

Centro NP LLC
Form 10-Q/A
April 16, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q/A

(Amendment No. 1)

(Mark One)

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

For the quarterly period ended September 30, 2008

OR

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

For the transition period from to

Commission file number 1-12244

CENTRO NP LLC

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(Exact name of registrant as specified in its charter)

MARYLAND
(State or other Jurisdiction of
Incorporation)

64-0955724
(IRS Employer
Identification No.)

420 Lexington Avenue, New York, New York 10170

(Address of Principal Executive Offices) (Zip Code)

212-869-3000

(Registrant's Telephone Number, Including Area Code)

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, and (2) has been subject to such filing requirements for the past 90 days. **YES** **NO**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer **Accelerated Filer** **Non-Accelerated Filer** **Smaller reporting company**

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

YES **NO**

The aggregate market value of the Registrant's voting interests held by non-affiliates on June 30, 2007 was \$0. Super LLC owns all of the membership interests of the Registrant as of April 20, 2007.

The registrant does not have common stock.

Explanatory Note

This Amendment No. 1 (this Amendment) is being filed to amend the Quarterly Report on Form 10-Q of Centro NP LLC (the Company) for the quarter ended September 30, 2008 that was previously filed on November 14, 2008 (the Original 10-Q). The Company is filing this Amendment to address the following matters:

Item 6. Exhibits

Signatures

The Company is modifying Item 6. Exhibits solely with respect to filing certifications required by Section 302 of the Sarbanes-Oxley Act of 2002 and a certification required by Section 906 of the Sarbanes-Oxley Act of 2002. Except for the amendments described above, this Amendment does not modify or update other disclosures in, or exhibits to the Original 10-Q.

Forward-Looking Statements

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

- Liquidity risks, including the inability to refinance our short-term indebtedness on favorable terms or at all;
- recent downgrades, and possible future downgrades, in our credit rating;
- national or local economic, business, real estate and other market conditions, including the ability of the general economy to recover timely from economic downturns;
- the competitive environment in which we operate;

- property ownership risks;
- the level and volatility of interest rates and changes in the capitalization rates with respect to the acquisition and disposition of properties;
- financial stability of tenants, including the ability of tenants to pay rent, the decision of tenants to close stores and the effect of bankruptcy laws;
- governmental approvals, actions and initiatives;
- environmental/safety requirements and costs;
- risks of real estate acquisition and development, including the failure of pending developments and redevelopments to be completed on time and within budget and the failure of newly acquired or developed properties to perform as expected;
- risks of disposition strategies, including the failure to complete sales on a timely basis and the failure to reinvest sale proceeds in a manner that generates favorable returns;
- risks of joint venture activities; and
- other risks identified in this Quarterly Report on Form 10-Q and, from time to time, in other reports we file with the Securities and Exchange Commission (the SEC) or in other documents that we publicly disseminate.

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

PART I FINANCIAL INFORMATION

Item 1. Financial Statements

CENTRO NP LLC AND SUBSIDIARIES (THE COMPANY)

(AS SUCCESSOR TO NEW PLAN EXCEL REALTY TRUST, INC. (THE PREDECESSOR))

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME/(LOSS)

(Unaudited, in thousands, except per share amounts)

	Company			Predecessor	
	Three Months Ended September 30, 2008	Nine months Ended September 30, 2008	Three Months Ended September 30, 2007	Period from April 5, through September 30, 2007	Period from January 1, through April 4, 2007
Revenues:					
Rental income	\$ 78,141	\$ 249,996	\$ 100,177	\$ 194,922	\$ 91,186
Percentage rents	928	3,226	1,182	1,909	2,169
Expense reimbursements	16,125	59,973	28,628	52,531	27,261
Fee income	6,232	21,964	7,866	14,701	8,832
Total revenues	101,426	335,159	137,853	264,063	129,448
Operating Expenses:					
Operating costs	16,726	57,899	19,521	41,157	21,388
Real estate taxes	12,221	38,969	16,694	31,742	16,895
Depreciation and amortization	53,491	156,600	53,379	106,204	25,416
Provision for doubtful accounts	1,594	3,284	663	1,151	3,301
Casualty loss from hurricane	4,261	4,261			
Impairment of real estate	7,291	102,823			
Impairment of goodwill and other intangibles		173,536			
General and administrative	3,496	20,208	7,656	13,833	51,932
Total operating expenses	99,080	557,580	97,913	194,087	118,932
Income (loss) before real estate sales, minority interest and other income and expenses	2,346	(222,421)	39,940	69,976	10,516
Other income and expenses:					
Interest, dividend and other income	1,124	1,696	2,983	3,585	1,524
Equity in (loss) income of unconsolidated ventures	(2,815)	(7,318)	(28)	1,608	974
Impairment of investments accounted for under the equity method	(6,866)	(13,029)			
Interest expense	(23,936)	(75,657)	(30,090)	(55,766)	(26,819)
Minority interest in income of consolidated partnership and joint	(753)	(3,969)	(1,305)	(4,046)	(297)

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ventures							
(Loss) income from continuing operations	(30,900)	(320,698)	11,500	15,357	(14,102)		
Discontinued operations:							
(Loss) income from discontinued operations	(106)	(16,576)	249	357	3,493		
Net (loss) income	\$ (31,006)	\$ (337,274)	\$ 11,749	\$ 15,714	\$ (10,609)		
Preferred dividends					(12,079)		
Net loss available to common stock basic					(22,688)		
Minority interest in income of consolidated partnership and joint ventures					297		
Net loss available to common stock Diluted	\$	\$	\$	\$	\$	\$	(22,391)
Basic loss per common share:							
Loss from continuing operations	\$	\$	\$	\$	\$		(0.25)
Discontinued operations							0.03
Basic loss per share	\$	\$	\$	\$	\$		(0.22)
Diluted loss per common share:							
Loss from continuing operations	\$	\$	\$	\$	\$		(0.23)
Discontinued operations							0.03
Diluted loss per share	\$	\$	\$	\$	\$		(0.20)
Average shares outstanding basic							103,355
Average shares outstanding diluted							109,558
Dividends per common share			\$	\$	0.3125	\$	0.6250
Other comprehensive (loss) income/							
Net (loss) income	\$ (31,006)	\$ (337,274)	\$ 11,749	\$ 15,714	\$ (10,609)		
Unrealized gain (loss) on available-for-sale securities	205	42	(521)	(568)	512		
Unrealized loss on deferred compensation					(168)		
Realized gain on interest risk hedges, net					359		
Unrealized gain on interest risk hedges, net					166		
Comprehensive (loss) income	\$ (30,801)	\$ (337,232)	\$ 11,228	\$ 15,146	\$ (9,740)		

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

CENTRO NP LLC AND SUBSIDIARIES (THE COMPANY)

(AS SUCCESSOR TO NEW PLAN EXCEL REALTY TRUST, INC. (THE PREDECESSOR))

CONSOLIDATED BALANCE SHEETS

(Unaudited, in thousands)

	Company	
	September 30, 2008	December 31, 2007
ASSETS		
Real estate:		
Land	\$ 961,663	\$ 1,200,343
Building and improvements	2,201,865	2,764,677
Accumulated depreciation and amortization	(106,848)	(60,590)
Net real estate	3,056,680	3,904,430
Real estate held for sale		425
Cash and cash equivalents	17,591	34,706
Restricted cash	23,448	26,417
Marketable securities	7,160	6,774
Receivables:		
Trade, net of allowance for doubtful accounts of \$16,760 and \$20,480 at September 30, 2008 and December 31, 2007, respectively	22,420	24,584
Deferred rent, net of allowance of \$271 and \$131 at September 30, 2008 and December 31, 2007, respectively	10,534	6,804
Other, net	35,833	34,327
Mortgages and notes receivable		1,946
Prepaid expenses and deferred charges	14,696	19,250
Investments in/advances to unconsolidated ventures	737,350	475,605
Intangible assets, net of accumulated amortization of \$149,158 and \$99,201 at September 30, 2008 and December 31, 2007, respectively	491,318	706,709
Goodwill		350,437
Other assets	1,904	32,716
Total assets	\$ 4,418,934	\$ 5,625,130
LIABILITIES AND MEMBERS CAPITAL		
Liabilities:		
Mortgages payable, including unamortized premium of \$10,455 and \$13,426 at September 30, 2008 and December 31, 2007, respectively	\$ 431,165	\$ 451,675
Notes payable, net of unamortized premium of \$27,644 and \$30,465 at September 30, 2008 and December 31, 2007, respectively	857,861	860,681
Credit facilities	479,884	488,288
Capital leases	30,425	30,902
Other liabilities	328,722	529,061
Redemption rights	9,386	
Tenant security deposits	7,866	9,754
Total liabilities	2,145,309	2,370,361
Minority interest in consolidated partnership and joint ventures	42,763	86,210
Commitments and contingencies		
Members capital:		
Members capital	3,132,726	3,734,387
Accumulated other comprehensive loss	42	(1,196)
Accumulated distribution in excess of net income	(901,906)	(564,632)

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Total members' capital		2,230,862		3,168,559
Total liabilities and members' capital	\$	4,418,934	\$	5,625,130

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

CENTRO NP LLC AND SUBSIDIARIES (THE COMPANY)

(AS SUCCESSOR TO NEW PLAN EXCEL REALTY TRUST, INC. (THE PREDECESSOR))

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited, in thousands)

	Company Nine months Ended September 30, 2008	Company Period from April 5, through September 30, 2007	Predecessor Period from January 1, through April 4, 2007
Cash flows from operating activities:			
Net (loss) income	\$ (337,274)	\$ 15,714	\$ (10,609)
Adjustments to reconcile net (loss) income to net cash provided by operations: Depreciation and amortization	157,690	108,160	25,897
Amortization of net premium/discount on mortgages and notes payable	(5,671)	(4,516)	(690)
Amortization of deferred debt and loan acquisition costs	7,888	493	1,891
Amortization of stock options			17,961
(Gain) loss on swaps		(5,404)	292
Amortization of asset retirement liabilities	84	71	15
Amortization of below market leases	(40,648)	(22,463)	(847)
Impairment of real estate and real estate held for sale	120,517		
Impairment of goodwill and other intangibles	173,536		
Impairment of investments accounted for under the equity method	13,029		
Loss on sale of marketable securities	1,757		
Gain on sale of discontinued operations, net	(961)		(2,122)
Minority interest in income of consolidated partnership and joint ventures	3,969	4,046	297
Equity in (loss) income of unconsolidated ventures	10,033	(1,608)	(974)
Distributions of income from unconsolidated ventures		884	2,203
Changes in operating assets and liabilities, net:			
Change in restricted cash	2,969	(3,680)	4,673
Change in trade receivables	(4,474)	(8,120)	(5,171)
Change in deferred rent receivables	(5,224)	(5,819)	(1,490)
Change in other receivables	(13,748)	928	(7,726)
Change in other liabilities	(40,142)	(4,035)	19,582
Change in tenant security deposits	(49)	1,518	(255)
Change in prepaid expenses, deferred charges and other assets	13,806	(25,786)	7,739
Net cash provided by operating activities	57,087	50,383	50,666
Cash flows from investing activities:			
Payment for purchase of Predecessor		(3,857,641)	
Real estate acquisitions and building improvements	(80,292)	(232,183)	(53,543)
Acquisition, net of cash and restricted cash received			(27,014)
Proceeds from real estate sales, net	54,275	3,246	4,404
Proceeds from sale of marketable securities, net	2,924		
Repayments of mortgage notes receivable, net	1,489	58	3,787
Purchase of intangibles	(7,000)	(530)	14
Capital contributions to unconsolidated joint ventures	(3,586)	(1,074)	(1,328)
Purchase of marketable securities	(3,829)		
Distributions of capital from unconsolidated joint ventures	8,225	146,152	1,442
Net cash used in investing activities	(27,794)	(3,941,972)	(72,238)

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Cash flows from financing activities:				
Cash paid to redeem partnership units	(34,749)	(8,937)		
Principal payments of mortgages and notes payable	(18,016)	(39,031)		(10,017)
Proceeds from credit facility	38,300	615,185		85,000
Repayment of credit facility	(18,104)	(430,185)		(7,000)
Repayment of secured term loan		(150,000)		
Redemption of convertible notes payable		(375,133)		
Loan from Centro Property Trust		303,400		
Proceeds from public debt offering				529
Financing fees	(5,535)	(500)		
Distributions to members	(5,016)	(193,140)		
Distributions to minority partners	(3,288)	(3,174)		(2,134)
Dividends paid		(38,957)		(37,597)
Proceeds from exercise of stock options				693
Contribution from members		4,216,931		
Proceeds from dividend reinvestment plan				1,839
Net cash (used in) provided by financing activities	(46,408)	3,896,459		31,313
Net (decrease) increase in cash and cash equivalents	(17,115)	4,870		9,741
Cash and cash equivalents at beginning of period	34,706	17,657		7,916
Cash and cash equivalents at end of period	\$ 17,591	\$ 22,527	\$	17,657
Supplemental Cash Flow Disclosure, including Non-Cash Activities:				
Cash paid for interest	\$ 94,689	\$ 57,844	\$	22,598
Capitalized interest	8,053	7,735		4,474
State and local taxes paid	670	567		145
Partnership units issued in connection with joint venture		6,700		
Fair value of assets acquired		6,270,330(2)		
Cash paid for stock		3,857,556(2)		
Liabilities assumed		2,412,773(2)		
Distribution of entity interest to parent	369,553(1)			
Contribution of entity interest to Centro NP Residual Holding LLC	355,060(1)			
Service Business Transfer to parent	221,842(3)			

(1) Recorded in connection with investment in an unconsolidated venture, Centro NP Residual Holding LLC discussed in Note 8.

(2) Recorded in connection with the Merger discussed in Note 1.

(3) Recorded in connection with the Distribution, Contribution and Assignment Agreement discussed in Note 1.

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

CENTRO NP LLC AND SUBSIDIARIES (THE COMPANY)

(AS SUCCESSOR TO NEW PLAN EXCEL REALTY TRUST, INC. (THE PREDECESSOR))

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1: Merger and Liquidation

Merger Transaction

On February 27, 2007, New Plan Excel Realty Trust, Inc. (New Plan), and Excel Realty Partners, L.P., a Delaware limited partnership in which New Plan, through a wholly owned subsidiary, is the general partner, entered into an Agreement and Plan of Merger (the Merger Agreement) with Centro NP LLC (formerly Super IntermediateCo LLC) (Centro NP), Super MergerSub Inc. (MergerSub), and Super DownREIT MergerSub LLC (Super REIT MergerSub and together with Centro NP and MergerSub, the Buyer Parties). The Buyer Parties are affiliates of Centro Properties Group, an Australian publicly traded real estate company (Centro). Pursuant to the Merger Agreement, MergerSub commenced and completed a tender offer (the Offer) to purchase all outstanding shares of common stock, par value \$0.01 per share (Common Stock), of New Plan at a price of \$33.15 per share, net to the holders thereof, in cash (the Offer Price). The Offer, as supplemented by a subsequent offering period, expired at 12:00 midnight, New York City time, on Wednesday, April 18, 2007. On April 5, 2007, following the expiration of the initial offering period of the Offer, MergerSub accepted for payment, and purchased, all of the approximately 69,105,909 shares of Common Stock, representing approximately 66.7% of the outstanding shares of Common Stock, that had been validly tendered in the initial offering period of the Offer. On April 19, 2007, following the expiration of the subsequent offering period of the Offer, MergerSub accepted for payment, and purchased, all of the approximately 22,096,621 shares of Common Stock, which, together with the shares purchased in the initial offering period, represented approximately 88.0% of the outstanding shares of Common Stock, that had been validly tendered in the subsequent offering period of the Offer. On April 19, 2007, MergerSub exercised its top-up option pursuant to the Merger Agreement to acquire an additional 52,929,108 shares of Common Stock from New Plan at a purchase price equal to the Offer Price, which number of shares was sufficient to permit MergerSub to effect a short-form merger of MergerSub into New Plan under Maryland law without the vote of, or any action by, the New Plan stockholders. MergerSub used approximately \$1.5 billion of borrowings under a term facility (the Tender Facility) from J.P. Morgan Securities Inc. and certain of its affiliates to finance payments related to the Offer. The Tender Facility was outstanding from April 5, 2007 to April 20, 2007, and amounts outstanding thereunder bore interest at a rate per annum equal to the monthly Eurodollar rate determined as set forth in the Tender Facility Agreement. On April 20, 2007, the Tender Facility was repaid in full and terminated in connection with the closing of the Mergers (as defined below).

On April 20, 2007, New Plan and the Buyer Parties completed the other transactions contemplated by the Merger Agreement, pursuant to which, among other things, MergerSub merged with and into New Plan (the Merger), with New Plan surviving the Merger, and in connection therewith, Super DownREIT Acquisition L.P. (DownREIT Acquisition) merged with and into Excel Realty Partners, L.P. (the DownREIT Partnership), with the DownREIT Partnership continuing as the surviving limited partnership (the DownREIT Merger, and together with the Merger, the Mergers). In connection with the Merger, (a) each share of Common Stock (other than shares held by New Plan or any subsidiary of New Plan or by Purchaser) was converted into the right to receive the same \$33.15 in cash per share as was paid in the Offer, without interest, and (b) each outstanding option to purchase Common Stock under any employee stock option or incentive plan became fully vested and exercisable (whether or not then vested or subject to any performance condition that has not been satisfied, and regardless of the exercise price thereof or the terms of any other agreement regarding the vesting, delivery or payment thereof) and was cancelled in exchange for the right to receive, for each share of Common Stock issuable upon exercise of such option, cash in the amount equal to the excess, if any, of the Offer Price over the exercise price per share of such option. As a result of the Merger, New Plan became a wholly owned subsidiary of Centro NP and any stockholder who held shares of Common Stock prior to the Merger ceased to be a stockholder effective as of the Merger.

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On April 20, 2007, immediately following the Merger, New Plan, as the surviving corporation of the Merger, was liquidated (the Liquidation), and in connection with the Liquidation, (a) all of New Plan s assets were transferred to, and all of its liabilities were assumed by, Centro NP, (b) all outstanding shares of preferred stock of New Plan were automatically converted into, and cancelled in exchange for the right to receive, cash liquidating distributions in accordance with their terms, and (c) all shares of common stock of New Plan were cancelled. As a result of the Merger and Liquidation, New Plan filed a Certification and Notice of Termination of Registration on

CENTRO NP LLC AND SUBSIDIARIES (THE COMPANY)

(AS SUCCESSOR TO NEW PLAN EXCEL REALTY TRUST, INC. (THE PREDECESSOR))

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Form 15 pursuant to which it terminated its reporting obligations under the Securities Exchange Act of 1934, as amended (the Exchange Act), with respect to its Common Stock and 7.625% Series E Cumulative Redeemable Preferred Stock.

Immediately following the Merger and the Liquidation, the Company's employees became employees of Centro US Management Joint Venture 2, LP (formerly known as Centro Watt Management Joint Venture 2, L.P. and referred to in these notes as the Management Joint Venture). This occurred in order to comply with certain tax restrictions applicable to the Company's ultimate equity owners and to permit such employees to serve management functions at other properties controlled by the Company's affiliates. Following this, the Management Joint Venture managed the Company's properties, although during a transition period, certain of the Company's subsidiaries continued to provide payroll, benefit and other transition services with respect to the Company's former employees. Such transition services continued through April 30, 2008. Contracts memorializing the management services arrangements under which the Company has been operating were entered into on March 28, 2008 in connection with an amendment to the Company's revolving credit facility.

Although the Company's employees were employed by the Management Joint Venture shortly following the Merger and Liquidation, for the period January 1, 2008 to April 30, 2008, the Company continued to incur all costs relating to the payroll and benefits of their employees employed by the Management Joint Venture as well as incurring other transition services while the Management Joint Venture finalized arrangements to replicate such functions.

On the basis that the Company continued to provide services on a transitionary basis through April 30, 2008, for accounting purposes, the Distribution, Contribution and Assignment Agreement between the Company, Super LLC, Management Joint Venture, Centro US Employment Company, LLC and Centro New Plan, Inc (a member of Super LLC) dated March 28, 2008, has not been reflected during the period to April 30, 2008. The distribution has been reflected in the consolidated financial statements covered in this report as of May 1, 2008. As a result, certain assets and liabilities have been distributed out as of May 1, 2008. The significant assets and liabilities that were distributed out of the Company in relation to the above mentioned Distribution, Contribution and Assignment Agreement (Service Business Transfer) were goodwill, furniture and fittings, and employee benefits related accruals/reserves. The total net assets distributed as part of the Service Business Transfer were \$221.9 million. Refer to further information included in Note 1 relating to the impairment of goodwill prior to Service Business Transfer.

In connection with the Mergers, Centro NP, New Plan Realty Trust, LLC (as successor to New Plan Realty Trust, but only with respect to the 1999 Indenture (as defined below)) and U.S. Bank Trust National Association, as trustee (the Trustee) entered into supplemental indentures (the Supplemental Indentures), each dated as of April 20, 2007, to (i) the Indenture dated as of March 29, 1995 (the 1995 Indenture), by and between New Plan (as successor to New Plan Realty Trust) and the Trustee (as successor to State Street Bank and Trust Company, as successor to The First National Bank of Boston), (ii) the Indenture dated as of February 3, 1999 (the 1999 Indenture), by and among New Plan, New Plan Realty Trust, as guarantor, and the Trustee (as successor to State Street Bank and Trust Company), and (iii) the Indenture dated as of January 30, 2004 (the 2004 Indenture), and collectively with the 1995 Indenture and the 1999 Indenture, the Indentures), by and between New Plan and the Trustee. The Supplemental Indentures each provided for the assumption by Centro NP of all of the obligations of New Plan under each of the Indentures, effective upon consummation of the Merger.

Centro NP, as the successor obligor on New Plan's unsecured senior notes, intends to continue to file with the SEC any annual reports, quarterly reports and other documents that it is required to file with the SEC pursuant to the 1995 Indenture governing the unsecured senior notes or pursuant to Section 15(d) of the Exchange Act.

Accounting Treatment

In accordance with Financial Accounting Standards Board (FASB) Statement of Financial Accounting Standards (SFAS) No. 141, *Business Combinations* (SFAS No. 141), a business combination occurs when an

CENTRO NP LLC AND SUBSIDIARIES (THE COMPANY)

(AS SUCCESSOR TO NEW PLAN EXCEL REALTY TRUST, INC. (THE PREDECESSOR))

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

entity acquires net assets that constitute a business or acquires equity interest of one or more other entities and obtains control over that entity or entities. Control is defined by SFAS No. 141 as ownership by one company, directly or indirectly, of over fifty percent of the outstanding voting shares of another company. For accounting purposes, SFAS No. 141 further states that the designated acquisition date should be the date that effective control of the acquired entity is transferred to the acquiring entity without restrictions, except those required to protect the shareholders or other owners of the acquired entity. In conjunction with the transactions described above, Centro NP LLC acquired a 66.7% controlling interest in New Plan on April 5, 2007. As such, with respect to the results of operations of Centro NP, April 5, 2007 is used as the acquisition date throughout the remainder of this document. Accordingly, the Consolidated Financial Statements contained in this report represent the results of operations and financial condition of New Plan (which is referred to as the Predecessor herein) prior to April 5, 2007, and of Centro NP for any subsequent period. Notwithstanding the foregoing, New Plan's stock remained outstanding until April 20, 2007, at which point MergerSub, subsequently Centro NP, acquired the remaining outstanding shares of Common Stock. Accordingly, any discussion pertaining to New Plan's common stock, preferred stock or stock-based compensation will reference April 20, 2007.

The aggregate purchase price of the Merger has been allocated in accordance with SFAS No. 141 at the date of acquisition, based on the Company's evaluation of information and estimates available at such date. Accordingly, all assets were recorded at their fair values at the time of acquisition. The total aggregate purchase price had been allocated as follows:

CENTRO NP LLC AND SUBSIDIARIES (THE COMPANY)

(AS SUCCESSOR TO NEW PLAN EXCEL REALTY TRUST, INC. (THE PREDECESSOR))

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

ASSETS	
Net real estate	\$ 4,484,647
Cash and cash equivalents	96,964
Restricted cash	18,988
Marketable securities	6,230
Receivables:	
Trade, net of allowance for doubtful accounts	34,593
Other, net	30,818
Mortgages and notes receivable	626
Prepaid expenses and deferred charges	16,028
Investments in/advances to unconsolidated ventures	174,233
Intangible assets, net of accumulated amortization	937,992
Goodwill	825,612
Other assets	19,379
Total assets	\$ 6,646,110
LIABILITIES AND MEMBERS CAPITAL	
Liabilities:	
Mortgages payable, including unamortized premium	\$ 444,649
Notes payable, net of unamortized premium	1,266,814
Credit agreements	305,412
Capital leases	31,331
Due to Centro Property Trust	303,400
Other liabilities	597,831
Tenant security deposits	9,948
Total liabilities	2,959,385
Minority interest in consolidated partnership and joint ventures	88,923
Commitments and contingencies	
Members capital:	
Members capital	3,597,802
Total members capital	3,597,802
Total liabilities and members capital	\$ 6,646,110

The total aggregate purchase price consideration for the Merger was approximately \$3.6 billion, including costs associated with the acquisition. There were no contingency payments or commitments provided under the Merger Agreement.

Note 2: Description of Business

Centro NP LLC (together with its wholly-owned and majority-owned subsidiaries and consolidated entities, the Company) was formed in February 2007 in connection with the Offer and the Mergers, and to succeed the operations of New Plan Excel Realty Trust, Inc. (together with its wholly-owned and majority-owned subsidiaries and consolidated entities, New Plan or the Predecessor). Prior to the consummation of the Offer and the Mergers, the Company engaged in no activities other than those incident to its formation and the execution of the Merger Agreement. The principal business of the Company is the ownership and development of community and neighborhood shopping centers throughout the United States. Prior to the consummation of the Mergers and the Liquidation (described in Note 1, Merger and Liquidation) the Predecessor was operated as a self-administered, self-managed real estate investment trust (REIT). As a result of the Merger and Liquidation, the Company is no longer operating as a REIT. On May 3, 2007, the Company s name was changed from Super IntermediateCo LLC to Centro NP LLC.

Note 3: Summary of Significant Accounting Policies

Principles of Consolidation

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All references to we, us, our, ours, Centro NP or the Company in these notes refer to Centro NP LLC and its wholly-owned and majority subsidiaries and consolidated entities, unless the context indicates otherwise. All references to the Predecessor or New Plan in these notes refer to New Plan Excel Realty Trust, Inc. and its wholly-owned and majority owned subsidiaries and consolidated entities, as it existed prior to April 5, 2007, unless the context indicates otherwise.

The consolidated financial statements covered in this report represent the results of operations and financial condition of the Predecessor prior to April 5, 2007, and subsequently of the Company for the period from April 5, 2007 through September 30, 2008. The accompanying consolidated financial statements of the Company and the Predecessor include accounts of their wholly-owned subsidiaries and all partnerships in which they have a controlling interest. The portion of these entities not owned by the Company or the Predecessor is presented as minority interest as of and during the periods presented. All inter-entity transactions have been eliminated.

When the Company obtains an economic interest in an entity, the Company evaluates the entity to determine (i) if the entity is a variable interest entity (VIE), (ii) if the Company is the primary beneficiary, in accordance with FASB Interpretation No. 46R, *Consolidation of Variable Interest Entities* (FIN 46) and (iii) whether the Company has a controlling interest in the entity, in accordance with the FASB's Emerging Issues Task Force (EITF) Issue No. 04-5, *Determining Whether a General Partner, or the General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights* (EITF 04-5). The Company consolidates (i) entities that are VIEs that the Company is deemed to be the primary beneficiary of in accordance with FIN 46 and (ii) entities that are non-VIEs which the Company controls in accordance with EITF 04-5. Entities that the Company accounts for under the equity method (i.e., at cost, increased or decreased by the Company's share of earnings or losses, less distributions) include (i) entities that are VIEs that the Company is not deemed to be the primary beneficiary of and (ii) entities that are non-VIEs which the Company does not control, but over which the Company has the ability to exercise significant influence. The Company will reconsider its determination of whether an entity is a VIE and who qualifies as the primary beneficiary if certain events occur that are likely to cause a change in the original determinations. The Predecessor applied the same evaluation process through April 4, 2007 as detailed above as being applied by the Company.

Basis of Presentation

The consolidated financial statements of the Company and the Predecessor have been prepared pursuant to the rules of the SEC and, in the opinion of the Company, include all adjustments (consisting of normal recurring adjustments) necessary for a fair statement of financial position, results of operations and cash flows in accordance with accounting principles generally accepted in the United States (GAAP).

Going Concern

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There is substantial doubt about the Company's ability to continue as a going concern given that the Company's liquidity is subject to, among other things, its ability to negotiate extensions of credit facilities. The Company's inability to refinance the credit facilities would have a material adverse effect on the Company's liquidity and financial condition. In addition, uncertainty also exists due to the refinancing issues currently experienced by the Company's ultimate parent investors, Centro Properties Group and Centro Retail Group. If the outcomes of these refinancing negotiations are not favorable to Centro Properties Group and Centro Retail Group, it is uncertain as to the impact that this will have on the Company.

It is noted that Centro Properties Group and Centro Retail Group both filed audited financial statements on September 25, 2008 for the fiscal year ended June 30, 2008 with local Australian regulatory authorities which identified significant uncertainty regarding their continuation as going concerns.

The Company's management team continues to work closely with its counterparts of the Company's ultimate parent investors (Centro Properties Limited (CPL)) and CPT Manager Limited (CPT)) and the lenders of

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the Company, Super LLC, CPL and CPT to resolve the various liquidity issues, including potential extensions of the various debt facilities.

In conjunction with its ultimate parent investors, the Company is assessing a number of options to address the current liquidity issues. Covenants contained in certain of the Company's debt agreements currently prevent the Company from incurring any additional debt, and any new sources of long term financing would be required to be approved by the lenders under the extension agreements.

In terms of potential equity investments, the Company's ultimate parent investors are considering such options which may result in equity contributions into the Company to assist with the Company's liquidity position.

No adjustments were made to the consolidated financial statements in relation to this uncertainty.

Earnings per Share of Common Stock

As of September 30, 2008, the Company did not have any outstanding shares of common stock, and all issued and potentially issuable shares of the Predecessor's common stock had been cancelled. For periods prior to April 5, 2007, the Predecessor presented both basic and diluted earnings per share in accordance with SFAS No. 128, *Earnings per Share* (SFAS No. 128). Earnings per common share (basic EPS) was computed by dividing net income available to common stockholders by the weighted average number of shares of common stock outstanding for the period. Earnings per share of common stock assuming dilution (diluted EPS) was computed by giving effect to all dilutive potential shares of common stock that were outstanding during the period. Dilutive potential shares of common stock consisted of the incremental shares of common stock issuable upon (a) the conversion of (i) limited partnership units of the DownREIT Partnership, (ii) convertible senior notes, (iii) restricted stock grants and (iv) contingent compensation awards and (b) the exercise of in-the-money stock options.

Cash Equivalents

Cash equivalents consist of short-term, highly liquid debt instruments with maturities of three months or less at acquisition. Items classified as cash equivalents include insured bank certificates of deposit and commercial paper. At times, cash balances at a limited number of banks may exceed insurable amounts. The Company believes it mitigates this risk by investing in or through major financial institutions. As of September 30, 2008, the Company had not identified any specific counter-party credit risk in relation to its cash balances.

Restricted Cash

Restricted cash consists primarily of cash held in escrow accounts for deferred maintenance, capital improvements, environmental expenditures, taxes, insurance, operating expenses and debt service as required by certain loan agreements. All restricted cash is invested in money market accounts.

Accounts Receivable

Accounts receivable is stated net of allowance for doubtful accounts of \$16.8 million and \$20.5 million as of September 30, 2008 and December 31, 2007, respectively. The Company makes, and the Predecessor made, estimates of the uncollectability of its accounts receivable related to base rents, expense reimbursements and other revenues. The Company analyzes accounts receivable and historical bad debt levels, customer credit-worthiness and current economic trends when evaluating the adequacy of the allowance for doubtful accounts. In addition, tenants in bankruptcy are analyzed and estimates are made in connection with the expected recovery of pre-petition and post-petition claims.

Real Estate

Land, buildings and building and tenant improvements are recorded at cost and stated at cost less accumulated depreciation. Major replacements and betterments, which improve or extend the life of the asset, are

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capitalized and depreciated over their estimated useful lives, and ordinary repairs and maintenance are expensed as incurred. Land, buildings and building and tenant improvements that are under redevelopment, or are being developed, are carried at cost and no depreciation is recorded on these assets. Additionally, amounts essential to the development of the property, such as pre-construction costs, development costs, construction costs, interest costs, real estate taxes, certain salaries and related costs and other costs incurred during the period of development are capitalized. The Company ceases capitalization when the property is available for occupancy upon substantial completion of tenant improvements, but in any event no later than one year from the completion of major construction activity.

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

Buildings	40 years
Building Improvements	5 to 40 years
Tenant Improvements	The shorter of the term of the related lease or useful life

Business Combinations

In connection with the Company's acquisition of properties, purchase costs are allocated to the tangible and intangible assets and liabilities acquired based on their estimated fair values. The value of the tangible assets, consisting of land, buildings and building and tenant improvements, are determined as if vacant (i.e., at replacement cost). Intangible assets, including the above-market value of leases and the value of in-place leases, are recorded at their relative fair values. The below-market value of leases is recorded in other liabilities.

Above-market and below-market lease values for owned properties are recorded based on the present value (using an interest rate reflecting the risks associated with the 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 equivalent property, measured over a period equal to the remaining non-cancelable term of the lease. The capitalized above-market or below-market lease value is amortized as a reduction of, or increase to, rental income over the remaining non-cancelable term of each lease, plus any renewal periods with fixed rental terms that are considered to be below-market.

The total amount of other intangible assets allocated to in-place lease values is based on management's evaluation of the specific characteristics of each lease and the Company's overall relationship with each tenant. Factors considered in the allocation of these values include, but are not limited to, the nature of the existing relationship with the tenant, the tenant's credit quality, the expectation of lease renewals, the estimated carrying costs of the property during a hypothetical expected lease-up period, current market conditions and costs to execute similar leases. Management will also consider information obtained about a property in connection with its pre-acquisition due diligence. Estimated carrying

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costs include real estate taxes, insurance, other property operating costs and estimates of lost rentals at market rates during the hypothetical expected lease-up periods, based on management's assessment of specific market conditions. Management will estimate costs required to execute leases including 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 of in-place leases is amortized to expense over the remaining initial term of each lease. The value of tenant relationship intangibles is amortized to expense over the initial terms of the leases; however, no amortization period for intangible assets will exceed the remaining depreciable life of the building.

In the event that a tenant terminates its lease, the unamortized portion of each intangible, including market rate adjustments, lease origination costs, in-place values and tenant relationship values, will be charged as an expense.

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Long-Lived Assets

On a periodic basis, management assesses whether there are any indicators that the value of its long-lived assets may be impaired. A held for use long-lived asset's value is impaired only if management's estimate of the aggregate future cash flows (undiscounted and without interest charges) to be generated by the asset (taking into account the anticipated holding period of the asset) is less than the carrying value. Such estimate of cash flows considers factors such as expected future operating income, trends and prospects, as well as the effects of demand, competition and other economic factors. To the extent impairment has occurred, the loss will be measured as the excess of the carrying amount of the property over the fair value of the asset, and reflected as an adjustment to the basis of the asset.

In conducting an impairment analysis of the Company's long-lived assets, management applied a probability weighting as to how long the assets would be held prior to disposal, as contemplated in SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets* (SFAS No. 144). The probability weighting takes into consideration the likelihood of disposal of each asset. During the three months ended September 30, 2008, changes to the holding period probability weighting were made in the impairment analysis. For a number of properties, the likelihood of disposal of each asset increased significantly due to changes in management's plans for such assets. As a result of the change to the probability weighting, a number of properties were identified as being impaired in accordance with SFAS No. 144. For the nine months ended September 30, 2008, the total impairment charge on all properties was \$102.8 million, which includes \$7.3 million impairment charge for the three months ended September 30, 2008. The impairment charge for the three months ended September 30, 2008 arose due to a decrease in the estimated cash flows from the properties over the estimated holding period. The changes to cash flows included both revisions to forecast sale prices and operating cash flows.

The decrease in forecast sale prices on the Company's real estate investments has been caused by increase in market capitalization rates during the three months ended September 30, 2008. This increase in market capitalization rates is a response to various market trends, in particular the growing negative economic outlook.

In relation to changes to forecast operating cash flows, management undertook a detailed reforecast of real estate net operating results during the three months ended September 30, 2008. This reforecast identified reduced cash flows due to changes in lease up assumptions and tenant vacancies.

When assets are identified by management as held for sale, the Company discontinues depreciating the assets and estimates the sales price, net of selling costs, of such assets. If, in management's opinion, the net sales price of the assets that have been identified for sale is less than the net book value of the assets, an impairment charge is recorded. Refer to Note 6 for further information on assets designated as held for sale. Refer to Note 7 for information relating to impairment loss recognized on assets designated as held for sale. No further impairment losses were recorded on assets classified as held for sale during the three months ended September 30, 2008. For investments accounted for under the equity

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method, a loss is recognized if the loss in value of the investment is other than temporary. During the three months ended September 30, 2008, management identified an other than temporary loss in value in two of its investments accounted for under the equity method, namely Centro NP Residual Holding LLC, and Centro GA America LLC. The other than temporary impairment charge for the three months ended September 30, 2008 was \$6.9 million. Management has identified that the cause for the other than temporary loss is the decrease in the fair value of the underlying real estate investments of each of the investments accounted for under the equity method. The decrease in fair value of the underlying real estate has been caused by an increase in market capitalization rates during the three months ended September 30, 2008. The increase in market capitalization rates is a response to various market trends, in particular the growing negative economic outlook. For the nine months ended September 30, 2008, the other than temporary impairment charge recognized was \$13.0 million. See Note 8 for additional information.

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Deferred Leasing and Loan Origination Costs

Costs incurred in obtaining tenant leases (including internal leasing costs) are amortized using the straight-line method over the terms of the related leases and included in depreciation and amortization. Unamortized deferred leasing costs are charged to amortization expense upon early termination of the lease. Costs incurred in obtaining long-term financing are amortized and charged to interest expense using the straight-line method, which approximates the effective interest method, over the terms of the related debt agreements.

Internal Leasing Costs

The Company capitalizes internal leasing costs in accordance with SFAS No. 91, *Nonrefundable Fees & Costs Associated with Originating or Acquiring Loans and Initial Direct Costs of Leases*. Please refer to the following table for additional information regarding the capitalization of internal leasing costs (dollars in thousands).

Balance at December 31, 2007	\$	3,026
Costs capitalized		1,974
Amortization / write-offs		(1,734)
Balance at September 30, 2008	\$	3,266

Investments in /Advances to Unconsolidated Ventures

The Company has direct equity investments in several joint venture projects. The Company accounts for these investments in unconsolidated ventures using the equity method of accounting, as the Company exercises significant influence over, but does not control, and is not the primary beneficiary of, these entities. These investments are initially recorded at cost, as Investments in/advances to unconsolidated ventures , and subsequently adjusted for equity in earnings and cash contributions and distributions. Intercompany fees and gains on property transactions are eliminated to the extent of the Company s ownership interest.

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To the extent that the Company contributes assets to a joint venture project, the difference between the Company's cost basis in the assets and the basis reflected at the joint venture level is amortized over the life of the related asset and included in the Company's share of equity in income of unconsolidated ventures.

Intangible Assets

The Company's intangible assets, other than those acquired in business combinations, include property management rights, an asset management fee stream and the Company's domain name. These assets were initially measured based on their fair values and are being amortized on a straight-line basis over a period of 10 to 40 years. These assets are stated at cost, net of accumulated amortization.

The Company undertook an impairment analysis of its intangible assets balance as of May 1, 2008 as part of its SFAS No. 142 impairment analysis over the Company's goodwill prior to its distribution on May 1, 2008. Based on the analysis, it was determined that the Company's property management rights and asset management fee stream were impaired. Accordingly, an impairment loss of approximately \$19.2 million was recorded against the Company's intangible asset balance for the period ended June 30, 2008.

The impairment charge taken in the three months ended June 30, 2008 was required due to the significant reduction in the Company's and its affiliates' forecast cash flow streams derived from certain property and funds management services. The impairment charge was due to reduction in forecast cash flows derived from certain property and funds management services. The recent developments relating to the Company's refinancing has resulted in further decrease in growth opportunities in relation to certain property and funds management services. No impairment charges were recorded for the three months ended September 30, 2008 in accordance with impairment analysis completed as required by SFAS No. 144.

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Goodwill and Goodwill Impairment Testing

The Company accounted for its goodwill in accordance with SFAS No. 142, *Goodwill and Other Intangible Assets* (SFAS No. 142). SFAS No. 142 modifies the previous accounting treatment of goodwill, eliminating the amortization of goodwill and requiring that goodwill be tested on an annual basis for possible impairment. The Company undertook an impairment analysis of the goodwill balance as of December 31, 2007. The Company has elected December 31, as the date for its annual impairment testing. As discussed in Note 1 above, the Service Business Transfer was completed in accordance with the Distribution, Contribution and Assignment Agreement between the Company, Super LLC, Management Joint Venture, Centro US Employment Company, LLC and Centro New Plan Inc. on May 1, 2008. Accordingly, the goodwill balance has been recorded as a distribution on May 1, 2008.

In accordance with SFAS No. 142, prior to the distribution of goodwill balance, the goodwill balance was subject to an impairment analysis. As a result of such analysis, an impairment charge of \$154.3 million was incurred. The impairment charge was due to reduction in forecast cash flows derived from certain property and funds management services.

Derivative/Financial Instruments

The Company accounts for derivative and hedging activities in accordance with SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities* (SFAS No. 133) and SFAS No. 138, *Accounting for Certain Derivative Instruments and Certain Hedging Activities*. These accounting standards require the Company to measure derivatives, including certain derivatives embedded in other contracts, at fair value and to recognize them in the Consolidated Balance Sheets as assets or liabilities, depending on the Company's rights or obligations under the applicable derivative contract. For periods subsequent to April 4, 2007, the Company does not qualify for hedge accounting under SFAS No. 133. Accordingly, for all derivative instruments the changes in fair value of both the derivative instruments are recorded in earnings. Prior to April 5, 2007, the Predecessor elected to use hedge accounting under SFAS No. 133. Under that pronouncement, changes in the fair value of derivatives designated as fair value hedges were recorded in earnings along with fair value movement in the hedged item. For derivatives designated as cash flow hedges, the effective portions of changes in fair value of the derivative were reported in other comprehensive income (OCI) and subsequently reclassified into earnings when the hedged item affected earnings. Changes in fair value of derivative instruments not designated as hedging instruments, and ineffective portions of hedges, were recognized in earnings in the current period. During the three months ended September 30, 2008, the Company settled its two reverse arrears swap agreements. Both of these swap agreements were due to mature in February 2011. The swaps were settled for a total payment of approximately \$0.4 million. As a result of the settlement, the Company does not hold any derivatives as of September 30, 2008. Refer to Note 11 for further information.

Asset Retirement Obligations

The Company accounts for its conditional asset retirement obligations in accordance with FASB Interpretation No. 47, *Accounting for Conditional Asset Retirement Obligations* (FIN 47). A conditional asset retirement obligation refers to a legal obligation (pursuant to existing law or contract) to perform an asset retirement activity in which the timing and/or method of settlement are conditioned upon the occurrence of a future event that may or may not be within the control of the Company. The Company's conditional asset retirement obligations arise primarily from legal requirements to decontaminate buildings at the time the buildings are sold or otherwise disposed of. In accordance with FIN 47, the Company has reasonably estimated the fair value of its conditional asset retirement obligations and has recognized a liability for conditional asset retirement obligations of approximately \$1.9 million as of September 30, 2008.

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General Liability Insurance

The Company has one wholly-owned captive insurance company, ERT CIC, LLC (ERT CIC), which underwrites the first layer of general liability insurance programs for the Company's wholly-owned, majority-owned and joint venture properties. The Company carries general liability insurance on its properties in amounts that it believes (i) adequately insures all of its properties and (ii) are in line with coverage obtained by owners of similar properties. The Company has purchased stop loss insurance, which will reimburse the Company for individual claims in excess of \$0.3 million annually, or aggregate claims in excess of \$3.7 million annually. If the Company experiences a loss and ERT CIC is required to pay under its insurance policy, the Company would ultimately record a loss to the extent of such required payment. Because the Company owns ERT CIC, the Company is responsible for ERT CIC's liquidity and capital resources, and the accounts of ERT CIC are part of the Company's and the Predecessor's consolidated financial statements.

Revenue Recognition

Rental revenue is recognized on the straight-line basis, which averages minimum rents over the terms of the leases. The cumulative difference between lease revenue recognized under this method and contractual lease payment terms is recorded as deferred rent receivable on the accompanying Consolidated Balance Sheets. Certain leases provide for percentage rents based upon the level of sales achieved by the lessee. These percentage rents are recorded once the required sales levels are achieved. The leases also typically provide for tenant reimbursement of common area maintenance and other operating expenses. Rental revenue also includes lease termination fees. The Company recognized approximately \$1.7 million and \$3.2 million of lease termination fees for the three and nine months ended September 30, 2008, respectively. The Company recognized approximately \$2.6 million of lease termination fees for the period from April 5, 2007 through September 30, 2007. The Predecessor did not recognize any lease termination fees for the period from April 1, 2007 through April 4, 2007 and recognized approximately \$2.1 million of lease termination fees for the period from January 1, 2007 through April 4, 2007.

Income from Discontinued Operations

Income from discontinued operations is computed in accordance with SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets* (SFAS No. 144). SFAS No. 144 requires, among other things, that the primary assets and liabilities and the results of operations of the Company's real property that has been sold, or otherwise qualifies as held for sale (as defined by SFAS No. 144), be classified as discontinued operations and segregated in the Company's Consolidated Statements of Operations and Comprehensive Income (Loss) and Consolidated Balance Sheets. Properties classified as real estate held for sale generally represent properties that are under contract for sale and are expected to close within the next twelve months.

Income Taxes

The Predecessor elected to be treated as a REIT under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended. In order to maintain its qualification as a REIT, the Predecessor was required to, among other things, distribute at least 90% of its REIT taxable income to its stockholders and meet certain tests regarding the nature of its income and assets. As a REIT, the Predecessor was not subject to federal income tax with respect to the portion of its income that met certain criteria and was distributed annually to the stockholders. Subsequent to the Merger and the Liquidation, the Company is organized as a limited liability company and is not subject to federal income tax. Accordingly, no provision for federal income taxes is included in the accompanying consolidated financial statements.

The Company is, and the Predecessor was, subject to certain state and local taxes. Provision for such taxes has been included in general and administrative expenses in the Company's Consolidated Statements of Operations and Comprehensive Income/(Loss).

The Predecessor elected to treat certain of its subsidiaries as taxable REIT subsidiaries (TRS). In general, the TRSs of the Predecessor performed additional services for tenants of the Predecessor and generally engaged in any real estate or non-real estate related business (except for the operation or management of health care

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facilities or lodging facilities or the provision to any person, under a franchise, license or otherwise, of rights to any brand name under which any lodging facility or health care facility is operated). The TRS was subject to corporate federal income tax. As a result of the Merger, and the fact that the Company is no longer operating as a REIT, the Predecessor's TRSs are now operating as corporations. In addition, the corporations had other net deferred tax assets, most significantly relating to an asset impairment recognized in fiscal 2003, for financial accounting purposes that will not be recognized for tax purposes until the property is sold. The Company has ascribed a full valuation allowance to these net deferred tax assets.

In June 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes - an Interpretation of FASB Statement No. 109* (FIN 48). FIN 48 (i) clarifies the accounting for uncertainty in income taxes recognized in companies' financial statements in accordance with FASB Statement No. 109, *Accounting for Income Taxes*, (ii) prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return and (iii) provides guidance on derecognition of recognized tax benefits, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 became effective for fiscal years beginning after December 15, 2006. The Company has no material uncertain tax positions as of September 30, 2008.

Segment Information

The principal business of the Company is the ownership and management of community and neighborhood shopping centers. The Company does not distinguish or group its operations on a geographical basis for purposes of measuring performance. Accordingly, the Company believes it has a single reportable segment for disclosure purposes in accordance with GAAP. Further, all of the Company's operations and assets are within the United States and no tenant comprises more than 10% of revenue.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates. The most significant assumptions and estimates relate to impairments of real estate, impairment of goodwill and other intangible assets, recovery of notes and trade accounts receivable and depreciable lives.

Reclassifications

In accordance with the provisions of SFAS No. 144, certain prior period amounts have been reclassified to conform with the current period presentation.

New Applicable Accounting Standards

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities including an Amendment to FAS No. 115, (SFAS No. 159), which permits entities to choose to measure certain financial assets and liabilities at fair value with changes in fair value reflected in earnings. The fair value option may be applied on an instrument-by-instrument basis. SFAS No. 159 is effective for the Company as of January 1, 2008. The Company has elected not to measure any of its eligible financial assets or liabilities at fair value and therefore the adoption of SFAS 159 did not have an impact on its consolidated financial statements. The only financial assets recorded at fair value as of September 30, 2008 are those required to be fair valued under other accounting standards.

In September 2006, the FASB issued Statement No. 157, Fair Value Measurements (SFAS No. 157). SFAS No. 157 defines fair value and establishes a framework for measuring fair value in accordance with GAAP and expands disclosure requirements regarding fair value measurements. SFAS No. 157 is effective for the Company as of January 1, 2008, refer to Note 17 of these interim unaudited consolidated financial statements for further details

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relating to fair value measurements.

Recently Issued Accounting Standards

In December 2007, the FASB issued SFAS No. 141 (revised), *Business Combinations* (SFAS 141(R)). SFAS 141(R) changes the accounting for business combinations including the measurement of acquirer shares issued in consideration for a business combination, the recognition of contingent consideration, the accounting for pre-acquisition gain and loss contingencies, the recognition of capitalized in-process research and development, the accounting for acquisition-related restructuring cost accruals, the treatment of acquisition related transaction costs and the recognition of changes in the acquirer's income tax valuation allowance. SFAS 141(R) applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008, except for certain tax adjustments for prior business combinations. Accordingly, the Company will adopt this statement on January 1, 2009. The Company is currently evaluating the impact of adopting SFAS No. 141(R).

In December 2007, the FASB issued SFAS No. 160, *Non-controlling Interests in Consolidated Financial Statements*, an amendment of ARB No. 51 (SFAS 160). SFAS 160 changes the accounting for non-controlling (minority) interests in consolidated financial statements including the requirements to classify non-controlling interests as a component of consolidated stockholders' equity, and the elimination of minority interest accounting in results of operations with earnings attributable to non-controlling interests reported as part of consolidated earnings. Additionally, SFAS 160 revises the accounting for both increases and decreases in a parent's controlling ownership interest. SFAS 160 is effective for fiscal years beginning after December 15, 2008, with early adoption prohibited. The Company is currently evaluating the impact of adopting SFAS No. 160.

In March 2008, the FASB issued FAS 161, *Disclosures about Derivative Instruments and Hedging Activities* an amendment of FASB Statement No. 133, (SFAS No. 161) which amends and expands the disclosure requirements of FAS 133 to require qualitative disclosure about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of and gains and losses on derivative instruments, and disclosures about credit-risk-related contingent features in derivative agreements. SFAS No. 161 is to be applied prospectively for the first annual reporting period beginning on or after November 15, 2008, with early application encouraged. SFAS No. 161 also encourages, but does not require, comparative disclosures for earlier periods at initial adoption. The Company is currently assessing the impact the adoption of SFAS No. 161 will have on the Company.

In April 2008, the FASB issued FSP FAS 142-3, *Determination of the Useful Life of Intangible Assets* (FSP FAS 142-3). FSP FAS 142-3 removes the requirement of SFAS No. 142, *Goodwill and Other Intangible Assets* (SFAS No. 142) for an entity to consider, when determining the useful life of an acquired intangible asset, whether the intangible asset can be renewed without substantial cost or material modifications to the existing terms and conditions associated with the intangible asset. FSP FAS 142-3 replaces the previous useful-life assessment criteria with a

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requirement that an entity considers its own experience in renewing similar arrangements. If the entity has no relevant experience, it would consider market participant assumptions regarding renewal. FSP FAS 142-3 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early adoption is prohibited. The Company will adopt this interpretation on January 1, 2009, as required, and management is still evaluating the impact on the Company's Consolidated Financial Statements.

In June 2008, the FASB issued FASB Staff Position No. EITF 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities*, (EITF 03-6-1), which classifies unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) as participating securities and requires them to be included in the computation of earnings per share pursuant to the two-class method described in SFAS No. 128, *Earnings per Share*. EITF 03-6-1 is effective for financial statements issued for fiscal years beginning after December 15, 2008. Earlier adoption is prohibited. All prior-period earnings per share data presented are to be adjusted retrospectively. The Company is currently assessing the impact the adoption of EITF 03-6-1 will have on the Company's financial position and results

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of operations, but note that this adoption will only impact the comparative financial information.

It has been determined that any recently issued accounting standards or pronouncements not mentioned in the note 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.

Note 4: Pro Forma Financials

The following table summarizes, on an unaudited pro forma basis, the results of operations for the three and nine months ended September 30, 2007 as though the Merger and Liquidation had occurred on January 1, 2007 (dollars in thousands): (No pro forma information is presented for the three months ended September 30, 2007 on the basis that the results would not differ to the previously reported results if the Merger and Liquidation had occurred on January 1, 2007.)

	Nine months Ended September	
	30, 2007	
Pro forma rental revenues	\$	404,031
Pro forma operating expenses		(300,509)
Income before real estate sales, minority interest and other income and expenses		103,522
Pro forma other expenses, net		(69,786)
Pro forma income from continuing operations		33,736
Pro forma income from discontinued operations		1,386
Pro forma net income	\$	35,122

Note 5: Acquisitions and Dispositions

Acquisitions

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There were no acquisitions during the nine months ended September 30, 2008.

During the period from April 5, 2007 through December 31, 2007, the Company acquired a parcel of land immediately adjacent to a property owned by the Company, the remaining 75% interest in a shopping center in which the Company owned the other 25% and one land parcel. The Company also acquired the remaining 90% interests in the properties owned by three joint ventures in which the Company owned the other 10% (CA New Plan Venture Fund LLC, CA New Plan Acquisition Fund, LLC and CA New Plan Direct Investment Fund, LLC). Combined, these joint ventures owned a total of eighteen properties. During the period from January 1, 2007 to April 4, 2007, the Predecessor acquired one shopping center and one land parcel. Please refer to the following table for additional details (dollars in millions).

Property Name	Location	Property Type	Acquisition Date	Gross Leasable Area (1)	Purchase Price Components			
					Purchase Price	DownREIT Partnership Units	Assumed Debt	Cash
Predecessor:								
Land at the Rising Sun								
Towne Centre	Rising Sun, MD	Land	01/05/07	2.8 Acres	\$ 2.0	\$	\$	\$ 2.0
Stewart Plaza	Garden City, NY	Shopping Center	01/24/07	193,622	32.7	6.3		26.4
Predecessor Total					\$ 34.7	\$ 6.3	\$	\$ 28.4
Company:								
Land at Wynnewood Village	Dallas, TX	Land	06/06/07	1.8 Acres	\$ 0.4	\$	\$	\$ 0.4
The Centre at Preston Ridge (2)	Frisco, TX	Shopping Center	08/03/07	730,025	147.5			147.5
Land at Victory Square	Savannah, GA	Land	08/09/07	0.9 Acres	0.6			0.6
Various properties previously owned by CA New Plan Venture Fund LLC, CA New Plan Acquisition Fund, and CA New Plan Direct Investment Fund, LLC (3)	Various	Shopping Center	11/6/07	3,177,531	249.5		190.0	59.5
Company Total					\$ 398.0	\$	\$ 190.0	\$ 208.0

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(1) Amounts in square feet, unless otherwise noted.

(2) Property acquired from BPR Shopping Center, L.P., a joint venture in which the Company had a 25% interest. The purchase price represents the amount paid for the remaining 75% interest in the joint venture. The Company now owns 100% of the partnership interest in BPR Shopping Center, L.P.

(3) The Company acquired the remaining 90% interests in the properties owned by these joint ventures in which the Company owned the other 10% of each of the properties owned by the joint ventures. Combined, these joint ventures owned a total of eighteen properties. The Company now owns 100% of the partnership interests in these joint ventures.

Dispositions

During the nine months ended September 30, 2008, the Company sold 16 shopping centers and two land parcels for aggregate gross proceeds of approximately \$57.5 million. In connection with the sale of these properties, and in accordance with SFAS No. 144 (Note 3), the Company and the Predecessor, as applicable, recorded the results of operations and the related gain (loss) on sale as income (loss) from discontinued operations (Note 7).

During the period from January 1, 2007 through April 4, 2007, the Predecessor sold two land parcels for aggregate gross proceeds of approximately \$4.5 million. During the period from April 5, 2007 through December 31, 2007, the Company sold three properties and seven land parcels for aggregate gross proceeds of approximately \$17.4 million. In connection with the sale of these properties, and in accordance with SFAS No. 144 (Note 3), the Company and the Predecessor, as applicable, recorded the results of operations and the related gain on sale as income (loss) from discontinued operations (Note 7).

Note 6: Real Estate Held for Sale

As of September 30, 2008, no real estate was classified as Real estate held for sale. During the three months ended September 30, 2008, a portfolio of assets, classified as Real estate held for sale as of June 30, 2008 were sold.

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As of December 31, 2007, one land parcel was classified as Real estate held for sale. Such land parcel had an aggregate book value of approximately \$0.4 million as of December 31, 2007.

Note 7: Income from Discontinued Operations

The following is a summary of income from discontinued operations for the periods presented below (dollars in thousands):

	Three Months Ended September 30, 2008	Company Nine months Ended September 30, 2008	Three Months Ended September 30, 2007	Predecessor Period from April 5, through September 30, 2007	Predecessor Period from January 1, through April 4, 2007
Total revenue	\$ 122	\$ 4,883	\$ 2,377	\$ 4,441	\$ 1,903
Operating costs	(223)	(1,532)	(503)	(1,089)	(699)
Real estate taxes	(128)	(859)	(287)	(649)	(362)
Depreciation and amortization	502	(1,228)	(984)	(1,956)	(481)
Provision for doubtful accounts	(502)	(663)	(328)	(337)	694
Total operating costs	(351)	(4,282)	(2,102)	(4,031)	(848)
(Loss) income from discontinued operations before other income and expenses	(229)	601	275	410	1,055
Other expenses	(224)	(443)	(26)	(53)	(26)
(Loss) income from discontinued operations before impairment and (loss) gain on sale	(453)	158	249	357	1,029
Gain on sale of real estate	347	961			2,464
Impairment of real estate held for sale		(17,695)			
(Loss) income from discontinued operations	\$ (106)	\$ (16,576)	\$ 249	\$ 357	\$ 3,493

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Note 8: Investments in/Advances to Unconsolidated Ventures

The following table summarizes the Company's investments in unconsolidated joint ventures as of September 30, 2008 and December 31, 2007, respectively (dollars in thousands). The Company accounts for these investments using the equity method.

	City	State	JV Partner	Percent Ownership	Investments in/Advances to Unconsolidated Ventures September 30, 2008	December 31, 2007
Arapahoe Crossings, L.P. (1)	Aurora	CO	Foreign Investor	30%	\$ 14,646	\$ 14,410
BPR Land Partnership, L.P. (2)	Frisco	TX	George Allen/Milton Schaffer	50%	3,463	3,812
BPR South, L.P. (2)	Frisco	TX	George Allen/Milton Schaffer	50%	1,401	1,401
Centro NP Residual Holding LLC (7)	Various	Various	Super LLC	49%	615,217	340,290
Centro GA America LLC (7)	Various	Various	Centro Shopping America Trust	5%	38,655	49,892
NP/I&G Institutional Retail Company, LLC (3)	Various	Various	JPMorgan Investment Management, Inc.	20%	32,947	37,106
NP/I&G Institutional Retail Company II, LLC (4)	Various	Various	JPMorgan Investment Management, Inc.	20%	13,913	14,995
NPK Redevelopment I, LLC (5)	Various	Various	Kmart Corporation (Sears Holding Corp.)	20%	12,721	9,507
NP/SSP Baybrook, LLC (5)	Webster	TX	JPMorgan Investment Management, Inc.	20%	2,771	2,734
Westgate Mall, LLC (6)	Fairview Park	OH	Transwestern Investment Company/	10%	1,616	1,458

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Investments in/Advances to Unconsolidated Ventures	\$	737,350	\$	475,605
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In connection with the Merger, the Company's investments in unconsolidated ventures were recorded at fair value.

- (1) The Company receives increased participation after a 10% return.
- (2) The Company receives a 10% return on its investment.
- (3) The Company receives increased participation after a 12% IRR.
- (4) The Company receives increased participation after a 10% IRR.
- (5) The Company receives increasing participation after a 10% return.
- (6) The Company receives increasing participation after a 13% IRR.
- (7) Refer to discussion relating to other than temporary impairment in Note 3. Information relating to the impairment calculation is included at Note 17.

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Combined summary financial information for the Company's and the Predecessor's, as applicable, investments in/advances to unconsolidated ventures was as follows (dollars in thousands):

Condensed Combined Balance Sheets	September 30, 2008 (Company)	December 31, 2007 (Company)
Assets:		
Real estate assets	\$ 5,341,166	\$ 3,953,015
Accumulated depreciation	(342,802)	(233,524)
Net real estate	4,998,364	3,719,491
Trade receivables, net of allowance for doubtful accounts	47,358	36,894
Other assets, net of accumulated amortization	573,316	763,739
Total Assets	\$ 5,619,038	\$ 4,520,124
Liabilities:		
Mortgages payable, net of unamortized premium	\$ 2,262,126	\$ 1,818,303
Term Loan	798,600	724,000
Amounts payable to the Company	2,576	1,788
Other liabilities	273,104	215,069
Total liabilities	3,336,406	2,759,160
Total partners' capital	2,282,632	1,760,964
Total liabilities and partners' capital	\$ 5,619,038	\$ 4,520,124
Investments in/advances to unconsolidated ventures	\$ 737,350	\$ 475,605

	Company		Predecessor		
	Three Months Ended September 30, 2008	Nine months Ended September 30, 2008	Three Months Ended September 30, 2007	Period from April 5, through September 30, 2007	Period from January 1, through April 4, 2007
Condensed Combined Statements of Operations					
Rental revenues	\$ 149,944	\$ 428,957	\$ 91,604	\$ 176,145	\$ 93,764
Operating expenses	(43,617)	(125,036)	(26,868)	(50,885)	(26,830)
Interest expense	(47,642)	(137,916)	(34,877)	(60,985)	(28,245)
Depreciation and amortization	(73,942)	(155,796)	(27,924)	(54,046)	(27,936)
Other (expense) income, net	(3,133)	(6,809)	(54)	(212)	127
Gain on sale of real estate	221	470	110	1,472	1,221
(Loss)/gain from discontinued operations	(5,074)	(5,981)	(1,052)	(728)	238

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Net (loss) income	\$	(23,243)	\$	(2,111)	\$	939	\$	10,761	\$	12,339
Company s/Predecessor s share of net (loss) income	\$	(2,815)	\$	(7,318)	\$	(28)	\$	1,608	\$	974

The following is a brief summary of the unconsolidated joint venture obligations of the Company as of September 30, 2008:

- *Arapahoe Crossings, L.P.* The Company, together with a U.S. partnership comprised substantially of foreign investors, has an interest in a joint venture which owns Arapahoe Crossings, a community shopping center located in Aurora, Colorado. Under the terms of this joint venture, the Company has a 30% interest and is responsible for contributing its pro rata share of any capital that might be required

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by the joint venture; however, the Company does not expect that any significant capital contributions will be required. The joint venture had loans outstanding of approximately \$46.4 million as of September 30, 2008.

- *BPR Land Partnership, L.P.* The Company has a 50% interest in a joint venture that owns approximately 10.3 acres of undeveloped land in Frisco, Texas. Under the terms of this joint venture, the Company has agreed to contribute its pro rata share of any capital that might be required by the joint venture; however, the Company does not expect that any significant capital contributions will be required. The joint venture had no loans outstanding as of September 30, 2008.
- *BPR South, L.P.* The Company has a 50% interest in a joint venture that owns approximately 6.6 acres of undeveloped land in Frisco, Texas. Under the terms of this joint venture, the Company has agreed to contribute its pro rata share of any capital that might be required by the joint venture; however, the Company does not expect that any significant capital contributions will be required. The joint venture had no loans outstanding as of September 30, 2008.
- *Centro NP Residual Holding LLC.* In August 2007, the Company formed a joint venture with Super LLC, the Company's sole and managing member (Super LLC). In connection with the formation of the joint venture, the Company contributed 49% of its interest in certain subsidiaries, owning 18 real properties with an approximate value of \$396.0 million, to this joint venture. The Company distributed the remaining 51% of its interest in the transferred entities to its parent, Super LLC, and Super LLC contributed such interest in the transferred entities to this joint venture. Following these transactions, the Company owned 49% of the non-managing interest in this joint venture, and Super LLC owned 51% of the managing member interest in this joint venture. In November 2007, the Company contributed 49% of its interest in certain additional subsidiaries, owning 25 real properties with an approximate value of \$605.0 million, to this joint venture. The Company distributed the remaining 51% of its interest in the additional transferred entities to Super LLC, and Super LLC contributed such interest in the additional transferred entities to this joint venture. Also in November 2007, Super LLC contributed its interest in certain subsidiaries, owning 39 real properties with an approximate value of \$385.0 million, to this joint venture. Immediately following such contribution, Super LLC contributed a percentage of membership interests in the joint venture such that the Company continued to own 49% of the non-managing interest in this joint venture, and Super LLC continued to own 51% of the managing member interest in this joint venture.

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Pursuant to a March 28, 2008 Contribution, Distribution and Assumption Agreement relating to the joint venture (which was released from escrow and became effective as of March 30, 2008), the Company contributed 49% of its interest in certain additional subsidiaries, owning 31 real properties with an approximate fair market value of \$780 million, to the joint venture. The Company distributed 51% of its interest in the transferred entities to Super LLC, and Super LLC contributed such interest in the transferred entities to the joint venture. Following these transactions, the Company owned 49% of the interests in the transferred entities, and Super LLC owned 51% of the interests in the transferred entities.

The joint venture owned 110 stabilized retail properties and three properties under redevelopment as of September 30, 2008. Under the terms of the joint venture, the Company is not obligated to contribute any additional capital to the joint venture. The joint venture had loans outstanding of approximately \$1.3 billion as of September 30, 2008.

An impairment charge of \$2.0 million was recorded on the Company's investment in this joint venture. In accordance with APB Opinion No. 18, *The equity method of accounting for investments in common stock*, the cause for the other than temporary loss is the decrease in the fair value of the underlying real estate investments. The decrease in fair value of the underlying real estate has been caused an increase in market capitalization rates during the three months ended September 30, 2008.

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- *Centro GA America LLC.* The Company has a 5% interest in this joint venture. Under the terms of this joint venture, the Company is not obligated to contribute any additional capital to the joint venture; however, in the event that additional capital is contributed by the other joint venture partner, the Company has the option to contribute the amount necessary to maintain its 5% ownership interest. The Company anticipates making additional capital contributions from time to time to maintain its 5% ownership interest. As of September 30, 2008, this joint venture was comprised of 124 stabilized retail properties, four retail properties under redevelopment and one new development property, and had loans outstanding of approximately \$1.3 billion.

An impairment charge of \$4.9 million was recorded on the Company's investment in this joint venture. In accordance with APB Opinion No. 18, *The equity method of accounting for investments in common stock*, the cause for the other than temporary loss is the decrease in the fair value of the underlying real estate investments. The decrease in fair value of the underlying real estate has been caused an increase in market capitalization rates during the three months ended September 30, 2008.

- *NP / I&G Institutional Retail Company, LLC.* The Company has a strategic joint venture with JPMorgan Investment Management, Inc. to acquire high-quality institutional grade community and neighborhood shopping centers on a nationwide basis. The joint venture owned 11 stabilized retail properties as of September 30, 2008. Under the terms of this joint venture, the Company has a 20% interest in the venture and is responsible for contributing its pro rata share of any capital that might be required by the joint venture. The Predecessor initially committed to contribute up to a maximum amount of \$30.0 million to the joint venture, however, in connection with the acquisition of certain assets during 2005, the Predecessor together with the DownREIT Partnership, contributed a disproportionate share of capital to the venture, such that the Predecessor's total capital investment as of December 31, 2005 was \$41.4 million. The excess contribution was returned to the Predecessor in February 2006. During the year ended December 31, 2006, in connection with the acquisition of certain other assets, the Predecessor increased its committed capital to the venture from \$30.0 million to \$31.9 million, of which approximately \$28.2 million had been contributed as of September 30, 2008. The Company does not expect that any significant additional capital contributions will be required, nor does it expect that any additional acquisitions of property will be made by the joint venture. The joint venture had loans outstanding of approximately \$239.3 million as of September 30, 2008.

- *NP / I&G Institutional Retail Company II, LLC.* In February 2006, the Predecessor formed a second strategic joint venture with JP Morgan Investment Management, Inc. to acquire high-quality institutional grade community and neighborhood shopping centers on a nationwide basis. Under the terms of this joint venture, the Company has a 20% interest in the venture and has committed to contribute its pro rata share of any capital required by the venture for

asset acquisitions. As of September 30, 2008, the Company had contributed approximately \$14.7 million for such purpose. Additionally, the Company has agreed to contribute its pro rata share of any additional capital that might be required by the joint venture; however, the Company does not expect that any significant additional capital contributions with respect to existing properties will be required. As of September 30, 2008, the joint venture owned four stabilized retail properties. The joint venture had loans outstanding of approximately \$46.8 million as of September 30, 2008.

- *NPK Redevelopment I, LLC*. The Company has a joint venture with Kmart Corporation (Sears Holding Corp.) pursuant to which the joint venture will redevelop three Kmart Supercenter properties formerly owned by Kmart. Under the terms of this joint venture, the Company has agreed to contribute \$6.0 million which had been fully contributed as of September 30, 2008. After the Company's contribution of the total committed amount, the Company had a 20% interest in the venture and is responsible for contributing its pro rata share of any additional capital that might be required by the joint venture; during the three months ended September 30, 2008, the Company contributed \$2.1 million which entitled 10% per annum preferred return compounded monthly.

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However, the Company does not expect that any significant capital contributions will be required. The joint venture had no loans outstanding as of September 30, 2008.

- *NP/SSP Baybrook, LLC.* The Company has a third strategic joint venture with JP Morgan Investment Management Inc., which venture was formed for the specific purpose of acquiring Baybrook Gateway, a shopping center located in Webster, Texas. Under the terms of this joint venture, the Company has a 20% interest in the venture and is responsible for contributing its pro rata share of any capital that might be required by the joint venture; however, the Company does not expect that any significant additional capital contributions will be required. The joint venture had loans outstanding of approximately \$41.0 million as of September 30, 2008.

- *Westgate Mall, LLC.* The Company, together with Transwestern Investment Company and The Richard E. Jacobs Group, has an interest in a joint venture that was formed for the specific purpose of acquiring and redeveloping Westgate Mall, an enclosed mall located on 55 acres of land in Fairview Park, Ohio. The joint venture is currently redeveloping the mall into a large community shopping center. Under the terms of this joint venture, the Company has a 10% interest in the venture and has agreed to contribute its pro rata share of any capital that might be required by the joint venture; however, the Company does not expect that any significant additional capital contributions will be required. The joint venture had loans outstanding of approximately \$65.5 million as of September 30, 2008.

Note 9: Intangible Assets

Intangible assets are comprised of the following (dollars in thousands):

	September 30, 2008	December 31, 2007	Amortization Period
In-place lease value, legal fees and leasing commissions, net (Note 3)	\$ 357,077	\$ 547,052	Life of lease
Above market leases acquired, net (Note 3)	11,527	11,731	Life of lease
Other intangibles, net (1)		615	20 years
Value of asset management fee stream, net (Note 3)	23,589	30,074	40 years
Value of property management rights, net (Note 3)	105,031	117,237	20 years

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Total \$ 497,224 \$ 706,709

(1) Other intangibles consist of amounts paid to acquire the Company's domain name which has been distributed as part of service business that occurred on April 30, 2008 (as discussed in Note 1).

Aggregate amortization expense on these assets was as follows and included the write-offs detailed below (dollars in thousands):

	Three Months Ended September 30, 2008	Company Nine months Ended September 30, 2008	Period from April 5, through September 30, 2007	Predecessor Period from January 1, through April 4, 2007
Amortization				
Expense	\$ 26,578	\$ 87,130	\$ 64,083	\$ 3,010
Write-offs	5,906(1)	5,906(1)		78

(1) Refer to discussion relating to out of period adjustment in Note 18.

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The estimated amortization expense on these assets during the next five fiscal years is as follows (dollars in thousands):

Year		
2008 (remaining three months)	\$	24,689
2009		95,244
2010		85,079
2011		78,004
2012		61,131

Note 10: Debt Obligations

As of September 30, 2008 and December 31, 2007, the Company had the following debt obligations under various arrangements with financial institutions (dollars in thousands, except footnotes):

	Maximum Amount Available	Carrying Value as of		Stated Interest Rates	Scheduled Maturity Date
		September 30, 2008	December 31, 2007		
CREDIT AGREEMENTS					
Amended July 2007 Revolving Facility (1)	\$	\$ 306,800	\$ 306,800	LIBOR + 175 bp (2) (3) (9)	December 2008
Amended Revolving Facility (1)					
Amended Secured Term Loan (1)					
Secured Term Loans (4)		173,084	181,488	Variable (5)	2009-2010
Total Credit Agreements	\$	\$ 479,884	\$ 488,288		
MORTGAGES PAYABLE					
Fixed Rate Mortgages	\$	412,410	429,515	5.015% - 11.67%	2009 2028
Variable Rate Mortgages		8,300	8,734	Variable (6)	2009 2011
Total Mortgages (7)		420,710	438,249		
Net unamortized premium		10,455	13,426		
Total Mortgages, net	\$	431,165	451,675		
NOTES PAYABLE					
7.40% unsecured notes	\$	150,000	150,000	7.400%	September 2009
3.75% unsecured notes (8)		217	217	3.750%	June 2010
4.50% unsecured notes		150,000	150,000	4.500%	February 2011

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5.13% unsecured notes	125,000	125,000	5.125%	September 2012
5.50% unsecured notes	50,000	50,000	5.500%	November 2013
5.30% unsecured notes	100,000	100,000	5.300%	January 2015
5.25% unsecured notes	125,000	125,000	5.250%	September 2015
7.97% unsecured notes	10,000	10,000	7.970%	August 2026
7.65% unsecured notes	25,000	25,000	7.650%	November 2026
7.68% unsecured notes	10,000	10,000	7.680%	November 2026
7.68% unsecured notes	10,000	10,000	7.680%	November 2026
6.90% unsecured notes	25,000	25,000	6.900%	February 2028
6.90% unsecured notes	25,000	25,000	6.900%	February 2028
7.50% unsecured notes	25,000	25,000	7.500%	July 2029
Total Notes	830,217	830,217		
Net unamortized premium	27,644	30,465		
Total Notes, net	\$ 857,861	\$ 860,682		
CAPITAL LEASES				
	\$ 30,425	\$ 30,902	7.500%	June 2031
TOTAL DEBT	\$ 1,799,335	\$ 1,831,547		

(1) On April 20, 2007, simultaneously with the completion of the Mergers, the Predecessor's Amended Revolving Facility (as defined below) was prepaid in full and terminated. Simultaneously with the prepayment and termination of the Amended Revolving Facility, the Company entered into a new revolving credit facility (the April 2007 Revolving Facility) with Bank of America, N.A. and the other lenders party thereto, which effectively replaced the Amended Revolving Facility. Concurrently with the establishment of the April 2007 Revolving Facility, the Company used a portion of the proceeds from the April 2007 Revolving Facility and caused the Amended Secured Term Loan (as defined below) to be prepaid in full and terminated. On July 31, 2007, the Company prepaid in full and terminated the April 2007 Revolving Facility. Simultaneously with the prepayment and termination of the April 2007 Revolving Facility, the Company entered into a new \$350.0 million unsecured revolving credit facility (the July 2007 Revolving Facility) with Bank of America, N.A., as administrative agent. On December 16, 2007, the Company entered into an amendment to the July 2007 Revolving Facility (the First Amendment to the July 2007 Revolving Facility), which extended the maturity date to February 15, 2008, subject to certain conditions. The Company was as of December 31, 2007 unable to make draws on the Amended July 2007 Revolving

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Facility. On February 14, 2008, the Company entered into a letter agreement (the Revolving Facility Extension Agreement) further amending the July 2007 Revolving Facility. The Revolving Facility Extension Agreement extended the maturity date (the Termination Date) from February 15, 2008 to the earlier to occur of (i) September 30, 2008, and (ii) the date on which any trigger event occurs. On March 28, 2008, the Company entered into another letter agreement (the Amendment to Revolving Facility Extension Agreement) modifying and waiving various provisions of the July 2007 Revolving Facility, the First Amendment to the July 2007 Revolving Facility and the Revolving Facility Extension Agreement (collectively, as amended as of March 28, 2008, the Amended July 2007 Revolving Facility). The Amendment to Revolving Facility Extension Agreement, among other things, approved (i) an agreement pursuant to which the Company contributed 49% of its interest in certain subsidiaries owning 31 real properties with an approximate fair market value of \$780 million to Centro NP Residual Holding LLC (the Residual Joint Venture), and distributed 51% of its interest in the transferred entities to its parent, Super LLC, which interest Super LLC contributed to the Residual Joint Venture, and (ii) the assumption of all liabilities relating to the Company's employees by Centro US Management Joint Venture 2, LP and the distribution of approximately \$15 million of miscellaneous assets used in the day-to-day management of the Company's properties to the Management Joint Venture. On May 7, 2008 and May 30, 2008, the Company entered into letter agreements further modifying and waiving various provisions. These provisions related predominately to sharing proceeds from disposal of assets between the various debt providers of the Company's immediate parent, Super LLC. On September 26, 2008, the Company entered into a letter agreement extending the maturity date of the Amended July 2007 Revolving Facility from September 30, 2008 to December 15, 2008. Additional information is provided further in this Note.

(2) The Company incurs interest using the 30-day LIBOR rate which was 3.926% as of September 30, 2008. The interest rate on this facility adjusts based on the Company's credit rating.

(3) The Company also incurs an annual facility fee of 22.5 basis points on this facility.

(4) Incurred in connection with the acquisition of ownership interest in CA New Plan Venture Fund LLC, CA New Plan Acquisition Fund LLC, and CA New Plan Direct Investment Fund, LLC in November 2007.

(5) As determined by the applicable loan agreement, the Company incurs interest on these obligations using the 30-day LIBOR rate, which was 3.926% as of September 30, 2008, plus spreads ranging from 135 to 175 basis points.

(6) As determined by the applicable loan agreement, the Company incurs interest on these obligations using either the 30-day LIBOR rate, which was 3.926% as of September 30, 2008, plus 125 basis points, or the Moody's A Corporate Bond Index, which was 6.01% as of September 30, 2008, plus spreads ranging from 12.5 to 37.5 basis points.

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(7) An aggregate of \$4.7 million of mortgages payable is scheduled to mature during 2008.

(8) Represents convertible senior notes. At certain dates, and upon the occurrence of certain events, the notes are convertible into cash up to their principal amount and, with respect to the remainder, if any, of the conversion value in excess of such principal amount, cash or shares of the Company's common stock. The initial conversion price was \$25.00 per share. On or after June 9, 2008, the Company may redeem all or a portion of the notes at a redemption price equal to the principal amount of the notes plus any accrued interest. In addition, on June 1, 2010, June 1, 2012, and June 1, 2018, or upon the occurrence of certain fundamental changes prior to June 1, 2010, note holders have the right to require the Company to purchase all or any portion of the notes, at a purchase price equal to the principal amount plus any accrued and unpaid interest on the notes. Although the stated maturity date of the notes is June 1, 2023, the scheduled maturity date listed above represents the first date that note holders have the right, not contingent on other provisions, to require the Company to redeem all or any portion of the notes. As discussed further below, these notes became convertible on April 1, 2007, and were convertible through July 2, 2007. As of September 30, 2008, approximately \$114.8 million of the \$115.0 million aggregate principal amount of the notes had been converted into cash by holders thereof.

(9) As part of the recent debt extension negotiations with the lender, Bank of America, upon the event of a trigger event (as defined in the Amended July 2007 Revolving Facility), the applicable margin on the Amended July 2007 Revolving Facility will increase from 1.75% to 7.25% per annum (an increase of 5.5%). The additional margin will apply retrospectively from May 7, 2008.

As mentioned above, the interest amount attributable to the increased margin shall not be payable on a current basis and shall become due and payable only upon the occurrence of a trigger event. A trigger event is defined in the Amended July 2007 Revolving Facility as including, among other things, defaults, borrowing or prepayments under credit facilities of certain of the Company's affiliates, commencement of bankruptcy filings and any material violation of terms in the Amended July 2007 Revolving Facility. If a trigger event occurred on September 30, 2008, the total additional interest payable to the Bank of America under the above arrangement would be approximately \$6.75 million. This increase is not included as a liability as of September 30, 2008 as it is payable contingent upon the occurrence of a trigger event.

On August 25, 2006, the Predecessor amended and restated its then existing \$350.0 million unsecured revolving credit facility (as amended, the Amended Revolving Facility) and added an accordion feature to the Amended Revolving Facility that allowed the Predecessor, subject to certain conditions, to increase the amount that can be borrowed under the facility to \$500.0 million. The Amended Revolving Facility bore interest at LIBOR plus 55 basis points (based on the Predecessor's then existing credit ratings) and incurred an annual facility fee of 15 basis points. The Amended Revolving Facility was scheduled to mature on August 25, 2010, with a one-year extension option.

On August 25, 2006, the Predecessor also amended its then existing \$150.0 million secured term loan (as amended, the Amended Secured Term Loan). The Amended Secured Term Loan bore interest at LIBOR plus 55 basis points (based on the Predecessor's then existing credit ratings) and was scheduled to mature on August 25, 2010.

On April 20, 2007, simultaneously with the completion of the Mergers, the Predecessor's \$350.0 million unsecured revolving credit facility, as amended August 25, 2006 (see above) (the Amended Revolving Facility), was prepaid in full and terminated. Simultaneously with the prepayment and termination of the Amended Revolving Facility, Centro NP entered into the April 2007 Revolving Facility with Bank of America, N.A. and the other lenders party thereto, which effectively replaced the Amended Revolving Facility. Concurrently with the establishment of the April 2007 Revolving Facility, Centro NP used a portion of the proceeds from the April 2007 Revolving Facility and caused its \$150.0 million secured term loan, as amended August 25, 2006 (the Amended Secured Term Loan), to be repaid in full and terminated.

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On July 31, 2007, the Company prepaid in full and terminated the April 2007 Revolving Facility. Simultaneously with the prepayment and termination of the April 2007 Revolving Facility, the Company entered into the July 2007 Revolving Facility, with Bank of America N.A., as administrative agent (the Administrative Agent), which effectively replaced the April 2007 Revolving Facility.

The July 2007 Revolving Facility was scheduled to mature on December 31, 2007, subject to early termination by the Company or the Administrative Agent. The July 2007 Revolving Facility includes a revolving credit facility, swing line facility, and a letter of credit facility. Prior to its maturity date the Company sought to refinance the July 2007 Revolving Facility with long-term financing. As a result of dislocations in the global credit markets shortly after entering into the new revolving credit facility, the Company was unable to obtain long-term financing on satisfactory terms consistent with the long-term strategy and were required to seek an extension of the July 2007 Revolving Facility. On December 16, 2007, the Company entered into an amendment to the July 2007 Revolving Facility amending the July 2007 Revolving Facility (the First Amendment to the July 2007 Revolving Facility), which extended the maturity date to February 15, 2008, subject to certain conditions. In connection with the amendment, the applicable margin of the interest rate was increased to a fixed premium of 1.75% and the Company paid an extension fee of \$3.3 million, payable on maturity.

On February 14, 2008, the Company entered into a letter agreement (the Revolving Facility Extension Agreement) further amending the July 2007 Revolving Facility. The Revolving Facility Extension Agreement extended the maturity date (the Termination Date) from February 15, 2008 to the earlier to occur of (i) September 30, 2008, and (ii) the date on which any trigger event occurs. Trigger events include, among other things, defaults, borrowing or prepayments under credit facilities of certain of the Company's affiliates and a requirement that, CPT Manager Limited (CPT) and Centro Properties Limited (CPL) extend the maturity of certain of their indebtedness (as described below) to a date no earlier than September 30, 2008, which occurred on May 8, 2008 (as described below). The applicable margin of the interest rate remained at 1.75%. The extension fee under the First Amendment to the July 2007 Revolving Facility, payable on the Termination Date, remains the same under the Revolving Facility Extension Agreement.

On March 28, 2008, the Company entered into another letter agreement (the Amendment to Revolving Facility Extension Agreement) modifying and waiving various provisions of the July 2007 Revolving Facility, the First Amendment to the July 2007 Revolving Facility and the Revolving Facility Extension Agreement (collectively, as amended as of March 28, 2008, the Amended July 2007 Revolving Facility). The Amendment to Revolving Facility Extension Agreement, among other things, approved (i) an agreement pursuant to which the Company contributed 49% of its interest in certain subsidiaries owning 31 real properties with an approximate fair market value of \$780.0 million to Centro NP Residual Holding LLC (the Residual Joint Venture), and distributed 51% of its interest in the transferred entities to its parent, Super LLC, which interest Super LLC contributed to the Residual Joint Venture, and (ii) the assumption of all liabilities relating to the Company's employees by Centro US Management Joint Venture 2, LP and the distribution of approximately \$15.0 million of miscellaneous assets used in the day-to-day management of the Company's properties to the Management Joint Venture. In connection with the Amendment to Revolving Facility Extension Agreement, the Company granted mortgages on certain properties owned by the Company and certain existing guarantors of the Amended July 2007 Revolving Facility. In addition, certain subsidiaries of the Residual Joint Venture entered into guaranties of the Company's Amended July 2007 Revolving Facility and granted mortgages in favor of the lender.

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On May 7, 2008, the Company entered into another letter agreement (the Second Amendment to Revolving Facility Extension Agreement) modifying and waiving various provisions of the Amended July 2007 Revolving Facility. The Second Amendment to Revolving Facility Extension Agreement, among other things, approved the extension of the maturity of certain of CPT s and CPL s indebtedness to December 15, 2008, subject to certain conditions being met by May 30, 2008 and September 30, 2008. All conditions that were required to be met by May 30, 2008 were met.

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On May 30, 2008, as part of the extension of CPT's and CPL's indebtedness, the Company entered into a letter agreement (the Third Amendment to Revolving Facility Extension Agreement) modifying and waiving provisions of the Amended July 2007 Revolving Facility. The Third Amendment to Revolving Facility Extension Agreement, among other things, memorialized the terms of various matters including consents to certain asset sales and refinancing transaction and the allocation of the proceeds received. The agreement of such terms by May 30, 2008 was required pursuant to the Second Amendment to Revolving Facility Extension Agreement.

On September 26, 2008, the Company entered into a letter agreement (the Fourth Amendment to Revolving Facility Extension Agreement) modifying and waiving provisions of the Amended July 2007 Revolving Facility. The Fourth Amendment to the Revolving Facility Extension Agreement, among other things, extended the maturity date of the Amended July 2007 Revolving Facility from September 30, 2008 to December 15, 2008.

The Amended July 2007 Revolving Facility bears interest at a rate per annum equal to, at the Company's option, (i) a base rate equal to the prime rate plus an applicable margin as specified in the Amended July 2007 Revolving Facility or (ii) the LIBOR rate plus the applicable margin. Refer to additional information included at Footnote (9) to the schedule of debt obligations at Note 10.

The Amended July 2007 Revolving Facility contains various representations, warranties and covenants customary for financings of this type, including, among others, mandatory prepayment upon the occurrence of certain events. Under the Amended July 2007 Revolving Facility, the Company is also subject to compliance with certain financial coverage ratios and other debt covenants. As of September 30, 2008, these coverage ratios and debt covenants included: (i) total debt to total adjusted assets of no more than 65%; (ii) total secured debt to total adjusted assets of no more than 40%; (iii) unencumbered total asset value not to be less than 100% of the aggregate principal amount of all outstanding unsecured debt of the Company and its subsidiaries; and (iv) consolidated income available for debt service of at least 1.5 times the maximum annual service charge on total debt.

The Amended July 2007 Revolving Facility contains customary defaults, including, among others: (i) the nonpayment of interest or principal of any loan; (ii) failure to comply with restrictions on use of proceeds; (iii) failure to observe or perform covenants under any loan document; (iv) bankruptcy or insolvency; (v) certain judgments and decrees; and (vi) change of control.

Amounts outstanding under the Amended July 2007 Revolving Facility are guaranteed pursuant to an Amended and Restated Guaranty Agreement dated July 31, 2007, by and among certain subsidiaries of the Company, as guarantors in favor of the Administrative Agent. The Amended July 2007 Revolving Facility also has the benefit of a contingent Guaranty Agreement dated July 31, 2007, by and among CPT and CPL as guarantors in favor of the Administrative Agent (the Centro Party Guaranty), which, subject to certain conditions, guarantees up to the full amount of the Amended July 2007 Revolving Facility. In the event that at any time after the Centro Party Guaranty is triggered the amount of the guaranty is less than the full amount of the obligations under the First Amendment to the Amended July 2007 Revolving Facility at such

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time, the Company is required to permanently prepay the Amended July 2007 Revolving Facility by the amount of such deficiency.

In connection with the Mergers, Centro NP, New Plan Realty Trust, LLC (as successor to New Plan Realty Trust, but only with respect to the 1999 Indenture) and the Trustee entered into the Supplemental Indentures, each dated as of April 20, 2007, to the Indentures, by and between New Plan and the Trustee. The Supplemental Indentures each provided for the assumption by Centro NP of all of the obligations of New Plan with respect to the following debt securities that are outstanding under each of the Indentures, effective upon consummation of the Merger (collectively, the Notes):

- (i) 3.70% Convertible Senior Notes due 2026;
- (ii) 3.75% Convertible Senior Notes due 2023;
- (iii) 4.50% Senior Notes due 2011;
- (iv) 5.30% Senior Notes due 2015;
- (v) 5.250% Senior Notes due 2015;

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- (vi) 5.125% Senior Notes due 2012;
- (vii) 7.40% Senior Notes due 2009;
- (viii) 5.50% Senior Notes due 2013;
- (ix) 7.50% Senior Notes due 2029;
- (x) 6.90% Senior Notes due 2028;
- (xi) 7.68% Senior Notes due 2026;
- (xii) 7.65% Senior Notes due 2026;
- (xiii) 7.97% Senior Notes due 2026; and
- (xiv) 7.35% Senior Notes due 2007 (repaid on June 15, 2007).

Centro NP, as the successor obligor on the Notes, intends to continue to file with the SEC any annual reports, quarterly reports and other documents that it is required to file with the SEC to the extent required under the Indentures governing the Notes.

On September 19, 2006, the Predecessor completed a private offering of \$200.0 million aggregate principal amount of 3.70% senior convertible notes due September 15, 2026 (the September 2006 Debt Offering). At certain times and upon the occurrence of certain events, the notes were convertible into cash up to their principal amount and, with respect to the remainder, if any, of the conversion value in excess of such principal amount, cash or shares of the Predecessor's common stock. The initial conversion rate was 30.5506 shares per \$1,000 principal amount of notes (which is equivalent to an initial conversion price of \$32.73 per share). At the time of issuance, the notes were not redeemable by the Predecessor prior to September 20, 2011 (except to preserve the Predecessor's status as a REIT for U.S. federal income tax purposes), but were redeemable anytime thereafter, in whole or in part, at a redemption price equal to the principal amount of the notes plus any accrued and unpaid interest (including additional interest), if any. In addition, on September 20, 2011, September 15, 2016, and September 15, 2021, or upon the occurrence of certain change in control transactions prior to September 20, 2011, note holders could have required the Predecessor to repurchase all or a portion of the notes at a purchase price equal to the principal amount plus any accrued and unpaid interest on the notes. Net proceeds from the September 2006 Debt Offering were used to repurchase approximately \$50.0 million of the Predecessor's common stock at a price of \$26.83 per share and for general corporate purposes, including the repayment of outstanding borrowings under the Predecessor's \$350.0 million unsecured revolving credit facility.

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Pursuant to the terms of the 3.70% Convertible Senior Notes due 2026, as set forth in the 2004 Indenture, as supplemented by the First Supplemental Indenture, dated September 19, 2006 (the First Supplemental Indenture), a Change in Control (as defined in the First Supplemental Indenture) occurred as of April 5, 2007, and the Predecessor's common stock was subsequently delisted from the New York Stock Exchange. Accordingly, pursuant to the 2004 Indenture, as supplemented by the First Supplemental Indenture, the 3.70% Convertible Senior Notes became convertible as of April 5, 2007. As such, the 3.70% Convertible Senior Notes were convertible into the following cash amounts per \$1,000 principal amount of notes, for the time periods set forth below (subject in each case to the terms and conditions of the 2004 Indenture, as supplemented by the First Supplemental Indenture):

- \$1,114.65 per \$1,000 principal amount up to and including June 4, 2007; and
- \$1,012.75 per \$1,000 principal amount after June 4, 2007, convertible at any time until maturity (subject to Sections 2.11(d) and (e) of the 2004 Indenture, as Supplemented by the First Supplemental Indenture).

As of September 30, 2008, all of the \$200.0 million aggregate principal amount of the 3.70% Convertible Senior Notes had been converted by the holders thereof, for an aggregate conversion price of approximately \$222.9 million.

Pursuant to the terms of the 3.75% Convertible Senior Notes due 2023, as set forth in the 1999 Indenture, as supplemented by an Officers Certificate, dated May 19, 2003 (the Officers Certificate) and the Supplemental Indenture, dated as of December 17, 2004 (the Supplemental Indenture), on April 1, 2007, the sale price condition triggering the holders' conversion rights was satisfied as a result of the last reported sale price of the Company's

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common stock for at least 20 trading days during the period of 30 consecutive trading days ending on the last trading day of the previous calendar quarter was greater than or equal to 120% of the applicable conversion price on such last trading day. Accordingly, pursuant to the 1999 Indenture, as supplemented by the Officers Certificate and the Supplemental Indenture, the 3.75% Convertible Senior Notes became convertible as of April 1, 2007 and were convertible through July 2, 2007. As such, the 3.75% Convertible Senior Notes were convertible into \$1,326 per \$1,000 principal amount of notes.

As of September 30, 2008, approximately \$114.8 million of the \$115.0 million aggregate principal amount of the 3.75% Convertible Senior Notes had been converted by the holders thereof, for an aggregate conversion price of approximately \$152.2 million.

As of September 30, 2008, future scheduled maturities of outstanding long-term debt and capital lease obligations were as follows (in thousands):

2008 (remaining three months)	\$	311,728
2009		327,137
2010		130,755
2011		182,732
2012		160,094
Thereafter		648,790
Total debt maturities		1,761,236
Net unamortized premiums on mortgages		10,455
Net unamortized premiums on notes		27,644
Total debt obligations	\$	1,799,335

Refer to Note 12 for information relating to redemption right amounts classified as a liability and payable by December 1, 2008. These amounts are not included in the above debt obligations.

Extension of Super Bridge Loan

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On August 1, 2007, Super LLC, our sole and managing member, entered into an amended and restated loan agreement with JPMorgan Chase Bank, N.A., as administrative agent, for an approximate amount of \$2.6 billion (the Super Bridge Loan). As a result of dislocations in the global credit markets shortly after entering into the Super Bridge Loan, Super LLC was unable to obtain long-term financing on satisfactory terms consistent with its long-term strategy and was required to seek an extension of the Super Bridge Loan maturity date. On December 16, 2007, Super LLC entered into a letter agreement (the Super Bridge Loan First Letter Agreement) which extended the maturity date of the Super Bridge Loan to February 15, 2008, subject to certain conditions. In connection with the Super Bridge Loan First Letter Agreement, the applicable spread was increased to a fixed premium of 1.75% and an aggregate extension fee of approximately \$18.6 million was charged.

On February 14, 2008, Super LLC entered into a letter agreement (the Super Bridge Loan Extension Agreement) further amending the Super Bridge Loan. The Super Bridge Loan Extension Agreement extended the maturity date (the Super Bridge Loan Termination Date) from February 15, 2008 to the earlier to occur of (i) September 30, 2008, and (ii) the date on which any trigger event occurs. Trigger events include, among other things, defaults, borrowing or prepayments under credit facilities of certain affiliates of Super LLC, including the Amended July 2007 Revolving Facility, and a requirement that, prior to April 30, 2008, CPT and CPL must extend the maturity of certain of their indebtedness (as described below) to a date no earlier than September 30, 2008. The applicable margin of the interest rate remained at 1.75%. The extension fee under the Super Bridge Loan First Letter Agreement, payable on the Super Bridge Loan Termination Date, remains the same under the Super Bridge Loan Extension Agreement. We are not an obligor under the Super Bridge Loan but the Amended July 2007 Revolving Facility is cross-defaulted with the Super Bridge Loan.

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On March 28, 2008, Super LLC entered into another letter agreement (the Additional Super Bridge Loan Letter Agreement) with its lenders to permit the transactions under the Contribution Agreement (discussed below under Contribution, Distribution and Assumption Agreement) and the transactions contemplated by the Contribution and the Management Services Assumption (discussed below under Distribution, Contribution and Assignment Agreement and Property Management and Leasing Agreement).

On April 29, 2008, Super LLC entered into a letter agreement amending the Super Bridge Loan extending the requirement for CPT and CPL to extend the maturity date of its indebtedness under the Australian Extension Deed from April 30, 2008, to May 7, 2008.

On May 7, 2008, in connection with the Australian Amended and Restated Extension Deed, Super LLC entered into another letter agreement (the May 2008 Super Bridge Loan Letter Agreement) modifying and waiving various provisions of the Super Bridge Loan. The May 2008 Super Bridge Loan Letter Agreement, among other things, approved the extension of the maturity of certain of CPT s and CPL s indebtedness to a date no earlier than December 15, 2008, subject to certain conditions being met by May 30, 2008 and September 30, 2008.

On May 30, 2008, in connection with the Amendment to the Australian Amended and Restated Extension Deed, Super LLC entered into a letter agreement (the May 30, 2008 Super Bridge Loan Letter Agreement) modifying and waiving provisions of the Super Bridge Loan. The May 30, 2008 Super Bridge Loan Letter Agreement, among other things, memorialized the terms of various matters including consents to certain asset sales and refinancing transaction and the allocation of the proceeds received. The agreement of such terms by May 30, 2008 was required pursuant to the May 8, 2008 Super Bridge Loan Letter Agreement.

On September 26, 2008, Super LLC entered into a letter agreement (the September 26, 2008 Super Bridge Loan Letter Agreement) modifying and waiving provisions of the Super Bridge Loan. The September 26, 2008 Super Bridge Loan Letter Agreement, among other things, extended the maturity date of the Super Bridge Loan from September 30, 2008 to December 15, 2008.

Extension of Ultimate Australian Parents Short-term Facilities

As a result of dislocations in the global credit markets, CPT, one of the ultimate parent investors of the Company as part of Centro Properties Group, was unable to secure long-term financing for various short-term credit facilities that it had

entered into for an aggregate of approximately \$1.2 billion. As a result, CPT and CPL, also one of the ultimate parent investors of the Company as part of Centro Properties Group, entered into an extension deed on December 17, 2007, which extended the maturity dates of various short-term credit facilities to February 15, 2008, subject to certain conditions. On February 15, 2008, CPT and CPL entered into another extension deed (the Australian Extension Deed), which extended the maturity date of the various short-term credit facilities and certain additional facilities from February 15, 2008 to the earlier to occur of (i) April 30, 2008, and (ii) the date on which any trigger event occurs. Trigger events include, among other things, defaults occurring due to defaults, borrowing or prepayments under credit facilities of certain affiliates and subsidiaries of CPT, including the Amended July 2007 Revolving Facility and the Super Bridge Loan. The Company is not an obligor under these various short-term credit facilities, but the Amended July 2007 Revolving Facility and the Super Bridge Loan are cross-defaulted with the Australian Extension Deed.

On April 29, 2008, CPT and CPL entered into an agreement extending the maturity date of the various short-term credit facilities and certain additional facilities from April 30, 2008, to May 7, 2008. In addition, the Company entered into a letter agreement amending the Amended July 2007 Revolving Facility extending the requirement for CPT and CPL to extend the maturity date of its indebtedness under the Australian Extension Deed from April 30, 2008, to May 7, 2008, which was subsequently extended to May 8, 2008.

On May 8, 2008, CPT and CPL entered into a further amendment and restatement deed (the Australian Amended and Restated Extension Deed), which extended the maturity date of the various short-term credit facilities and certain additional facilities from May 8, 2008, to December 15, 2008, subject to certain conditions being met by May 30, 2008 and September 30, 2008. These conditions include agreement among the lender groups by May 30, 2008

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on various matters including consents to certain asset sales and refinancing transaction and the allocation of the proceeds received and by September 30, 2008 of the Company's progress on its strategic plan.

On May 30, 2008, CPT and CPL entered into an amendment to the Australian Amended and Restated Extension Deed (the Amendment to the Australian Amended and Restated Extension Deed), which satisfied the conditions to be met by May 30, 2008, pursuant to the Australian Amended and Restated Extension Deed and provide for, among other things, agreement among the lender groups on various matters including consents to certain asset sales and refinancing transaction and the allocation of the proceeds received.

On September 26, 2008, CPT and CPL entered into an amendment to the Australian Amended and Restated Extension Deed (the Further Amendment to the Australian Amended and Restated Extension Deed), which satisfied the conditions to be met by September 30, 2008, pursuant to the Australian Amended and Restated Extension Deed.

In addition, on February 15, 2008, March 28, 2008, April 29, 2008, May 8, 2008, May 30, 2008, and September 26, 2008, CPT and CPL entered into agreements (the Noteholders Extension Agreement and, collectively with the Revolving Facility Extension Agreement, the Amendment to Revolving Facility Extension Agreement, the Second Amendment to Revolving Facility Extension Agreement, the Third Amendment to the Revolving Facility Extension Agreement, the Fourth Amendment to the Revolving Facility Extension Agreement, the Super Bridge Loan Extension Agreement, the Additional Super Bridge Loan Letter Agreement, the May 8, 2008 Super Bridge Loan Letter Agreement, the May 30, 2008 Super Bridge Loan Agreement, the September 26, 2008 Super Bridge Loan Agreement, the Australian Extension Deed, the Australian Amended and Restated Extension Deed, the Amendment to the Australian Amended and Restated Extension Deed and the Further Amendment to the Australian Amended and Restated Extension Deed, the Extension Agreements) waiving any actions with regards to any alleged defaults under debt previously placed with United States investors. Due to additional debt of CPT and CPL maturing post the initial debt extension in December 2007, the total amount of bank debt covered by the Extension Agreements is approximately \$2.2 billion. In addition to the bank debt, \$0.45 billion of US private placement noteholders of CPT are covered by the Noteholders Extension Agreement.

Cross-defaulting of Debt

The short-term credit facilities of CPT provided under the Australian Extension Deed, the Preston Ridge Facility of the Residual Joint Venture, and the Super Bridge Loan of Super LLC provided under the Super Bridge Loan Extension Agreement are cross-defaulted with the Company's Amended July 2007 Revolving Facility.

An Event-of-Default under the unsecured Indentures will trigger an event-of-default of all debt arrangements mentioned directly above.

Prohibition on Incurring Additional Indebtedness

Due to certain covenants and restrictions contained in certain of the Company's debt agreements, the Company is currently prohibited from incurring additional indebtedness.

Collateralization of Super Bridge Loan Debt

It should be noted that as of September 30, 2008 and since April 20, 2007, the Super Bridge Loan (totaling \$1.8 billion) of the Company's parent, Super LLC is collateralized by its 100% membership interest in the Company.

Mortgage Debt With Optional Prepayment Dates

During the period from July 1, 2008 to September 30, 2008, interest rate increased by its terms under one of the Company's mortgage loans, collateralized by the Mingo Marketplace property. Such loan contained an optional

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prepayment date, after which the interest rate increased by 2.71%. The Company did not prepay such loan on its optional prepayment date.

During the period from January 1, 2008 to June 30, 2008, interest rates increased by their terms under three of the Company's mortgage loans, collateralized by various properties. Each loan contained an optional prepayment date, after which interest rates increased by 2% to 5%. The Company did not prepay such loan on its optional prepayment dates.

The Company will continue not to prepay any mortgage loans where an optional prepayment date exists until the Company's liquidity issues are satisfactorily resolved. This will result in additional interest expense on these loans.

Extension of Secured Term Loan Payments

Secured term loan payments in the aggregate amount of \$9.4 million were due to be paid on November 6, 2008, by CA New Plan Venture Fund, LLC, CA New Plan Venture Fund Texas I, L.P., CA New Plan Acquisition Fund, LLC, CA New Plan Acquisition Fund Louisiana, LLC, CA New Plan Venture Direct Investment Fund, LLC and CA New Plan DIF Texas I, L.P. (collectively, the CA New Plan Entities) in connection with three loan agreements entered into in connection with the acquisition of ownership interest in CA New Plan Venture Fund LLC, CA New Plan Acquisition Fund LLC, and CA New Plan Direct Investment Fund, LLC in November 2007. The CA New Plan Entities entered into amendments on November 5, 2008 to their respective loan agreements with Bank of America, N.A. (Bank of America), the lender under such loans, extending the payment dates for the \$9.4 million due from November 6, 2008 to December 15, 2008 in order to permit the Company and Bank of America to discuss global resolutions of such debt together with the other Bank of America debt coming due on December 15, 2008.

Note 11: Risk Management and Use of Financial Instruments

Risk Management

In the normal course of its on-going business operations, the Company encounters economic risk. There are three main components of economic risk: interest rate risk, credit risk and market risk. The Company is subject to interest rate risk on its interest-bearing liabilities. Credit risk is the risk of default on the Company's operations and tenants' inability or unwillingness to make contractually required payments. Market risk includes changes in the value of the properties held by the Company due to changes in interest rates or other market factors.

Management of Market Risk

As a real estate company, the Company is subject to all of the risks associated with owning and operating real estate. The value of the Company's real estate investments is driven by market conditions, including the financial stability of tenants, demand for properties/rental space and changes in market rental rates.

Current and forecast retail market conditions are not overly positive. However, the Company manages this market risk through a high weighting of non-discretionary spending tenants, such as grocery stores, drug stores, geographic diversification of properties and selection of properties in areas with customer catchments with strong economic demographics. It is possible that if the Company is required to dispose of real estate assets in the near term and in an other than ordinary transaction to assist with the Company's liquidity position, those real estate assets could be sold at a loss.

Use of Derivative Financial Instruments

The Company's and Predecessor's, as applicable, use of derivative instruments is, and was, primarily limited to the utilization of interest rate agreements or other instruments to manage interest rate risk exposures and not for speculative purposes. The principal objective of such arrangements is to manage the risks and/or costs

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associated with the Company's operating and financial structure, as well as to hedge specific transactions. The counterparties to these arrangements are major financial institutions with which the Company and its affiliates may also have other financial relationships. The Company is potentially exposed to credit loss in the event of non-performance by these counterparties. However, because of their high credit ratings, the Company does not anticipate that any of the counterparties will fail to meet these obligations as they come due. The Company does not use derivative instruments to hedge credit/market risk.

The Company had two reverse arrears swap agreements. The reverse arrears swap agreements effectively convert the interest rate on \$65.0 million of the Company's debt from a fixed rate to a blended floating rate of 30 basis points over the six-month LIBOR rate. The two reverse arrears swap agreements terminate on February 1, 2011. Both of these swaps were cash settled on August 6, 2008 for approximately \$0.4 million.

Post Merger, these reverse arrears swaps did not qualify for hedge accounting treatment under SFAS No. 133. Gains and losses pertaining to derivatives are included in Interest expense on the Company's Consolidated Statements of Operations and Comprehensive Income/(Loss). This includes mark-to-market adjustments of open contracts as well as periodic settlements.

The Company does not hold any derivative financial instruments as of September 30, 2008.

Concentration of Credit Risk

A concentration of credit risk arises in the Company's business when a national or regionally-based tenant occupies a substantial amount of space in multiple properties owned by the Company. In that event, if the tenant suffers a significant downturn in its business, it may become unable to make its contractual rent payments to the Company, exposing the Company to a potential loss in rental revenue that is magnified as a result of the tenant renting space in multiple locations. The Company regularly monitors its tenant base to assess potential concentrations of credit risk. Management believes the current credit risk portfolio is reasonably well diversified and does not contain any unusual concentration of credit risk.

Risks Associated with Liquidity Position

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The Company presently has \$306.8 million of debt under its Amended July 2007 Revolving Facility which is scheduled to mature on the earlier of (i) December 15, 2008, or (ii) upon the occurrence of certain trigger events under that facility. The Company's extension of the Amended July 2007 Revolving Facility was provided on the basis that the Company's ultimate parents in Australia obtained extensions of its debt facilities until at least September 30, 2008. The Company's ultimate parents announced on May 8, 2008 the extension of its debt facilities to December 15, 2008, subject to certain conditions being met by May 30, 2008 and September 30, 2008, with all such conditions required by May 30, 2008 and September 30, 2008 being satisfied. The Company also has approximately \$4.7 million of mortgages payable scheduled to mature during 2008. An event of default caused by the nonpayment of this debt upon maturity may result in a default under our public indentures. Such event of default will result in a default of the Super Bridge Loan.

In addition, covenants contained in certain of the Company's indebtedness and restrictions under the debt extension agreements restrict the Company's ability to incur additional debt in the short-term. In connection with the First Amendment to the July 2007 Revolving Facility, the Company is no longer permitted to make draws under the Amended July 2007 Revolving Facility, and is limited to financing any development costs from distributions received from the Residual Joint Venture.

Refer to Note 3 for information relating to the substantial doubt about the Company's ability to continue as a going concern.

The Company's ultimate parent investors (Centro Properties Group and Centro Retail Group) are also dealing with significant liquidity/refinancing issues, as is the Company's immediate parent investor, Super LLC.

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Due to the financial constraints of the Company's ultimate parent investors, it is unlikely that they will be able to make additional equity contributions to alleviate the Company's short-term liquidity issues. Refer to Note 10 for further information relating to short-term liquidity issues at both of the Company and the Company's parent investor levels.

Note 12: Minority Interest in Consolidated Partnership and Joint Ventures

In 1995, the DownREIT Partnership, a consolidated entity, was formed to own certain real estate properties. A wholly owned subsidiary of the Company is the sole general partner of the DownREIT Partnership and is entitled to receive 99% of all net income and gains before depreciation, if any, after the limited partners receive their preferred cash and gain allocations. Properties have been contributed to the DownREIT Partnership in exchange for cash, the assumption of mortgage indebtedness and limited partnership units (which may be redeemed at stipulated prices for cash).

In connection with the DownREIT Merger, each unit of limited partnership interest in the DownREIT Partnership (a DownREIT Unit) who elected to do so was converted, without any action on the part of the holder, into the right to receive one fully-paid Class A Preferred Unit, without interest, of the surviving partnership (the Preferred Unit Consideration). In lieu of the Preferred Unit Consideration, holders of DownREIT Units were offered the opportunity to elect to receive cash in an amount equal to the Offer Price per DownREIT Unit, as adjusted (the Cash Consideration). The holders of DownREIT Units that elected to receive the Cash Consideration ceased to be limited partners of the DownREIT Partnership. In connection with the DownREIT Merger, holders of 752,187 DownREIT Units, as adjusted, elected to receive the Cash Consideration, and holders of 2,643,870 DownREIT Units, as adjusted, elected, or were deemed to have elected, to receive the Preferred Unit Consideration. As a result, following the consummation of the DownREIT Merger, there were 2,643,870 Class A Preferred Units outstanding and not owned by the Company or its affiliates. Holders of these Class A Preferred Units have a redemption right for their Class A Preferred Units which were exercisable starting April 20, 2008. Each Class A Preferred Unit is redeemable for \$33.15 plus all accrued and unpaid distributions. The aggregate redemption amount payable to all limited partners as of April 1, 2008 was approximately \$83.9 million. The DownREIT Partnership was required to pay the redemption amount on June 27, 2008 to any redeeming limited partners which it received a notice of redemption from on or prior to June 13, 2008. Limited partners were not entitled to provide notice of redemption prior to April 20, 2008.

Prior to June 27, 2008, twelve limited partners, who held a total of approximately 1.35 million units, exercised their redemption rights, the aggregate redemption amount payable in relation to such redemption would have been approximately \$44.9 million. On June 26, 2008, the DownREIT Partnership entered into agreements (the ERP Redemption Agreements) with such twelve limited partners which provided for, among other things, the DownREIT Partnership to pay the redemption amount for 15% of each limited partner's outstanding Class A Preferred Units and an extension payment of 1% of the remaining Class A Preferred Units on June 27, 2008. The aggregate redemption amount paid on June 27, 2008, to the twelve redeeming limited partners was approximately \$6.7 million and the extension payment was approximately \$0.38 million. In addition, the agreements provide that the DownREIT Partnership was required to redeem the remaining 85% of the twelve limited partners' Class A Preferred Units by a date no later than September 15, 2008, with any net proceeds of the Company from a sale, mortgage or any other transfer of assets of the Company or its subsidiaries to be used promptly to redeem all or a portion of the remaining Class A Preferred

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Units. The DownREIT Partnership's redemption obligation is also secured by certain of its properties.

On August 29, 2008, one of the limited partners party to an ERP Redemption Agreement entered into an agreement with the DownREIT Partnership revoking the redemption of its remaining Class A Preferred Units and electing to retain such units. On September 12, 2008, the DownREIT Partnership entered into amendments to the ERP Redemption Agreements with the remaining eleven limited partners. The amendments provide for, among other things, an extension of the redemption date from September 15, 2008 to December 1, 2008 and the authorization to use \$27.5 million of net proceeds from the sale, mortgage or transfer of assets for general corporate purposes of the DownREIT Partnership or the Company.

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It is further noted that as part of the agreements dated September 12, 2008, if the Company does not provide full payment of the redemption amounts to these limited partners by December 1, 2008, interest on the redemption amount will accrue at 15%, with such rate being retrospective to September 15, 2008.

SFAS No. 150, *Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity*, requires that DownREIT Partnership Class A Preferred Units that became mandatorily redeemable by the Company pursuant to the terms of the DownREIT Partnership Agreement, should be classified as a liability in the consolidated financial statements. DownREIT Partnership Class A Preferred Units become mandatorily redeemable when the holder elects to redeem the units. As of September 30, 2008, 283,127 units had been redeemed by holders which were yet to be paid. Accordingly, \$9.4 million of the total redemption amount payable relating to the DownREIT Partnership Class A Preferred Units has been classified as a liability as of September 30, 2008.

DownREIT Partnership unit information is summarized as follows:

	Limited Partner Units
Outstanding at December 31, 2007	2,530,074
Issued	
Redeemed (1)	(1,048,236)
Outstanding at September 30, 2008	1,481,838

(1) Refer to discussion above.

Note 13: Stockholders Equity

On April 20, 2007, the Predecessor, Centro NP, MergerSub, and DownREIT Acquisition completed the Mergers. In connection with the New Plan Merger, (a) each share of Common Stock (other than shares held by New Plan or any subsidiary of New Plan or by MergerSub) was converted into the right to receive the same \$33.15 in cash per share as was paid in the Offer, without interest, and (b) each outstanding option to purchase Common Stock under any employee stock option or incentive plan became fully vested and exercisable (whether or not then vested or subject to any performance condition that has not been satisfied, and regardless of the exercise price thereof or the terms of any other agreement regarding the vesting, delivery or payment thereof) and were cancelled in exchange for the right to receive, for each share of Common Stock issuable upon exercise of such option, cash in the amount equal to the excess, if any, of the Offer Price over the exercise price per share of such

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option. As a result of the Merger, New Plan became a wholly owned subsidiary of Centro NP and any stockholder who held shares of Common Stock prior to the Merger ceased to be a stockholder effective as of the Merger.

Immediately following the Merger, and in connection with the Liquidation, all of New Plan's assets were transferred to, and all of its liabilities were assumed by, Centro NP, and all outstanding shares of common stock of the Predecessor were cancelled. As a result of the Merger and Liquidation, New Plan filed a Certification and Notice of Termination of Registration on Form 15 pursuant to which it terminated its reporting obligations under the Exchange Act with respect to its Common Stock and 7.625% Series E Cumulative Redeemable Preferred Stock.

Earnings per Share (EPS)

In accordance with the disclosure requirements of SFAS No. 128 (Note 3), a reconciliation of the numerator and denominator of basic and diluted EPS for periods prior to April 5, 2007 is provided as follows (in thousands, except per share amounts and amounts in the footnote below):

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	Predecessor Period from January 1, 2007 April 4, 2007
Basic EPS	
Numerator:	
Loss from continuing operations	\$ (14,102)
Preferred dividends	(12,079)
Income available to common shares from continuing operations - basic	(26,181)
Income available to common shares from discontinued operations - basic	3,493
Net loss available to common shares basic	\$ (22,688)
Denominator:	
Weighted average of common shares outstanding	103,355
Loss per share - continuing operations	\$ (0.25)
Earnings per share - discontinued operations	0.03
Basic loss per common share	\$ (0.22)
Diluted EPS	
Numerator:	
Loss from continuing operations	\$ (14,102)
Preferred dividends	(12,079)
Minority interest in consolidated partnership	297
Loss available to common shares from continuing operations - diluted	(25,884)
Income available to common shares from discontinued operations - diluted	3,493
Net loss available to common shares diluted	\$ (22,391)
Denominator:	
Weighted average of common shares outstanding basic	103,355
Effect of diluted securities:	
Options and contingently issuable shares	2,120
Excel Realty Partners, L.P. third party units	3,175
Convertible debt	860
Restricted stock	48
Weighted average of common shares outstanding diluted	109,558
Loss per share - continuing operations	\$ (0.23)
Earnings per share - discontinued operations	0.03
Diluted loss per common share	\$ (0.20)

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As of September 30, 2008, the Company did not have any outstanding shares of common stock, and all issued and potentially issuable shares of the Predecessor's stock had been cancelled. The Company's Member's Capital is wholly-owned by Super LLC as of September 30, 2008.

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Common Stock

As described above, and as a result of the Merger and the Liquidation, there were no common shares outstanding as of September 30, 2008.

Prior to the Merger, in order to maintain its qualification as a REIT, not more than 50% in value of the outstanding shares of the Predecessor could have been owned, directly or indirectly, by five or fewer individuals at any time during the last half of any taxable year of the Predecessor, applying certain constructive ownership rules. To help ensure that the Predecessor did not fail this test, the Predecessor's Articles of Incorporation provided for, among other things, certain restrictions on the transfer of common stock to prevent further concentration of stock ownership. Moreover, to evidence compliance with these requirements, the Predecessor maintained records that disclosed the actual ownership of its outstanding common stock and demanded written statements each year from the holders of record of designated percentages of its common stock requesting the disclosure of the beneficial owners of such common stock.

Stock Options

During the period from April 1, 2007 through April 4, 2007 and during the period from January 1, 2007 through April 4, 2007, the Predecessor recorded approximately \$11.9 million and \$12.5 million of amortization of deferred compensation related to stock-based compensation, respectively.

Note 14: Commitments and Contingencies

General

The Company is not presently involved in any material litigation arising outside the ordinary course of its business. However, the Company is involved in routine litigation arising in the ordinary course of business, none of which is believed to be material in light of reserves taken by the Company. In connection with a specific tenant litigation, and based upon certain rulings occurring during the third quarter of 2005, the Company maintains an aggregate reserve of approximately \$4.8 million as of September 30, 2008. Given the increase in the reserve previously taken by the Predecessor, and the current status of the tenant litigation, the Company believes that any loss in excess of the established reserve would be immaterial.

Funding Commitments

In addition to the joint venture funding commitments described in Note 8 above, the Company also had the following contractual obligations as of September 30, 2008, none of which the Company believes will have a material adverse affect on the Company's operations:

- *Letters of Credit.* The Company has arranged for the provision of seven separate letters of credit in connection with certain property or insurance related matters. If these letters of credit are drawn, the Company will be obligated to reimburse the providing bank for the amount of the draw. As of September 30, 2008, there was no balance outstanding under any of the letters of credit. If the letters of credit were fully drawn, the combined maximum amount of exposure would be approximately \$13.0 million.
- *Non-Recourse Debt Guarantees.* Under certain Company and joint venture non-recourse mortgage loans, the Company could, under certain circumstances, be responsible for portions of the mortgage indebtedness in connection with certain customary non-recourse carve-out provisions such as environmental conditions, misuse of funds and material misrepresentations. As of September 30, 2008, the Company had mortgage loans and secured term loans outstanding of approximately \$593.8 million, excluding the impact of unamortized premiums, and unconsolidated joint ventures in which the Company has a direct or indirect interest had mortgage loans outstanding of approximately \$2.3 billion.

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In addition, the Company has guaranteed certain construction and other obligations relative to certain joint venture development projects; however, the Company does not expect that its obligations under such guarantees will be material if called upon.

- *Leasing Commitments.* The Company has entered into leases, as lessee, in connection with ground leases for shopping centers which it operates and administrative space for the Company. These leases are accounted for as operating leases. The minimum annual rental commitments for these leases during the next five fiscal years and thereafter are approximately as follows (dollars in thousands):

Year		
2008 (remaining three months)	\$	211
2009		849
2010		852
2011		857
2012		890
Thereafter		15,259

- *Redemption Rights.* The limited partners of the DownREIT Partnership have a redemption right for their Class A Preferred Units which was exercisable as of April 20, 2008. Each Class A Preferred Unit is redeemable for \$33.15 plus all accrued and unpaid distributions. The aggregate redemption amount payable to all limited partners as of April 1, 2008 was approximately \$83.9 million. The DownREIT Partnership was required to pay the redemption amount on June 27, 2008 to any redeeming limited partners which it received a notice of redemption from on or prior to June 13, 2008. Limited partners were not entitled to provide notice of redemption prior to April 20, 2008. Further information is included at Note 12.

Prior to June 27, 2008, twelve limited partners, who held a total of approximately 1.35 million units, exercised their redemption rights, the aggregate redemption amount payable in relation to such redemption would have been approximately \$44.9 million. On June 26, 2008, the DownREIT Partnership entered into agreements (the ERP Redemption Agreements) with such twelve limited partners which provided for, among other things, the DownREIT Partnership to pay the redemption amount for 15% of each limited partner's outstanding Class A Preferred Units and an extension payment of 1% of the remaining Class A Preferred Units on June 27, 2008. The aggregate redemption amount paid on June 27, 2008, to the twelve redeeming limited partners was approximately \$6.7 million and the extension payment was approximately \$0.38 million. In addition, the agreements provide that the DownREIT Partnership was required to redeem the remaining 85% of the twelve limited partners' Class A Preferred Units by a date no later than September 15, 2008, with any net proceeds of the Company from a sale, mortgage or any other transfer of assets of the Company or its subsidiaries to be used promptly to redeem all or a portion of the remaining Class A Preferred Units. The DownREIT Partnership's redemption obligation is also secured by certain of its properties.

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On August 29, 2008, one of the limited partners party to an ERP Redemption Agreement entered into an agreement with the DownREIT Partnership revoking the redemption of its remaining Class A Preferred Units and electing to retain such units. On September 12, 2008, the DownREIT Partnership entered into amendments to the ERP Redemption Agreements with the remaining eleven limited partners. The amendments provide for, among other things, an extension of the redemption date from September 15, 2008 to December 1, 2008 and the authorization to use \$27.5 million of net proceeds from the sale, mortgage or transfer of assets for general corporate purposes of the DownREIT Partnership or the Company.

It is further noted that as part of the agreements dated September 12, 2008, if the Company does not provide full payment of the redemption amounts to these limited partners by December 1, 2008,

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interest on the redemption amount will accrue at 15%, with such rate being retrospective to September 15, 2008.

SFAS No. 150, *Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity*, requires that DownREIT Partnership Class A Preferred Units that became mandatorily redeemable by the Company pursuant to the terms of the DownREIT Partnership Agreement, should be classified as a liability in the consolidated financial statements. DownREIT Partnership Class A Preferred Units become mandatorily redeemable when the holder elects to redeem the units. As of September 30, 2008, 283,127 units had been redeemed by holders which were yet to be paid. Accordingly, \$9.4 million of the total redemption amount payable relating to the DownREIT Partnership Class A Preferred Units has been classified as a liability as of September 30, 2008.

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 and, therefore, may become liable for the costs of removal or remediation of certain hazardous substances released on or in their property or disposed of by them, 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 the Company knew of, or was responsible for, the presence of these hazardous or toxic substances. As is common with community and neighborhood shopping centers, many of the Company's properties had or have on-site dry cleaners and/or on-site gasoline facilities. These operations could potentially result in environmental contamination at the properties.

The Company is aware that soil and groundwater contamination exists at some of its 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 facilities). The Company is also aware that asbestos-containing materials exist at some of its properties. While the Company does not expect the environmental conditions at its properties, considered as a whole, to have a material adverse effect on the Company, 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 any prior owner of the properties did not create a material environmental condition not known to the Company or that a material environmental condition does not otherwise exist with respect to any of the Company's properties.

Other

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As part of the recent debt extension negotiations with the lender, Bank of America, upon the event of a trigger event (as defined in the Amended July 2007 Revolving Facility), the applicable margin on the Amended July 2007 Revolving Facility will increase from 1.75% to 7.25% per annum (an increase of 5.5%). The additional margin will apply retrospectively from May 7, 2008. As mentioned above, the interest amount attributable to the increased margin shall not be payable on a current basis and shall become due and payable only upon the occurrence of a trigger event. A trigger event is defined in the Amended July 2007 Revolving Facility as including, among other things, defaults, borrowing or prepayments under credit facilities of certain of the Company's affiliates, commencement of bankruptcy filings and any material violation of terms in the Amended July 2007 Revolving Facility. If a trigger event occurred on September 30, 2008, the total additional interest payable to the Bank of America under the above arrangement would be approximately \$6.75 million. This increase is not included as a liability as of September 30, 2008 as it is payable contingent upon the occurrence of a trigger event.

The determination of the casualty loss from hurricanes of \$4.3 million is based upon the Company's best estimate of the costs of repairing the damaged properties. Insurance assessors have visited each damaged property and have contributed to the Company's estimate of the costs of repairing the damaged properties. However, final

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agreement with insurers determination of the assessed damages has not yet been completed. It is possible that if these costs of repairing damaged properties are greater than the current estimate of \$9.2 million (on a property-by-property basis), and these costs are lower than the applicable insurance deductible, a greater casualty loss may be incurred.

In relation to the DownREIT Partnership Class A Preferred Units, as part of the agreements dated September 12, 2008, if the Company does not provide full payment of the redemption amounts to these limited partners by December 1, 2008, interest on the redemption amount will accrue at 15%, with such rate being retrospective to September 15, 2008.

Note 15: Comprehensive Income (Loss)

Total comprehensive income (loss) was as follows for the periods indicated below (dollars in thousands):

Company			Predecessor	
Three Months Ended September 30, 2008	Nine months Ended September 30, 2008	Three Months Ended September 30, 2007	Period from April 5, through September 30, 2007	Period from January 1, through April 4, 2007