beach, FL	2015	133,520	94.2%	2,078	16.53	Walmart Neighborhood Market	Walgreens	
74	Venetian Isle Shopping Ctr	Lighthouse Point	FL	Miami-Fort Lauderdale-West Palm Beach, FL	1992	181,401	95.3%	1,768	10.53	Publix	Dollar Tree, Petco, Staples, Tuesday Morning, T.J.Maxx	
75	Marco Town Center	Marco Island	FL	Naples-Immokalee-Marco Island, FL	2001	109,830	94.5%	2,115	20.38	Publix	—	
76	Mall at 163rd Street	Miami	FL	Miami-Fort Lauderdale-West Palm Beach, FL	2007	339,478	75.9%	3,753	18.05	Walmart Supercenter*	Citi Trends, Marshalls, Ross Dress for Less	
77	Miami Gardens	Miami	FL	Miami-Fort Lauderdale-West Palm Beach, FL	1996	244,719	96.3%	2,467	10.46	Winn-Dixie (Southeastern Grocers)	Ross Dress for Less	
78	Freedom Square	Naples	FL	Naples-Immokalee-Marco Island, FL	1995	211,839	100.0%	1,924	9.08	Publix	—	
79	Naples Plaza	Naples	FL	Naples-Immokalee-Marco Island, FL	2013	200,820	100.0%	3,385	17.15	Publix	Marshalls, Office Depot, PGA TOUR Superstore	
80	Park Shore Plaza	Naples	FL	Naples-Immokalee-Marco Island, FL	2015	246,790	90.5%	3,399	15.60	The Fresh Market	Big Lots, Burlington Stores, HomeGoods, Party City, Saks OFF Fifth	
81	Chelsea Place	New Port Richey	FL	Tampa-St. Petersburg-Clearwater, FL	1992	81,144	95.1%	919	11.91	Publix	Zone Fitness Club	
82	Southgate Center	New Port Richey	FL	Tampa-St. Petersburg-Clearwater, FL	2012	238,838	96.7%	2,265	10.26	Publix	Bealls Outlet, Big Lots, Lumber Liquidators, Old Time Pottery, YouFit Health Club	

	Property Name	City	State	Metropolitan Statistical Area	Year Built	GLA	% Leased	ABR (,000's)	ABR/SF (1)	Grocer (2)	Other Major Tenants	Non- Owned Major Tenants
83	Presidential Plaza West	North Lauderdale	FL	Miami-Fort Lauderdale-West Palm Beach, FL	2006	88,506	78.5%	675	9.75	Sedano's	Family Dollar	
84	Fashion Square	Orange Park	FL	Jacksonville, FL	1996	36,029	50.4%	395	30.60	—	Miller's Orange Park Ale House, Ruby Tuesday, Samurai Japanese Steakhouse	
85	Colonial Marketplace	Orlando	FL	Orlando-Kissimmee-Sanford, FL	2014	141,069	99.1%	2,296	16.42	—	Burlington Stores, LA Fitness	Target
86	Conway Crossing	Orlando	FL	Orlando-Kissimmee-Sanford, FL	2002	76,321	98.7%	958	12.71	Publix	—	
87	Hunter's Creek Plaza	Orlando	FL	Orlando-Kissimmee-Sanford, FL	1998	73,204	93.4%	1,032	15.08	—	Office Depot	
88	Pointe Orlando	Orlando	FL	Orlando-Kissimmee-Sanford, FL	2015	428,066	89.8%	8,098	22.22	—	Main Event, Regal Cinemas	
89	Martin Downs Town Center	Palm City	FL	Port St. Lucie, FL	1996	64,546	95.7%	724	11.73	Publix	—	
90	Martin Downs Village Center	Palm City	FL	Port St. Lucie, FL	1987	154,964	85.7%	2,407	18.12	—	Goodwill, Martin Memorial, Walgreens	
91	23rd Street Station	Panama City	FL	Panama City, FL	1995	98,827	91.2%	1,094	12.13	Publix	—	
92	Panama City Square	Panama City	FL	Panama City, FL	2015	298,685	100.0%	2,400	8.04	Walmart Supercenter	Big Lots, Harbor Freight Tools, Sports Authority, T.J. Maxx	
93	Pensacola Square	Pensacola	FL	Pensacola-Ferry Pass-Brent, FL	1995	142,767	83.2%	1,091	9.82	—	Bells Outlet, Big Lots, Petland, Sears Home Appliance Showroom	Hobby Lobby
94	Shopper's Haven Shopping Ctr	Pompano Beach	FL	Miami-Fort Lauderdale-West Palm Beach, FL	1998	206,791	96.6%	2,629	13.59	Winn-Dixie (Southeastern Grocers)	A.C. Moore, Bells Outlet, Bed Bath & Beyond, Party City, YouFit Health Club	
95	East Port Plaza	Port St. Lucie	FL	Port St. Lucie, FL	1991	162,831	82.7%	1,797	13.34	Publix	Fortis Institute, Walgreens	
96	Shoppes of Victoria Square	Port St. Lucie	FL	Port St. Lucie, FL	1990	95,243	80.1%	906	11.87	Winn-Dixie (Southeastern Grocers)	Dollar Tree	
97	Lake St. Charles	Riverview	FL	Tampa-St. Petersburg-Clearwater, FL	1999	57,015	95.4%	555	10.21	Winn-Dixie (Southeastern Grocers)	—	
98	Cobblestone Village	Royal Palm Beach	FL	Miami-Fort Lauderdale-West Palm Beach, FL	2005	39,404	87.4%	628	18.24	SuperTarget*	The Zoo Health Club	
99	Beneva Village Shoppes	Sarasota	FL	North Port-Sarasota-Bradenton, FL	1987	141,532	88.9%	1,494	11.87	Publix	Harbor Freight Tools, Walgreens, YouFit Health Club	
100	Sarasota Village	Sarasota	FL	North Port-Sarasota-Bradenton, FL	2011	173,184	100.0%	1,945	11.51	Publix	Big Lots, Crunch Fitness, HomeGoods	
101	Atlantic Plaza	Satellite Beach	FL	Palm Bay-Melbourne-Titusville, FL	2008	130,845	73.0%	1,236	12.94	Publix	—	
102	Seminole Plaza	Seminole	FL	Tampa-St. Petersburg-Clearwater, FL	2015	146,579	95.1%	1,094	7.85	—	Bells Outlet, Burlington Stores, T.J. Maxx	
103	Cobblestone Village	St. Augustine	FL	Jacksonville, FL	2015	261,061	92.5%	3,202	13.26	Publix	Bells, Bed Bath & Beyond, Michaels, Party City, Petco	
104	Dolphin Village	St. Pete Beach	FL	Tampa-St. Petersburg-Clearwater, FL	1990	134,324	83.3%	1,609	14.39	Publix	CVS, Dollar Tree	
105	Bay Pointe Plaza	St. Petersburg	FL	Tampa-St. Petersburg-Clearwater, FL	2002	103,986	84.2%	946	10.81	Publix	Bells Outlet	
106	Rutland Plaza	St. Petersburg	FL	Tampa-St. Petersburg-Clearwater, FL	2002	149,562	91.7%	1,232	8.99	Winn-Dixie (Southeastern Grocers)	Bells Outlet, Big Lots	
107	Skyway Plaza	St. Petersburg	FL	Tampa-St. Petersburg-Clearwater, FL	2002	110,799	88.8%	873	8.87	Winn-Dixie (Southeastern Grocers)**	Dollar Tree	
108	Tyrone Gardens	St. Petersburg	FL	Tampa-St. Petersburg-Clearwater, FL	1998	209,337	85.1%	1,578	8.86	Winn-Dixie (Southeastern Grocers)	Bells Outlet, Big Lots, Chuck E. Cheese's	
109	Downtown Publix	Stuart	FL	Port St. Lucie, FL	2000	151,246	58.1%	1,088	12.38	Publix	Family Dollar	
110	Sunrise Town Center	Sunrise	FL	Miami-Fort Lauderdale-West Palm Beach, FL	1989	110,109	94.2%	1,279	12.33	Patel Brothers	Dollar Tree, LA Fitness	Walmart
111	Carrollwood Center	Tampa	FL	Tampa-St. Petersburg-Clearwater, FL	2002	90,558	98.4%	1,423	15.97	Publix	Rarechues	
112	Ross Plaza	Tampa	FL	Tampa-St. Petersburg-Clearwater, FL	1996	90,625	99.2%	1,164	12.95	—	Deal\$, Ross Dress for Less, Lumber Liquidators	
113	Tarpon Mall	Tarpon Springs	FL	Tampa-St. Petersburg-Clearwater, FL	2003	145,832	100.0%	2,226	15.26	Publix	Petco, T.J. Maxx, Ulta	
114	Venice Plaza	Venice	FL	North Port-Sarasota-Bradenton, FL	1999	132,345	98.3%	909	6.99	Winn-Dixie (Southeastern Grocers)	Lumber Liquidators, Pet Supermarket, T.J. Maxx	
115	Venice Shopping Center	Venice	FL	North Port-Sarasota-Bradenton, FL	2000	109,801	84.7%	579	6.23	Publix	Bells Outlet	
116	Governors Town Square	Acworth	GA	Atlanta-Sandy Springs-Roswell, GA	2005	68,658	98.0%	1,159	17.23	Publix	—	
117	Albany Plaza	Albany	GA	Albany, GA	1995	114,169	75.1%	542	6.32	Harveys (Southeastern Grocers)	Big Lots, OK Beauty & Fashions Outlet	
118	Mansell Crossing	Alpharetta	GA	Atlanta-Sandy Springs-Roswell, GA	2015	332,364	99.6%	5,100	19.19	—	AMC Theatres, Barnes & Noble, DSW, Macy's Furniture Gallery, REI, Sports Authority, T.J. Maxx, Ulta	Toys"R"Us
119	Perlis Plaza	Americus	GA	Americus, GA	1972	165,315	83.5%	787	5.70	—	Belk, Roses	
120	Northeast Plaza	Atlanta	GA	Atlanta-Sandy Springs-Roswell, GA	2015	442,201	95.5%	4,546	10.91	City Farmers Market	Atlanta Ballroom Dance Club, dd's Discounts, Goodwill	
121	Augusta West Plaza	Augusta	GA	Augusta-Richmond County, GA-SC	2006	207,823	69.5%	1,093	7.57	—	Burlington Stores, Dollar Tree	
122	Sweetwater Village	Austell	GA	Atlanta-Sandy Springs-Roswell, GA	1985	66,197	100.0%	495	7.48	Food Depot	Family Dollar	
123	Vineyards at Chateau Elan	Braselton	GA	Atlanta-Sandy Springs-Roswell, GA	2002	79,047	87.7%	962	13.88	Publix	—	
124	Cedar Plaza	Cedartown	GA	Cedartown, GA	1994	83,300	76.5%	545	8.56	Kroger	—	
125	Conyers Plaza	Conyers	GA	Atlanta-Sandy Springs-Roswell, GA	2001	171,374	97.4%	1,975	11.83	Walmart Supercenter*	Jo-Ann Fabric & Craft Stores, Mattress Firm, PetSmart, Value Village	The Home Depot

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126 Cordele Square	Cordele	GA	Cordele, GA	2002	127,953	82.6%	665	6.29	Harveys (Southeastern Grocers) Ingles	Belk, Citi Trends, Cordele Theatres	
127 Covington Gallery	Covington	GA	Atlanta-Sandy Springs-Roswell, GA	1991	174,857	88.2%	952	6.17		Kmart	
128 Salem Road Station	Covington	GA	Atlanta-Sandy Springs-Roswell, GA	2000	67,270	94.5%	722	11.35	Publix	—	
129 Keith Bridge Commons	Cumming	GA	Atlanta-Sandy Springs-Roswell, GA	2002	94,886	91.0%	1,125	13.03	Kroger	Anytime Fitness	
130 Northside	Dalton	GA	Dalton, GA	2001	73,931	83.8%	490	7.91	Food City	Family Dollar	
131 Cosby Station	Douglasville	GA	Atlanta-Sandy Springs-Roswell, GA	1994	77,811	91.2%	770	10.85	Publix	—	
132 Park Plaza	Douglasville	GA	Atlanta-Sandy Springs-Roswell, GA	1986	46,494	79.1%	586	15.95	Kroger*	—	
133 Dublin Village	Dublin	GA	Dublin, GA	2005	94,920	98.5%	703	7.52	Kroger	—	
134 Westgate	Dublin	GA	Dublin, GA	2004	113,138	94.0%	676	6.59	Harveys (Southeastern Grocers)	Bells Outlet, Big Lots	The Home Depot
135 Venture Pointe	Duluth	GA	Atlanta-Sandy Springs-Roswell, GA	2012	155,172	89.0%	1,431	10.36	—	American Signature Furniture, Ollie's Bargain Outlet, Studio Movie Grill	
136 Banks Station	Fayetteville	GA	Atlanta-Sandy Springs-Roswell, GA	2006	176,451	84.7%	1,096	8.50	Food Depot	Cinemark, Staples	
137 Barrett Place	Kennesaw	GA	Atlanta-Sandy Springs-Roswell, GA	1994	218,818	100.0%	2,137	9.77	—	Best Buy, Michaels, OfficeMax, PetSmart, Sports Authority, The Furniture Mall	
138 Shops of Huntercrest	Lawrenceville	GA	Atlanta-Sandy Springs-Roswell, GA	2003	97,040	95.6%	1,232	13.27	Publix	—	
139 Mableton Walk	Mableton	GA	Atlanta-Sandy Springs-Roswell, GA	1994	105,884	80.9%	1,102	12.86	Publix	—	
140 The Village at Mableton	Mableton	GA	Atlanta-Sandy Springs-Roswell, GA	2015	239,013	81.8%	869	4.59	—	Dollar Tree, Kmart, Ollie's Bargain Outlet	
141 North Park	Macon	GA	Macon, GA	2013	216,795	99.0%	1,356	6.32	Kroger	Kmart	
142 Marshalls at Eastlake	Marietta	GA	Atlanta-Sandy Springs-Roswell, GA	1982	54,976	97.8%	521	9.69	—	Marshalls	
143 New Chastain Corners	Marietta	GA	Atlanta-Sandy Springs-Roswell, GA	2004	113,079	80.7%	905	9.92	Kroger	—	
144 Pavilions at Eastlake	Marietta	GA	Atlanta-Sandy Springs-Roswell, GA	1996	154,224	89.5%	1,701	12.33	Kroger	J. Christopher's	
145 Perry Marketplace	Perry	GA	Warner Robins, GA	2004	179,973	78.4%	989	7.01	Kroger	Ace Hardware, Bells Outlet, Goody's	
146 Creekwood Village	Rex	GA	Atlanta-Sandy Springs-Roswell, GA	1990	69,778	85.9%	501	8.37	Food Depot	—	
147 Shops of Riverdale	Riverdale	GA	Atlanta-Sandy Springs-Roswell, GA	1995	16,808	82.2%	274	19.83	Walmart Supercenter*	—	
148 Holcomb Bridge Crossing	Roswell	GA	Atlanta-Sandy Springs-Roswell, GA	1988	105,420	94.0%	976	9.84	—	PGA TOUR Superstore	
149 Victory Square	Savannah	GA	Savannah, GA	2007	122,739	95.4%	1,702	14.88	SuperTarget*	Citi Trends, Dollar Tree, Frank Theatres, Staples	The Home Depot
150 Stockbridge Village	Stockbridge	GA	Atlanta-Sandy Springs-Roswell, GA	2008	188,135	87.6%	2,496	15.15	Kroger	—	
151 Stone Mountain Festival	Stone Mountain	GA	Atlanta-Sandy Springs-Roswell, GA	2006	347,091	94.9%	1,711	5.20	Walmart Supercenter	Hobby Lobby, NCG Cinemas	
152 Wilmington Island	Wilmington Island	GA	Savannah, GA	2015	101,462	92.7%	1,068	11.36	Kroger	—	
153 Kimberly West Shopping Center	Davenport	IA	Davenport-Moline-Rock Island, IA- IL	1987	113,713	87.3%	605	6.10	Hy-Vee	—	
154 Haymarket Mall	Des Moines	IA	Des Moines-West Des Moines, IA	2002	243,680	98.0%	1,420	6.07	—	Burlington Stores, Hobby Lobby	
155 Haymarket Square	Des Moines	IA	Des Moines-West Des Moines, IA	2002	268,205	82.7%	1,404	6.33	Price Chopper	Big Lots, Northern Tool + Equipment, Office Depot	
156 Warren Plaza	Dubuque	IA	Dubuque, IA	1993	96,339	93.4%	728	8.09	Hy-Vee	Target	Target
157 Annex of Arlington	Arlington Heights	IL	Chicago-Naperville-Elgin, IL-IN- WI	2015	192,904	100.0%	2,902	15.05	Trader Joe's	Binny's Beverage Depot, Chuck E. Cheese's, bhgregg, Petco, Ulta	
158 Ridge Plaza	Arlington Heights	IL	Chicago-Naperville-Elgin, IL-IN- WI	2000	151,643	90.5%	1,960	14.29	—	Savers, XSport Fitness	Kohl's
159 Bartonville Square	Bartonville	IL	Peoria, IL	2001	61,678	100.0%	355	6.09	Kroger	—	
160 Festival Center	Bradley	IL	Kankakee, IL	2006	63,796	76.7%	301	6.15	—	Big Lots, Dollar General	
161 Southfield Plaza	Bridgeview	IL	Chicago-Naperville-Elgin, IL-IN- WI	2006	198,331	90.3%	1,972	11.01	Shop 'n Save	Hobby Lobby, Walgreens	
162 Commons of Chicago Ridge	Chicago Ridge	IL	Chicago-Naperville-Elgin, IL-IN- WI	1998	324,977	94.8%	4,029	23.44	—	Marshalls, Office Depot, The Home Depot, XSport Fitness	
163 Rivercrest Shopping Center	Crestwood	IL	Chicago-Naperville-Elgin, IL-IN- WI	2015	547,531	94.2%	5,675	14.05	Ultra Foods	AMC, Best Buy, Five Below, Party City, PetSmart, Ross Dress for Less, T.J.Maxx	
164 The Commons of Crystal Lake	Crystal Lake	IL	Chicago-Naperville-Elgin, IL-IN- WI	2015	273,060	86.3%	2,345	9.95	Jewel-Osco (Albertsons)	Burlington Stores	Hobby Lobby
165 Elk Grove Town Center	Elk Grove Village	IL	Chicago-Naperville-Elgin, IL-IN- WI	1998	131,794	99.5%	2,178	16.61	Joe Caputo & Sons Fruit Market	Walgreens	
166 Crossroads Centre	Fairview Heights	IL	St. Louis, MO-IL	1975	242,198	90.3%	2,012	9.20	—	Big Lots, Hobby Lobby, T.J.Maxx	
167 Frankfort Crossing Shopping Center	Frankfort	IL	Chicago-Naperville-Elgin, IL-IN- WI	1992	114,534	99.0%	1,468	12.95	Jewel-Osco (Albertsons)	Ace Hardware	
168 Freeport Plaza	Freeport	IL	Freeport, IL	2000	87,846	100.0%	580	6.60	Cub Foods (Supervalu)	Stone's Hallmark	
169 Westview Center	Hanover Park	IL	Chicago-Naperville-Elgin, IL-IN- WI	2015	326,422	92.8%	2,593	8.86	Tony's Finer Foods	Big Lots, LA Fitness, Sears Outlet	Value City
170 The Quentin Collection	Kildeer	IL	Chicago-Naperville-Elgin, IL-IN- WI	2006	171,530	100.0%	2,892	16.86	The Fresh Market	Best Buy, DSW, PetSmart, Stein Mart	

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171	Butterfield Square	Libertyville	IL	Chicago-Naperville-Elgin, IL-IN-WI	2013	106,755	98.8%	1,594	15.12	Sunset Foods	—	
172	High Point Centre	Lombard	IL	Chicago-Naperville-Elgin, IL-IN-WI	1992	240,096	68.2%	1,816	11.09	Ultra Foods	Jo-Ann Fabric & Craft Stores, Office Depot	
173	Long Meadow Commons	Mundelein	IL	Chicago-Naperville-Elgin, IL-IN-WI	1997	118,470	87.1%	1,541	15.82	Dominick's**	—	
174	Westridge Court	Naperville	IL	Chicago-Naperville-Elgin, IL-IN-WI	2015	680,553	97.1%	8,094	12.26	—	Art Van Furniture, Big Lots, buybuy BABY, Gordmans, hhgregg, Marshalls, Old Navy, Savers, Star Cinema Grill, Ulla	
175	Sterling Bazaar	Peoria	IL	Peoria, IL	1992	87,359	95.2%	786	10.02	Kroger	—	
176	Rollins Crossing	Round Lake Beach	IL	Chicago-Naperville-Elgin, IL-IN-WI	1998	192,849	96.3%	1,987	17.58	—	LA Fitness, Regal Cinemas	
177	Twin Oaks Shopping Center	Silvis	IL	Davenport-Moline-Rock Island, IA-IL	1991	114,342	96.4%	717	6.51	Hy-Vee	Eye Surgeons Associates	
178	Parkway Pointe	Springfield	IL	Springfield, IL	1994	38,737	85.9%	585	17.57	ALDI*	dressbarn, Family Christian Stores, Shoe Carnival	Target, Walmart
179	Sangamon Center North	Springfield	IL	Springfield, IL	1996	139,907	94.9%	1,265	9.54	Schmucks	U.S. Post Office	
180	Tinley Park Plaza	Tinley Park	IL	Chicago-Naperville-Elgin, IL-IN-WI	2015	244,060	79.5%	2,352	12.13	Walt's Fine Foods	Planet Fitness, Tile Shop	
181	Meridian Village	Carmel	IN	Indianapolis-Carmel-Anderson, IN	1990	130,769	86.1%	930	8.25	—	Dollar Tree, Godby Home Furnishings, Ollie's Bargain Outlet	
182	Columbus Center	Columbus	IN	Columbus, IN	2005	143,050	98.9%	1,514	10.70	—	Big Lots, MC Sports, OfficeMax, T.J.Maxx	Target
183	Elkhart Plaza West	Elkhart	IN	Elkhart-Goshen, IN	1997	81,651	91.2%	587	7.89	Martin's Super Market	CVS	
184	Apple Glen Crossing	Fort Wayne	IN	Fort Wayne, IN	2002	150,164	96.5%	1,940	16.83	Walmart Supercenter*	Best Buy, Dick's Sporting Goods, PetSmart	Kohl's
185	Market Centre	Goshen	IN	Elkhart-Goshen, IN	1994	363,883	98.4%	2,351	9.45	Sam's Club	Walmart	
186	Marwood Plaza	Indianapolis	IN	Indianapolis-Carmel-Anderson, IN	1992	107,080	76.1%	697	8.56	Kroger	—	
187	Westlane Shopping Center	Indianapolis	IN	Indianapolis-Carmel-Anderson, IN	2015	71,602	100.0%	657	9.17	Save-A-Lot	Citi Trends	
188	Valley View Plaza	Marion	IN	Marion, IN	1997	29,974	83.0%	338	13.57	Walmart Supercenter*	Aaron's	
189	Bittersweet Plaza	Mishawaka	IN	South Bend-Mishawaka, IN-MI	2000	91,798	90.4%	736	8.87	Martin's Super Market	—	
190	Lincoln Plaza	New Haven	IN	Fort Wayne, IN	1968	103,938	60.7%	528	8.36	Kroger	—	
191	Speedway Super Center	Speedway	IN	Indianapolis-Carmel-Anderson, IN	2015	571,967	81.3%	4,081	8.83	Kroger	Kohl's, Oak Street Health Center, Petco, Sears Outlet, T.J.Maxx	
192	Sagamore Park Centre	West Lafayette	IN	Lafayette-West Lafayette, IN	2003	117,550	89.3%	1,069	10.19	Pay Less (Kroger)	—	
193	Westchester Square	Lenexa	KS	Kansas City, MO-KS	1987	155,518	87.4%	1,161	8.54	Hy-Vee	—	
194	West Loop Shopping Center	Manhattan	KS	Manhattan, KS	2013	212,261	94.8%	1,729	13.93	Dillons (Kroger)	Bellus Academy, Jo-Ann Fabric & Craft Stores, Marshalls	
195	Green River Plaza	Campbellsville	KY	Campbellsville, KY	1989	203,239	99.0%	1,391	6.91	Kroger	Burke's Outlet, Goody's, JC Penney, Jo-Ann Fabric & Craft Stores, Tractor Supply Co.	
196	Kmart Plaza	Elizabethtown	KY	Elizabethtown-Fort Knox, KY	1992	130,466	100.0%	880	6.75	—	Kmart, Staples	
197	Florence Plaza - Florence Square	Florence	KY	Cincinnati, OH-KY-IN	2015	686,488	97.4%	6,840	12.88	Kroger	Barnes & Noble, Burlington Stores, Hobby Lobby, Old Navy, Ollie's Bargain Outlet, Staples, T.J.Maxx	
198	Highland Commons	Glasgow	KY	Glasgow, KY	1992	130,466	100.0%	776	5.94	Food Lion	Kmart	
199	Jeffersontown Commons	Jeffersontown	KY	Louisville/Jefferson County, KY-IN	2005	208,374	85.4%	1,588	9.46	—	King Pin Lanes, Louisville Athletic Club	
200	Mist Lake Plaza	Lexington	KY	Lexington-Fayette, KY	1993	217,292	96.5%	1,508	7.19	—	Gabriel Brothers, Walmart	
201	London Marketplace	London	KY	London, KY	1994	169,032	100.0%	1,122	6.64	Kroger	Goody's, Kmart	
202	Eastgate Shopping Center	Louisville	KY	Louisville/Jefferson County, KY-IN	2002	174,947	100.0%	1,827	10.44	Kroger	—	
203	Plainview Village	Louisville	KY	Louisville/Jefferson County, KY-IN	1997	165,467	85.6%	1,395	10.46	Kroger	—	
204	Stony Brook I & II	Louisville	KY	Louisville/Jefferson County, KY-IN	1988	136,916	92.8%	1,709	13.45	Kroger	—	
205	Towne Square North	Owensboro	KY	Owensboro, KY	1988	163,161	100.0%	1,246	7.64	—	Books-A-Million, Hobby Lobby, Office Depot	
206	Lexington Road Plaza	Versailles	KY	Lexington-Fayette, KY	2007	197,668	98.6%	1,432	7.35	Kroger	Kmart	
207	Karam Shopping Center	Lafayette	LA	Lafayette, LA	2015	100,238	83.8%	277	3.29	Super 1 Foods	dd's Discounts (Ross)	
208	Iberia Plaza	New Iberia	LA	Lafayette, LA	1992	131,731	99.0%	788	6.05	Super 1 Foods	—	
209	Lagniappe Village	New Iberia	LA	Lafayette, LA	2010	201,360	98.5%	1,555	7.84	—	Big Lots, Citi Trends, Stage, T.J.Maxx	
210	The Pines Shopping Center	Pineville	LA	Alexandria, LA	1991	179,039	97.8%	1,082	6.18	Super 1 Foods	Kmart	
211	Points West Plaza	Brockton	MA	Boston-Cambridge-Newton, MA-NH	2015	133,432	98.5%	1,072	8.16	PriceRite (ShopRite)	Citi Trends, L&M Bargain, Ocean State Job Lot	
212	Burlington Square I, II & III	Burlington	MA	Boston-Cambridge-Newton, MA-NH	1992	86,290	93.9%	1,909	23.57	—	Golf Galaxy, Pyara Aveda Spa & Salon, Staples	
213	Chicopee Marketplace	Chicopee	MA	Springfield, MA	2005	150,959	100.0%	2,589	17.76	Walmart Supercenter*	Marshalls, Party City, Staples	
214	Holyoke Shopping Center	Holyoke	MA	Springfield, MA	2000	195,795	98.5%	1,596	11.88	Super Stop & Shop (Ahold)	Jo-Ann Fabric & Craft Stores, Ocean State Job Lot	
215	WaterTower Plaza	Leominster	MA	Worcester, MA-CT	2000	282,591	89.7%	3,648	14.39	Shaw's (Albertsons)	Barnes & Noble, Michaels, Petco, Staples, T.J.Maxx	
216	Lunenburg Crossing	Lunenburg	MA	Worcester, MA-CT	1994	25,515	29.4%	176	23.49	Hannaford Bros. (Delhaize)*	—	Walmart
217	Lynn Marketplace	Lynn	MA	Boston-Cambridge-Newton, MA-NH	1968	78,092	100.0%	1,135	14.53	Shaw's (Albertsons)	Rainbow	

Property Name		City	State	Metropolitan Statistical Area	Year Built	GLA	% Leased	ABR (,000's)	ABR/SF (1)	Grocer (2)	Other Major Tenants	Non- Owned Major Tenants
218	Webster Square Shopping Center	Marshfield	MA	Boston-Cambridge-Newton, MA-NH	2005	182,734	98.7%	2,220	12.31	Star Market	Marshalls	
219	Berkshire Crossing	Pittsfield	MA	Pittsfield, MA	1994	442,354	100.0%	3,913	20.11	Market 32	Barnes & Noble, Michaels, Staples, The Home Depot, Ulta, Walmart	
220	Westgate Plaza	Westfield	MA	Springfield, MA	1996	103,903	98.7%	1,182	11.88	—	Ocean State Job Lot, Staples, T.J.Maxx	
221	Perkins Farm Marketplace	Worcester	MA	Worcester, MA-CT	2015	204,038	74.7%	1,858	21.80	Super Stop & Shop (Ahold)	Citi Trends, Fallas	
222	South Plaza Shopping Center	California	MD	California-Lexington Park, MD	2005	92,335	100.0%	1,688	18.28	—	Best Buy, Old Navy, Petco, Ross Dress for Less	
223	Campus Village Shoppes	College Park	MD	Washington-Arlington-Alexandria, DC-VA-MD-WV	1986	25,529	100.0%	710	27.83	—	—	
224	Fox Run	Prince Frederick	MD	Washington-Arlington-Alexandria, DC-VA-MD-WV	1997	292,849	100.0%	3,063	10.46	Giant Food (Ahold)	Jo-Ann Fabric & Craft Stores, Kmart, Peebles	
225	Liberty Plaza	Randallstown	MD	Baltimore-Columbia-Towson, MD	2012	218,862	100.0%	2,660	12.15	Walmart Supercenter	Marshalls	
226	Rising Sun Towne Centre	Rising Sun	MD	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	2013	146,852	100.0%	1,794	12.50	Martin's Food (Ahold)	—	
227	Pine Tree Shopping Center	Portland	ME	Portland-South Portland, ME	1958	287,513	91.8%	1,917	20.08	—	Big Lots, Dollar Tree, Jo-Ann Fabric & Craft Stores, Lowe's	
228	Maple Village	Ann Arbor	MI	Ann Arbor, MI	2000	293,525	100.0%	2,701	9.20	Plum Market	Dunham's Sports	
229	Grand Crossing	Brighton	MI	Detroit-Warren-Dearborn, MI	2005	85,389	100.0%	894	10.47	VG's Food (SpartanNash)	ACE Hardware	
230	Farmington Crossroads	Farmington	MI	Detroit-Warren-Dearborn, MI	2013	87,391	93.6%	789	9.64	—	Dollar Tree, Ollie's Bargain Outlet, True Value	
231	Silver Pointe Shopping Center	Fenton	MI	Flint, MI	1996	160,943	83.8%	1,709	12.67	VG's Food (SpartanNash)	Dunham's Sports, Glik's	
232	Cascade East	Grand Rapids	MI	Grand Rapids-Wyoming, MI	1983	99,529	84.4%	670	7.98	D&W Fresh Market (SpartanNash)	—	
233	Delta Center	Lansing	MI	Lansing-East Lansing, MI	2015	186,246	96.1%	1,493	8.34	—	Bed Bath & Beyond, DXL Destination XL, Hobby Lobby, Planet Fitness	
234	Lakes Crossing	Muskegon	MI	Muskegon, MI	2011	110,997	81.9%	1,266	15.28	—	Jo-Ann Fabric & Craft Stores, Party City, Shoe Carnival, Ulta	Kohl's
235	Redford Plaza	Redford	MI	Detroit-Warren-Dearborn, MI	1992	276,175	95.3%	2,382	9.05	Kroger	Ace Hardware, Burlington Stores, CW Price, Dollar Tree	
236	Hampton Village Centre	Rochester Hills	MI	Detroit-Warren-Dearborn, MI	2004	454,377	96.3%	5,966	18.05	—	Best Buy, DSW, Emagine Theatre, Kohl's, Old Navy, T.J.Maxx, Ulta	Target
237	Fashion Corners	Saginaw	MI	Saginaw, MI	2004	184,735	100.0%	1,784	9.66	—	Bed Bath & Beyond, Best Buy, Dunham's Sports, Guitar Center, Harbor Freight Tools	
238	Green Acres	Saginaw	MI	Saginaw, MI	2011	281,646	66.4%	1,327	13.23	Kroger	Planet Fitness, Rite Aid	
239	Hall Road Crossing	Shelby Township	MI	Detroit-Warren-Dearborn, MI	1999	175,503	100.0%	2,398	13.67	—	Gander Mountain, Michaels, Old Navy, T.J.Maxx, Ulta	
240	Southfield Plaza	Southfield	MI	Detroit-Warren-Dearborn, MI	2015	101,724	100.0%	1,118	10.99	—	Party City, Planet Fitness	Burlington Stores
241	18 Ryan	Sterling Heights	MI	Detroit-Warren-Dearborn, MI	1997	101,709	98.8%	1,421	14.14	VG's Food (SpartanNash)	O'Reilly Auto Parts, Planet Fitness	
242	Delco Plaza	Sterling Heights	MI	Detroit-Warren-Dearborn, MI	1996	154,853	100.0%	950	6.14	—	Babies"R"Us, Bed Bath & Beyond, Dunham's Mega Sports	
243	Grand Traverse Crossing	Traverse City	MI	Traverse City, MI	1996	412,755	97.6%	2,706	27.35	Walmart Supercenter	Books-A-Million, PetSmart, Staples, The Home Depot, Toys"R"Us, Ulta	
244	West Ridge	Westland	MI	Detroit-Warren-Dearborn, MI	2015	162,817	62.6%	889	8.73	—	Bed Bath & Beyond, Party City, Petco	Burlington Stores, Target
245	Roundtree Place	Ypsilanti	MI	Ann Arbor, MI	1992	246,620	97.1%	1,133	13.04	Walmart Supercenter	Harbor Freight Tools, Ollie's Bargain Outlet	
246	Washienaw Fountain Plaza	Ypsilanti	MI	Ann Arbor, MI	2005	123,390	95.5%	826	7.01	Save-A-Lot	Dollar Tree, Dunham's Sports, Planet Fitness	
247	Southport Centre I - VI	Apple Valley	MN	Minneapolis-St. Paul-Bloomington, MN-WI	1985	124,937	99.0%	2,046	16.54	SuperTarget*	Best Buy, Dollar Tree, Walgreens	
248	Austin Town Center	Austin	MN	Austin, MN	1999	108,486	73.7%	461	7.09	ALDI	Jo-Ann Fabric & Craft Stores	Target
249	Burning Tree Plaza	Duluth	MN	Duluth, MN-WI	1987	182,969	99.3%	2,031	11.17	—	Best Buy, Dunham's Sports, T.J.Maxx	
250	Elk Park Center	Elk River	MN	Minneapolis-St. Paul-Bloomington, MN-WI	1999	204,992	91.0%	1,932	10.35	Cub Foods (Jerry's Foods)	OfficeMax	
251	Westwind Plaza	Minnetonka	MN	Minneapolis-St. Paul-Bloomington, MN-WI	2007	87,942	96.1%	1,378	16.31	Cub Foods (Supervalu)*	—	
252	Richfield Hub	Richfield	MN	Minneapolis-St. Paul-Bloomington, MN-WI	2015	213,595	93.0%	2,333	11.75	Rainbow Foods (Jerry's Foods)	FLEX Academy, Marshalls, Michaels	
253	Roseville Center	Roseville	MN	Minneapolis-St. Paul-Bloomington, MN-WI	2000	69,537	74.8%	747	14.46	Cub Foods (Supervalu)*	Dollar Tree, Hancock Fabrics	
254	Marketplace @ 42	Savage	MN	Minneapolis-St. Paul-Bloomington, MN-WI	2015	117,873	91.0%	1,510	14.07	Fresh Thyme Farmers Market	—	
255	Sun Ray Shopping Center	St. Paul	MN	Minneapolis-St. Paul-Bloomington, MN-WI	2013	291,011	93.2%	2,471	12.02	Cub Foods (Supervalu)	T.J.Maxx, Valu Thrift Store	
256	White Bear Hills Shopping Center	White Bear Lake	MN	Minneapolis-St. Paul-Bloomington, MN-WI	1996	73,095	98.4%	696	9.68	Festival Foods	Dollar Tree	
257	Ellisville Square	Ellisville	MO	St. Louis, MO-IL	2015	137,006	76.1%	1,430	13.71	—	Michaels, Party City, The Sports Authority	
258	Clocktower Place	Florissant	MO	St. Louis, MO-IL	2015	207,317	89.3%	1,413	7.77	ALDI	Florissant Furniture & Rug Gallery, K&G Fashion Superstore, Ross Dress for Less	
259	Hub Shopping Center	Independence	MO	Kansas City, MO-KS	1995	160,423	95.5%	838	5.83	Price Chopper	—	
260	Watts Mill Plaza	Kansas City	MO	Kansas City, MO-KS	1997	161,717	97.8%	1,453	9.19	Price Chopper	Ace Hardware	
261	Liberty Corners	Liberty	MO	Kansas City, MO-KS	1987	124,808	86.9%	905	8.34	Price Chopper	—	

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262 Maplewood Square	Maplewood	MO	St. Louis, MO-IL	1998	71,590	91.5%	449	6.85	Shop 'n Save (Supervalu)	—	
263 Clinton Crossing	Clinton	MS	Jackson, MS	1990	112,148	100.0%	1,120	10.28	Kroger	—	
264 County Line Plaza	Jackson	MS	Jackson, MS	2015	221,127	90.7%	2,223	11.08	—	Burke's Outlet, Burlington Stores, Conn's, Kirkland's, Tuesday Morning	
265 Jacksonian Plaza	Jackson	MS	Jackson, MS	1990	73,041	100.0%	549	7.69	Kroger*	Books-A-Million, Goodwill Select, Office Depot	
266 Devonshire Place	Cary	NC	Raleigh, NC	2012	106,680	100.0%	1,425	13.65	—	Dollar Tree, Golf Galaxy, REI	
267 McMullen Creek Market	Charlotte	NC	Charlotte-Concord-Gastonia, NC-SC	2015	272,243	90.1%	3,064	12.49	Walmart Neighborhood Market	Burlington Stores, Dollar Tree, Rugged Wearhouse, Staples	
268 The Commons at Chancellor Park	Charlotte	NC	Charlotte-Concord-Gastonia, NC-SC	2015	348,604	82.6%	1,610	8.83	—	Big Lots, Gabe's, The Home Depot, Value City Furniture	
269 Macon Plaza	Franklin	NC	—	2001	92,787	84.4%	427	5.45	BI-LO (Southeastern Grocers)	Peebles	
270 Garner Towne Square	Garner	NC	Raleigh, NC	1997	184,347	90.7%	2,041	12.21	Kroger	OfficeMax, PetSmart	Target, The Home Depot
271 Franklin Square	Gastonia	NC	Charlotte-Concord-Gastonia, NC-SC	2015	317,705	90.8%	3,261	12.64	Walmart Supercenter*	Bed Bath & Beyond, Best Buy, Dollar Tree, Michaels, Ross Dress for Less	
272 Wendover Place	Greensboro	NC	Greensboro-High Point, NC	2000	406,768	100.0%	4,901	14.09	—	Babies"R"Us, Christmas Tree Shops, Dick's Sporting Goods, Kohl's, Old Navy, PetSmart	Ross Dress for Less, Target
273 University Commons	Greenville	NC	Greenville, NC	2014	233,153	96.8%	2,947	13.06	Harris Teeter (Kroger)	A.C. Moore, Barnes & Noble, Petco, T.J.Maxx	Target
274 Valley Crossing	Hickory	NC	Hickory-Lenoir-Morganton, NC	2014	191,431	100.0%	1,720	8.98	—	Academy Sports + Outdoors, Dollar Tree, Fallas Paredes, Harbor Freight Tools, Ollie's Bargain Outlet	
275 Kinston Pointe	Kinston	NC	Kinston, NC	2001	250,580	98.5%	875	3.54	Walmart Supercenter	Dollar Tree	
276 Magnolia Plaza	Morganton	NC	Hickory-Lenoir-Morganton, NC	1990	104,539	36.9%	188	4.89	Ingles	—	
277 Roxboro Square	Roxboro	NC	Durham-Chapel Hill, NC	2005	97,226	96.4%	1,348	14.38	—	Person County Health & Human Services	
278 Innes Street Market	Salisbury	NC	Charlotte-Concord-Gastonia, NC-SC	2002	349,425	99.1%	3,803	10.99	Food Lion	Lowe's, Marshalls, Old Navy, PetSmart, Staples, Tinseltown	
279 Salisbury Marketplace	Salisbury	NC	Charlotte-Concord-Gastonia, NC-SC	1987	79,732	72.7%	624	10.76	Food Lion	Family Dollar	
280 Crossroads	Statesville	NC	Charlotte-Concord-Gastonia, NC-SC	1997	340,189	98.3%	2,049	6.12	Walmart Supercenter	Big Lots, Burkes Outlet, Tractor Supply	
281 Anson Station	Wadesboro	NC	—	1988	132,353	67.6%	564	6.31	Food Lion	Peebles, Tractor Supply Co.	
282 New Centre Market	Wilmington	NC	Wilmington, NC	1998	143,762	76.6%	1,586	14.92	—	OfficeMax, PetSmart	Target
283 University Commons	Wilmington	NC	Wilmington, NC	2007	235,345	97.9%	3,344	14.51	Lowes Foods	A.C. Moore, HomeGoods, T.J.Maxx	
284 Whitaker Square	Winston-Salem	NC	Winston-Salem, NC	1996	82,760	98.3%	1,093	13.44	Harris Teeter (Kroger)	Rugged Wearhouse	
285 Parkway Plaza	Winston-Salem	NC	Winston-Salem, NC	2005	283,830	89.6%	2,885	11.94	Super Compare Foods	Big Lots, Citi Trends, Office Depot	
286 Stratford Commons	Winston-Salem	NC	Winston-Salem, NC	1995	72,308	94.8%	959	13.98	—	Golf Galaxy, Mattress Firm, OfficeMax	
287 Bedford Grove	Bedford	NH	Manchester-Nashua, NH	1989	216,941	96.8%	1,983	21.83	Hannaford Bros. (Delhaize)	Walmart	
288 Capitol Shopping Center	Concord	NH	Concord, NH	2001	182,887	100.0%	2,012	11.26	DeMoulas Supermarkets	Burlington Stores, Jo-Ann Fabric & Craft Stores, Marshalls	
289 Willow Springs Plaza	Nashua	NH	Manchester-Nashua, NH	2015	131,248	100.0%	2,299	19.10	—	JC Penney, New Hampshire Liquor and Wine Outlet, Petco	The Home Depot
290 Seacoast Shopping Center	Seabrook	NH	Boston-Cambridge-Newton, MA-NH	1991	91,690	27.3%	173	17.34	—	Jo-Ann Fabric & Craft Stores	
291 Tri-City Plaza	Somersworth	NH	Boston-Cambridge-Newton, MA-NH	1990	147,564	99.8%	1,384	9.40	DeMoulas Supermarkets	T.J.Maxx	
292 Laurel Square	Brick	NJ	New York-Newark-Jersey City, NY-NJ-PA	2015	246,235	90.2%	1,561	7.46	A&P**	Kmart, Planet Fitness	
293 the Shoppes at Cinnaminson	Cinnaminson	NJ	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	2010	296,109	95.5%	4,106	21.57	ShopRite	Burlington Stores, Ross Dress For Less	
294 Acme Clark	Clark	NJ	New York-Newark-Jersey City, NY-NJ-PA	2007	52,812	100.0%	1,357	25.70	Acme (Albertsons)	—	
295 Colletgetown Shopping Center	Glassboro	NJ	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	2015	250,408	97.5%	2,193	8.98	—	Kmart, LA Fitness, Staples	
296 Hamilton Plaza-Kmart Plaza	Hamilton	NJ	Trenton, NJ	2015	148,919	98.0%	1,073	7.35	—	Hibachi Grill & Supreme Buffet, Kmart, Planet Fitness	
297 Bennetts Mills Plaza	Jackson	NJ	New York-Newark-Jersey City, NY-NJ-PA	2002	127,230	87.8%	1,463	32.82	Super Stop & Shop (Ahold)	—	
298 Lakewood Plaza	Lakewood	NJ	New York-Newark-Jersey City, NY-NJ-PA	1966	202,210	100.0%	3,023	15.04	Gourmet Glatt Express	Dollar Tree	
299 Marlton Crossing	Marlton	NJ	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	2013	332,664	96.5%	5,176	16.13	—	Burlington Stores, DSW, HomeGoods, Michaels, T.J.Maxx	
300 Middletown Plaza	Middletown	NJ	New York-Newark-Jersey City, NY-NJ-PA	2001	197,066	100.0%	3,867	19.89	ShopRite	Petco, Rite Aid	
301 Larchmont Centre	Mount Laurel	NJ	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	1985	103,787	92.3%	1,218	12.72	ShopRite	—	
302 Old Bridge Gateway	Old Bridge	NJ	New York-Newark-Jersey City, NY-NJ-PA	1995	242,991	91.3%	3,883	17.51	Bhavani Food Market	Marshalls, Modell's Sporting Goods, Pep Boys, Petco, Robert Wood Johnson Fitness	
303 Morris Hills Shopping Center	Parsippany	NJ	New York-Newark-Jersey City, NY-NJ-PA	1994	159,561	97.6%	2,967	19.06	—	Blink Fitness (Equinox), Clearview Cinema Group, HomeGoods, Marshalls	
304 Rio Grande Plaza	Rio Grande	NJ	Ocean City, NJ	1997	141,330	90.2%	1,530	12.00	ShopRite*	JC Penney, Peebles, PetSmart	

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305	Ocean Heights Plaza	Somers Point	NJ	Atlantic City-Hamilton, NJ	2006	179,199	97.9%	3,226	18.39	ShopRite	Pier 1 Imports, Staples	
306	ShopRite Supermarket	Springfield	NJ	New York-Newark-Jersey City, NY-NJ-PA	1965	32,209	100.0%	389	12.09	ShopRite	—	
307	Tinton Falls Plaza	Tinton Falls	NJ	New York-Newark-Jersey City, NY-NJ-PA	2006	98,410	83.1%	1,368	16.72	Acme (Albertsons)	Dollar Tree, WOW! Fitness	
308	Cross Keys Commons	Turnersville	NJ	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	1996	216,623	90.0%	3,203	16.43	Walmart Supercenter*	Marshalls, Party City, Ross Dress for Less, Staples	
309	Dover Park Plaza	Yardville	NJ	Trenton, NJ	2005	56,751	84.9%	760	15.78	—	CVS, Dollar Tree	
310	St Francis Plaza	Santa Fe	NM	Santa Fe, NM	1993	35,800	100.0%	461	12.87	Whole Foods Market	Walgreens	
311	Smith's	Socorro	NM	—	1976	48,000	100.0%	506	10.54	Smith's (Kroger)	—	
312	Galleria Commons	Henderson	NV	Las Vegas-Henderson-Paradise, NV	2015	278,411	100.0%	3,191	11.60	—	Babies"R"Us, Burlington Stores, Kirkland's, Stein Mart, T.J.Maxx, Tuesday Morning	
313	Montecito Marketplace	Las Vegas	NV	Las Vegas-Henderson-Paradise, NV	2006	190,434	100.0%	3,799	19.95	Smith's (Kroger)	T.J.Maxx	
314	Renaissance Center East	Las Vegas	NV	Las Vegas-Henderson-Paradise, NV	2012	144,216	75.8%	1,284	11.74	—	Savers	
315	Parkway Plaza	Carle Place	NY	New York-Newark-Jersey City, NY-NJ-PA	1993	89,704	100.0%	2,514	28.03	—	Minado, Stew Leonard's Wines, T.J.Maxx	
316	Erie Canal Centre	DeWitt	NY	Syracuse, NY	2015	115,500	65.4%	981	13.00	—	Dick's Sporting Goods, OfficeMax	
317	Unity Plaza	East Fishkill	NY	New York-Newark-Jersey City, NY-NJ-PA	2005	67,462	90.5%	1,319	21.61	Acme (Albertsons)	—	
318	Suffolk Plaza	East Setauket	NY	New York-Newark-Jersey City, NY-NJ-PA	1998	84,480	27.8%	748	31.84	BJ's Wholesale*, Walmart Supercenter*	—	Kohl's
319	Three Village Shopping Center	East Setauket	NY	New York-Newark-Jersey City, NY-NJ-PA	1991	77,458	94.7%	1,849	25.21	King Kullen**	Ace Hardware	
320	Stewart Plaza	Garden City	NY	New York-Newark-Jersey City, NY-NJ-PA	1990	193,622	90.2%	2,852	16.32	—	Burlington Stores, K&G Fashion Superstore	
321	Genesee Valley Shopping Center	Geneseo	NY	Rochester, NY	2007	191,314	90.9%	1,654	9.81	Wegmans	Peebles, Tractor Supply Co.	
322	McKinley Plaza	Hamburg	NY	Buffalo-Cheekiwaga-Niagara Falls, NY	1991	95,544	97.1%	1,354	14.98	Wegmans*	A.C. Moore, T.J.Maxx	
323	Dalewood I, II & III Shopping Center	Hartsdale	NY	New York-Newark-Jersey City, NY-NJ-PA	2012	191,441	98.1%	6,135	33.39	H-Mart, Best Market	Christmas Tree Shops, Rite Aid, T.J.Maxx	
324	Hornell Plaza	Hornell	NY	Corning, NY	2005	253,335	100.0%	2,086	8.23	Wegmans	Walmart	
325	Cayuga Mall	Ithaca	NY	Ithaca, NY	2013	204,830	100.0%	1,811	8.84	—	Jo-Ann Fabric & Craft Stores, Party City, Rite Aid, True Value	
326	Kings Park Plaza	Kings Park	NY	New York-Newark-Jersey City, NY-NJ-PA	1985	71,942	100.0%	1,742	24.22	Key Food Marketplace	T.J.Maxx	
327	Village Square Shopping Center	Larchmont	NY	New York-Newark-Jersey City, NY-NJ-PA	1981	17,000	100.0%	586	34.45	Trader Joe's	—	
328	Falcaro's Plaza	Lawrence	NY	New York-Newark-Jersey City, NY-NJ-PA	1972	61,118	98.1%	1,276	21.29	—	Advance Auto Parts	
329	Shops at Seneca Mall	Liverpool	NY	Syracuse, NY	2005	230,924	66.7%	695	4.51	—	Big Lots, Kmart	Raymour & Flanigan
330	Mamaroneck Centre	Mamaroneck	NY	New York-Newark-Jersey City, NY-NJ-PA	1976	24,978	0.0%	—	—	—	—	
331	Sunshine Square	Medford	NY	New York-Newark-Jersey City, NY-NJ-PA	2007	223,322	88.4%	2,737	20.70	Super Stop & Shop (Ahold)	Planet Fitness	
332	Wallkill Plaza	Middletown	NY	New York-Newark-Jersey City, NY-NJ-PA	2012	209,960	86.7%	1,864	10.59	—	Ashley Furniture, Big Lots, Hobby Lobby	
333	Monroe ShopRite Plaza	Monroe	NY	New York-Newark-Jersey City, NY-NJ-PA	1985	122,007	100.0%	1,879	15.40	ShopRite	Retro Fitness, Rite Aid, U.S. Post Office	
334	Rockland Plaza	Nanuet	NY	New York-Newark-Jersey City, NY-NJ-PA	2006	251,537	96.3%	6,397	26.42	A Matter of Health	Barnes & Noble, Lemon Pop, Marshalls, Modell's Sporting Goods, Petco	
335	North Ridge Shopping Center	New Rochelle	NY	New York-Newark-Jersey City, NY-NJ-PA	1971	31,870	100.0%	1,189	37.32	—	Harmon Discount	
336	Nesconset Shopping Center	Port Jefferson Station	NY	New York-Newark-Jersey City, NY-NJ-PA	2012	122,996	95.1%	2,389	20.43	—	Dollar Tree, HomeGoods	
337	Port Washington	Port Washington	NY	New York-Newark-Jersey City, NY-NJ-PA	1968	19,600	100.0%	112	5.69	North Shore Farms	—	
338	Roanoke Plaza	Riverhead	NY	New York-Newark-Jersey City, NY-NJ-PA	2002	99,131	100.0%	1,774	17.90	Best Yet Market	CVS, T.J.Maxx	
339	Rockville Centre	Rockville Centre	NY	New York-Newark-Jersey City, NY-NJ-PA	1975	44,131	94.3%	1,087	26.12	—	HomeGoods, Rite Aid	
340	Mohawk Acres Plaza	Rome	NY	Utica-Rome, NY	2005	156,680	88.7%	1,421	20.62	Price Chopper	—	
341	College Plaza	Selden	NY	New York-Newark-Jersey City, NY-NJ-PA	2015	180,182	97.8%	2,891	16.84	ShopRite	A.C. Moore, Blink Fitness (Equinox), Bob's Stores	
342	Campus Plaza	Vestal	NY	Binghamton, NY	2003	160,744	96.8%	1,703	10.94	—	Olum's Furniture & Appliances, Rite Aid, Staples	
343	Parkway Plaza	Vestal	NY	Binghamton, NY	2012	204,954	100.0%	2,125	10.37	PriceRite (ShopRite)	Bed Bath & Beyond, Kohl's, PetSmart	Target
344	Shoppes at Vestal	Vestal	NY	Binghamton, NY	2000	92,328	100.0%	1,398	15.14	—	HomeGoods, Michaels, Old Navy	
345	Town Square Mall	Vestal	NY	Binghamton, NY	2012	293,181	99.4%	4,652	15.97	Sam's Club*, Walmart Supercenter*	A.C. Moore, Barnes & Noble, Dick's Sporting Goods, DSW, Lowes Cinemas, T.J.Maxx, Ulta	
346	The Plaza at Salmon Run	Watertown	NY	Watertown-Fort Drum, NY	1993	68,761	100.0%	690	10.03	Hannaford Bros. (Delhaize)	Lowes, Pier 1 Imports	
347	Highridge Plaza	Yonkers	NY	New York-Newark-Jersey City, NY-NJ-PA	2015	88,501	94.0%	2,216	26.64	H-Mart	—	
348	Brunswick Town Center	Brunswick	OH	Cleveland-Elyria, OH	2004	138,407	96.3%	1,862	44.44	Giant Eagle	—	The Home Depot

Property Name		City	State	Metropolitan Statistical Area	Year Built	GLA	% Leased	ABR (,000's)	ABR/SF (1)	Grocer (2)	Other Major Tenants	Non- Owned Major Tenants
349	30th Street Plaza	Canton	OH	Canton-Massillon, OH	1999	157,055	83.5%	1,438	10.97	Giant Eagle, Marc's	—	
350	Brentwood Plaza	Cincinnati	OH	Cincinnati, OH-KY-IN	2004	225,774	84.7%	2,090	18.28	Kroger	Petco, Planet Fitness	
351	Delhi Shopping Center	Cincinnati	OH	Cincinnati, OH-KY-IN	2012	164,750	96.1%	1,358	8.58	Kroger	Pet Supplies Plus	
352	Harpers Station	Cincinnati	OH	Cincinnati, OH-KY-IN	2015	248,571	99.5%	3,448	13.94	Fresh Thyme Farmers Market	HomeGoods, LA Fitness, Pet Supplies Plus, Stein Mart, T.J.Maxx	
353	Western Hills Plaza	Cincinnati	OH	Cincinnati, OH-KY-IN	2011	314,754	99.1%	3,797	12.51	—	Bed Bath & Beyond, Michaels, Sears, Staples, T.J.Maxx	Target
354	Western Village	Cincinnati	OH	Cincinnati, OH-KY-IN	2005	115,116	100.0%	1,132	29.42	Kroger	—	
355	Crown Point	Columbus	OH	Columbus, OH	2015	144,931	95.9%	1,360	10.00	Kroger	Dollar Tree, Planet Fitness	
356	Greentree Shopping Center	Columbus	OH	Columbus, OH	2005	130,773	84.8%	1,114	10.83	Kroger	—	
357	Brandt Pike Place	Dayton	OH	Dayton, OH	2008	17,900	100.0%	167	9.33	Kroger*	—	
358	South Towne Centre	Dayton	OH	Dayton, OH	2013	331,838	98.6%	4,165	13.65	Health Foods Unlimited	Burlington Stores, Christmas Tree Shops, Jo-Ann Fabric & Craft Stores, Party City, Petsmart, Value City Furniture	
359	The Vineyards	Eastlake	OH	Cleveland-Elyria, OH	1989	144,820	90.2%	738	5.65	Valu King**	Dollar Tree, Harbor Freight Tools	Walmart
360	Midway Market Square	Elyria	OH	Cleveland-Elyria, OH	2014	224,329	88.8%	2,024	10.16	Giant Eagle	Dick's Sporting Goods, Jo-Ann Fabric & Craft Stores	Target, The Home Depot
361	Southland Shopping Center	Middleburg Heights	OH	Cleveland-Elyria, OH	2013	695,719	96.2%	6,666	9.98	BJ's Wholesale Club, Giant Eagle, Marc's	Burlington Stores, Cleveland Furniture Bank, Jo-Ann Fabric & Craft Stores, Marshalls, Party City, Petco	
362	Tops Plaza	North Olmsted	OH	Cleveland-Elyria, OH	2002	70,003	98.2%	1,036	15.07	—	Ollie's Bargain Outlet, Sears Outlet	
363	Tops Plaza	North Ridgeville	OH	Cleveland-Elyria, OH	2002	57,857	100.0%	843	14.58	—	Pat Catan's Craft Centers	
364	Surrey Square Mall	Norwood	OH	Cincinnati, OH-KY-IN	2010	173,242	95.5%	2,059	25.38	Kroger	Marshalls	
365	Market Place	Piqua	OH	Dayton, OH	2012	182,824	93.0%	683	7.12	Kroger	Roses	
366	Brice Park	Reynoldsburg	OH	Columbus, OH	1989	158,565	82.6%	1,144	9.58	—	Ashley Furniture, Citi Trends, Michaels	
367	Streetsboro Crossing	Streetsboro	OH	Akron, OH	2002	89,436	100.0%	697	7.80	Giant Eagle	—	Lowe's
368	Miracle Mile Shopping Plaza	Toledo	OH	Toledo, OH	1955	318,174	66.3%	1,328	12.67	Kroger	Big Lots, Harbor Freight Tools	
369	Southland Shopping Plaza	Toledo	OH	Toledo, OH	1988	290,892	84.1%	1,500	6.13	Kroger	Big Lots, Planet Fitness, Shopper's World	
370	Wadsworth Crossings	Wadsworth	OH	Cleveland-Elyria, OH	2005	115,066	94.0%	1,790	16.55	—	Bed Bath & Beyond, MC Sports, OfficeMax, Petco	Kohl's, Lowe's, Target
371	Northgate Plaza	Westerville	OH	Columbus, OH	2008	15,219	100.0%	246	16.16	Kroger*	—	The Home Depot
372	Marketplace	Tulsa	OK	Tulsa, OK	1992	186,851	100.0%	1,765	9.45	—	Conn's, Drydables, PetSmart	Best Buy, JC Penney Home Store
373	Village West	Allentown	PA	Allentown-Bethlehem-Easton, PA-NJ	1999	140,474	97.8%	2,499	34.60	Giant Food (Ahold)	CVS	
374	Park Hills Plaza	Altoona	PA	Altoona, PA	1985	278,586	96.4%	2,276	8.47	Weis Markets	A.C. Moore, Dunham's Sports, Petco, Shoe Carnival, Toys"R"Us	
375	Bensalem Square	Bensalem	PA	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	1986	70,378	100.0%	775	11.02	Redner's Warehouse Market	—	
376	Bethel Park Shopping Center	Bethel Park	PA	Pittsburgh, PA	2015	199,079	100.0%	1,910	10.63	Giant Eagle	Walmart	
377	Bethlehem Square	Bethlehem	PA	Allentown-Bethlehem-Easton, PA-NJ	1994	389,450	100.0%	3,847	14.88	Giant Food (Ahold)	T.J.Maxx, The Home Depot, Walmart	
378	Lehigh Shopping Center	Bethlehem	PA	Allentown-Bethlehem-Easton, PA-NJ	2013	378,358	97.3%	3,377	11.50	Giant Food (Ahold)	Big Lots, Mega Marshalls, PetSmart, Rite Aid, Staples, Wells Fargo	
379	Bristol Park	Bristol	PA	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	2013	283,153	98.0%	2,412	8.69	Walmart Supercenter	—	
380	Chalfont Village Shopping Center	Chalfont	PA	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	1989	46,051	82.4%	454	11.98	Bottom Dollar**	—	
381	New Britain Village Square	Chalfont	PA	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	1989	143,716	95.4%	2,373	17.30	Giant Food (Ahold)	Tuesday Morning	
382	Collegeville Shopping Center	Collegeville	PA	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	2004	110,696	51.1%	839	14.82	—	Pep Boys, Rascal Fitness	
383	Whitemarsh Shopping Center	Conshohocken	PA	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	2002	67,476	100.0%	1,410	20.90	Giant Food (Ahold)	Wine & Spirits Shoppe	
384	Valley Fair	Devon	PA	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	2001	105,086	100.0%	1,080	10.27	—	Chuck E. Cheese's, Mealey's Furniture	
385	Dickson City Crossings	Dickson City	PA	Scranton--Wilkes-Barre--Hazleton, PA	1997	302,929	100.0%	3,190	16.02	—	Dick's Sporting Goods, Inkgregg, Party City, PetSmart, T.J.Maxx, The Home Depot	
386	Dillsburg Shopping Center	Dillsburg	PA	York-Hanover, PA	2014	153,088	100.0%	1,977	13.16	Giant Food (Ahold)	Rite Aid, Tractor Supply Co.	
387	Barn Plaza	Doylestown	PA	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	2002	237,681	100.0%	3,350	14.10	—	Kohl's, Marshalls, Regal Cinemas	
388	Pilgrim Gardens	Drexel Hill	PA	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	2014	75,223	97.1%	1,170	16.02	—	Dollar Tree, Ross Dress for Less	
389	Gilbertsville Shopping Center	Gilbertsville	PA	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	2002	85,576	96.4%	779	9.45	Weis Markets	—	
390	Mount Carmel Plaza	Glenside	PA	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	1975	14,504	94.1%	183	13.40	—	SGS Paper	
391	Kline Plaza	Harrisburg	PA	Harrisburg-Carlisle, PA	1952	214,628	89.0%	1,779	9.32	Giant Food (Ahold)	Citi Trends, The Dept. of Health	

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392	New Garden Center	Kennett Square	PA	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	2012	144,920	96.2%	1,001	7.34	—	Big Lots, Ollie's Bargain Outlet	
393	Stone Mill Plaza	Lancaster	PA	Lancaster, PA	2008	106,736	99.3%	1,288	12.15	Giant Food (Ahold)	—	
394	Woodbourne Square	Langhorne	PA	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	1984	29,821	100.0%	628	21.07	—	—	
395	North Penn Market Place	Lansdale	PA	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	1977	58,358	80.2%	904	20.92	Weis Markets*	—	
396	New Holland Shopping Center	New Holland	PA	Lancaster, PA	1995	65,878	95.2%	507	8.09	Grocery Outlet	Family Dollar	
397	Village at Newtown	Newtown	PA	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	1989	177,185	86.0%	4,002	26.27	McCaffrey's (Ahold)	Pier 1 Imports	
398	Cherry Square	Northampton	PA	Allentown-Bethlehem-Easton, PA-NJ	1989	75,005	94.9%	713	10.01	Redner's Warehouse Market	—	
399	Ivyridge	Philadelphia	PA	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	2006	107,318	93.8%	2,212	21.98	A&P**	Wine & Spirits	
400	Roosevelt Mall	Philadelphia	PA	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	2011	561,890	98.0%	7,860	33.74	—	Macy's, Modell's Sporting Goods, Ross Dress For Less	
401	Shoppes at Valley Forge	Phoenixville	PA	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	2003	176,676	99.3%	1,358	7.74	Redner's Warehouse Market	French Creek Outfitters, Staples	
402	Plymouth Plaza	Plymouth Meeting	PA	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	1994	32,404	42.5%	491	35.64	—	Premier Urgent Care, TD Bank	
403	County Line Plaza	Souderton	PA	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	2013	154,758	91.6%	1,456	10.70	ALDI	Planet Fitness, Rite Aid, VF Outlet	
404	69th Street Plaza	Upper Darby	PA	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	1994	41,711	100.0%	423	10.13	Fresh Grocer (Wakefern)*	EZ Bargains, Rent-A-Center, Super Dollar City	
405	Warminster Towne Center	Warminster	PA	Philadelphia-Camden-Wilmington, PA-NJ-DE-MD	1997	237,152	100.0%	3,402	15.56	ShopRite	A C. Moore, Kohls, Modell's Sporting Goods, Old Navy, Party City, PetSmart, Ross Dress for Less	
406	Shops at Prospect	West Hempfield	PA	Lancaster, PA	1994	63,392	100.0%	739	11.66	Musser's Markets	Hallmark	Kmart
407	Whitehall Square	Whitehall	PA	Allentown-Bethlehem-Easton, PA-NJ	2006	315,192	98.7%	3,419	11.00	Redner's Warehouse Market	Mealey's Furniture, PetSmart, Ross Dress for Less, Sports Authority, Staples	
408	Wilkes-Barre Township Marketplace	Wilkes-Barre	PA	Scranton--Wilkes-Barre--Hazleton, PA	2004	307,610	97.9%	2,184	31.00	Walmart Supercenter	Party City, Shoe Carnival	
409	Hunt River Commons	North Kingstown	RI	Providence-Warwick, RI-MA	1989	148,126	99.2%	1,556	10.59	Super Stop & Shop (Ahold)	Marshalls, Planet Fitness	
410	Belfair Towne Village	Bluffton	SC	Hilton Head Island-Bluffton-Beaufort, SC	2006	162,548	93.0%	2,096	13.87	Kroger	Stein Mart	
411	Milestone Plaza	Greenville	SC	Greenville-Anderson-Mauldin, SC	1995	89,721	100.0%	1,497	16.69	BI-LO (Southeastern Grocers)	—	
412	Circle Center	Hilton Head	SC	Hilton Head Island-Bluffton-Beaufort, SC	2000	65,213	97.3%	786	12.38	BI-LO (Southeastern Grocers)	—	
413	Island Plaza	James Island	SC	Charleston-North Charleston, SC	2004	171,224	81.1%	1,026	7.75	Food Lion	Dollar Tree, Gold's Gym	
414	Festival Centre	North Charleston	SC	Charleston-North Charleston, SC	2015	325,347	77.5%	2,083	8.38	—	Gold's Gym, Intercontinental Hotels Group, New Spring Church, Sears Outlet	
415	Remount Village Shopping Center	North Charleston	SC	Charleston-North Charleston, SC	1996	60,238	82.0%	462	9.35	BI-LO (Southeastern Grocers)	—	
416	Fairview Corners I & II	Simpsonville	SC	Greenville-Anderson-Mauldin, SC	2003	131,002	98.2%	1,867	14.51	—	Ross Dress for Less, T.J. Maxx	Target
417	Hillcrest Market Place	Spartanburg	SC	Spartanburg, SC	2012	357,051	85.9%	3,278	11.27	Publix	Marshalls, NCG Cinemas, Office Depot, Petco, Ross Dress for Less, Stein Mart	
418	Shoppes at Hickory Hollow	Antioch	TN	Nashville-Davidson--Murfreesboro--Franklin, TN	1986	144,469	84.9%	1,375	11.21	Kroger	Citi Trends	
419	Congress Crossing	Athens	TN	Athens, TN	2012	180,305	97.6%	1,227	6.98	—	Dunham's Sports, Kmart	
420	East Ridge Crossing	Chattanooga	TN	Chattanooga, TN-GA	1999	58,950	88.8%	593	11.33	Food Lion	—	
421	Watson Glen Shopping Center	Franklin	TN	Nashville-Davidson--Murfreesboro--Franklin, TN	2015	265,027	98.9%	2,511	9.67	ALDI	At Home, Big Lots, Franklin Athletic Club, Trees n Trends	
422	Williamson Square	Franklin	TN	Nashville-Davidson--Murfreesboro--Franklin, TN	2015	331,386	97.7%	3,122	9.65	—	Grace Church Nashville, Hard Knocks, Hobby Lobby, Planet Fitness, Skyzone, USA Baby	
423	Greensboro Village	Gallatin	TN	Nashville-Davidson--Murfreesboro--Franklin, TN	2005	70,203	97.7%	980	14.29	Publix	—	
424	Greenville Commons	Greenville	TN	Greenville, TN	2002	228,618	95.5%	1,588	12.28	—	Belk, Burkes Outlet, JC Penney, Kmart	
425	Oakwood Commons	Hermitage	TN	Nashville-Davidson--Murfreesboro--Franklin, TN	2015	266,721	92.5%	2,742	11.52	Publix	Bed Bath & Beyond, Dollar Tree, Goody's, PetSmart, Ross Dress for Less	
426	Kimball Crossing	Kimball	TN	Chattanooga, TN-GA	2007	280,476	96.2%	1,793	7.34	Walmart Supercenter	Goody's	Lowe's
427	Kingston Overlook	Knoxville	TN	Knoxville, TN	2015	122,536	100.0%	1,191	9.98	—	Babies"R"Us, Michaels, Sears Outlet	
428	Farrar Place	Manchester	TN	Tullahoma-Manchester, TN	1989	43,220	79.9%	307	8.89	Food Lion	—	
429	The Commons at Wolfcreek	Memphis	TN	Memphis, TN-MS-AR	2015	654,313	93.3%	7,941	13.25	—	Academy Sports + Outdoors, Best Buy, Big Lots, DSW, Five Below, Jdgregg, Office Depot, PetSmart, Sports Authority, T.J. Maxx, Value City Furniture	Target, The Home Depot, Toys"R"Us
430	Georgetown Square	Murfreesboro	TN	Nashville-Davidson--Murfreesboro--Franklin, TN	2003	115,062	88.2%	1,164	11.47	Kroger	Aaron's	

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431	Nashboro Village	Nashville	TN	Nashville-Davidson--Murfreesboro--Franklin, TN	1998	86,811	98.2%	1,001	11.75	Kroger	—	Walgreens
432	Commerce Central	Tulahoma	TN	Tulahoma-Manchester, TN	1995	182,401	98.3%	1,241	6.92	Walmart Supercenter	Dollar Tree	
433	Merchant's Central	Winchester	TN	Tulahoma-Manchester, TN	1997	208,123	93.6%	1,162	5.96	Walmart Supercenter	Goody's	
434	Palm Plaza	Aransas	TX	Corpus Christi, TX	2002	50,700	79.2%	256	7.97	—	Bealls (Stage Stores), Family Dollar	
435	Bardin Place Center	Arlington	TX	Dallas-Fort Worth-Arlington, TX	2015	420,550	98.8%	3,949	9.51	WinCo Foods	Hemispheres, Hobby Lobby, Ross Dress for Less	
436	Parmer Crossing	Austin	TX	Austin-Round Rock, TX	2015	168,112	83.7%	1,553	11.04	—	Big Lots, Dollar Tree, Harbor Freight Tools, Mega Furniture	Fry's Electronics
437	Baytown Shopping Center	Baytown	TX	Houston-The Woodlands-Sugar Land, TX	1987	95,930	85.7%	892	10.85	—	24 Hour Fitness	
438	Cedar Bellaire	Bellaire	TX	Houston-The Woodlands-Sugar Land, TX	1994	50,967	100.0%	705	13.83	H-E-B	—	
439	El Camino	Bellaire	TX	Houston-The Woodlands-Sugar Land, TX	2008	71,575	98.4%	607	8.62	El Ahorro Supermarket	Family Dollar, Hancock Fabrics	
440	Bryan Square	Bryan	TX	College Station-Bryan, TX	2008	59,029	100.0%	340	6.71	—	99 Cents Only, Citi Trends, Dollar Floor Store, Firestone	
441	Townshire	Bryan	TX	College Station-Bryan, TX	2002	136,887	91.2%	1,007	16.42	Walmart Neighborhood Market	Tops Printing	
442	Plantation Plaza	Clute	TX	Houston-The Woodlands-Sugar Land, TX	1997	99,141	99.0%	825	8.58	Kroger	Walgreens	
443	Central Station	College Station	TX	College Station-Bryan, TX	2012	176,847	90.9%	2,415	15.41	—	OfficeMax, Spec's Liquors, Wally's Party Factory	Koh's
444	Rock Prairie Crossing	College Station	TX	College Station-Bryan, TX	2002	118,700	100.0%	1,328	25.23	Kroger	CVS	
445	Carmel Village	Corpus Christi	TX	Corpus Christi, TX	1993	85,633	76.7%	631	9.60	—	Bay Area Dialysis, Bealls (Stage Stores), Tuesday Morning	
446	Five Points	Corpus Christi	TX	Corpus Christi, TX	2015	276,593	93.7%	3,141	12.33	—	Bealls (Stage Stores), Burkes Outlet, Harbor Freight Tool, Hobby Lobby, Party City, Ross Dress for Less	
447	Claremont Village	Dallas	TX	Dallas-Fort Worth-Arlington, TX	1976	67,305	94.6%	510	8.15	Minyard Food Stores	Family Dollar	
448	Jeff Davis	Dallas	TX	Dallas-Fort Worth-Arlington, TX	1975	68,962	79.8%	565	10.26	Save-A-Lot (Supervalu)	Family Dollar	
449	Stevens Park Village	Dallas	TX	Dallas-Fort Worth-Arlington, TX	1974	45,492	100.0%	449	9.87	—	Big Lots, O'Reilly Auto Parts	
450	Webb Royal Plaza	Dallas	TX	Dallas-Fort Worth-Arlington, TX	2015	108,545	92.1%	844	9.90	El Rio Grande Latin Market	Family Dollar	
451	Wynnewood Village	Dallas	TX	Dallas-Fort Worth-Arlington, TX	2006	443,681	88.2%	4,135	10.70	Kroger	Fallas Paredes, Gen X Clothing, Ross Dress for Less	
452	Parktown	Deer Park	TX	Houston-The Woodlands-Sugar Land, TX	1999	121,388	93.4%	959	8.48	Food Town	Burkes Outlet, Walgreens	
453	Kenworthy Crossing	El Paso	TX	El Paso, TX	2003	74,393	96.4%	714	9.96	Albertsons	—	
454	Preston Ridge	Frisco	TX	Dallas-Fort Worth-Arlington, TX	2015	780,595	94.4%	14,312	19.86	SuperTarget*	Best Buy, Big Lots, DSW, Marshalls, Old Navy, Ross Dress for Less, Saks OFF Fifth, Sheplers, Stein Mart, T.J.Maxx	
455	Forest Hills Village	Ft. Worth	TX	Dallas-Fort Worth-Arlington, TX	1968	69,651	100.0%	394	5.66	Foodland Markets	Family Dollar, Hi Style Fashion	
456	Ridglea Plaza	Ft. Worth	TX	Dallas-Fort Worth-Arlington, TX	1990	170,519	100.0%	1,979	11.96	Tom Thumb (Albertsons)	Stein Mart	
457	Trinity Commons	Ft. Worth	TX	Dallas-Fort Worth-Arlington, TX	1998	197,423	99.4%	3,787	19.30	Tom Thumb (Albertsons)	DSW	
458	Village Plaza	Garland	TX	Dallas-Fort Worth-Arlington, TX	2002	89,241	100.0%	1,003	11.24	Truong Nguyen Grocer	—	
459	North Hills Village	Halton City	TX	Dallas-Fort Worth-Arlington, TX	1998	43,299	93.2%	292	7.23	Save-A-Lot	Dollar Tree, Rent-A-Center	
460	Highland Village Town Center	Highland Village	TX	Dallas-Fort Worth-Arlington, TX	1996	99,341	90.2%	972	10.84	Kroger	—	
461	Bay Forest	Houston	TX	Houston-The Woodlands-Sugar Land, TX	2004	71,667	98.3%	746	10.59	Kroger	—	
462	Beltway South	Houston	TX	Houston-The Woodlands-Sugar Land, TX	1998	107,174	97.0%	957	28.26	Kroger	—	
463	Braes Heights	Houston	TX	Houston-The Woodlands-Sugar Land, TX	2003	101,002	100.0%	1,954	19.35	—	CVS, Imagination Toys, I W Marks Jewelers	
464	Braes Link	Houston	TX	Houston-The Woodlands-Sugar Land, TX	1999	38,997	100.0%	661	16.95	—	Walgreens	
465	Braes Oaks Center	Houston	TX	Houston-The Woodlands-Sugar Land, TX	1992	45,067	94.5%	448	10.53	H-E-B	—	
466	Braesgate	Houston	TX	Houston-The Woodlands-Sugar Land, TX	1997	91,382	94.6%	568	6.56	Food Town	—	
467	Broadway	Houston	TX	Houston-The Woodlands-Sugar Land, TX	2006	76,142	100.0%	778	10.64	El Ahorro Supermarket	Fallas Paredes, Melrose Fashions	
468	Clear Lake Camino South	Houston	TX	Houston-The Woodlands-Sugar Land, TX	2004	102,643	90.0%	1,391	16.15	—	24 Hour Fitness, Hancock Fabrics, Mr. Gatti's Pizza, Spec's Liquors	
469	Hearstone Corners	Houston	TX	Houston-The Woodlands-Sugar Land, TX	1998	208,147	93.9%	1,882	9.63	Kroger	Big Lots, Stein Mart	
470	Inwood Forest	Houston	TX	Houston-The Woodlands-Sugar Land, TX	1997	77,553	98.1%	694	9.16	Foodarama	—	
471	Jester Village	Houston	TX	Houston-The Woodlands-Sugar Land, TX	1988	64,285	75.1%	478	9.90	H-E-B	—	
472	Jones Plaza	Houston	TX	Houston-The Woodlands-Sugar Land, TX	2000	111,206	78.3%	817	9.39	—	Fitness Connection, Hancock Fabrics	
473	Jones Square	Houston	TX	Houston-The Woodlands-Sugar Land, TX	1999	169,003	98.7%	1,302	7.91	—	Big Lots, Hobby Lobby	
474	Maplewood Mall	Houston	TX	Houston-The Woodlands-Sugar Land, TX	2004	94,871	97.8%	777	8.38	Foodarama	Burke's Outlet	

	Property Name	City	State	Metropolitan Statistical Area	Year Built	GLA	% Leased	ABR (,000's)	ABR/SF (1)	Grocer (2)	Other Major Tenants	Non- Owned Major Tenants
475	Merchants Park	Houston	TX	Houston-The Woodlands-Sugar Land, TX	2009	243,798	100.0%	3,318	13.61	Kroger	Big Lots, Petco, Ross Dress for Less, Tuesday Morning	
476	Northgate	Houston	TX	Houston-The Woodlands-Sugar Land, TX	1972	40,244	100.0%	315	7.84	—	Affordable Furniture, Firestone, Lumber Liquidators, TitleMax	
477	Northshore	Houston	TX	Houston-The Woodlands-Sugar Land, TX	2001	230,779	93.9%	2,720	12.75	Sellers Bros.	Conn's, Office Depot	
478	Northtown Plaza	Houston	TX	Houston-The Woodlands-Sugar Land, TX	1990	190,622	89.5%	1,935	11.51	—	99 Cents Only, CVS, Fallas Paredes	
479	Northwood Plaza	Houston	TX	Houston-The Woodlands-Sugar Land, TX	1972	136,747	96.0%	1,353	10.47	Food City	—	
480	Orange Grove	Houston	TX	Houston-The Woodlands-Sugar Land, TX	2005	189,201	94.1%	1,752	9.98	—	24 Hour Fitness, FAMSA, Floor & Décor	
481	Pinemont Shopping Center	Houston	TX	Houston-The Woodlands-Sugar Land, TX	1999	73,577	92.9%	880	13.19	—	Family Dollar, Houston Community College	
482	Royal Oaks Village	Houston	TX	Houston-The Woodlands-Sugar Land, TX	2001	145,229	95.5%	3,038	21.90	H-E-B	—	
483	Tanglewilde Center	Houston	TX	Houston-The Woodlands-Sugar Land, TX	1998	82,565	100.0%	1,133	13.85	—	Ace Hardware, Dollar Tree, Party City, Salon In The Park	
484	Westheimer Commons	Houston	TX	Houston-The Woodlands-Sugar Land, TX	2012	242,409	91.9%	2,053	9.22	Fiesta Mart	Marshalls, Rainbow	
485	Fry Road Crossing	Katy	TX	Houston-The Woodlands-Sugar Land, TX	2005	237,340	100.0%	2,377	10.10	Kroger	Hobby Lobby, Palais Royal, Stein Mart	
486	Washington Square	Kaufman	TX	Dallas-Fort Worth-Arlington, TX	1978	64,230	82.7%	304	5.72	—	AutoZone, Bealls (Stage Stores), Dollar Tree	
487	Jefferson Park	Mount Pleasant	TX	Mount Pleasant, TX	2001	132,096	71.2%	645	7.01	Super 1 Foods	—	
488	Winwood Town Center	Odessa	TX	Odessa, TX	2002	365,559	100.0%	2,765	12.10	H-E-B	Hastings, Office Depot, Ross Dress for Less, Target	
489	Crossroads Centre - Pasadena	Pasadena	TX	Houston-The Woodlands-Sugar Land, TX	1997	134,006	94.8%	1,503	12.72	Kroger	Sears Hardware	
490	Spencer Square	Pasadena	TX	Houston-The Woodlands-Sugar Land, TX	1998	194,470	85.4%	1,999	12.04	Kroger	Burkes Outlet	
491	Pearland Plaza	Pearland	TX	Houston-The Woodlands-Sugar Land, TX	1995	156,491	80.3%	1,120	8.91	Kroger	Walgreens	
492	Market Plaza	Plano	TX	Dallas-Fort Worth-Arlington, TX	2002	168,137	70.2%	2,707	24.05	Central Market (H-E-B)	—	
493	Preston Park	Plano	TX	Dallas-Fort Worth-Arlington, TX	2015	239,022	88.4%	5,485	25.97	Kroger	—	
494	Northshore Plaza	Portland	TX	Corpus Christi, TX	2000	152,144	94.1%	932	13.59	H-E-B	Bealls (Stage Stores)	Kmart
495	Klein Square	Spring	TX	Houston-The Woodlands-Sugar Land, TX	1999	80,636	98.8%	861	10.81	Food Town	Family Dollar, Unclashed (Petco)	
496	Keegan's Meadow	Stafford	TX	Houston-The Woodlands-Sugar Land, TX	1999	125,491	94.7%	1,232	10.70	Randalls (Albertsons)	Palais Royal	
497	Texas City Bay	Texas City	TX	Houston-The Woodlands-Sugar Land, TX	2005	223,152	53.9%	1,161	9.71	Kroger	—	
498	Windvale Center	The Woodlands	TX	Houston-The Woodlands-Sugar Land, TX	2002	101,088	89.4%	959	29.04	Randalls (Albertsons)	—	
499	The Centre at Navarro	Victoria	TX	Victoria, TX	2005	47,960	96.9%	729	15.69	—	Hastings, Walgreens	
500	Spradlin Farm	Christiansburg	VA	Blacksburg-Christiansburg-Radford, VA	2000	180,220	92.8%	2,386	14.53	—	Barnes & Noble, Big Lots, Michaels, T.J.Maxx	Target, The Home Depot
501	Culpeper Town Square	Culpeper	VA	Washington-Arlington-Alexandria, DC-VA-MD-WV	1999	132,882	94.2%	1,122	8.96	Food Lion	Mountain Run Bowling, Tractor Supply Co.	
502	Hanover Square	Mechanicsville	VA	Richmond, VA	1991	129,887	95.6%	1,611	12.97	Martin's Food (Ahold)	Gold's Gym	Kohl's
503	Jefferson Green	Newport News	VA	Virginia Beach-Norfolk-Newport News, VA-NC	1988	54,945	89.8%	728	14.75	—	Destination XL, Once Upon a Child, Tuesday Morning	
504	Tuckermuck Square	Richmond	VA	Richmond, VA	1994	86,010	47.9%	824	19.98	—	Chuck E. Cheese's	
505	Cave Spring Corners	Roanoke	VA	Roanoke, VA	2005	147,133	94.3%	1,023	12.80	Kroger	Hamrick's	
506	Hunting Hills	Roanoke	VA	Roanoke, VA	2014	166,207	94.6%	1,307	8.32	—	Kohl's, PetSmart	
507	Valley Commons	Salem	VA	Roanoke, VA	1988	45,580	20.4%	90	9.67	—	—	
508	Lake Drive Plaza	Vinton	VA	Roanoke, VA	2008	163,090	98.8%	1,241	7.70	Kroger	Big Lots, Goodwill	
509	Hilltop Plaza	Virginia Beach	VA	Virginia Beach-Norfolk-Newport News, VA-NC	2010	150,300	90.5%	2,514	18.69	Trader Joe's	Jo-Ann Fabric & Craft Stores, Kirkland's, Office Depot, PetSmart	
510	Ridgeview Centre	Wise	VA	Big Stone Gap, VA	2015	190,242	57.0%	831	7.66	—	Grand Home Furnishings, Ollie's Bargain Outlet	Belk
511	Rutland Plaza	Rutland	VT	Rutland, VT	1997	224,514	98.2%	1,906	8.64	Price Chopper	Flagship Cinemas, T.J.Maxx, Walmart	
512	Fitchburg Ridge Shopping Center	Fitchburg	WI	Madison, WI	2003	50,555	77.7%	460	11.76	—	Wisconsin Dialysis	
513	Spring Mall	Greenfield	WI	Milwaukee-Waukesha-West Allis, WI	2003	188,861	83.5%	1,179	7.48	Pick 'N Save (Kroger)**	T.J.Maxx	
514	Mequon Pavilions	Mequon	WI	Milwaukee-Waukesha-West Allis, WI	2015	219,541	89.0%	3,044	15.58	Sendik's Food Market	Bed Bath & Beyond, DSW, Marshalls	
515	Moorland Square Shopping Ctr	New Berlin	WI	Milwaukee-Waukesha-West Allis, WI	1990	98,303	95.0%	878	9.40	Pick 'n Save (Kroger)	—	Walmart
516	Paradise Pavilion	West Bend	WI	Milwaukee-Waukesha-West Allis, WI	2000	203,630	98.4%	1,471	7.34	—	Hobby Lobby, Kohl's	ShopKo
517	Moundsville Plaza	Moundsville	WV	Wheeling, WV-OH	2004	176,156	96.0%	1,211	7.16	Kroger	Big Lots, Dunham's Sports, Peebles	
518	Grand Central Plaza	Parkersburg	WV	Parkersburg-Vienna, WV	1986	75,344	100.0%	801	10.63	—	Office Depot, O'Reilly Auto Parts, T.J.Maxx	

TOTAL PORTFOLIO	86,615,572	92.6%	\$ 945,667	\$ 12.76
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(1) ABR/SF is calculated as ABR divided by leased GLA, excluding the GLA of lessee owned leasehold improvements.

(2) * Indicates grocer is not owned; ** Indicates grocer is dark and paying.