

REGENCY CENTERS CORP  
Form 10-Q/A  
April 17, 2009  
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**United States**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington DC 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 1-12298

**REGENCY CENTERS CORPORATION**

(Exact name of registrant as specified in its charter)

**FLORIDA**  
(State or other jurisdiction of  
incorporation or organization)

**59-3191743**  
(IRS Employer  
Identification No.)

**One Independent Drive, Suite 114**

**Jacksonville, Florida 32202**

(Address of principal executive offices) (Zip Code)

**(904) 598-7000**

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(Registrant's telephone number, including area code)

**Unchanged**

(Former name, former address and former fiscal year, if changed since last report)

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

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

(Check One): Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

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

(Applicable only to Corporate Registrants)

As of November 7, 2008, there were 70,002,161 shares outstanding of the Registrant's common stock.

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**Explanatory Note**

As previously disclosed, after seeking guidance from the staff of the Securities and Exchange Commission ( SEC ) regarding an accounting matter for which there was no clear interpretive authority, Regency Centers Corporation and its operating partnership, Regency Centers, L.P., have adopted a more restrictive method of deferred gain recognition ( Restricted Gain Method ) on partial sales of properties to co-investment partnerships that provide for a distribution-in-kind ( DIK ) of assets upon liquidation ( DIK-JV ). This more restrictive method of recognizing deferred gains will be applied retrospectively from the inception of the co-investment partnerships. As a result, on March 12, 2009, our Audit Committee concluded that our previously filed financial statements for the third quarter of fiscal year 2008 should no longer be relied upon and that prior periods should also be restated to reflect this more restrictive method of deferred gain recognition. Such other prior periods are restated where discussed in this Amendment No. 1 on Form 10-Q/A ( Form 10-Q/A ) and in our recently filed Form 10-K for fiscal year 2008.

Historically, we previously recognized gains from sales to co-investment partnerships to the extent of the percentage interest sold and deferred gains to the extent of our ownership interest in the co-investment partnerships. We also previously recognized any remaining deferred gain as equity in income of investments in real estate partnerships when a property was sold by a co-investment partnership to a third party. This policy will no longer be applied to any DIK-JV.

Under the Restricted Gain Method, for purposes of gain deferral, we now consider the aggregate pool of properties sold into the DIK-JV as well as the aggregate pool of properties which will be distributed in the DIK process. As a result, upon the sale of properties to a DIK-JV, we perform a hypothetical DIK liquidation assuming that we would choose only those properties that we had sold to the DIK-JV in an amount equivalent to our capital account. For purposes of calculating the gain to be deferred, we assume that we will select properties upon a DIK liquidation that generated the highest gain to us when originally sold to the DIK-JV. The DIK deferred gain is calculated whenever a property is sold to the DIK-JV by us. During the years when there are no property sales, the DIK deferred gain is not recalculated. Because of the contingency associated with the possibility of receiving a particular property back upon liquidation, which forms the basis of the Restricted Gain Method, is not satisfied at the property level, but at the aggregate level, no gain or loss is recognized on property sold by the DIK-JV to a third party or received by us upon actual dissolution. Instead, the property received upon actual dissolution is recorded at our historical cost investment in the DIK-JV, reduced by the deferred gain.

This Form 10-Q/A to our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2008, initially filed with the SEC on November 10, 2008 ( Original Filing ), is being filed to reflect restatements of (i) our Consolidated Balance Sheets at September 30, 2008 and December 31, 2007 and (ii) our Consolidated Statements of Operations and Stockholders' Equity and Comprehensive Income (Loss) for the periods ended September 30, 2008, and the notes related thereto. There was no effect on our Consolidated Statements of Operations for the three and nine months ended September 30, 2007 or total operating, investing, and financing activities on our Consolidated Statements of Cash Flows for the nine months ended September 30, 2008 or 2007. For a more detailed description of these restatements, see Note 2, Restatement of Consolidated Financial Statements to our consolidated financial statements and the section entitled Restatement in Management's Discussion and Analysis of Financial Condition and Results of Operations contained in this Form 10-Q/A.

This Form 10-Q/A only amends and restates Items 1, 2, and 4 of Part I of the Original Filing, in each case, solely as a result of, and to reflect, the restatement, and no other information in the Original Filing is amended hereby. The foregoing items have not been updated to reflect other events occurring after the Original Filing or to modify or update those disclosures affected by subsequent events. In addition, pursuant to the rules of the SEC, Item 6 of Part II of the Original Filing has been amended to contain currently-dated certifications from our Chief Executive Officer and Chief Financial Officer, as required by Section 302 and 906 of the Sarbanes-Oxley Act of 2002. The certifications of our Chief Executive Officer and Chief Financial Officer are attached to this Form 10-Q/A as Exhibits 31.1, 31.2, 32.1, and 32.2, respectively.

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Except for the foregoing amended information, this Form 10-Q/A continues to describe conditions as of the date of the Original Filing, and we have not updated the disclosures contained herein to reflect events that occurred at a later date. Other events occurring after the filing of the Original Filing or other disclosures necessary to reflect subsequent events have been or will be addressed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2008 which has been previously filed and any reports filed with the SEC subsequent to the date of this filing.

We have not amended and do not intend to amend our previously filed Annual Reports on Form 10-K or our Quarterly Reports on Form 10-Q for the periods affected by the restatement that ended prior to September 30, 2008.

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**Table of Contents****PART I FINANCIAL INFORMATION****Item 1. Financial Statements****REGENCY CENTERS CORPORATION****Consolidated Balance Sheets****September 30, 2008 and December 31, 2007****(in thousands, except share data)**

	<b>2008</b> <b>(unaudited and</b> <b>as restated)</b>	<b>2007</b> <b>(as restated)</b>
<b>Assets</b>		
Real estate investments at cost:		
Land	\$ 939,851	968,859
Buildings and improvements	2,023,322	2,090,497
	2,963,173	3,059,356
Less: accumulated depreciation	545,979	497,498
	2,417,194	2,561,858
Properties in development	1,075,796	905,929
Operating properties held for sale, net	33,538	
Investments in real estate partnerships	387,009	401,906
Net real estate investments	3,913,537	3,869,693
Cash and cash equivalents	25,777	18,668
Notes receivable	55,264	44,543
Tenant receivables, net of allowance for uncollectible accounts of \$1,692 and \$2,482 at September 30, 2008 and December 31, 2007, respectively	73,936	75,441
Deferred costs, less accumulated amortization of \$49,165 and \$43,470 at September 30, 2008 and December 31, 2007, respectively	58,289	52,784
Acquired lease intangible assets, less accumulated amortization of \$10,891 and \$7,362 at September 30, 2008 and December 31, 2007, respectively	13,698	17,228
Other assets	41,663	36,416
Total assets	\$ 4,182,164	4,114,773
<b>Liabilities and Stockholders Equity</b>		
Liabilities:		
Notes payable	\$ 1,839,340	1,799,975
Unsecured credit facilities	297,667	208,000
Accounts payable and other liabilities	156,530	164,479
Acquired lease intangible liabilities, less accumulated accretion of \$8,319 and \$6,371 at September 30, 2008 and December 31, 2007, respectively	8,407	10,354
Tenants security and escrow deposits	11,869	11,436
Total liabilities	2,313,813	2,194,244

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Preferred units	49,158	49,158
Exchangeable operating partnership units, aggregate redemption value of \$31,225 and \$30,543 at September 30, 2008 and December 31, 2007, respectively	9,773	10,212
Limited partners' interest in consolidated partnerships	8,221	18,392
Total minority interest	67,152	77,762
<b>Commitments and contingencies</b>		
<b>Stockholders' equity:</b>		
Preferred stock, \$.01 par value per share, 30,000,000 shares authorized; 11,000,000 Series 3-5 shares issued and outstanding at September 30, 2008 with liquidation preferences of \$25 per share and 800,000 Series 3 and 4 shares and 3,000,000 Series 5 shares issued and outstanding at December 31, 2007 with liquidation preferences of \$250 and \$25 per share, respectively	275,000	275,000
Common stock \$.01 par value per share, 150,000,000 shares authorized; 75,598,609 and 75,168,662 shares issued at September 30, 2008 and December 31, 2007, respectively	756	752
Treasury stock at cost, 5,598,211 and 5,530,025 shares held at September 30, 2008 and December 31, 2007, respectively	(111,414)	(111,414)
Additional paid in capital	1,781,487	1,766,280
Accumulated other comprehensive income (loss)	(26,299)	(18,916)
Distributions in excess of net income	(118,331)	(68,935)
Total stockholders' equity	1,801,199	1,842,767
	\$ 4,182,164	4,114,773

See accompanying notes to consolidated financial statements.

**Table of Contents****REGENCY CENTERS CORPORATION****Consolidated Statements of Operations****For the three months ended September 30, 2008 and 2007****(in thousands, except per share data)****(unaudited)**

	<b>2008</b>	<b>2007</b>
	<b>(as restated)</b>	
<b>Revenues:</b>		
Minimum rent	\$ 86,809	79,218
Percentage rent	631	889
Recoveries from tenants and other income	27,612	23,804
Management, acquisition, and other fees	7,746	10,789
<b>Total revenues</b>	<b>122,798</b>	<b>114,700</b>
<b>Operating expenses:</b>		
Depreciation and amortization	27,130	23,787
Operating and maintenance	15,162	13,424
General and administrative	9,494	12,159
Real estate taxes	12,757	11,381
Other expenses	5,611	1,625
<b>Total operating expenses</b>	<b>70,154</b>	<b>62,376</b>
<b>Other expense (income):</b>		
Interest expense, net of interest income of \$1,408 and \$840 in 2008 and 2007, respectively	22,683	20,515
Gain on sale of operating properties and properties in development	(14,685)	(5,492)
Provision for loss	1,112	
<b>Total other expense (income)</b>	<b>9,110</b>	<b>15,023</b>
<b>Income before minority interests and equity in income (loss) of investments in real estate partnerships</b>	<b>43,534</b>	<b>37,301</b>
Minority interest of preferred units	(931)	(931)
Minority interest of exchangeable operating partnership units	(295)	(268)
Minority interest of limited partners	(122)	(241)
Equity in income of investments in real estate partnerships	1,817	1,677
<b>Income from continuing operations</b>	<b>44,003</b>	<b>37,538</b>
<b>Discontinued operations, net:</b>		
Operating income from discontinued operations	896	1,221
Gain on sale of operating properties and properties in development	3,920	3,140
<b>Income from discontinued operations</b>	<b>4,816</b>	<b>4,361</b>
<b>Net income</b>	<b>48,819</b>	<b>41,899</b>
Preferred stock dividends	(4,919)	(4,919)
<b>Net income for common stockholders</b>	<b>\$ 43,900</b>	<b>36,980</b>



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Income per common share - basic:

Continuing operations	\$	0.56	0.47
Discontinued operations		0.07	0.06

Net income for common stockholders per share	\$	0.63	0.53
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Income per common share - diluted:

Continuing operations	\$	0.56	0.47
Discontinued operations		0.07	0.06

Net income for common stockholders per share	\$	0.63	0.53
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See accompanying notes to consolidated financial statements.

**Table of Contents****REGENCY CENTERS CORPORATION****Consolidated Statements of Operations****For the nine months ended September 30, 2008 and 2007****(in thousands, except per share data)****(unaudited)**

	<b>2008</b>	<b>2007</b>
	<b>(as restated)</b>	
<b>Revenues:</b>		
Minimum rent	\$ 256,451	231,156
Percentage rent	1,712	1,965
Recoveries from tenants and other income	76,009	67,977
Management, acquisition, and other fees	28,159	24,667
<b>Total revenues</b>	<b>362,331</b>	<b>325,765</b>
<b>Operating expenses:</b>		
Depreciation and amortization	78,709	66,191
Operating and maintenance	44,950	38,998
General and administrative	36,770	37,363
Real estate taxes	37,683	33,852
Other expenses	7,077	3,346
<b>Total operating expenses</b>	<b>205,189</b>	<b>179,750</b>
<b>Other expense (income):</b>		
Interest expense, net of interest income of \$2,945 and \$2,370 in 2008 and 2007, respectively	68,673	60,215
Gain on sale of operating properties and properties in development	(17,620)	(34,586)
Provision for loss	1,828	
<b>Total other expense (income)</b>	<b>52,881</b>	<b>25,629</b>
<b>Income before minority interests and equity in income (loss) of investments in real estate partnerships</b>	<b>104,261</b>	<b>120,386</b>
Minority interest of preferred units	(2,794)	(2,794)
Minority interest of exchangeable operating partnership units	(708)	(1,046)
Minority interest of limited partners	(603)	(757)
Equity in income of investments in real estate partnerships	5,574	6,245
<b>Income from continuing operations</b>	<b>105,730</b>	<b>122,034</b>
<b>Discontinued operations, net:</b>		
Operating income from discontinued operations	2,802	4,288
Gain on sale of operating properties and properties in development	8,712	21,849
<b>Income from discontinued operations</b>	<b>11,514</b>	<b>26,137</b>
<b>Net income</b>	<b>117,244</b>	<b>148,171</b>
Preferred stock dividends	(14,757)	(14,757)
<b>Net income for common stockholders</b>	<b>\$ 102,487</b>	<b>133,414</b>

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Income per common share - basic:

Continuing operations	\$	1.30	1.55
Discontinued operations		0.17	0.38

Net income for common stockholders per share	\$	1.47	1.93
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Income per common share - diluted:

Continuing operations	\$	1.30	1.54
Discontinued operations		0.16	0.38

Net income for common stockholders per share	\$	1.46	1.92
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See accompanying notes to consolidated financial statements.

**Table of Contents****REGENCY CENTERS CORPORATION****Consolidated Statement of Stockholders Equity and Comprehensive Income (Loss)****For the nine months ended September 30, 2008****(in thousands, except per share data)****(unaudited)**

	Preferred Stock	Common Stock	Treasury Stock	Additional Paid In Capital	Accumulated Other Comprehensive Income (Loss)	Distributions in Excess of Net Income	Total Stockholders Equity
<b>Balance at December 31, 2007, as previously reported</b>	\$ 275,000	752	(111,414)	1,766,280	(18,916)	(41,316)	1,870,386
Restatement adjustments						(27,619)	(27,619)
<b>Balance at December 31, 2007, as restated</b>	\$ 275,000	752	(111,414)	1,766,280	(18,916)	(68,935)	1,842,767
Comprehensive Income:							
Net income						117,244	117,244
Amortization of loss on derivative instruments					978		978
Change in fair value of derivative instruments					(8,361)		(8,361)
Total comprehensive income							109,861
Restricted stock issued, net of amortization		3		13,088			13,091
Common stock redeemed for taxes withheld for stock based compensation, net		1		(367)			(366)
Tax benefit for issuance of stock options				2,285			2,285
Common stock issued for partnership units exchanged				232			232
Reallocation of minority interest				(31)			(31)
Cash dividends declared:							
Preferred stock						(14,757)	(14,757)
Common stock (\$2.175 per share)						(151,883)	(151,883)
<b>Balance at September 30, 2008, as restated</b>	\$ 275,000	756	(111,414)	1,781,487	(26,299)	(118,331)	1,801,199

See accompanying notes to consolidated financial statements.

**Table of Contents****REGENCY CENTERS CORPORATION****Consolidated Statements of Cash Flows****For the nine months ended September 30, 2008 and 2007****(in thousands)****(unaudited)**

	<b>2008</b> <b>(as restated)</b>	<b>2007</b>
<b>Cash flows from operating activities:</b>		
Net income	\$ 117,244	148,171
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>		
Depreciation and amortization	79,932	67,916
Deferred loan cost and debt premium amortization	3,165	2,612
Stock-based compensation, net of capitalization	8,833	8,921
Minority interest of preferred units	2,794	2,794
Minority interest of exchangeable operating partnership units	786	1,270
Minority interest of limited partners	603	757
Equity in income of investments in real estate partnerships	(5,574)	(6,245)
Net gain on sale of properties	(26,390)	(56,622)
Provision for loss	1,828	
Distribution of earnings from operations of investments in real estate partnerships	25,862	24,043
<b>Changes in assets and liabilities:</b>		
Tenant receivables	1,314	346
Deferred leasing costs	(4,715)	(5,531)
Other assets	(9,119)	(20,950)
Accounts payable and other liabilities	(8,542)	5,620
Above and below market lease intangibles, net	(1,861)	(1,332)
Tenants' security and escrow deposits	509	255
<b>Net cash provided by operating activities</b>	<b>186,669</b>	<b>172,025</b>
<b>Cash flows from investing activities:</b>		
Acquisition of operating real estate		(63,117)
Development of real estate including acquisition of land	(342,457)	(477,193)
Proceeds from sale of real estate investments	200,357	211,024
Collection of notes receivable	27,787	530
Investments in real estate partnerships	(40,969)	(34,476)
Distributions received from investments in real estate partnerships	28,549	11,065
<b>Net cash used in investing activities</b>	<b>(126,733)</b>	<b>(352,167)</b>
<b>Cash flows from financing activities:</b>		
Net proceeds from common stock issuance	1,017	2,372
Distributions to limited partners in consolidated partnerships, net	(13,705)	(4,120)
Distributions to exchangeable operating partnership unit holders	(1,023)	(1,426)
Distributions to preferred unit holders	(2,794)	(1,862)
Dividends paid to common stockholders	(148,581)	(134,331)
Dividends paid to preferred stockholders	(14,757)	(9,838)
Proceeds from issuance of fixed rate unsecured notes		398,108
Proceeds from (repayment of) unsecured credit facilities, net	89,667	(11,000)

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Proceeds from notes payable	62,500	
Repayment of notes payable	(19,722)	(49,243)
Scheduled principal payments	(3,516)	(3,318)
Payment of loan costs	(1,913)	(5,675)
Net cash (used in) provided by financing activities	(52,827)	179,667
Net increase (decrease) in cash and cash equivalents	7,109	(475)
Cash and cash equivalents at beginning of the period	18,668	34,046
Cash and cash equivalents at end of the period	\$ 25,777	33,571

**Table of Contents****REGENCY CENTERS CORPORATION****Consolidated Statements of Cash Flows****For the nine months ended September 30, 2008 and 2007****(in thousands)****(unaudited)**

	<b>2008</b>	<b>2007</b>
	<b>(as restated)</b>	
<b>Supplemental disclosure of cash flow information:</b>		
Cash paid for interest (net of capitalized interest of \$28,847 and \$26,070 in 2008 and 2007, respectively)	\$ 76,427	66,232
Preferred unit and stock distributions declared and not paid	\$	5,850
<b>Supplemental disclosure of non-cash transactions:</b>		
Common stock issued for partnership units exchanged	\$ 232	8,241
Mortgage loans assumed for the acquisition of real estate, at fair value	\$	42,272
Real estate contributed as investments in real estate partnerships	\$ 6,825	5,318
Notes receivable taken in connection with sales of properties in development and out-parcels	\$ 39,619	879
Change in fair value of derivative instruments	\$ (8,361)	(5,693)
Common stock issued for dividend reinvestment plan	\$ 3,302	3,117
Stock-based compensation capitalized	\$ 5,294	5,674

See accompanying notes to consolidated financial statements.

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Regency Centers Corporation

Notes to Consolidated Financial Statements

September 30, 2008

1. Summary of Significant Accounting Policies

(a) Organization and Principles of Consolidation

General

Regency Centers Corporation ( Regency or the Company ) began its operations as a Real Estate Investment Trust ( REIT ) in 1993 and is the managing general partner of its operating partnership, Regency Centers, L.P. ( RCLP or the Partnership ). Regency currently owns approximately 99% of the outstanding common partnership units ( Units ) of the Partnership. Regency engages in the ownership, management, leasing, acquisition, and development of retail shopping centers through the Partnership, and has no other assets or liabilities other than through its investment in the Partnership. At September 30, 2008, the Partnership directly owned 227 retail shopping centers and held partial interests in an additional 216 retail shopping centers through investments in real estate partnerships (also referred to as co-investment partnerships or joint ventures).

Consolidation

The accompanying consolidated financial statements include the accounts of the Company, the Partnership, its wholly owned subsidiaries, and joint ventures in which the Partnership has a controlling interest. The equity interests of third parties held in the Partnership or its controlled joint ventures are included in the consolidated financial statements as preferred units, exchangeable operating partnership units, or limited partners interest in consolidated partnerships. All significant inter-company balances and transactions were eliminated in the consolidated financial statements.

Investments in real estate partnerships not controlled by the Company are accounted for under the equity method. The Company has evaluated its investment in the real estate partnerships and has concluded that they are not variable interest entities as defined in Financial Accounting Standards Board ( FASB ) Interpretation No. 46(R) Consolidation of Variable Interest Entities ( FIN 46(R) ). Further, the venture partners in the real estate partnerships have significant ownership rights, including approval over operating budgets and strategic plans, capital spending, sale or financing, and admission of new partners. The Company has concluded that the equity method of accounting is appropriate for these interests and they do not require consolidation under Emerging Issues Task Force 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 ), or the American Institute of Certified Public Accountants ( AICPA ) Statement of Position 78-9, Accounting for Investments in Real Estate Ventures ( SOP 78-9 ). Under the equity method of accounting, investments in the real estate partnerships are initially recorded at cost, subsequently increased for additional contributions and allocations of income, and reduced for distributions received and allocations of loss. These investments are included in the consolidated financial statements as investments in real estate partnerships.



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Regency Centers Corporation

Notes to Consolidated Financial Statements

September 30, 2008

**Ownership of the Company**

Regency has a single class of common stock outstanding and three series of preferred stock outstanding ( Series 3, 4, and 5 Preferred Stock ). The dividends on the Series 3, 4, and 5 Preferred Stock are cumulative and payable in arrears on the last day of each calendar quarter. The Company owns corresponding Series 3, 4, and 5 preferred unit interests ( Series 3, 4, and 5 Preferred Units ) in the Partnership that entitle the Company to income and distributions from the Partnership in amounts equal to the dividends paid on the Company s Series 3, 4, and 5 Preferred Stock.

**Ownership of the Operating Partnership**

The Partnership s capital includes general and limited common Partnership Units, Series 3, 4, and 5 Preferred Units owned by the Company, and Series D Preferred Units owned by institutional investors.

At September 30, 2008, the Company owned approximately 99% or 70,000,398 Partnership Units of the total 70,468,609 Partnership Units outstanding. Each outstanding common Partnership Unit not owned by the Company is exchangeable for one share of Regency common stock or can be redeemed for cash, at the Company s discretion (see Note 1(1)). The Company revalues the minority interest associated with the Partnership Units each quarter to maintain a proportional relationship between the book value of equity associated with common stockholders relative to that of the Partnership Unit holders since both have equivalent rights and the Partnership Units are convertible into shares of common stock on a one-for-one basis.

Net income and distributions of the Partnership are allocable first to the Preferred Units, and the remaining amounts to the general and limited Partnership Units in accordance with their ownership percentage. The Series 3, 4, and 5 Preferred Units owned by the Company are eliminated in consolidation.

(b) Revenues

The Company leases space to tenants under agreements with varying terms. Leases are accounted for as operating leases with minimum rent recognized on a straight-line basis over the term of the lease regardless of when payments are due. Accrued rents are included in tenant receivables. The Company estimates the collectibility of the accounts receivable related to base rents, straight-line rents, expense reimbursements, and other revenue taking into consideration the Company s experience in the retail sector, available internal and external tenant credit information, payment history, industry trends, tenant credit-worthiness, and remaining lease terms. In some cases, primarily relating to straight-line rents, the collection of these amounts extends beyond one year. Substantially all of the lease agreements contain provisions that provide for additional rents based on tenants sales volume (percentage rent) and reimbursement of the tenants share of real estate taxes, insurance, and common area maintenance ( CAM ) costs. Percentage rents are recognized when the tenants achieve the specified targets as defined in their lease agreements. Recovery of real estate taxes, insurance, and CAM costs are recognized as the respective costs are incurred in accordance with the lease agreements.

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As part of the leasing process, the Company may provide the lessee with an allowance for the construction of leasehold improvements. These leasehold improvements are capitalized as part of the building, recorded as tenant improvements, and depreciated over the shorter of the useful life of the improvements or the lease term. If the allowance represents a payment for a purpose other than funding leasehold improvements, or in the event the Company is not considered the owner of the improvements, the allowance is considered to be a lease incentive and is recognized over the lease term as a reduction of rental revenue. Factors considered during this evaluation include, among others, who holds legal title to the improvements as well as other controlling rights provided by the lease agreement (e.g. unilateral control of the tenant space during the build-out process). Determination of the appropriate accounting for the payment of a tenant allowance is made on a lease-by-lease basis, considering the facts and circumstances of the individual tenant lease. Recognition of lease revenue commences when the lessee is given possession of the leased space upon completion of tenant improvements when the Company is the owner of the leasehold improvements. However, when the leasehold improvements are owned by the tenant, the lease inception date is when the tenant obtains possession of the leased space for purposes of constructing its leasehold improvements.

The Company accounts for profit recognition on sales of real estate in accordance with Statement of Financial Accounting Standards ( SFAS ) No. 66, Accounting for Sales of Real Estate ( Statement 66 ). In summary, profits from sales are not recognized under the full accrual method by the Company unless a sale is consummated; the buyer's initial and continuing investment is adequate to demonstrate a commitment to pay for the property; the Company's receivable, if applicable, is not subject to future subordination; the Company has transferred to the buyer the usual risks and rewards of ownership; and the Company does not have substantial continuing involvement with the property.

The Company sells shopping center properties to joint ventures in exchange for cash equal to the fair value of the percentage interest owned by its partners. The Company accounts for those sales as partial sales and recognizes gains on those partial sales in the period the properties were sold to the extent of the percentage interest sold under the guidance of Statement 66, and in the case of certain partnerships, applies a more restrictive method of recognizing gains, as discussed further below. The gains and operations are not recorded as discontinued operations because the Company continues to manage these shopping centers.

Five of the Company's joint ventures ( DIK-JV ) give either partner the unilateral right to elect to dissolve the partnership and, upon such an election, receive a distribution in-kind ( DIK ) of the assets of the partnership equal to their respective ownership interests, which could include properties the Company sold to the partnership. The liquidation procedures would require that all of the properties owned by the partnership be appraised to determine their respective and collective fair values. As a general rule, if the Company initiates the liquidation process, its partner has the right to choose the first property that it will receive in liquidation with the Company having the right to choose the next property that it will receive in liquidation. If the Company's partner initiates the liquidation process, the order of the selection process is reversed. The process then continues with alternating selection of properties by each partner until the balance of each partner's capital account on a fair value basis has been distributed. After the final selection, to the extent that the fair value of properties in the DIK-JV are not distributable in a manner that equals the balance of each partner's capital account, a cash payment would be made by the partner receiving a fair

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value in excess of its capital account to the other partner. The partners may also elect to liquidate some or all of the properties through sales rather than through the DIK process.

The Company has concluded that these DIK dissolution provisions constitute in-substance call/put options under the guidance of Statement 66, and represent a form of continuing involvement with respect to property that the Company has sold to these partnerships, limiting the Company's recognition of gain related to the partial sale. To the extent that the DIK-JV owns more than one property and the Company is unable to obtain all of the properties it sold to the DIK-JV in liquidation, the Company applies a more restrictive method of gain recognition ( Restricted Gain Method ) which considers the Company's potential ability to receive property through a DIK on which partial gain has been recognized, and ensures, as discussed below, maximum gain deferral upon sale to a DIK-JV. The Company has applied the Restricted Gain Method to partial sales of property to partnerships that contain unilateral DIK provisions.

Under current guidance, (Statement 66, paragraph 25), profit shall be recognized by a method determined by the nature and extent of the seller's continuing involvement and the profit recognized shall be reduced by the maximum exposure to loss. The Company has concluded that the Restricted Gain Method accomplishes this objective.

Under the Restricted Gain Method, for purposes of gain deferral, the Company considers the aggregate pool of properties sold into the DIK-JV as well as the aggregate pool of properties which will be distributed in the DIK process. As a result, upon the sale of properties to a DIK-JV, the Company performs a hypothetical DIK liquidation assuming that it would choose only those properties that it has sold to the DIK-JV in an amount equivalent to its capital account. For purposes of calculating the gain to be deferred, the Company assumes that it will select properties upon a DIK liquidation that generated the highest gain to the Company when originally sold to the DIK-JV. The DIK deferred gain is calculated whenever a property is sold to the DIK-JV by the Company. During the years when there are no property sales, the DIK deferred gain is not recalculated.

Because the contingency associated with the possibility of receiving a particular property back upon liquidation, which forms the basis of the Restricted Gain Method, is not satisfied at the property level, but at the aggregate level, no gain or loss is recognized on property sold by the DIK-JV to a third party or received by the Company upon actual dissolution. Instead, the property received upon actual dissolution is recorded at the Company's historical cost investment in the DIK-JV, reduced by the deferred gain.

The Company has been engaged under agreements with their joint venture partners to provide asset management, property management, leasing, investing, and financing services for such ventures' shopping centers. The fees are market-based, generally calculated as a percentage of either revenues earned or the estimated values of the properties managed, and are recognized as services are rendered, when fees due are determinable and collectibility is reasonably assured.

(c) Real Estate Investments

Land, buildings, and improvements are recorded at cost. All specifically identifiable costs related to development activities are capitalized into properties in development on the accompanying Consolidated Balance Sheets and are accounted for in accordance with

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SFAS No. 67, *Accounting for Costs and Initial Rental Operations of Real Estate Projects* ( *Statement 67* ). In summary, *Statement 67* establishes that a rental project changes from nonoperating to operating when it is substantially completed and available for occupancy. At that time, costs should no longer be capitalized. The capitalized costs include pre-development costs essential to the development of the property, development costs, construction costs, interest costs, real estate taxes, and direct employee costs incurred during the period of development.

The Company incurs costs prior to land acquisition including contract deposits, as well as legal, engineering, and other external professional fees related to evaluating the feasibility of developing a shopping center. These pre-development costs are included in properties in development in the accompanying Consolidated Balance Sheets. At September 30, 2008 and December 31, 2007, the Company had capitalized pre-development costs of \$22.6 million and \$22.7 million, respectively, of which \$9.2 million and \$10.8 million, respectively, were refundable deposits. If the Company determines that the development of a particular shopping center is no longer probable, any related pre-development costs previously capitalized are immediately expensed in other expenses in the accompanying Consolidated Statements of Operations. During the nine months ended September 30, 2008 and 2007, the Company expensed pre-development costs of \$4.6 million and \$3.0 million, respectively.

The Company's method of capitalizing interest is based upon applying its weighted average borrowing rate to that portion of the actual development costs expended. The Company generally ceases interest cost capitalization when the property is available for occupancy upon substantial completion of tenant improvements, but in no event would the Company capitalize interest on the project beyond 12 months after substantial completion of the building shell.

Maintenance and repairs that do not improve or extend the useful lives of the respective assets are recorded in operating and maintenance expense.

Depreciation is computed using the straight-line method over estimated useful lives of up to 40 years for buildings and improvements, the shorter of the useful life or the lease term for tenant improvements, and three to seven years for furniture and equipment.

The Company and the real estate partnerships allocate the purchase price of assets acquired (net tangible and identifiable intangible assets) and liabilities assumed based on their relative fair values at the date of acquisition pursuant to the provisions of SFAS No. 141, *Business Combinations* ( *Statement 141* ). *Statement 141* provides guidance on the allocation of a portion of the purchase price of a property to intangible assets. The Company's methodology for this allocation includes estimating an as-if vacant fair value of the physical property, which is allocated to land, building, and improvements. The difference between the purchase price and the as-if vacant fair value is allocated to intangible assets. There are three categories of intangible assets to be considered: (i) value of in-place leases, (ii) above and below-market value of in-place leases, and (iii) customer relationship value.

The value of in-place leases is estimated based on the value associated with the costs avoided in originating leases compared to the acquired in-place leases as well as the value associated with lost rental and recovery revenue during the assumed lease-up period. The value of in-place leases is recorded to amortization expense over the remaining initial term

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of the respective leases in accordance with SFAS No. 142, *Goodwill and Other Intangible Assets* ( *Statement 142* ).

Above-market and below-market in-place lease values for acquired properties are recorded based on the present value of the difference between (i) the contractual amounts to be paid pursuant to the in-place leases and (ii) management's estimate of fair market lease rates for comparable in-place leases, measured over a period equal to the remaining non-cancelable term of the lease. The value of above-market leases is amortized as a reduction of minimum rent over the remaining terms of the respective leases as required by *Statement 142*. The value of below-market leases is accreted as an increase to minimum rent over the remaining terms of the respective leases, including below-market renewal options, if applicable, as required by *Statement 142*. The Company does not allocate value to customer relationship intangibles if it has pre-existing business relationships with the major retailers in the acquired property since they do not provide incremental value over the Company's existing relationships.

The Company and its investments in real estate partnerships follow the provisions of SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets* ( *Statement 144* ). In accordance with *Statement 144*, the Company classifies an operating property or a property in development as held-for-sale when the Company determines that the property is available for immediate sale in its present condition, the property is being actively marketed for sale, and management believes it is probable that a sale will be consummated. Given the nature of all real estate sales contracts, it is not unusual for such contracts to allow prospective buyers a period of time to evaluate the property prior to formal acceptance of the contract. In addition, certain other matters critical to the final sale, such as financing arrangements, often remain pending even upon contract acceptance. As a result, properties under contract may not close within the expected time period, or may not close at all. Due to these uncertainties, it is not likely that the Company can meet the criteria of *Statement 144* prior to the sale formally closing. Therefore, any properties categorized as held-for-sale represent only those properties that management has determined are probable to close within the requirements set forth in *Statement 144*. Operating properties held-for-sale are carried at the lower of cost or fair value less costs to sell. The recording of depreciation and amortization expense is suspended during the held-for-sale period.

In accordance with *Statement 144*, when the Company sells a property or classifies a property as held-for-sale and will not have significant continuing involvement in the operation of the property, the operations of the property are eliminated from ongoing operations and classified in discontinued operations. Its operations, including any mortgage interest and gain on sale, are reported in discontinued operations so that the operations and cash flows are clearly distinguished. Prior periods are also re-presented to reflect the operations of these properties as discontinued operations. When the Company sells operating properties to its joint ventures or to third parties, and will have continuing involvement, the operations and gains on sales are included in income from continuing operations.

The Company reviews its real estate portfolio including the properties owned through investments in real estate partnerships for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable based upon expected undiscounted cash flows from the property. The Company determines impairment by comparing the property's carrying value to an estimate of fair value based upon varying methods such as i) estimating undiscounted future cash flows, ii) determining resale values

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by market through appraisal information, or iii) applying a capitalization rate to net operating income using prevailing rates in a given market. These methods of determining fair value can fluctuate significantly as a result of a number of factors, including changes in the general economy of those markets in which the Company operates, tenant credit quality, and demand for new retail stores. During the nine months ended September 30, 2008, the Company established a provision for an impairment loss of \$716,000 to adjust a real estate investment to its estimated fair value and no provision for loss was recorded for any properties owned through investments in real estate partnerships.

(d) Income Taxes

The Company believes it qualifies, and intends to continue to qualify, as a REIT under the Internal Revenue Code (the Code). As a REIT, the Company will generally not be subject to federal income tax, provided that distributions to its stockholders are at least equal to REIT taxable income.

Regency Realty Group, Inc. ( RRG ), a wholly-owned subsidiary of RCLP, is a Taxable REIT Subsidiary as defined in Section 856(l) of the Code. RRG is subject to federal and state income taxes and files separate tax returns. During the nine months ended September 30, 2008 and 2007, the Company recorded income tax expense of \$963,905 and an income tax benefit of \$712,680, respectively which is included in other expenses in the accompanying Consolidated Statements of Operations.

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the estimated tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted tax rates in effect for the year in which these temporary differences are expected to be recovered or settled.

Earnings and profits, which determine the taxability of dividends to stockholders, differs from net income reported for financial reporting purposes primarily because of differences in depreciable lives and cost bases of the shopping centers, as well as other timing differences.

The Company accounts for uncertainties in income tax law in accordance with FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109 ( FIN 48 ). Under FIN 48, tax positions shall initially be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions shall initially and subsequently be measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and relevant facts. The Company believes that it has appropriate support for the income tax positions taken and to be taken on its tax returns and that its accruals for tax liabilities are adequate for all open tax years (after 2004 for federal and state) based on an assessment of many factors including past experience and interpretations of tax laws applied to the facts of each matter.

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(e) Deferred Costs

Deferred costs include leasing costs and loan costs, net of accumulated amortization. Such costs are amortized over the periods through lease expiration or loan maturity, respectively. Deferred leasing costs consist of internal and external commissions associated with leasing the Company's shopping centers. Net deferred leasing costs were \$46.9 million and \$41.2 million at September 30, 2008 and December 31, 2007, respectively. Deferred loan costs consist of initial direct and incremental costs associated with financing activities. Net deferred loan costs were \$11.4 million and \$11.6 million at September 30, 2008 and December 31, 2007, respectively.

(f) Earnings per Share and Treasury Stock

The Company calculates earnings per share in accordance with SFAS No. 128, Earnings per Share (Statement 128). Basic earnings per share of common stock is computed based upon the weighted average number of common shares outstanding during the period. Diluted earnings per share reflects the conversion of obligations and the assumed exercises of securities including the effects of shares issuable under the Company's share-based payment arrangements, if dilutive. See Note 13 for the calculation of earnings per share (EPS).

Repurchases of the Company's common stock are recorded at cost and are reflected as Treasury stock in the accompanying Consolidated Statement of Stockholders' Equity and Comprehensive Income (Loss). Regency's outstanding shares do not include treasury shares.

(g) Cash and Cash Equivalents

Any instruments which have an original maturity of 90 days or less when purchased are considered cash equivalents. At September 30, 2008 and December 31, 2007, \$8.5 million and \$8.0 million of cash was restricted, respectively.

(h) Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(i) Stock-Based Compensation

Regency grants stock-based compensation to its employees and directors. When Regency issues common shares as compensation, it receives a like number of common units from the Partnership. Regency is committed to contribute to the Partnership all proceeds from the exercise of stock options or other share-based awards granted under Regency's Long-Term Omnibus Plan (the Plan). Accordingly, Regency's ownership in the Partnership will increase based on the amount of proceeds contributed to the Partnership for the common units it receives. As a result of the issuance of common units to Regency for stock-based

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compensation, the Partnership accounts for stock-based compensation in the same manner as Regency.

The Company recognizes stock-based compensation in accordance with SFAS No. 123(R) Share-Based Payment ( Statement 123(R) ) which requires companies to measure the cost of stock-based compensation based on the grant-date fair value of the award. The cost of the stock-based compensation is expensed over the vesting period. See Note 12 for further discussion.

(j) Segment Reporting

The Company's business is investing in retail shopping centers through direct ownership or through joint ventures. The Company actively manages its portfolio of retail shopping centers and may from time to time make decisions to sell lower performing properties or developments not meeting its long-term investment objectives. The proceeds from sales are reinvested into higher quality retail shopping centers through acquisitions or new developments, which management believes will meet its planned rate of return. It is management's intent that all retail shopping centers will be owned or developed for investment purposes; however, the Company may decide to sell all or a portion of a development upon completion. The Company's revenue and net income are generated from the operation of its investment portfolio. The Company also earns fees from third parties for services provided to manage and lease retail shopping centers owned through joint ventures.

The Company's portfolio is located throughout the United States; however, management does not distinguish or group its operations on a geographical basis for purposes of allocating resources or measuring performance. The Company reviews operating and financial data for each property on an individual basis; therefore, the Company defines an operating segment as its individual properties. No individual property constitutes more than 10% of the Company's combined revenue, net income or assets, and thus the individual properties have been aggregated into one reportable segment based upon their similarities with regard to both the nature and economics of the centers, tenants and operational processes, as well as long-term average financial performance. In addition, no single tenant accounts for 6% or more of revenue and none of the shopping centers are located outside the United States.

(k) Derivative Financial Instruments

The Company accounts for all derivative financial instruments in accordance with SFAS No. 133 Accounting for Derivative Instruments and Hedging Activities ( Statement 133 ) as amended by SFAS No. 149 Amendment of Statement 133 on Derivative Instruments and Hedging Activities ( Statement 149 ). Statement 133 requires that all derivative instruments, whether designated in hedging relationships or not, be recorded on the balance sheet at their fair values. Gains or losses resulting from changes in the fair values of those derivatives are accounted for depending on the use of the derivative and whether it qualifies for hedge accounting. The Company's use of derivative financial instruments is normally to mitigate its interest rate risk on a related financial instrument or forecasted transaction through the use of interest rate swaps. The Company designates these interest rate swaps as cash flow hedges.



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Statement 133 requires that changes in fair value of derivatives that qualify as cash flow hedges be recognized in accumulated other comprehensive income ( OCI ) while the ineffective portion of the derivative s change in fair value be recognized in the income statement as interest expense. Upon the settlement of a hedge, gains and losses associated with the transaction are recorded in OCI and amortized over the underlying term of the hedge transaction. The Company formally documents all relationships between hedging instruments and hedged items, as well as its risk management objectives and strategies for undertaking various hedge transactions. The Company assesses, both at inception of the hedge and on an ongoing basis, whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in the cash flows of the hedged items.

In assessing the hedges, the Company uses standard market conventions and techniques such as discounted cash flow analysis, option pricing models, and termination costs at each balance sheet date. All methods of assessing fair value result in a general approximation of value, and such value may never actually be realized. See Notes 9 and 10 for further discussion.

(l) Regency s Redeemable Minority Interests

EITF D-98 Classification and Measurement of Redeemable Securities, clarifies Rule 5-02.28 of Regulation S-X and requires securities that are redeemable for cash or other assets to be classified outside of permanent equity if they are redeemable (i) at a fixed or determinable price on a fixed or determinable date; (ii) at the option of the holder; or (iii) upon the occurrence of an event that is not solely within the control of the issuer. Minority interest in the operating partnership is classified as exchangeable operating partnership units ( OP Units ) in Regency s accompanying Consolidated Balance Sheets. The holders may redeem these OP Units for a like number of shares of common stock of Regency or cash, at the Company s discretion. See Note 10 for further discussion.

(m) Financial Instruments with Characteristics of Both Liabilities and Equity

The Company accounts for minority interest in consolidated entities in accordance with SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity ( Statement 150 ) which requires companies having consolidated entities with specified termination dates to treat minority owners interests in such entities as liabilities in an amount based on the fair value of the entities. See Note 10 for further discussion.

(n) Assets and Liabilities Measured at Fair Value

On January 1, 2008, the Company adopted SFAS No. 157, Fair Value Measurements ( Statement 157 ) as amended by FASB Staff Position Effective Date of FASB Statement No. 157 ( FSP FAS 157-2 ). Statement 157 emphasizes that fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, Statement 157 establishes a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within

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Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy). The three levels of inputs used to measure fair value are as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access.

Level 2 - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 - Unobservable inputs for the asset or liability, which are typically based on the Company's own assumptions, as there is little, if any, related market activity.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (Statement 159). This Statement permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. Statement 159 was effective and adopted by the Company on January 1, 2008; however, the Company did not elect to measure any other financial statement items at fair value. See Note 10 for all fair value measurements of assets and liabilities made on a recurring and nonrecurring basis.

(o) Recent Accounting Pronouncements

In May 2008, the FASB issued SFAS No. 162 *The Hierarchy of Generally Accepted Accounting Principles* (Statement 162). This Statement is intended to improve financial reporting by identifying a consistent framework, or hierarchy, for selecting accounting principles to be used in preparing financial statements that are presented in conformity with U.S. generally accepted accounting principles for nongovernmental entities. This Statement is effective November 15, 2008 and the adoption of this statement will not have any effect on the Company.

In April 2008, the FASB issued FASB Staff Position (FSP) No. FAS 142-3 *Determination of the Useful Life of Intangible Assets* (FAS 142-3). This FSP amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under Statement 142. The intent of this FSP is to improve the consistency between the useful life of a recognized intangible asset under Statement 142 and the period of expected cash flows used to measure the fair value of the asset under FASB Statement No. 141R, and other U.S. generally accepted accounting principles. This FSP 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 is currently evaluating the impact of adopting this statement although the impact is not considered to be material as only further disclosure is required.

In March 2008, the FASB issued SFAS No. 161 *Disclosures about Derivative Instruments and Hedging Activities* (Statement 161). This Statement amends Statement 133 and changes the disclosure requirements for derivative instruments and hedging activities. Entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial

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performance, and cash flows. This Statement is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. This Statement encourages, but does not require, comparative disclosures for earlier periods at initial adoption. The Company is currently evaluating the impact of adopting this statement although the impact is not considered to be material as only further disclosure is required.

In February 2008, the FASB amended Statement 157 with FSP FAS 157-2 Effective Date of FASB Statement No. 157 (FSP FAS 157-2) to delay the effective date of Statement 157 for nonfinancial assets and nonfinancial liabilities to be effective for financial statements issued for fiscal years beginning after November 15, 2008. The Company does not believe the adoption of FSP FAS 157-2 for its nonfinancial assets and liabilities will have a material impact on its financial statements.

In December 2007, the FASB issued SFAS No. 160 Noncontrolling Interests in Consolidated Financial Statements (Statement 160). This Statement, among other things, establishes accounting and reporting standards for a parent company's interest in a subsidiary. This Statement is effective for financial statements issued for fiscal years beginning on or after December 15, 2008 with early adoption prohibited. The Company is currently evaluating the impact of adopting the statement although the impact is not considered to be material as only changes in presentation and further disclosure are required.

In December 2007, the FASB issued SFAS No. 141(R) Business Combinations (Statement 141(R)). This Statement, among other things, establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree. This Statement also establishes disclosure requirements of the acquirer to enable users of the financial statements to evaluate the effect of the business combination. This Statement is effective for financial statements issued for fiscal years beginning on or after December 15, 2008 and early adoption is prohibited. The impact on the Company's and its investments in real estate partnerships' financial statements will be reflected at the time of any acquisition after the implementation date that meets the requirements above.

(p) Reclassifications

Certain reclassifications have been made to the 2007 amounts to conform to classifications adopted in 2008.

2. Restatement of Consolidated Financial Statements

As described further in Note 1(b), certain of the Company's co-investment partnership agreements contain unilateral DIK provisions. Such provisions constitute in-substance call/put options on properties sold to co-investment partnerships with unilateral DIK provisions and are a form of continuing involvement under Statement 66. As a result, the Company has adopted and applied the Restricted Gain Method, which maximizes gain deferral on partial sales of real estate to DIK-JVs. The Company previously recognized gains from such sales to all co-investment partnerships to the extent of the percentage interest sold and deferred gains to the extent of the Company's ownership interest in the co-investment partnerships.

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The Company also previously recognized any remaining deferred gain as equity in income of investments in real estate partnerships when a property was sold by a co-investment partnership to a third party. This policy will no longer be applied to any DIK-JV. Instead, the property received upon dissolution will be recorded at the Company's investment in the DIK-JV, reduced by the deferred gain. The Company sold properties to DIK-JVs during the three months ended September 30, 2008 and the years 2001 to 2005. The Company did not sell any properties to DIK-JVs during 2007 or 2006.

The Company's December 31, 2007 accompanying Consolidated Balance Sheet has been corrected to reflect the cumulative adjustments associated with the application of the Restricted Gain Method for years prior to 2006; accordingly, its investments in real estate partnerships has been decreased by \$31.0 million, its net deferred tax asset recorded in other assets has been increased by \$2.8 million, its minority interest in exchangeable partnership units has been decreased by approximately \$620,000, and its distributions in excess of net income have been decreased by \$27.6 million. The Company's January 1, 2008 opening balance of distributions in excess of net income has been restated in the accompanying Consolidated Statement of Stockholders' Equity and Comprehensive Income (Loss) by \$27.6 million related to additional gain deferrals on partial sales to DIK-JVs of \$27.1 million, net of tax and minority interest in exchangeable operating partnership units, and the reversal of gains of approximately \$511,000 associated with subsequent DIK-JV property sales to third parties to reflect the retrospective application of the Restricted Gain Method.

The Company restated the gains reported in the accompanying Consolidated Statements of Operations for the three and nine months ended September 30, 2008 by a reduction of \$10.6 million, net of approximately \$71,000 of minority interest in exchangeable operating partnership units, or \$.15 per diluted share related to three partial sales to a DIK-JV that occurred in September 2008. As a result of the restatement, net income, as previously reported of \$59.5 million and \$127.9 million has been restated to \$48.8 million and \$117.2 million for the three and nine months ended September 30, 2008, respectively. In addition to the December 31, 2007 balance sheet restatement described above, investments in real estate partnerships in the accompanying Consolidated Balance Sheet as of September 30, 2008 were also restated by a reduction of \$10.7 million related to the three partial sales to a DIK-JV that occurred in September 2008. There was no effect on the accompanying Consolidated Statement of Operations for the three and nine months ended September 30, 2007 or total operating, investing, and financing activities on the accompanying Consolidated Statements of Cash Flows for the nine months ended September 30, 2008 or 2007.

**3. Real Estate Investments**

During the nine months ended 2008, the Company did not have any acquisition activity other than through its investments in real estate partnerships.

**4. Discontinued Operations**

Regency maintains a conservative capital structure to fund its growth program without compromising its investment-grade ratings. This approach is founded on a self-funding business model which utilizes center recycling as a key component and requires ongoing monitoring of each center to ensure that it meets Regency's investment standards. This recycling strategy calls for the Company to sell non-strategic assets and re-deploy the proceeds into new, higher-quality developments and acquisitions that are expected to generate sustainable revenue growth and more attractive returns.

During the three months ended September 30, 2008, the Company sold 100% interest in one property in development and two operating properties for net proceeds of \$35.6 million. The combined operating income and gains on sales of these properties and properties classified as held-for-sale were reclassified to discontinued operations. The revenues from properties included in discontinued operations were \$1.7 million and \$2.7 million for the three months ended



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September 30, 2008 and 2007, respectively. The operating income and gains on sales of properties included in discontinued operations are reported both net of minority interest of exchangeable operating partnership units and income taxes, if the property is sold by RRG, and are summarized as follows for the three months ended September 30, 2008 and 2007, respectively (in thousands):

	For the three months ended			
	2008		2007	
	Operating Income	Gain on sale of Properties	Operating Income	Gain on sale of Properties
Operations and gain	\$ 902	3,947	1,222	3,161
Less: Minority interest	6	27	1	21
Less: Income taxes				
Discontinued operations, net	\$ 896	3,920	1,221	3,140

During the nine months ended September 30, 2008, the Company sold 100% interest in three properties in development and two operating properties for net proceeds of \$55.4 million. The combined operating income and gains on sales of these properties and properties classified as held-for-sale were reclassified to discontinued operations. The revenues from properties included in discontinued operations were \$6.0 million and \$9.8 million for the nine months ended September 30, 2008 and 2007, respectively. The operating income and gains on sales of properties included in discontinued operations are reported both net of minority interest of exchangeable operating partnership units and income taxes, if the property is sold by RRG, and are summarized as follows for the nine months ended September 30, 2008 and 2007, respectively (in thousands):

	For the nine months ended			
	2008		2007	
	Operating Income	Gain on sale of Properties	Operating Income	Gain on sale of Properties
Operations and gain	\$ 2,821	8,771	4,326	22,034
Less: Minority interest	19	59	38	185
Less: Income taxes				
Discontinued operations, net	\$ 2,802	8,712	4,288	21,849

##### 5. Investments in Real Estate Partnerships

The Company's investments in real estate partnerships were \$387.0 million and \$401.9 million at September 30, 2008 and December 31, 2007, respectively (both as restated). Net income or loss from these partnerships, which includes all operating results and gains on sales of properties within the joint ventures, is allocated to the Company in accordance with the respective partnership agreements. Such allocations of net income or loss are recorded in equity in income of investments in real estate partnerships in the accompanying Consolidated Statements of Operations. The difference between the carrying amount of these investments and the underlying equity in net assets was \$75.7 million and \$58.1 million at September 30, 2008 and December 31, 2007, respectively. This net difference is accreted to equity in income of investments in real



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estate partnerships over the expected useful lives of the properties and other intangible assets which range in lives from 10 to 40 years.

Cash distributions of earnings from operations from investments in real estate partnerships are presented in cash flows from operating activities in the accompanying Consolidated Statements of Cash Flows. Cash distributions from the sale of a property or loan proceeds received from the placement of debt on a property included in investments in real estate partnerships are presented in cash flows from investing activities in the accompanying Consolidated Statements of Cash Flows.

Investments in real estate partnerships are comprised primarily of joint ventures with three unrelated co-investment partners and an open-end real estate fund ( Regency Retail Partners or the Fund ), as further described below. In addition to the Company earning its pro-rata share of net income or loss in each of the partnerships, these partnerships pay the Company fees for asset management, property management, leasing, investment, and financing services. During the three months ended September 30, 2008 and 2007, the Company recorded fees from these co-investment partnerships of \$7.7 million and \$10.7 million, respectively. During the nine months ended September 30, 2008 and 2007, the Company recorded fees from these co-investment partnerships of \$27.8 million and \$24.4 million, respectively.

Investments in real estate partnerships as of September 30, 2008 and December 31, 2007 consist of the following (in thousands):

	Ownership	2008 (as restated)	2007 (as restated)
Macquarie CountryWide-Regency (MCWR I)	25.00%	\$ 13,648	15,463
Macquarie CountryWide Direct (MCWR I)	25.00%	4,163	4,061
Macquarie CountryWide-Regency II (MCWR II)	24.95%	200,244	214,450
Macquarie CountryWide-Regency III (MCWR III)	24.95%	622	812
Macquarie CountryWide-Regency-DESCO (MCWR-DESCO)	16.35%	26,609	29,478
Columbia Regency Retail Partners (Columbia)	20.00%	29,190	29,978
Columbia Regency Partners II (Columbia II)	20.00%	12,786	20,326
Cameron Village LLC (Cameron)	30.00%	19,539	20,364
RegCal, LLC (RegCal)	25.00%	15,079	17,113
Regency Retail Partners (the Fund)	20.00%	16,954	13,296
Other investments in real estate partnerships	50.00%	48,175	36,565
Total		\$ 387,009	401,906

Investments in real estate partnerships are reported net of deferred gains of \$85.2 million and \$69.5 million at December 31, 2008 and 2007, respectively. After applying the Restricted Gain Method as described in Note 1(b) and Note 2, cumulative deferred gains in 2007 have increased by \$30.5 million to correct gains from partial sales recorded during the periods 2001 to 2005 and have been noted as restated. Cumulative deferred gain amounts related to each co-investment partnership are described below.

The Company co-invests with the Oregon Public Employees Retirement Fund ( OPERF ) in three co-investment partnerships, two of which the Company has ownership interests of 20% ( Columbia and Columbia II ) and one in which the Company has an ownership interest of 30% ( Cameron ). The Company's investment in the three co-investment partnerships with OPERF totals \$61.5 million and represents 1.5% of the Company's total assets at September 30, 2008.



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At September 30, 2008, the Columbia co-investment partnerships had total assets of \$751.3 million and net income of \$9.2 million for the nine months ended and the Company's share of its total assets and net income was \$162.4 million and \$1.8 million, respectively.

As of September 30, 2008, Columbia owned 14 shopping centers, had total assets of \$320.9 million, and net income of \$8.1 million for the nine months ended. The Company has a unilateral DIK right to liquidate the partnership; therefore, the Company has applied the Restricted Gain Method to determine the amount of gain that the Company recognizes on property sales to Columbia. During the nine months ended 2008 and 2007, the Company did not sell any properties to Columbia. Since its inception in 2001, the Company has recognized gain of \$2.0 million on partial sales to Columbia and deferred gain of \$4.3 million.

As of September 30, 2008, Columbia II owned 16 shopping centers, had total assets of \$317.6 million, and net income of \$1.0 million for the nine months ended. In September 2008, Columbia II purchased one operating property from a third party for a purchase price of \$28.5 million and the Company contributed \$5.7 million for its proportionate share. The Company has a unilateral DIK right to liquidate the partnership; therefore, the Company has applied the Restricted Gain Method to determine the amount of gain that the Company recognizes on property sales to Columbia II. In September 2008, Columbia II acquired three completed development properties from the Company for a purchase price of \$83.4 million, and as a result, the Company recognized gain of \$9.1 million and deferred gain of \$15.7 million (both as restated). As more thoroughly described in Note 2 to the accompanying consolidated financial statements, the amount of gain previously recorded during September 2008 was subsequently adjusted by a reduction of \$10.6 million. During 2007, the Company did not sell any properties to Columbia II. Since the inception of Columbia II in 2004, the Company has recognized gain of \$9.1 million on partial sales to Columbia II and deferred gain of \$15.7 million (both as restated). During the nine months ended 2008, Columbia II sold one shopping center to an unrelated party for \$13.8 million and recognized a gain of approximately \$256,000.

As of September 30, 2008, Cameron owned one shopping center, had total assets of \$112.8 million, and a net income of approximately \$34,000 for the nine months ended. The partnership agreement does not contain any DIK provisions that would require the Company to apply the Restricted Gain Method. Since its inception in 2004, the Company has not sold any properties to Cameron.

The Company co-invests with the California State Teachers' Retirement System ( CalSTRS ) in a joint venture ( RegCal ) in which the Company has a 25% ownership interest. As of September 30, 2008, RegCal owned seven shopping centers, had total assets of \$159.4 million, and net income of \$5.6 million for the nine months ended. The Company has a unilateral DIK right to liquidate the partnership; therefore, the Company has applied the Restricted Gain Method to determine the amount of gain that the Company recognizes on property sales to RegCal. During the nine months ended 2008 and 2007, the Company did not sell any properties to RegCal. Since its inception in 2004, the Company has recognized gain of \$10.1 million on partial sales to RegCal and deferred gain of \$3.4 million. During the nine months ended 2008, RegCal sold one shopping center to an unrelated party for \$9.5 million and recognized a gain of \$4.2 million.

The Company co-invests with Macquarie CountryWide Trust of Australia ( MCW ) in five co-investment partnerships two in which the Company has an ownership interest of 25% (collectively MCWR I ), two in which the Company has an ownership interest of 24.95% ( MCWR II and MCWR III ), and one in which the Company has an ownership interest of 16.35% ( MCWR-DESCO ).

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The Company's investment in the five co-investment partnerships with MCW totals \$245.3 million and represents 5.9% of the Company's total assets at September 30, 2008. At September 30, 2008, the five co-investment partnerships had total assets of \$3.5 billion and net income of \$9.3 million and the Company's share of the co-investment partnerships' total assets and net income was \$830.3 million and \$1.2 million, respectively.

As of September 30, 2008, MCWR I owned 42 shopping centers, had total assets of \$599.3 million, and net income of \$8.3 million for the nine months ended. The Company has a unilateral DIK right to liquidate the partnership; therefore, the Company has applied the Restricted Gain Method to determine the amount of gain the Company recognizes on property sales to MCWR I. During the nine months ended 2008 and 2007, the Company did not sell any properties to MCWR I. Since its inception in 2001, the Company has recognized gains of \$27.5 million on partial sales to MCWR I and deferred gains of \$46.9 million.

As of September 30, 2008, MCWR II owned 85 shopping centers, had total assets of \$2.4 billion and net income of \$5.4 million for the nine months ended. During the nine months ended 2008, MCWR II sold a portfolio of seven shopping centers to an unrelated party for \$108.1 million and recognized a gain of \$8.9 million. The partnership agreement does not contain any DIK provisions that would require the Company to apply the Restricted Gain Method. During the nine months ended 2008 and 2007, the Company did not sell any properties to MCWR II. Since its inception in 2005, the Company has recognized gain of \$2.3 million on partial sales to MCWR II and deferred gain of approximately \$766,000. In June 2008, the Company earned additional acquisition fees of \$5.2 million (the Contingent Acquisition Fees) deferred from the original acquisition date since the Company achieved the cumulative targeted income levels specified in the Amended and Restated Income Target Agreement between Regency and MCW dated March 22, 2006. The Contingent Acquisition Fees recognized were limited to that percentage of MCWR II, or 75.05%, of the joint venture not owned by the Company and amounted to \$3.9 million.

As of September 30, 2008, MCWR III owned four shopping centers, had total assets of \$67.6 million, and a net loss of approximately \$207,000 for the nine months ended. The partnership agreement does not contain any DIK provisions that would require the Company to apply the Restricted Gain Method. Since its inception in 2005, the Company has recognized gain of \$14.1 million on partial sales to MCWR III and deferred gain of \$4.7 million.

As of September 30, 2008, MCWR-DESCO owned 32 shopping centers, had total assets of \$399.7 million and recorded a net loss of \$4.1 million for the nine months ended primarily related to depreciation and amortization expense, but produced positive cash flow from operations. The partnership agreement does not contain any DIK provisions that would require the Company to apply the Restricted Gain Method. Since its inception in 2007, the Company has not sold any properties to MCWR-DESCO.

The Company co-invests with Regency Retail Partners (the Fund), an open-ended, infinite life investment fund in which the Company has an ownership interest of 20%. As of September 30, 2008, the Fund owned nine shopping centers, had total assets of \$381.1 million, and net income of \$432,918 for the nine months ended. During the nine months ended 2008, the Fund purchased one shopping center from a third party for \$93.3 million that included \$66.0 million of assumed mortgage debt and the Company contributed \$18.7 million for its proportionate share of the purchase price. During September 2008, the Fund also acquired one property in development from the Company for a sales price of \$74.5 million and the Company recognized a gain of \$4.7 million after excluding the Company's ownership interest. The partnership

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agreement does not contain any DIK provisions that would require the Company to apply the Restricted Gain Method. Since its inception in 2006, the Company has recognized gains of \$71.6 million on partial sales to the Fund and deferred gains of \$17.9 million.

Summarized financial information for the investments in real estate partnerships on a combined basis, is as follows (in thousands):

	September 30, 2008	December 31, 2007
Investment in real estate, net	\$ 4,548,292	4,422,533
Acquired lease intangible assets, net	181,029	197,495
Other assets	149,939	147,525
 Total assets	 4,879,260	 4,767,553
Notes payable	2,824,879	2,719,473
Acquired lease intangible liabilities, net	91,136	86,031
Other liabilities	95,111	83,734
Members' capital	1,868,134	1,878,315
 Total liabilities and equity	 \$ 4,879,260	 4,767,553

Investments in real estate partnerships had notes payable of \$2.8 billion and \$2.7 billion as of September 30, 2008 and December 31, 2007, respectively, and the Company's proportionate share of these loans was \$670.5 million and \$653.3 million, respectively. The loans are primarily non-recourse, but for those that are guaranteed by a joint venture, Regency's liability does not extend beyond its ownership percentage of the joint venture.

As of September 30, 2008, scheduled principal repayments on notes payable of the investments in real estate partnerships were as follows (in thousands):

Scheduled Principal Payments by Year:	Scheduled Principal Payments	Term Loan Maturities	Total Payments	Regency's Pro-Rata Share
2008	\$ 1,244	67,867	69,111	15,268
2009	4,824	227,615	232,439	56,929
2010	4,569	773,860	778,429	183,368
2011	3,632	506,846	510,478	126,401
2012	3,553	408,203	411,756	91,025
Beyond 5 Years	30,436	784,359	814,795	195,927
Unamortized debt premiums, net		7,871	7,871	1,571
 Total	 \$ 48,258	 2,776,621	 2,824,879	 670,489

The revenues and expenses for the investments in real estate partnerships on a combined basis for the three and nine months ended September 30, 2008 and 2007, respectively, are summarized as follows (in thousands):



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	For the three months ended September 30,		For the nine months ended September 30,	
	2008	2007	2008	2007
Total revenues	\$ 120,968	114,895	363,667	331,316
Operating expenses:				
Depreciation and amortization	44,638	45,467	135,803	131,250
Operating and maintenance	17,756	15,356	52,055	46,386
General and administrative	2,014	1,974	7,190	7,723
Real estate taxes	15,293	13,495	46,168	38,739
Total operating expenses	79,701	76,292	241,216	224,098
Other expense (income):				
Interest expense, net	36,208	34,513	109,137	100,106
Loss (gain) on sale of real estate	15	(2,642)	(13,487)	(10,555)
Other expense	35	35	104	103
Total other expense	36,258	31,906	95,754	89,654
Net income	\$ 5,009	6,697	26,697	17,564

**6. Notes Receivable**

The Company had notes receivable outstanding of \$55.3 million and \$44.5 million at September 30, 2008 and December 31, 2007, respectively. The notes receivable have fixed interest rates ranging from 6.7% to 9.0% and maturity dates through November 2014. As discussed previously, the Company provided a \$39.6 million note receivable, maturing on December 31, 2008 to Columbia, in order to facilitate the Company's sale of a shopping center. On January 28, 2008, the Company received \$12.1 million from the Fund as repayment of a loan with an original maturity date of March 31, 2008 which was provided to facilitate the Company's sale of a shopping center in December 2007. During the three months ended September 30, 2008, the Company recorded a provision for loss of \$1.1 million related to a \$3.6 million note receivable issued in 2002 to finance the sale of a shopping center and as a result of a negotiated payoff, \$2.5 million was collected for repayment.

**7. Acquired Lease Intangibles**

The Company had net acquired lease intangible assets of \$13.7 million and \$17.2 million at September 30, 2008 and December 31, 2007, respectively, of which \$13.2 million and \$16.7 million, respectively relates to in-place leases. These in-place leases had a remaining weighted average amortization period of 7.3 years and the aggregate amortization expense recorded for these in-place leases was \$1.3 million and \$1.6 million for the three months ended September 30, 2008 and 2007, respectively, and \$3.4 million and \$3.1 million for the nine months ended September 30, 2008 and 2007, respectively. The Company had net above-market lease intangible assets of \$468,521 and \$554,849 at September 30, 2008 and December 31, 2007, respectively. The remaining weighted average amortization period was 4.5 years and the

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aggregate amortization expense recorded as a reduction to minimum rent for these above-market leases was \$27,398 and \$31,563 for the three months ended September 30, 2008 and 2007, respectively, and \$86,328 and \$85,165 for the nine months ended September 30, 2008 and 2007, respectively.

The Company had net acquired lease intangible liabilities of \$8.4 million and \$10.4 million as of September 30, 2008 and December 31, 2007, respectively. The remaining weighted average accretion period is 7.1 years and the aggregate amount accreted as an increase to minimum rent for these below-market rents was \$558,676 and \$636,350 for the three months ended September 30, 2008 and 2007, respectively, and \$1.9 million and \$1.4 million for the nine months ended September 30, 2008 and 2007, respectively.

## 8. Notes Payable and Unsecured Credit Facilities

The Company's outstanding debt at September 30, 2008 and December 31, 2007 consists of the following (in thousands):

	2008	2007
Notes payable:		
Fixed rate mortgage loans	\$ 236,433	196,915
Variable rate mortgage loans	5,380	5,821
Fixed rate unsecured loans	1,597,527	1,597,239
<b>Total notes payable</b>	<b>1,839,340</b>	<b>1,799,975</b>
Unsecured credit facilities	297,667	208,000
<b>Total</b>	<b>\$ 2,137,007</b>	<b>2,007,975</b>

On June 5, 2008, the Company placed a \$62.5 million mortgage loan on a consolidated joint venture. The loan has a nine-year term and is interest only at an all-in coupon rate of 6.0% (or 230 basis points over an interpolated 9-year US Treasury).

On March 5, 2008, Regency entered into a Credit Agreement with Wells Fargo Bank and a group of other banks to provide the Company with a \$341.5 million, three-year term loan facility (the Term Facility). The Term Facility includes a term loan amount of \$227.7 million plus a \$113.8 million revolving credit facility that is accessible at the Company's discretion. The term loan has a variable interest rate equal to LIBOR plus 105 basis points which was 3.550% at September 30, 2008 and the revolving portion has a variable interest rate equal to LIBOR plus 90 basis points. The proceeds from the funding of the Term Facility were used to reduce the balance on the unsecured line of credit (the Line). The balance on the Term Facility was \$227.7 million at September 30, 2008.

On February 12, 2007, Regency entered into a new loan agreement under the Line with a commitment of \$600.0 million and the right to expand the Line by an additional \$150.0 million subject to additional lender syndication. The Line has a four-year term with a one-year extension at the Company's option and an original interest rate of LIBOR plus 55 basis points. On December 5, 2007, Standard and Poor's Rating Services raised Regency's corporate credit and senior unsecured ratings from BBB to BBB+. As a result of this upgrade, the interest rate on the Line was reduced to LIBOR plus 40 basis points effective January 1, 2008. Contractual interest rates were 4.338% at September 30, 2008 and 5.425% at December 31, 2007 based on LIBOR plus 40 basis points and LIBOR plus 55 basis points, respectively. The balance on the Line was \$70.0 million and \$208.0 million at September 30, 2008 and December 31, 2007, respectively.



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Including both the Line commitment and the Term Facility (collectively, Unsecured credit facilities), Regency has \$941.5 million of total capacity and the spread paid is dependent upon the Company maintaining specific investment-grade ratings. The Company is also required to comply, and is in compliance, with certain financial covenants such as Minimum Net Worth, Ratio of Total Liabilities to Gross Asset Value (GAV) and Ratio of Recourse Secured Indebtedness to GAV, Ratio of Earnings Before Interest Taxes Depreciation and Amortization (EBITDA) to Fixed Charges, and other covenants customary with this type of unsecured financing. The Unsecured credit facilities are used primarily to finance the acquisition and development of real estate, but are also available for general working-capital purposes.

Notes payable consist of secured mortgage loans and unsecured debt offerings. Mortgage loans may be prepaid, but could be subject to yield maintenance premiums. Mortgage loans are generally due in monthly installments of principal and interest, and mature over various terms through 2018, whereas, interest on secured debt offerings is payable semi-annually and the debt matures over various terms through 2017. The Company intends to repay mortgage loans at maturity with proceeds from the Unsecured credit facilities. Fixed interest rates on notes payable range from 5.22% to 8.95% and average 6.40%. As of September 30, 2008, the Company had one variable rate mortgage loan with an interest rate equal to LIBOR plus 100 basis points maturing in 2009.

As of September 30, 2008, scheduled principal repayments on notes payable and the Unsecured credit facilities were as follows (in thousands):

Scheduled Principal Payments by Year:	Scheduled Principal Payments	Term Loan Maturities	Total Payments
2008	\$ 1,242		1,242
2009	5,031	58,289	63,320
2010	4,997	176,961	181,958
2011 (includes Unsecured credit facilities)	4,781	548,736	553,517
2012	4,988	249,758	254,746
Beyond 5 Years	17,010	1,065,901	1,082,911
Unamortized debt discounts, net		(687)	(687)
Total	\$ 38,049	2,098,958	2,137,007

#### 9. Derivative Financial Instruments

The Company uses derivative instruments primarily to manage exposures to interest rate risks. In order to manage the volatility relating to interest rate risk, the Company may enter into interest rate hedging arrangements from time to time. None of the Company's derivatives are designated as fair value hedges and the Company does not utilize derivative financial instruments for trading or speculative purposes.

All interest rate swaps qualify for hedge accounting under Statement 133 as cash flow hedges. Realized losses associated with the swaps settled in 2005 and 2004 and unrealized gains or losses associated with the swaps entered into in 2006 have been included in accumulated other comprehensive income (loss) in the Consolidated Statement of Stockholders' Equity and Comprehensive Income (Loss). The unamortized balance of the realized losses is being amortized as additional interest expense over the ten year terms of the hedged loans. The adjustment to interest expense recorded in 2008 related to previously settled swaps is \$979,533.



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and the unamortized balance at September 30, 2008 is \$8.1 million. Unrealized gains or losses will not be amortized until such time that the expected debt issuance is completed in 2010 and 2011 as long as the swaps continue to qualify for hedge accounting.

Terms and conditions for the outstanding derivative financial instruments designated as cash flow hedges as of September 30, 2008 were as follows (dollars in thousands):

Notional Value	Interest Rate	Maturity	Fair Value
\$ 98,350	5.399%	01/15/20	\$ (4,708)
100,000	5.415%	09/15/20	(4,031)
98,350	5.399%	01/15/20	(5,577)
100,000	5.415%	09/15/20	(3,882)
<b>\$ 396,700</b>			<b>\$ (18,198)</b>

## 10. Fair Value Measurements

Derivative Financial Instruments

The valuation of these instruments is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves, foreign exchange rates, and implied volatilities. To comply with the provisions of Statement 157, the Company incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements.

Although the Company has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties.

As of September 30, 2008 the Company's assets and liabilities measured at fair value on a recurring basis, aggregated by the level in the fair value hierarchy within which those measurements fall were as follows (in thousands):

Liabilities	Fair Value Measurements at September 30, 2008 using:			
	Quoted Prices in Active Markets for Identical Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at September 30, 2008
Derivative financial instruments (Note 9)	\$	\$ (18,330)	\$ 132	\$ (18,198)

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The change in fair value of these derivative financial instruments from inception was a liability of \$18.2 million at September 30, 2008, and was recorded in accounts payable and other liabilities in the accompanying Consolidated Balance Sheets and in accumulated other comprehensive

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income (loss) in the accompanying Consolidated Statement of Stockholders' Equity and Comprehensive Income (Loss).

The following disclosures represent additional fair value measurements of assets and liabilities that are not recognized in the accompanying consolidated financial statements.

**Minority Interests**

As of September 30, 2008 and December 31, 2007, Regency had 468,211 and 473,611 redeemable OP Units outstanding, respectively. The redemption value of the redeemable OP Units is based on the closing market price of Regency's common stock, which was \$66.69 per share as of September 30, 2008 and \$64.49 per share as of December 31, 2007, an aggregated redemption value of \$31.2 million and \$30.5 million, respectively.

At September 30, 2008, the Company held a majority interest in four consolidated entities with specified termination dates through 2049. The minority owners' interests in these entities will be settled upon termination by distribution or transfer of either cash or specific assets of the underlying entities. The estimated fair value of minority interests in entities with specified termination dates was approximately \$8.9 million and \$10.2 million at September 30, 2008 and December 31, 2007, respectively. Their related carrying value was \$6.1 million and \$5.7 million as of September 30, 2008 and December 31, 2007, respectively which was included within limited partners' interest in consolidated partnerships in the accompanying Consolidated Balance Sheets.

**Notes Payable**

The carrying value of the Company's variable rate notes payable and the Unsecured credit facilities are based upon a spread above LIBOR which is lower than the spreads available in the current credit market, causing the fair value of such variable rate debt to be below its carrying value. The fair value of fixed rate loans are estimated using cash flows discounted at current market rates available to the Company for debt with similar terms and maturities. Fixed rate loans assumed in connection with real estate acquisitions are recorded in the accompanying consolidated financial statements at fair value at the time of acquisition. Based on the estimates used by the Company, the fair value of notes payable and the Unsecured credit facilities was approximately \$1.5 billion at September 30, 2008.

11. Stockholders' Equity and Minority Interest

**Preferred Units**

At September 30, 2008 and December 31, 2007, the face value of the Series D Preferred Units was \$50.0 million with a fixed distribution rate of 7.45% and recorded in the accompanying Consolidated Balance Sheets net of original issuance costs.

Terms and conditions for the Series D Preferred Units outstanding as of September 30, 2008 are summarized as follows:

Units Outstanding	Amount Outstanding	Distribution Rate	Callable by Company	Exchangeable by Unit holder
500,000	\$ 50,000,000	7.45%	09/29/09	01/01/16

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## Regency Centers Corporation

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The Preferred Units, which may be called by Regency (through RCLP) at par beginning September 29, 2009, have no stated maturity or mandatory redemption and pay a cumulative, quarterly dividend at a fixed rate. The Preferred Units may be exchanged by the holder for Cumulative Redeemable Preferred Stock ( Preferred Stock ) at an exchange rate of one unit for one share. The Preferred Units and the related Preferred Stock are not convertible into common stock of the Company.

**Preferred Stock**

The Series 3, 4, and 5 preferred shares are perpetual, are not convertible into common stock of the Company, and are redeemable at par upon Regency's election beginning five years after the issuance date. None of the terms of the Preferred Stock contain any unconditional obligations that would require the Company to redeem the securities at any time or for any purpose. Terms and conditions of the three series of Preferred stock outstanding as of September 30, 2008 are summarized as follows:

Series	Shares Outstanding	Liquidation Preference	Distribution Rate	Callable By Company
Series 3	3,000,000	\$ 75,000,000	7.45%	04/03/08
Series 4	5,000,000	125,000,000	7.25%	08/31/09
Series 5	3,000,000	75,000,000	6.70%	08/02/10
	11,000,000	\$ 275,000,000		

On January 1, 2008, the Company split each share of existing Series 3 and Series 4 Preferred Stock, each having a liquidation preference of \$250 per share, and a redemption price of \$250 per share into ten shares of Series 3 and Series 4 Stock, respectively, each having a liquidation preference of \$25 per share and a redemption price of \$25 per share. The Company then exchanged each Series 3 and 4 Depositary Share into shares of New Series 3 and 4 Stock, respectively, which have the same dividend rights and other rights and preferences identical to the depositary shares.

**Common Stock**

At September 30, 2008, 75,598,609 common shares had been issued. The carrying value of the Common stock was \$755,986 with a par value of \$.01 and was recorded on the accompanying Consolidated Balance Sheets.

**12. Stock-Based Compensation**

The Company recorded stock-based compensation in general and administrative expenses in the Consolidated Statements of Operations for the three and nine months ended September 30, 2008 and 2007 as follows, the components of which are further described below (in thousands):

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## Regency Centers Corporation

## Notes to Consolidated Financial Statements

September 30, 2008

	For the three months ended		For the nine months ended	
	September 30,		September 30,	
	2008	2007	2008	2007
Restricted stock	\$ 2,655	4,675	13,091	13,525
Stock options	247	256	741	768
Directors' fees paid in common stock	83	109	295	302
Total	\$ 2,985	5,040	14,127	14,595

The recorded amounts of stock-based compensation expense represent amortization of deferred compensation related to share-based payments in accordance with Statement 123(R). During the three months ended September 30, 2008, cumulative compensation expense declined as a result of the Company reducing estimated amounts related to incentive compensation tied directly to performance. Compensation expense, included above, specifically identifiable to development and leasing activities is capitalized. During the three months ended September 30, 2008 and 2007 compensation expense of \$1.3 million and \$1.9 million, respectively, was capitalized. During the nine months ended September 30, 2008 and 2007 compensation expense of \$5.3 million and \$5.7 million, respectively, was capitalized.

The Company established the Plan under which the Board of Directors may grant stock options and other stock-based awards to officers, directors, and other key employees. The Plan allows the Company to issue up to 5.0 million shares in the form of common stock or stock options, but limits the issuance of common stock excluding stock options to no more than 2.75 million shares. At September 30, 2008, there were approximately 2.4 million shares available for grant under the Plan either through options or restricted stock. The Plan also limits outstanding awards to no more than 12% of outstanding common stock.

Stock options are granted under the Plan with an exercise price equal to the stock's price at the date of grant. All stock options granted have ten-year lives, contain vesting terms of one to five years from the date of grant and some have dividend equivalent rights. Stock options granted prior to 2005 also contained reload rights, which allowed an option holder the right to receive new options each time existing options were exercised, if the existing options were exercised under specific criteria provided for in the Plan. In 2005 and 2007, the Company acquired the reload rights of existing employees' and directors' stock options from the option holders, substantially canceling all of the reload rights on existing stock options in exchange for new options. These new stock options vest 25% per year and are expensed ratably over a four-year period beginning in year of grant in accordance with Statement 123(R). Options granted under the reload buy-out plan do not earn dividend equivalents.

The fair value of each option award is estimated on the date of grant using the Black-Scholes-Merton closed-form (Black Scholes) option valuation model. Expected volatilities are based on historical volatility of the Company's stock and other factors. The Company uses historical data and other factors to estimate option exercises and employee terminations within the valuation model. The expected term of options granted is derived from the output of the option valuation model and represents the period of time that options granted are expected to be outstanding. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. The Company believes that the use of the Black-Scholes

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## Regency Centers Corporation

## Notes to Consolidated Financial Statements

September 30, 2008

model meets the fair value measurement objectives of Statement 123(R) and reflects all substantive characteristics of the instruments being valued. No stock options were granted during the nine months ended September 30, 2008.

The following table reports stock option activity during the nine months ended September 30, 2008:

	Number of Options	Weighted Average Exercise Price	Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding - December 31, 2007	717,561	\$ 50.05		
Add: Granted				
Less: Exercised	119,338	46.37		
Less: Forfeited	1,882	51.36		
Less: Expired				
Outstanding - September 30, 2008	596,341	\$ 50.78		
Vested and expected to vest - September 30, 2008	596,341	\$ 50.78	6.3	9,487
Exercisable - September 30, 2008	406,386	\$ 49.56	6.3	6,961

The total intrinsic value of options exercised during the nine months ended September 30, 2008 was \$2.4 million. As of September 30, 2008, there was \$341,295 of unrecognized compensation cost related to non-vested stock options granted under the Plan all of which is expected to be recognized in 2008. The Company received cash proceeds for stock option exercises of \$1.0 million for the nine months ended September 30, 2008. The Company issues new shares to fulfill option exercises from its authorized shares available.

The following table presents information regarding non-vested option activity during the nine months ended September 30, 2008:

	Non-vested Number of Options	Weighted Average Grant-Date Fair Value
Non-vested at December 31, 2007	392,534	\$ 6.04
Add: Granted		
Less: 2008 Vesting	202,579	5.95
Non-vested at September 30, 2008	189,955	\$ 6.04

The Company grants restricted stock under the Plan to its employees as a form of long-term compensation and retention. The terms of each grant vary depending upon the participant's responsibilities and position within the Company. The Company's stock grants can be



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## Regency Centers Corporation

## Notes to Consolidated Financial Statements

September 30, 2008

categorized into three types: (a) 4-year vesting, (b) performance-based vesting, and (c) 8-year cliff vesting.

The 4-year vesting grants vest 25% per year beginning on the date of grant. These grants are not subject to future performance measures, and if such vesting criteria are not met, the compensation cost previously recognized would be reversed.

Performance-based vesting grants are earned subject to future performance measurements, which include individual performance measures, annual growth in earnings, compounded three-year growth in earnings, and a three-year total shareholder return peer comparison ( TSR Grant ). Once the performance criteria are met and the actual number of shares earned is determined, certain shares will vest immediately while others will vest over an additional service period.

The 8-year cliff vesting grants fully vest at the end of the eighth year from the date of grant; however, as a result of the achievement of future performance, primarily growth in earnings, the vesting of these grants may be accelerated over a shorter term.

Performance-based vesting grants and 8-year cliff vesting grants are currently only granted to the Company's senior management. The Company considers the likelihood of meeting the performance criteria based upon management's estimates and analysis of future earnings growth from which it determines the amounts recognized as expense on a periodic basis. The Company determines the grant date fair value of TSR Grants based upon a Monte Carlo Simulation model. Compensation expense is measured at the grant date and recognized over the vesting period.

The following table reports non-vested restricted stock activity during the nine months ended September 30, 2008:

	Number of Shares	Intrinsic Value (in thousands)	Weighted Average Grant Price
Non-vested at December 31, 2007	622,751		
Add: Granted	324,838		\$ 63.26
Less: Vested and Distributed	279,799		\$ 55.80
Less: Forfeited			
Non-vested at September 30, 2008	667,790	\$ 44,535	

As of September 30, 2008, there was \$26.7 million of unrecognized compensation cost related to non-vested restricted stock granted under the Plan, when recognized is recorded in additional paid in capital of the accompanying Consolidated Statement of Stockholders' Equity and Comprehensive Income (Loss). This unrecognized compensation cost is expected to be recognized over the next four years, through 2012. The Company issues new restricted stock from its authorized shares available at the date of grant.



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## Regency Centers Corporation

## Notes to Consolidated Financial Statements

September 30, 2008

## 13. Earnings per Share

The following summarizes the calculation of basic and diluted earnings per share for the three months ended September 30, 2008 and 2007, respectively (in thousands except per share data):

	2008 (as restated)	2007
<b><u>Numerator:</u></b>		
Income from continuing operations	\$ 44,003	37,538
Discontinued operations	4,816	4,361
Net income	48,819	41,899
Less: Preferred stock dividends	4,919	4,919
Net income for common stockholders	43,900	36,980
Less: Dividends paid on unvested restricted stock	299	258
Net income for common stockholders - basic and diluted	43,601	36,722
<b><u>Denominator:</u></b>		
Weighted average common shares outstanding for basic EPS	69,522	69,114
Incremental shares to be issued under common stock options	90	189
Weighted average common shares outstanding for diluted EPS	69,612	69,303
<b><u>Income per common share - basic</u></b>		
Income from continuing operations	\$ 0.56	0.47
Discontinued operations	0.07	0.06
Net income for common stockholders per share	\$ 0.63	0.53
<b><u>Income per common share - diluted</u></b>		
Income from continuing operations	\$ 0.56	0.47
Discontinued operations	0.07	0.06
Net income for common stockholders per share	\$ 0.63	0.53

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## Regency Centers Corporation

## Notes to Consolidated Financial Statements

September 30, 2008

The following summarizes the calculation of basic and diluted earnings per share for the nine months ended September 30, 2008 and 2007, respectively (in thousands except per share data):

	2008 (as restated)	2007
<b><u>Numerator:</u></b>		
Income from continuing operations	\$ 105,730	122,034
Discontinued operations	11,514	26,137
Net income	117,244	148,171
Less: Preferred stock dividends	14,757	14,757
Net income for common stockholders	102,487	133,414
Less: Dividends paid on unvested restricted stock	896	696
Net income for common stockholders - basic and diluted	101,591	132,718
<b><u>Denominator:</u></b>		
Weighted average common shares outstanding for basic EPS	69,414	68,885
Incremental shares to be issued under common stock options	113	282
Weighted average common shares outstanding for diluted EPS	69,527	69,167
<b><u>Income per common share - basic</u></b>		
Income from continuing operations	\$ 1.30	1.55
Discontinued operations	0.17	0.38
Net income for common stockholders per share	\$ 1.47	1.93
<b><u>Income per common share - diluted</u></b>		
Income from continuing operations	\$ 1.30	1.54
Discontinued operations	0.16	0.38
Net income for common stockholders per share	\$ 1.46	1.92

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Regency Centers Corporation

Notes to Consolidated Financial Statements

September 30, 2008

14. Commitments and Contingencies

The Company is involved in litigation on a number of matters and is subject to certain claims which arise in the normal course of business, none of which, in the opinion of management, is expected to have a material adverse effect on the Company's consolidated financial position, results of operations, or liquidity. The Company is also subject to numerous environmental laws and regulations as they apply to real estate pertaining to chemicals used by the dry cleaning industry, the existence of asbestos in older shopping centers, and underground petroleum storage tanks. The Company believes that the tenants who currently operate dry cleaning plants or gas stations do so in accordance with current laws and regulations. The Company has placed environmental insurance, when possible, on specific properties with known contamination, in order to mitigate its environmental risk. The Company monitors the shopping centers containing environmental issues and in certain cases voluntarily remediates the sites. The Company also has legal obligations to remediate certain sites and is in the process of doing so. The Company estimates the cost associated with these legal obligations to be approximately \$3.1 million, all of which has been reserved. The Company believes that the ultimate disposition of currently known environmental matters will not have a material effect on its financial position, liquidity, or operations; however, it can give no assurance that existing environmental studies with respect to the shopping centers have revealed all potential environmental liabilities; that any previous owner, occupant or tenant did not create any material environmental condition not known to it; that the current environmental condition of the shopping centers will not be affected by tenants and occupants, by the condition of nearby properties, or by unrelated third parties; or that changes in applicable environmental laws and regulations or their interpretation will not result in additional environmental liability to the Company.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**  
**Forward-Looking Statements**

In addition to historical information, the following information contains forward-looking statements as defined under federal securities laws. These forward-looking statements include statements about anticipated changes in our revenues, the size of our development program, earnings per share, returns and portfolio value and expectations about our liquidity. These statements are based on current expectations, estimates and projections about the industry and markets in which Regency Centers Corporation ( Regency or Company ) operates, and management's beliefs and assumptions. Forward-looking statements are not guarantees of future performance and involve certain known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. Such risks and uncertainties include, but are not limited to, changes in national and local economic conditions including the impact of a slowing economy; financial difficulties of tenants; competitive market conditions, including pricing of acquisitions and sales of properties and out-parcels; changes in expected leasing activity and market rents; timing of acquisitions, development starts and sales of properties and out-parcels; meeting development schedules; our inability to exercise voting control over the co-investment partnerships through which we own or develop many of our properties; weather; consequences of any armed conflict or terrorist attack against the United States; and the ability to obtain governmental approvals. For additional information, see Risk Factors in our annual report on Form 10-K for the year ended December 31, 2007 and Part II Item 1A. The following discussion should be read in conjunction with the accompanying Consolidated Financial Statements and Notes thereto of Regency Centers Corporation appearing elsewhere within.

**Restatement**

As previously disclosed in our Current Report on Form 8-K dated March 12, 2009, our Audit Committee determined on March 12, 2009, after discussions with management, that our previously-issued consolidated financial statements as of and for the quarter and nine months ended September 30, 2008, should no longer be relied upon because of an error in our calculation of the gain on sale of properties to certain co-investment partnerships ( DIK-JV ). Such error came to light as a result of the determination that for certain of our co-investment partnerships, the in-kind liquidation provisions contained within such co-investment partnership agreements constitute in-substance call/put options, a form of continuing involvement under Statement of Financial Accounting Standards No. 66, Accounting for Sales of Real Estate ( Statement 66 ). As a result, the Company has reevaluated its accounting policy for such sales and has adopted a Restricted Gain Method of gain recognition, as described more fully in our Critical Accounting Policies, which considers the Company's ability to receive property previously sold to a co-investment partnership upon liquidation. The revised method of recognizing gain on sale of properties to co-investment partnerships with in-kind liquidation provisions has been applied in the preparation of the consolidated financial statements set forth in this restated Quarterly Report on Form 10-Q/A.

The Company's December 31, 2007 accompanying Consolidated Balance Sheet has been corrected to reflect the cumulative adjustments associated with the application of the Restricted Gain Method for years prior to 2006; accordingly, its investments in real estate partnerships has been decreased by \$31.0 million, its net deferred tax asset recorded in other assets has been increased by \$2.8 million, its minority interest in exchangeable partnership units has been decreased by approximately \$620,000, and its distributions in excess of net income have been decreased by \$27.6 million. The Company's January 1, 2008 opening balance of distributions in excess of net income has been restated in the accompanying Consolidated Statement of Stockholders' Equity and Comprehensive Income (Loss) by \$27.6 million related to additional gain deferrals on partial sales to DIK-JVs of \$27.1 million, net of tax and minority interest in exchangeable operating partnership units, and the reversal of gains of approximately \$511,000 associated with subsequent DIK-JV property sales to third parties to reflect the retrospective application of the Restricted Gain Method. The Company also restated the gains reported in the accompanying Consolidated Statements of Operations for the three and nine months ended September 30, 2008 by a reduction of \$10.6 million, net of minority interest in exchangeable operating

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partnership units, or \$.15 per diluted share, related to three partial sales to a DIK-JV that occurred in September 2008. The Company's September 30, 2008 accompanying Consolidated Balance Sheet has been corrected to reflect the cumulative adjustments associated with the application of the Restricted Gain Method through September 30, 2008; accordingly, its investments in real estate partnerships has been decreased by \$41.7 million, its net deferred tax asset recorded in other assets has been increased by \$2.8 million, its minority interest in exchangeable partnership units has been decreased by approximately \$692,000, and its distributions in excess of net income have been decreased by \$38.3 million. There was no effect on the accompanying Consolidated Statement of Operations for the three and nine months ended September 30, 2007 or total operating, investing, and financing activities on the accompanying Consolidated Statements of Cash Flows for the nine months ended September 30, 2008 or 2007. This information should be read in conjunction with the consolidated financial statements of Regency (including the related notes thereto) included elsewhere in this Form 10-Q/A.

**Overview of Our Operating Strategy**

Regency is a qualified real estate investment trust ( REIT ), which began operations in 1993. Our primary operating and investment goal is long-term growth in earnings per share and total shareholder return, which we work to achieve by focusing on a strategy of owning, operating and developing high-quality community and neighborhood shopping centers that are tenanted by market-dominant grocers, category-leading anchors, specialty retailers and restaurants located in areas with above average household incomes and population densities. All of our operating, investing and financing activities are performed through our operating partnership, Regency Centers, L.P. ( RCLP ), RCLP's wholly owned subsidiaries, and through its investments in real estate partnerships with third parties (also referred to as co-investment partnerships or joint ventures). Regency currently owns 99% of the outstanding operating partnership units of RCLP.

At September 30, 2008, we directly owned 227 shopping centers (the Consolidated Properties ) located in 24 states representing 25.3 million square feet of gross leasable area ( GLA ). Our cost of these shopping centers is \$4.1 billion before depreciation. Through co-investment partnerships, we own partial interests in 216 shopping centers (the Unconsolidated Properties ) located in 27 states and the District of Columbia representing 25.5 million square feet of GLA. Our investment in the partnerships that own the Unconsolidated Properties is \$387.0 million (as restated). Certain portfolio information described below is presented (a) on a Combined Basis, which is a total of the Consolidated Properties and the Unconsolidated Properties, (b) for our Consolidated Properties only and (c) for the Unconsolidated Properties that we own through co-investment partnerships. We believe that presenting the information under these methods provides a more complete understanding of the properties that we wholly-own versus those that we partially-own, but for which we provide asset management, property management, leasing, investing and financing services. The shopping center portfolio that we manage, on a Combined Basis, represents 443 shopping centers located in 29 states and the District of Columbia and contains 50.8 million square feet of GLA.

We earn revenues and generate cash flow by leasing space in our shopping centers to market-leading grocers, major retail anchors, specialty side-shop retailers, and restaurants, including ground leasing or selling building pads (out-parcels) to these potential tenants. We experience growth in revenues by increasing occupancy and rental rates at currently owned shopping centers, and by acquiring and developing new shopping centers. Community and neighborhood shopping centers generate substantial daily traffic by conveniently offering daily necessities and services. This high traffic generates increased sales, thereby driving higher occupancy and rental-rate growth, which we expect will sustain our growth in earnings per share and increase the value of our portfolio over the long term.

We seek a range of strong national, regional and local specialty retailers, for the same reason that we choose to anchor our centers with leading grocers and major retailers who provide a mix of goods and services that meet consumer needs. We have created a formal partnering process the Premier Customer Initiative ( PCI ) to promote mutually beneficial relationships with our specialty retailers. The objective of PCI is for us to build a base of specialty tenants who represent the best-in-class operators in their respective merchandising categories. Such retailers reinforce the consumer appeal and other

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strengths of a center's anchor, help stabilize a center's occupancy, reduce re-leasing downtime, reduce tenant turnover and yield higher sustainable rents.

We grow our shopping center portfolio through acquisitions of operating centers and new shopping center development, where we acquire the land and construct the building. Development is customer driven, meaning we generally have an executed lease from the anchor before we start construction. Developments serve the growth needs of our anchors and specialty retailers, resulting in modern shopping centers with long-term anchor leases that produce attractive returns on our invested capital. This development process generally requires three to four years from initial land or redevelopment acquisition through construction, lease-up and stabilization of rental income, but can take longer depending upon the size of the project. Generally, anchor tenants begin operating their stores prior to the completion of construction of the entire center, resulting in rental income during the development phase.

We intend to maintain a conservative capital structure to fund our growth program, which should preserve our investment-grade ratings. Our approach is founded on our self-funding capital strategy to fund our growth. The culling of non-strategic assets and our industry-leading co-investment partnership program are integral components of this strategy. We also develop certain retail centers because of their attractive profit margins with the intent of selling them to third parties upon completion. These sale proceeds are re-deployed into new, higher-quality developments and acquisitions that are expected to generate sustainable revenue growth and more attractive returns.

Joint venturing of shopping centers provides us with a capital source for new developments and acquisitions, as well as the opportunity to earn fees for asset and property management services. As asset manager, we are engaged by our partners to apply similar operating, investment, and capital strategies to the portfolios owned by the co-investment partnerships. Co-investment partnerships grow their shopping center investments through acquisitions from third parties or direct purchases from us. Although selling properties to co-investment partnerships reduces our ownership interest, we continue to share in the risks and rewards of shopping centers that meet our high quality standards and long-term investment strategy. We currently have no obligations or liabilities of the co-investment partnerships beyond our economic ownership interest.

## Our Current Operating Outlook

The current turmoil in our economy could result in a higher level of retail store closings and limit the demand for leasing space in our shopping centers resulting in a decline in our occupancy percentages and rental revenues. Additionally, certain national tenants negotiate co-tenancy clauses into their lease agreements, which allow them to reduce their rents or close their stores in the event that a co-tenant closes their store. We believe that our investment focus on neighborhood and community shopping centers that conveniently provide daily necessities will help lessen the current economy's negative impact to our shopping centers, although the negative impact could still be significant. We are closely monitoring the operating performance and tenants' sales in our shopping centers including those tenants operating retail formats that are experiencing significant changes in competition, business practice, or reductions in sales.

In the near term, reduced store demand or failures amongst national anchor retailers may result in reduced demand for new retail space and may cause corresponding reductions in new leasing rental rates and development pre-leasing. As a result, we would expect to scale back our development program by reducing the number of new projects started, phasing existing developments that lack retail demand, and reducing related general and administrative expense. A significant reduction in our development program and future development pipeline could reduce our future net income as a result of (i) higher write-offs of pre-development costs, (ii) lower capitalized costs from not converting land currently owned into active developments, and (iii) potential impairments of real estate values if we decide to sell properties at prices below our costs.

The lack of available credit is causing a decline in the sale of shopping centers and their values thereby reducing capital availability for new developments or other new investments, which is a key part

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of our capital recycling strategy. The lack of liquidity in the capital markets has also resulted in a significant increase in the cost to refinance maturing loans and a significant increase in refinancing risks. We anticipate that as real estate values decline, refinancing maturing secured loans, including those maturing in our joint ventures, may require us and our joint venture partners to contribute our respective pro-rata shares of capital in order to reduce refinancing requirements to acceptable loan to value levels required for new financings. At this time, it is unclear whether and to what extent the actions taken by the U.S. government, including, without limitation, the passage of the Emergency Economic Stabilization Act of 2008 and other measures currently being implemented or contemplated, will mitigate the effects of the crisis. While we currently have no immediate need to access the credit markets, the impact of the current crisis on our ability to access capital, including access by our joint venture partners, or to obtain future financing to fund maturing debt is unclear.

**Shopping Center Portfolio**

The following tables summarize general operating statistics related to our shopping center portfolio, which we use to evaluate and monitor our performance.

	<b>September 30, 2008</b>	<b>December 31, 2007</b>
Number of Properties <sup>(a)</sup>	443	451
Number of Properties <sup>(b)</sup>	227	232
Number of Properties <sup>(c)</sup>	216	219
Properties in Development <sup>(a)</sup>	45	49
Properties in Development <sup>(b)</sup>	44	48
Properties in Development <sup>(c)</sup>	1	1
Gross Leasable Area <sup>(a)</sup>	50,775,179	51,106,824
Gross Leasable Area <sup>(b)</sup>	25,305,212	25,722,665
Gross Leasable Area <sup>(c)</sup>	25,469,967	25,384,159
Percent Leased <sup>(a)</sup>	91.7%	91.7%
Percent Leased <sup>(b)</sup>	88.1%	88.1%
Percent Leased <sup>(c)</sup>	95.2%	95.2%

<sup>(a)</sup> Combined Basis

<sup>(b)</sup> Consolidated Properties

<sup>(c)</sup> Unconsolidated Properties

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We seek to reduce our operating and leasing risks through diversification which we achieve by geographically diversifying our shopping centers; avoiding dependence on any single property, market, or tenant, and owning a portion of our shopping centers through co-investment partnerships.

The following table is a list of the shopping centers summarized by state and in order of largest holdings presented on a Combined Basis (includes properties owned by unconsolidated co-investment partnerships):

Location	September 30, 2008				December 31, 2007			
	# Properties	GLA	% of Total GLA	% Leased	# Properties	GLA	% of Total GLA	% Leased
California	76	9,955,802	19.6%	90.0%	73	9,615,484	18.8%	89.9%
Florida	60	6,246,504	12.3%	91.4%	60	6,137,127	12.0%	94.2%
Texas	37	4,441,748	8.8%	91.9%	38	4,524,621	8.9%	90.7%
Virginia	31	3,906,735	7.7%	94.5%	34	4,153,392	8.1%	93.8%
Illinois	24	2,901,919	5.7%	92.5%	24	2,901,849	5.7%	94.5%
Georgia	30	2,648,555	5.2%	93.4%	30	2,628,658	5.1%	94.0%
Ohio	17	2,628,123	5.2%	87.9%	16	2,270,932	4.4%	86.7%
Colorado	21	2,277,674	4.5%	91.5%	22	2,424,813	4.8%	91.4%
Missouri	23	2,265,422	4.5%	97.6%	23	2,265,472	4.4%	97.9%
North Carolina	16	2,180,032	4.3%	92.2%	16	2,180,033	4.3%	92.7%
Maryland	16	1,896,184	3.7%	94.1%	18	2,058,337	4.0%	95.0%
Pennsylvania	12	1,450,066	2.9%	90.3%	14	1,596,969	3.1%	87.4%
Washington	14	1,332,518	2.6%	97.9%	14	1,332,518	2.6%	98.5%
Oregon	11	1,087,746	2.1%	97.4%	11	1,088,697	2.1%	96.9%
Nevada	3	772,256	1.5%	60.4%	3	774,736	1.5%	43.7%
Tennessee	8	574,114	1.1%	92.3%	8	576,614	1.1%	95.7%
Massachusetts	3	561,186	1.1%	93.2%	3	561,176	1.1%	86.2%
Arizona	4	496,073	1.0%	95.6%	4	496,073	1.0%	98.8%
Minnesota	3	483,938	1.0%	93.6%	3	483,938	1.0%	96.2%
Delaware	4	472,005	0.9%	95.2%	5	654,779	1.3%	89.7%
South Carolina	8	470,994	0.9%	93.5%	9	547,735	1.1%	92.5%
Kentucky	3	325,847	0.6%	90.3%	3	325,792	0.6%	88.1%
Alabama	3	278,299	0.6%	77.9%	2	193,558	0.4%	83.5%
Indiana	6	273,256	0.5%	82.2%	6	273,256	0.5%	81.9%
Wisconsin	2	269,128	0.5%	97.7%	2	269,128	0.5%	97.7%
Connecticut	1	179,860	0.4%	100.0%	1	179,860	0.4%	100.0%
New Jersey	2	156,482	0.3%	96.2%	2	156,482	0.3%	95.2%
Michigan	2	118,273	0.2%	84.9%	4	303,457	0.6%	89.6%
New Hampshire	1	84,793	0.2%	80.4%	1	91,692	0.2%	74.8%
Dist. of Columbia	2	39,647	0.1%	100.0%	2	39,646	0.1%	79.4%
<b>Total</b>	<b>443</b>	<b>50,775,179</b>	<b>100.0%</b>	<b>91.7%</b>	<b>451</b>	<b>51,106,824</b>	<b>100.0%</b>	<b>91.7%</b>



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The following table is a list of the shopping centers summarized by state and in order of largest holdings presented for Consolidated Properties (excludes properties owned by unconsolidated co-investment partnerships):

Location	# Properties	September 30, 2008			# Properties	December 31, 2007		
		GLA	% of Total GLA	% Leased		GLA	% of Total GLA	% Leased
California	46	6,027,470	23.8%	86.2%	44	5,656,656	22.0%	86.8%
Florida	41	4,394,220	17.4%	90.9%	42	4,376,530	17.0%	94.4%
Texas	29	3,409,338	13.5%	91.0%	29	3,404,741	13.2%	88.7%
Ohio	14	1,981,985	7.8%	85.2%	14	2,015,751	7.8%	85.5%
Georgia	16	1,409,622	5.6%	92.1%	16	1,409,725	5.5%	92.9%
Colorado	13	1,123,631	4.4%	86.2%	14	1,277,505	5.0%	88.3%
Virginia	8	1,065,585	4.2%	86.9%	10	1,315,651	5.1%	89.0%
North Carolina	10	1,023,767	4.1%	94.6%	10	1,023,768	4.0%	93.5%
Oregon	8	733,076	2.9%	98.6%	8	734,027	2.8%	97.4%
Nevada	2	673,192	2.7%	55.6%	2	675,672	2.6%	35.6%
Washington	8	614,837	2.4%	98.1%	8	614,837	2.4%	98.6%
Tennessee	7	488,049	1.9%	91.6%	7	490,549	1.9%	95.1%
Illinois	3	414,996	1.6%	85.1%	3	414,996	1.6%	92.2%
Arizona	3	388,440	1.5%	95.3%	3	388,440	1.5%	99.0%
Massachusetts	2	375,907	1.5%	90.1%	2	375,897	1.5%	79.4%
Pennsylvania	4	351,945	1.4%	76.5%	5	534,741	2.1%	72.9%
Delaware	2	240,418	1.0%	99.2%	2	240,418	0.9%	99.6%
Maryland	1	129,340	0.5%	76.2%	1	129,340	0.5%	77.3%
Michigan	2	118,273	0.5%	84.9%	4	303,457	1.2%	89.6%
South Carolina	2	93,922	0.4%	71.8%	3	170,663	0.7%	79.1%
New Hampshire	1	84,793	0.3%	80.4%	1	91,692	0.4%	74.8%
Alabama	1	84,741	0.3%	65.8%				
Indiana	3	54,487	0.2%	51.9%	3	54,487	0.2%	44.5%
Kentucky	1	23,178	0.1%	33.6%	1	23,122	0.1%	0.0%
<b>Total</b>	<b>227</b>	<b>25,305,212</b>	<b>100.0%</b>	<b>88.1%</b>	<b>232</b>	<b>25,722,665</b>	<b>100.0%</b>	<b>88.1%</b>

The Consolidated Properties are encumbered by notes payable of \$241.8 million.

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The following table is a list of the shopping centers summarized by state and in order of largest holdings presented for Unconsolidated Properties (only properties owned by unconsolidated co-investment partnerships):

Location	# Properties	September 30, 2008			# Properties	December 31, 2007		
		GLA	% of Total GLA	% Leased		GLA	% of Total GLA	% Leased
California	30	3,928,332	15.4%	95.8%	29	3,958,828	15.6%	94.4%
Virginia	23	2,841,150	11.2%	97.3%	24	2,837,741	11.2%	96.0%
Illinois	21	2,486,923	9.8%	93.8%	21	2,486,853	9.8%	94.9%
Missouri	23	2,265,422	8.9%	97.6%	23	2,265,472	8.9%	97.9%
Florida	19	1,852,284	7.3%	92.5%	18	1,760,597	6.9%	93.6%
Maryland	15	1,766,844	6.9%	95.4%	17	1,928,997	7.6%	96.2%
Georgia	14	1,238,933	4.9%	94.8%	14	1,218,933	4.8%	95.3%
North Carolina	6	1,156,265	4.5%	90.0%	6	1,156,265	4.6%	92.0%
Colorado	8	1,154,043	4.5%	96.7%	8	1,147,308	4.5%	94.8%
Pennsylvania	8	1,098,121	4.3%	94.7%	9	1,062,228	4.2%	94.7%
Texas	8	1,032,410	4.0%	95.1%	9	1,119,880	4.4%	96.6%
Washington	6	717,681	2.8%	97.7%	6	717,681	2.8%	98.4%
Ohio	3	646,138	2.5%	96.1%	2	255,181	1.0%	96.5%
Minnesota	3	483,938	1.9%	93.6%	3	483,938	1.9%	96.2%
South Carolina	6	377,072	1.5%	98.9%	6	377,072	1.5%	98.5%
Oregon	3	354,670	1.4%	95.1%	3	354,670	1.4%	96.0%
Kentucky	2	302,669	1.2%	94.7%	2	302,670	1.2%	94.8%
Wisconsin	2	269,128	1.1%	97.7%	2	269,128	1.1%	97.7%
Delaware	2	231,587	0.9%	91.1%	3	414,361	1.6%	83.9%
Indiana	3	218,769	0.9%	89.7%	3	218,769	0.9%	91.2%
Alabama	2	193,558	0.8%	83.2%	2	193,558	0.8%	83.5%
Massachusetts	1	185,279	0.7%	99.4%	1	185,279	0.7%	100.0%
Connecticut	1	179,860	0.7%	100.0%	1	179,860	0.7%	100.0%
New Jersey	2	156,482	0.6%	96.2%	2	156,482	0.6%	95.2%
Arizona	1	107,633	0.4%	97.0%	1	107,633	0.4%	98.1%
Nevada	1	99,064	0.4%	93.3%	1	99,064	0.4%	98.9%
Tennessee	1	86,065	0.3%	96.2%	1	86,065	0.3%	98.8%
Dist.of Columbia	2	39,647	0.2%	100.0%	2	39,646	0.2%	79.4%
<b>Total</b>	<b>216</b>	<b>25,469,967</b>	<b>100.0%</b>	<b>95.2%</b>	<b>219</b>	<b>25,384,159</b>	<b>100.0%</b>	<b>95.2%</b>

The Unconsolidated Properties are encumbered by mortgage loans of \$2.7 billion.

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The following table summarizes our four largest grocery tenants occupying the shopping centers at September 30, 2008:

<b>Grocery Anchor</b>	<b>Number of Stores <sup>(a)</sup></b>	<b>Percentage of Company-owned GLA <sup>(b)</sup></b>	<b>Percentage of Annualized Base Rent <sup>(b)</sup></b>
Kroger	68	9.0%	5.8%
Publix	67	6.7%	4.1%
Safeway	65	5.7%	3.8%
Super Valu	35	3.2%	2.4%

<sup>(a)</sup> For the Combined Properties including stores owned by grocery anchors that are attached to our centers.

<sup>(b)</sup> GLA and annualized base rent include the Consolidated Properties plus Regency's pro-rata share of the Unconsolidated Properties. Although base rent is supported by long-term lease contracts, tenants who file bankruptcy are given the right to cancel any or all of their leases and close related stores, or continue to operate. In the event that a tenant with a significant number of leases in our shopping centers files bankruptcy and cancels its leases, we could experience a significant reduction in our revenues. We are closely monitoring industry trends and sales data to help us identify declines in retail categories or tenants who might be experiencing financial difficulties as a result of slowing sales, lack of credit, changes in retail formats or increased competition, especially in light of the current downturn in the economy. As a result of our findings, we may reduce new leasing, suspend leasing, or curtail the allowance for the construction of leasehold improvements within a certain retail category or to a specific retailer.

In May 2008, Linens-n-Things (LNT) filed for Chapter 11 bankruptcy protection. LNT has closed two of the five stores in our shopping centers and will close the remaining stores in the near future. The annual base rent associated with these five stores is approximately \$452,000 or less than 1% of our annual base rent on a pro-rata basis.

In July 2008, Starbucks announced it would close approximately 600 of its stores. As of September 30, 2008, of the 98 Starbucks stores in our shopping centers, one store has closed and six stores are expected to close. The annual base rent on a pro-rata basis associated with these seven stores is approximately \$305,000 or less than 1%. At this time, we are not aware of any other Starbucks stores in our shopping centers that are expected to close.

At September 30, 2008, we had leases with 109 video rental stores representing \$7.9 million of annual base rent on a pro-rata basis. In October 2007, Movie Gallery filed for Chapter 11 bankruptcy protection and closed 15 of its 35 stores in our shopping centers. The annual base rent on a pro-rata basis associated with these 15 stores is approximately \$991,000. Movie Gallery continues to operate 20 stores in our shopping centers with annual base rent on a pro-rata basis of approximately \$2.1 million or less than 1%.

On November 10, 2008, Circuit City filed for Chapter 11 bankruptcy protection. We currently have two Circuit City stores occupying our shopping centers and we have not been notified of their closure. The annual base rent on a pro-rata basis associated with these two stores is approximately \$541,000 or less than 1%.

We expect as the current economic downturn continues, additional retailers will announce store closings and/or bankruptcies that could affect our shopping centers. We are not aware at this time of the bankruptcy of any other tenants in our shopping centers that would cause a significant reduction in our revenues. No tenant represents more than 6% of our annual base rent on a pro-rata basis.

**Table of Contents****Liquidity and Capital Resources**

The following table summarizes net cash flows related to operating, investing, and financing activities for the nine months ended September 30 (in thousands):

	2008	2007
Net cash provided by operating activities	\$ 186,669	172,025
Net cash used in investing activities	(126,733)	(352,167)
Net cash (used in) provided by financing activities	(52,827)	179,667
Net increase (decrease) in cash and equivalents	\$ 7,109	(475)

We expect that cash generated from operating activities will provide the necessary funds to pay our operating expenses, interest expense, scheduled principal payments on outstanding debt, capital expenditures necessary to maintain our shopping centers, and dividends to stockholders. During the nine months ended September 30, 2008 and 2007, we incurred capital expenditures to maintain our shopping centers of \$10.8 million and \$10.2 million, we paid scheduled principal payments of \$3.5 million and \$3.3 million to our lenders on mortgage loans, and we paid dividends to our stockholders and unit holders of \$167.2 million and \$147.5 million, respectively. During 2008 our annual dividend per common share increased by 9.8%. We expect to continue paying our dividend to our shareholders based upon availability of cash flow and to maintain compliance with REIT tax laws; however, historical increases in our annual dividend rate should not be considered an indicator of future dividend increases. On November 5, 2008, our Board of Directors declared a \$.725 per share dividend payable on December 3, 2008 for record holders as of November 19, 2008.

At September 30, 2008 we had 45 properties under construction or undergoing major renovations on a Combined Basis, which when completed, will represent a net investment of \$1.1 billion after projected sales of adjacent land and out-parcels. This compares to 49 properties that were under construction at December 31, 2007 representing an investment of \$1.1 billion upon completion. We estimate that we will earn an average return on investment from our current development projects of 8.2% on a fully allocated basis including direct internal costs and the cost to acquire any residual interests held by minority development partners. Average returns have declined over previous years primarily as a result of higher costs associated with the acquisition of land and construction. Returns are also being pressured by reduced competition amongst retailers resulting in declining rental rates. Costs necessary to complete the current development projects, net of reimbursements and projected land sales, are estimated to be approximately \$282.5 million and will likely be expended through 2012. The costs to complete these developments will be funded from our \$941.5 million Unsecured credit facilities, which had \$643.8 million of available funding at September 30, 2008. The Unsecured credit facilities mature in 2011 of which \$600.0 million contains a one year extension option as discussed further below.

We expect to continue growing our shopping center portfolio by investing in shopping centers through new development or by acquiring existing centers, while at the same time selling non-performing shopping centers and a percentage of our completed developments as a means to generate the capital required by this new investment activity. Because new investment activities are discretionary in nature, they are not expected to over-burden the capital resources that we currently have available to us under our Unsecured credit facilities. However, to the extent that we are unable to execute our capital recycling program to generate new capital, or provide financing to buyers of our shopping centers resulting in a reduction in sales proceeds, we could experience a decline in new investment activity. Our development program is a significant part of our business strategy and we will continue starting new development projects subject to available capital, new store demand, and sufficient investment returns as a whole.

We expect to repay maturing secured mortgage loans and credit lines primarily from similar new issues. We have \$25.4 million of secured mortgage loans maturing through 2010. Our joint ventures have \$1.1 billion of secured mortgage loans and credit lines maturing through 2010, and our pro-rata share is \$253.0 million. We believe that in order to refinance the maturing joint venture loans, we, along with our partners, will likely be required to contribute our pro-rata share of the capital necessary to reduce the refinancing amounts to acceptable loan to value levels required for this type of financing in the current

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capital markets environment. Currently, the expected partner capital requirements for maturing debt in our joint ventures is estimated to be in a range of 10% - 25% of the loan balances at maturity based upon prevailing market terms at the time of refinancing. We would fund our pro-rata share of a capital call, if any, from our Unsecured credit facilities. We believe that our partners have sufficient capital or access thereto for these future capital requirements, however, we can provide no assurance that the current economic crisis will not inhibit their ability to access capital and meet their future funding requirements. A more detailed loan maturity schedule is included below under Notes Payable.

We would expect that maturing unsecured public debt would be repaid from the proceeds of similar new unsecured issues in the future if those capital markets are available, although in the current environment, new issues are significantly more expensive than historical issues. To the extent that issuing unsecured debt in the public markets is cost prohibitive or unavailable, we believe that we have sufficient unsecured assets that we could finance with secured mortgages and repay the unsecured public loans. We have no public debt maturing in 2008; however, we have \$50.0 million and \$160.0 million of public debt maturing in 2009 and 2010, respectively. The joint ventures are not rated and therefore do not issue and have no unsecured public debt outstanding.

Although common or preferred equity raised in the public markets is a funding option, given the state of the current capital markets, our access to these markets may be limited. When the conditions for the issuance of equity are more favorable, we might consider issuing equity to fund our development program or repay maturing debt, which would result in dilution to our existing shareholders. We would also consider issuing equity as part of a financing plan to maintain our leverage ratios at acceptable levels as determined by our Board of Directors. At September 30, 2008, we had an unlimited amount available under our shelf registration for equity securities and RCLP had an unlimited amount available under its shelf registration for debt.

**Investments in Real Estate Partnerships**

We account for certain investments in real estate partnerships using the equity method. We have determined that these investments are not variable interest entities as defined in Financial Accounting Standards Board ( FASB ) Interpretation No. 46(R) Consolidation of Variable Interest Entities ( FIN 46(R) ) and do not require consolidation under Emerging Issues Task Force 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 ) or the American Institute of Certified Public Accountants ( AICPA ) Statement of Position 78-9, Accounting for Investments in Real Estate Ventures ( SOP 78-9 ), and therefore are subject to the voting interest model in determining our basis of accounting. Major decisions, including property acquisitions not meeting pre-established investment criteria, dispositions, financings, annual budgets and dissolution of the ventures are subject to the approval of all partners.

We account for profit recognition on sales of real estate in accordance with Statement 66. Recognition of gains from sales to co-investment partnerships is recorded on only that portion of the sales not attributable to our ownership interest unless there are certain provisions in the partnership agreement which allow the Company a unilateral right to initiate a distribution in kind ( DIK ) upon liquidation, as described further below under our Critical Accounting Policies and Note 1(b) Summary of Significant Accounting Policies in our Consolidated Financial Statements each included herein. The presence of such DIK provisions requires that we apply a more restrictive method of gain recognition ( Restricted Gain Method ) on sales of properties to these co-investment partnerships. This method considers our potential ability to receive property through a DIK on which partial gain has been recognized, and ensures maximum gain deferral upon sale to a partnership containing these unilateral DIK rights ( DIK-JV ). We have concluded, through consultation with our auditors and the staff of the Securities and Exchange Commission ( SEC ), that these dissolution provisions constitute in-substance call/put options under the guidance of Statement 66, and represent a form of continuing involvement with respect to property that we sold to these DIK-JVs.

The operations and gains related to properties sold to our investments in all real estate

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partnerships are not recorded as discontinued operations because we continue to provide to these shopping centers property management services under market rate agreements with our co-investment partnerships. For those properties acquired by the joint venture from unrelated parties, we are required to contribute our pro-rata share based on our ownership interest of the purchase price to the partnerships.

At September 30, 2008, we had investments in real estate partnerships of \$387.0 million (as restated). The following table is a summary of unconsolidated combined assets and liabilities of these co-investment partnerships and our pro-rata share (see note below) at September 30, 2008 and December 31, 2007 (dollars in thousands):

	2008	2007
Number of Joint Ventures	19	19
Regency's Ownership	16.35%-50%	16.35%-50%
Number of Properties	216	219
Combined Assets	\$4,879,260	\$4,767,553
Combined Liabilities	3,011,126	2,889,238
Combined Equity	1,868,134	1,878,315
Regency's Share of <sup>(1)</sup> :		
Assets	\$1,175,189	\$1,151,872
Liabilities	713,371	692,804

(1) Pro-rata financial information is not, and is not intended to be, a presentation in accordance with U.S. generally accepted accounting principles. However, management believes that providing such information is useful to investors in assessing the impact of its investments in real estate partnership activities on the operations of Regency, which includes such items on a single line presentation under the equity method in its consolidated financial statements.

Investments in real estate partnerships are primarily composed of co-investment partnerships where we invest with three co-investment partners and an open-end real estate fund ( Regency Retail Partners or the Fund ), as further described below. In addition to earning our pro-rata share of net income or loss in each of these partnerships, we receive fees for asset management, property management, leasing, investment, and financing services. During the three months ended September 30, 2008 and 2007 we received fees from these co-investment partnerships of \$7.7 million and \$10.7 million, respectively. During the nine months ended September 30, 2008 and 2007 we received fees from these co-investment partnerships of \$27.8 million and \$24.4 million, respectively. Our investments in real estate partnerships as of September 30, 2008 and December 31, 2007 consist of the following (in thousands):

	Ownership	2008 (as restated)	2007 (as restated)
Macquarie CountryWide-Regency (MCWR I)	25.00%	\$ 13,648	15,463
Macquarie CountryWide Direct (MCWR I)	25.00%	4,163	4,061
Macquarie CountryWide-Regency II (MCWR II)	24.95%	200,244	214,450
Macquarie CountryWide-Regency III (MCWR III)	24.95%	622	812
Macquarie CountryWide-Regency-DESCO (MCWR-DESCO)	16.35%	26,609	29,478
Columbia Regency Retail Partners (Columbia)	20.00%	29,190	29,978
Columbia Regency Partners II (Columbia II)	20.00%	12,786	20,326
Cameron Village LLC (Cameron)	30.00%	19,539	20,364
RegCal, LLC (RegCal)	25.00%	15,079	17,113
Regency Retail Partners (the Fund)	20.00%	16,954	13,296
Other investments in real estate partnerships	50.00%	48,175	36,565
Total		\$ 387,009	401,906

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Investments in real estate partnerships are reported net of deferred gains of \$85.2 million and \$69.5 million (both as restated) at September 30, 2008 and December 31, 2007, respectively. After applying the Restricted Gain Method, cumulative deferred gains in 2007 have increased by \$30.5 million to correct gains from partial sales recorded during the periods 2001 to 2005 and have been noted as restated. Cumulative deferred gain amounts related to each co-investment partnership are described below.

We co-invest with the Oregon Public Employees Retirement Fund ( OPERF ) in three co-investment partnerships, two of which we have ownership interests of 20% ( Columbia and Columbia II ) and one in which we have an ownership interest of 30% ( Cameron ). Our investment in the three co-investment partnerships with OPERF totals \$61.5 million and represents 1.5% of our total assets at September 30, 2008. At September 30, 2008, the Columbia co-investment partnerships had total assets of \$751.3 million and net income of \$9.2 million for the nine months ended. Our share of the co-investment partnerships' total assets and net income was \$162.4 million and \$1.8 million, respectively, which represents 3.9% of our total assets and 1.8% of our net income available for common stockholders, respectively.

As of September 30, 2008, Columbia owned 14 shopping centers, had total assets of \$320.9 million, and net income of \$8.1 million for the nine months ended. We have a unilateral DIK right to liquidate the partnership; therefore, we have applied the Restricted Gain Method to determine the amount of gain that we recognize on property sales to Columbia. During the nine months ended 2008 and 2007, we did not sell any properties to Columbia. Since its inception in 2001, we have recognized gain of \$2.0 million on partial sales to Columbia and deferred gain of \$4.3 million.

As of September 30, 2008, Columbia II owned 16 shopping centers, had total assets of \$317.6 million, and net income of \$1.0 million for the nine months ended. In September 2008, Columbia II purchased one operating property from a third party for a purchase price of \$28.5 million and we contributed \$5.7 million for our proportionate share. We have a unilateral DIK right to liquidate the partnership; therefore, we have applied the Restricted Gain Method to determine the amount of gain that we recognize on property sales to Columbia II. In September 2008, Columbia II acquired three completed development properties from us for a purchase price of \$83.4 million, and as a result, we recognized gain of \$9.1 million and deferred gain of \$15.7 million (both as restated). As more thoroughly described in Note 2 to our accompanying consolidated financial statements, the amount of gain previously recorded during September 2008 was subsequently adjusted by a reduction of \$10.6 million. During 2007, we did not sell any properties to Columbia II. Since the inception of Columbia II in 2004, we have recognized gain of \$9.1 million on partial sales to Columbia II and deferred gain of \$15.7 million (both as restated). During the nine months ended 2008, Columbia II sold one shopping center to an unrelated party for \$13.8 million and recognized a gain of approximately \$256,000.

As of September 30, 2008, Cameron owned one shopping center, had total assets of \$112.8 million, and a net income of approximately \$34,000 for the nine months ended. The partnership agreement does not contain any DIK provisions that would require us to apply the Restricted Gain Method. Since its inception in 2004, we have not sold any properties to Cameron.

We co-invest with the California State Teachers' Retirement System ( CalSTRS ) in a joint venture ( RegCal ) in which we have a 25% ownership interest. As of September 30, 2008, RegCal owned seven shopping centers, had total assets of \$159.4 million, and net income of \$5.6 million for the nine months ended. Our share of RegCal's total assets and net income was \$39.8 million and \$1.4 million, respectively, which represents 1.0% and 1.4% of our total assets and net income available for common stockholders, respectively. We have a unilateral DIK right to liquidate the partnership; therefore, we have applied the Restricted Gain Method to determine the amount of gain that we recognize on property sales to RegCal. During the nine months ended 2008 and 2007, we did not sell any properties to RegCal. Since its inception in 2004, we have recognized gain of \$10.1 million on partial sales to RegCal and deferred gain of \$3.4 million. During the nine months ended 2008, RegCal sold one shopping center to an unrelated party for \$9.5 million and recognized a gain of \$4.2 million.

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We co-invest with Macquarie CountryWide Trust of Australia ( MCW ) in five co-investment partnerships two in which we have an ownership interest of 25% (collectively MCWR I ), two in which we have an ownership interest of 24.95% ( MCWR II and MCWR III ), and one in which we have an ownership interest of 16.35% ( MCWR-DESCO ). Our investment in the five co-investment partnerships with MCW totals \$245.3 million and represents 5.9% of our total assets at September 30, 2008. At September 30, 2008, the five co-investment partnerships had total assets of \$3.5 billion and net income of \$9.3 million. Our share of the co-investment partnerships' total assets and net income was \$830.3 million and \$1.2 million, respectively, which represents 19.9% of our total assets and 1.1% of our net income available for common stockholders, respectively.

As of September 30, 2008, MCWR I owned 42 shopping centers, had total assets of \$599.3 million, and net income of \$8.3 million for the nine months ended. We have a unilateral DIK right to liquidate the partnership; therefore, we have applied the Restricted Gain Method to determine the amount of gain we recognize on property sales to MCWR I. During the nine months ended 2008 and 2007, we did not sell any properties to MCWR I. Since its inception in 2001, we have recognized gains of \$27.5 million on partial sales to MCWR I and deferred gains of \$46.9 million.

As of September 30, 2008, MCWR II owned 85 shopping centers, had total assets of \$2.4 billion and net income of \$5.4 million for the nine months ended. During the nine months ended 2008, MCWR II sold a portfolio of seven shopping centers to an unrelated party for \$108.1 million and recognized a gain of \$8.9 million. The partnership agreement does not contain any DIK provisions that would require us to apply the Restricted Gain Method. During the period 2007 to 2008, we did not sell any properties to MCWR II. Since its inception in 2005, we have recognized gain of \$2.3 million on partial sales to MCWR II and deferred gain of approximately \$766,000. In June 2008, we earned additional acquisition fees of \$5.2 million (the Contingent Acquisition Fees ) deferred from the original acquisition date since we achieved the cumulative targeted income levels specified in the Amended and Restated Income Target Agreement between Regency and MCW dated March 22, 2006. The Contingent Acquisition Fees recognized were limited to that percentage of MCWR II, or 75.05%, of the joint venture not owned by us and amounted to \$3.9 million.

As of September 30, 2008, MCWR III owned four shopping centers, had total assets of \$67.6 million, and a net loss of approximately \$207,000 for the nine months ended. The partnership agreement does not contain any DIK provisions that would require us to apply the Restricted Gain Method. Since its inception in 2005, we have recognized gain of \$14.1 million on partial sales to MCWR III and deferred gain of \$4.7 million.

As of September 30, 2008, MCWR-DESCO owned 32 shopping centers, had total assets of \$399.7 million and recorded a net loss of \$4.1 million for the nine months ended primarily related to depreciation and amortization expense, but produced positive cash flow from operations. The partnership agreement does not contain any DIK provisions that would require us to apply the Restricted Gain Method. Since its inception in 2007, we have not sold any properties to MCWR-DESCO.

We co-invest with Regency Retail Partners (the Fund ), an open-ended, infinite life investment fund in which we have an ownership interest of 20%. As of September 30, 2008, the Fund owned nine shopping centers, had total assets of \$381.1 million, and net income of \$432,918 for the nine months ended. Our share of the Fund's total assets and net income was \$76.1 million and \$217,655, respectively, which represents 1.8% and less than 1% of our total assets and net income available for common stockholders, respectively. During the nine months ended 2008, the Fund purchased one shopping center from a third party for \$93.3 million that included \$66.0 million of assumed mortgage debt and we contributed \$18.7 million for our proportionate share of the purchase price. During September 2008, the Fund also acquired one property in development from us for a sales price of \$74.5 million and we recognized a gain of \$4.7 million after excluding our ownership interest. The partnership agreement does not contain any DIK provisions that would require us to apply the Restricted Gain Method. Since its inception in 2006, we have recognized gains of \$71.6 million on partial sales to the Fund and deferred gains of \$17.9 million.



**Table of Contents**Notes Payable

Outstanding debt at September 30, 2008 and December 31, 2007 consists of the following (in thousands):

	2008	2007
Notes payable:		
Fixed rate mortgage loans	\$ 236,433	196,915
Variable rate mortgage loans	5,380	5,821
Fixed rate unsecured loans	1,597,527	1,597,239
<b>Total notes payable</b>	<b>1,839,340</b>	<b>1,799,975</b>
Unsecured credit facilities	297,667	208,000
<b>Total</b>	<b>\$ 2,137,007</b>	<b>2,007,975</b>

On June 5, 2008, we placed a \$62.5 million mortgage loan on a consolidated joint venture. The loan has a nine-year term and is interest only at an all-in coupon rate of 6.0% (or 230 basis points over an interpolated 9-year US Treasury).

On March 5, 2008, we entered into a Credit Agreement with Wells Fargo Bank and a group of other banks to provide us with a \$341.5 million, three-year term loan facility (the Term Facility). The Term Facility includes a term loan amount of \$227.7 million plus a \$113.8 million revolving credit facility that is accessible at our discretion. The term loan has a variable interest rate equal to LIBOR plus 105 basis points which was 3.550% at September 30, 2008 and the revolving portion has a variable interest rate equal to LIBOR plus 90 basis points. The proceeds from the funding of the Term Facility were used to reduce the balance on the unsecured line of credit (the Line). The balance on the term loan was \$227.7 million at September 30, 2008.

On February 12, 2007, we entered into a new loan agreement under the Line with a commitment of \$600.0 million and the right to expand the Line by an additional \$150.0 million subject to additional lender syndication. The Line has a four-year term with a one-year extension at our option and an original interest rate of LIBOR plus 55 basis points. On December 5, 2007, Standard and Poor's Rating Services raised our corporate credit and senior unsecured ratings to BBB+ from BBB. As a result of this upgrade, the interest rate on the Line was reduced to LIBOR plus 40 basis points effective January 1, 2008. Contractual interest rates were 4.338% at September 30, 2008 and 5.425% at December 31, 2007 based on LIBOR plus 40 basis points and LIBOR plus 55 basis points, respectively. The balance on the Line was \$70.0 million and \$208.0 million at September 30, 2008 and December 31, 2007, respectively.

Including both the Line commitment and the Term Facility (collectively, Unsecured credit facilities), we have \$941.5 million of total capacity and the spread paid is dependent upon our maintaining specific investment-grade ratings. We are also required to comply, and are in compliance, with certain financial covenants such as Minimum Net Worth, Ratio of Total Liabilities to Gross Asset Value (GAV) and Ratio of Recourse Secured Indebtedness to GAV, Ratio of Earnings Before Interest Taxes Depreciation and Amortization (EBITDA) to Fixed Charges, and other covenants customary with this type of unsecured financing. Our Unsecured credit facilities are used primarily to finance the acquisition and development of real estate, but are also available for general working-capital purposes.

Notes payable consist of secured mortgage loans and unsecured debt offerings. Mortgage loans may be prepaid, but could be subject to yield maintenance premiums. Mortgage loans are generally due in monthly installments of principal and interest, and mature over various terms through 2018, whereas, interest on secured debt offerings is payable semi-annually and the debt matures over various terms through 2017. We intend to repay mortgage loans at maturity with proceeds from the Unsecured credit facilities. Fixed interest rates on notes payable range from 5.22% to 8.95% and average 6.40%. We have one variable rate mortgage loan with an interest rate equal to LIBOR plus 100 basis points that matures in 2009.

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At September 30, 2008, 85.8% of our total debt had fixed interest rates, compared with 89.4% at December 31, 2007. We intend to limit the percentage of variable interest rate debt to be no more than 30% of total debt, which we believe to be an acceptable risk. Currently, our variable rate debt represents 14.2% of our total debt. Based upon the variable interest rate debt outstanding at September 30, 2008, if variable interest rates were to increase by 1%, our annual interest expense would increase by \$3.0 million.

The carrying value of our variable rate notes payable and the Unsecured credit facilities are based upon a spread above LIBOR which is lower than the spreads available in the current credit market, causing the fair value of such variable rate debt to be below its carrying value. The fair value of fixed rate loans are estimated using cash flows discounted at current market rates available to us for debt with similar terms and maturities. Fixed rate loans assumed in connection with real estate acquisitions are recorded in the accompanying consolidated financial statements at fair value at the time of acquisition. Based on the estimates used, the fair value of notes payable and the Unsecured credit facilities is approximately \$1.5 billion at September 30, 2008

As of September 30, 2008, scheduled principal repayments on notes payable and the Unsecured credit facilities were as follows (in thousands):

	Scheduled Principal Payments	Term Loan Maturities	Total Payments
<b>Scheduled Principal Payments by Year:</b>			
2008	\$ 1,242		1,242
2009	5,031	58,289	63,320
2010	4,997	176,961	181,958
2011 (includes Unsecured credit facilities)	4,781	548,736	553,517
2012	4,988	249,758	254,746
Beyond 5 Years	17,010	1,065,901	1,082,911
Unamortized debt discounts, net		(687)	(687)
Total	\$ 38,049	2,098,958	2,137,007

Our investments in real estate partnerships had notes payable of \$2.8 billion at September 30, 2008, which mature through 2028. Our pro-rata share of these loans was \$670.5 million, of which 92.8% had weighted average fixed interest rates of 5.4% and the remaining had variable interest rates based on LIBOR plus a spread in a range of 50 to 150 basis points. The loans are primarily non-recourse, but for those that are guaranteed by a joint venture, our liability does not extend beyond our economic interest in the joint venture. As of September 30, 2008, scheduled principal repayments on notes payable of our investments in real estate partnerships were as follows (in thousands):

	Scheduled Principal Payments	Term Loan Maturities	Total Payments	Regency s Pro-Rata Share
<b>Scheduled Principal Payments by Year:</b>				
2008	\$ 1,244	67,867	69,111	15,268
2009	4,824	227,615	232,439	56,929
2010	4,569	773,860	778,429	183,368
2011	3,632	506,846	510,478	126,401
2012	3,553	408,203	411,756	91,025
Beyond 5 Years	30,436	784,359	814,795	195,927
Unamortized debt premiums, net		7,871	7,871	1,571
Total	\$ 48,258	2,776,621	2,824,879	670,489

We are exposed to capital market risk such as changes in interest rates. In order to manage the volatility related to interest rate risk, we originate new debt with fixed interest rates, or we may enter into interest rate hedging arrangements. We do not utilize derivative financial instruments for trading or



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speculative purposes. We account for derivative instruments under Statement of Financial Accounting Standards ( SFAS ) No. 133, Accounting for Derivative Instruments and Hedging Activities as amended ( Statement 133 ). On March 10, 2006, we entered into four forward-starting interest rate swaps totaling \$396.7 million with fixed rates of 5.399%, 5.415%, 5.399%, and 5.415%. We designated these swaps as cash flow hedges to fix the rate on \$400.0 million of new financing expected to occur in 2010 and 2011, and these proceeds will be used to repay maturing debt at that time. The change in fair value of these swaps from inception was a liability of \$18.2 million at September 30, 2008, and is recorded in accounts payable and other liabilities in the accompanying Consolidated Balance Sheets and in accumulated other comprehensive income (loss) in the Consolidated Statement of Stockholders' Equity and Comprehensive Income (Loss). The valuation of these derivative instruments is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves, foreign exchange rates, and implied volatilities. To comply with the provisions of SFAS No. 157, Fair Value Measurements ( Statement 157 ) as amended by FASB Staff Position Effective Date of FASB Statement No. 157 ( FSP FAS 157-2 ), we incorporate credit valuation adjustments to appropriately reflect both our nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. Although we have determined that the majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with our derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by ourself and our counterparties.

**Equity Transactions**

From time to time, we issue equity in the form of exchangeable operating partnership units or preferred units of RCLP, or in the form of common or preferred stock of Regency Centers Corporation as follows:

**Preferred Units**

We have issued Preferred Units through RCLP in various amounts since 1998, the net proceeds of which were used to reduce the balance of the Line. We issue Preferred Units primarily to institutional investors in private placements. Generally, the Preferred Units may be exchanged by the holders for Cumulative Redeemable Preferred Stock after a specified date at an exchange rate of one share for one unit. The Preferred Units and the related Preferred Stock are not convertible into our common stock. At September 30, 2008 and December 31, 2007, only the Series D Preferred Units were outstanding with a face value of \$50.0 million and a fixed distribution rate of 7.45%. These Units may be called by us beginning September 29, 2009, and have no stated maturity or mandatory redemption. Included in the Series D Preferred Units are original issuance costs of \$842,023 that will be expensed if they are redeemed in the future.

As of September 30, 2008 and December 31, 2007, we had 468,211 and 473,611 redeemable OP Units outstanding, respectively. The redemption value of the redeemable OP Units is based on the closing market price of Regency's common stock, which was \$66.69 per share as of September 30, 2008 and \$64.49 per share as of December 31, 2007, an aggregated \$31.2 million and \$30.5 million, respectively.

**Preferred Stock**

The Series 3, 4, and 5 preferred shares are perpetual, are not convertible into our common stock, and are redeemable at par upon our election beginning five years after the issuance date. None of the terms of the Preferred Stock contain any unconditional obligations that would require us to redeem the securities at any time or for any purpose. Terms and conditions of the three series of Preferred stock outstanding as of September 30, 2008 are summarized as follows:

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Series	Shares Outstanding	Liquidation Preference	Distribution Rate	Callable By Company
Series 3	3,000,000	\$ 75,000,000	7.45%	04/03/08
Series 4	5,000,000	125,000,000	7.25%	08/31/09
Series 5	3,000,000	75,000,000	6.70%	08/02/10
	11,000,000	\$ 275,000,000		

On January 1, 2008, we split each share of existing Series 3 and Series 4 Preferred Stock, each having a liquidation preference of \$250 per share, and a redemption price of \$250 per share into ten shares of Series 3 and Series 4 Stock, respectively, each having a liquidation preference of \$25 per share and a redemption price of \$25 per share. We then exchanged each Series 3 and 4 Depositary Share into shares of New Series 3 and 4 Stock, respectively, which have the same dividend rights and other rights and preferences identical to the depositary shares.

**Common Stock**

At September 30, 2008, 75,598,609 common shares had been issued. The carrying value of the Common stock was \$755,986 with a par value of \$.01.

**Critical Accounting Policies and Estimates**

Knowledge about our accounting policies is necessary for a complete understanding of our financial results, and discussion and analysis of these results. The preparation of our financial statements requires that we make certain estimates that impact the balance of assets and liabilities at a financial statement date and the reported amount of income and expenses during a financial reporting period. These accounting estimates are based upon, but not limited to, our judgments about historical results, current economic activity, and industry accounting standards. They are considered to be critical because of their significance to the financial statements and the possibility that future events may differ from those judgments, or that the use of different assumptions could result in materially different estimates. We review these estimates on a periodic basis to ensure reasonableness; however, the amounts we may ultimately realize could differ from such estimates.

**Revenue Recognition and Tenant Receivables** Tenant receivables represent revenues recognized in our financial statements, and include base rent, percentage rent, and expense recoveries from tenants for common area maintenance costs, insurance and real estate taxes. We analyze tenant receivables, historical bad debt levels, customer credit-worthiness and current economic trends when evaluating the adequacy of our allowance for doubtful accounts. In addition, we analyze the accounts of tenants in bankruptcy, and we estimate the recovery of pre-petition and post-petition claims. Our reported net income is directly affected by our estimate of the recoverability of tenant receivables.

**Recognition of Gains from the Sales of Real Estate** We account for profit recognition on sales of real estate in accordance with Statement 66. In summary, profits from sales of real estate are not recognized under the full accrual method by us unless a sale is consummated; the buyer's initial and continuing investment is adequate to demonstrate a commitment to pay for the property; a receivable, if applicable, is not subject to future subordination; we have transferred to the buyer the usual risks and rewards of ownership; and we do not have substantial continuing involvement with the property.

We sell shopping center properties to joint ventures in exchange for cash equal to the fair value of the percentage interest owned by our partners. We have accounted for those sales as partial sales and recognized gains on those partial sales in the period the properties were sold to the extent of the percentage interest sold under the guidance of Statement 66, and in the case of certain partnerships, we apply a more restrictive method of recognizing gains, as discussed further below. The gains and operations are not recorded as discontinued operations because we continue to manage these shopping centers.

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Five of our joint ventures ( DIK-JV ) give either partner the unilateral right to elect to dissolve the partnership and, upon such an election, receive a distribution in-kind ( DIK ) of the assets of the partnership equal to their respective ownership interests. The liquidation procedures would require that all of the properties owned by the partnership be appraised to determine their respective and collective fair values. As a general rule, if we initiate the liquidation process, our partner has the right to choose the first property that it will receive in liquidation with the Company having the right to choose the next property that it will receive in liquidation; if our partner initiates the liquidation process, the order of the selection process is reversed. The process then continues with alternating selection of properties by each partner until the balance of each partner's capital account on a fair value basis has been distributed. After the final selection, to the extent that the fair value of properties in the DIK-JV are not distributable in a manner that equals the balance of each partner's capital account, a cash payment would be made by the partner receiving a fair value in excess of its capital account to the other partner. The partners may also elect to liquidate some or all of the properties through sales rather than through the DIK process.

We have concluded that these DIK dissolution provisions constitute in-substance call/put options under the guidance of Statement 66, and represent a form of continuing involvement with respect to property that we sold to these partnerships, limiting our recognition of gain related to the partial sale. To the extent that the DIK-JV owns more than one property and we are unable to obtain all of the properties we sold to the DIK-JV in liquidation, we apply a more restrictive method of gain recognition ( Restricted Gain Method ) which considers our potential ability to receive property through a DIK on which partial gain has been recognized, and ensures, as discussed below, maximum gain deferral upon sale to a DIK-JV. We have applied the Restricted Gain Method to partial sales of property to partnerships that contain such unilateral DIK provisions.

Under current guidance, (Statement 66, paragraph 25), profit shall be recognized by a method determined by the nature and extent of the seller's continuing involvement and the profit recognized shall be reduced by the maximum exposure to loss. We have concluded that the Restricted Gain Method accomplishes this objective.

Under the Restricted Gain Method, for purposes of gain deferral, we consider the aggregate pool of properties sold into the DIK-JV as well as the aggregate pool of properties which will be distributed in the DIK process. As a result, upon the sale of properties to a DIK-JV, we perform a hypothetical DIK liquidation assuming that we would choose only those properties that we have sold to the DIK-JV in an amount equivalent to our capital account. For purposes of calculating the gain to be deferred, the Company assumes that it will select properties upon a DIK liquidation that generated the highest gain to the Company when originally sold to the DIK-JV and includes for such determination the fair value in properties that could be received in excess of its capital account. The DIK deferred gain is calculated whenever a property is sold to the DIK-JV by us. During the years when there are no property sales, the DIK deferred gain is not recalculated.

Because the contingency associated with the possibility of receiving a particular property back upon liquidation, which forms the basis of the Restricted Gain Method, is not satisfied at the property level, but at the aggregate level, no gain or loss is recognized on property sold by the DIK-JV to a third party or received by the Company upon actual dissolution. Instead, the property received upon actual dissolution is recorded at the Company's historical cost investment in the DIK-JV, reduced by the deferred gain.

**Capitalization of Costs** We capitalize the acquisition of land, the construction of buildings and other specifically identifiable development costs incurred by recording them into Properties in Development in our accompanying Consolidated Balance Sheets and account for them in accordance with SFAS No. 67, Accounting for Costs and Initial Rental Operations of Real Estate Projects ( Statement 67 ) and EITF Issue No. 97-11, Accounting for Internal Costs Relating to Real Estate Property Acquisitions . In summary, Statement 67 establishes that a rental project changes from nonoperating to operating when it is substantially completed and held available for occupancy. At that time, costs should no longer be capitalized. Other development costs include pre-development costs

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essential to the development of the property, as well as, interest, real estate taxes, and direct employee costs incurred during the development period. Pre-development costs are incurred prior to land acquisition during the due diligence phase and include contract deposits, legal, engineering and other professional fees related to evaluating the feasibility of developing a shopping center. At September 30, 2008 we had \$22.6 million of capitalized pre-development costs of which \$9.2 million represented refundable contract deposits. If we determine that the development of a specific project undergoing due diligence is no longer probable, we would immediately expense all related capitalized pre-development costs not considered recoverable. During the nine months ended September 30, 2008 and 2007, we expensed pre-development costs of \$4.6 million and \$3.0 million, respectively, recorded in other expenses in the accompanying Consolidated Statements of Operations. Interest costs are capitalized into each development project based on applying our weighted average borrowing rate to that portion of the actual development costs expended. We cease interest cost capitalization when the property is no longer being developed or available for occupancy upon substantial completion of tenant improvements, but in no event would we capitalize interest on the project beyond 12 months after substantial completion of the building shell. During the nine months ended September 30, 2008 we capitalized interest of \$28.8 million on our development projects. We have a large staff of employees (the Investment Group) who support our development program. All direct internal costs attributable to these development activities are capitalized as part of each development project. During the nine months ended September 30, 2008 we capitalized \$29.0 million of direct costs incurred by the Investment Group. The capitalization of costs is directly related to the actual level of development activity occurring. As a result of the current economic downturn, we expect development activity to slow during the remainder of 2008 resulting in a reduction in capitalized costs through the remainder of the year. Also, if future accounting standards were to limit the amount of internal costs that may be capitalized we could incur a significant increase in our operating expenses and a reduction in net income.

Real Estate Acquisitions - Upon acquisition of operating real estate properties, we estimate the fair value of acquired tangible assets (consisting of land, building and improvements), and identified intangible assets and liabilities (consisting of above- and below-market leases, in-place leases and tenant relationships) and assumed debt in accordance with SFAS No. 141, Business Combinations (Statement 141). Based on these estimates, we allocate the purchase price to the applicable assets acquired and liabilities assumed. We utilize methods similar to those used by independent appraisers in estimating the fair value of acquired assets and liabilities. We evaluate the useful lives of amortizable intangible assets each reporting period and account for any changes in estimated useful lives over the revised remaining useful life.

Valuation of Real Estate Investments - Our long-lived assets, primarily real estate held for investment, are carried at cost unless circumstances indicate that the carrying value of the assets may not be recoverable. We review long-lived assets for impairment whenever events or changes in circumstances indicate such an evaluation is warranted. The review involves a number of assumptions and estimates used to determine whether impairment exists and if so, to what extent. Depending on the asset, we use varying methods to determine fair value of the asset such as i) estimating undiscounted future cash flows, ii) determining resale values by market through appraisal information, or iii) applying a capitalization rate to net operating income using prevailing rates in a given market. These methods of determining fair value can fluctuate significantly as a result of a number of factors, including changes in the general economy of those markets in which we operate, tenant credit quality and demand for new retail stores. Capitalization rates may change and could rise above existing levels causing our real estate values to decline. If we determine that the carrying amount of a property is not recoverable and exceeds its fair value, we will write down the asset to fair value for held-and-used assets and to fair value less costs to sell for held-for-sale assets.

Discontinued Operations - The application of current accounting principles that govern the classification of any of our properties as held-for-sale on the balance sheet, or the presentation of results of operations and gains on the sale of these properties as discontinued, requires management to make certain significant judgments. In evaluating whether a property meets the criteria set forth by SFAS No. 144 Accounting for the Impairment and Disposal of Long-Lived Assets (Statement 144), we make a determination as to the point in time whether it is probable that a sale will be consummated. Given the

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nature of real estate sales contracts, it is not unusual for such contracts to allow potential buyers a period of time to evaluate the property prior to formal acceptance of the contract. In addition, certain other matters critical to the final sale, such as financing arrangements often remain pending even upon contract acceptance. As a result, properties under contract may not close within the expected time period, or may not close at all. Due to these uncertainties, it is not likely that we can meet the criteria of Statement 144 prior to the sale formally closing. Therefore, any properties categorized as held-for-sale represent only those properties that management has determined are probable to close within the requirements set forth in Statement 144. In order to determine if the results of operations and gain on sale should be reflected as discontinued operations, prior to the sale, we evaluate the extent of involvement and significance of cash flows the sale will have with a property after the sale. Consistent with Statement 144, any property sold in which we have significant continuing involvement or cash flows (most often sales to co-investment partnerships) is not considered to be discontinued. In addition, any property which we sell to an unrelated third party, but we retain a property or asset management function, is not considered discontinued. Therefore, based on our evaluation of Statement 144, only properties sold, or to be sold, to unrelated third parties, where we will have no significant continuing involvement or significant cash flows are classified as discontinued.

**Investments in Real Estate Partnerships** In addition to owning real estate directly, we invest in real estate through our co-investment partnerships. Joint venturing provides us with a capital source to acquire real estate, and to earn our pro-rata share of the net income from the co-investment partnerships in addition to fees for services. As asset and property manager, we conduct the business of the Unconsolidated Properties held in the co-investment partnerships in the same way that we conduct the business of the Consolidated Properties that are wholly-owned; therefore, the Critical Accounting Policies as described are also applicable to our investments in the co-investment partnerships. We account for all investments in which we do not have a controlling financial interest using the equity method. We have determined that these investments are not variable interest entities as defined in FIN 46(R) and do not require consolidation under EITF 04-5 or SOP 78-9, and therefore, are subject to the voting interest model in determining our basis of accounting. Major decisions, including property acquisitions and dispositions, financings, annual budgets and dissolution of the ventures are subject to the approval of all partners, or in the case of the Fund, its advisory committee.

**Income Tax Status** - The prevailing assumption underlying the operation of our business is that we will continue to operate in order to qualify as a REIT, as defined under the Internal Revenue Code (the "Code"). We are required to meet certain income and asset tests on a periodic basis to ensure that we continue to qualify as a REIT. As a REIT, we are allowed to reduce taxable income by all or a portion of our distributions to stockholders. We evaluate the transactions that we enter into and determine their impact on our REIT status. Determining our taxable income, calculating distributions, and evaluating transactions requires us to make certain judgments and estimates as to the positions we take in our interpretation of the Code. Because many types of transactions are susceptible to varying interpretations under federal and state income tax laws and regulations, our positions are subject to change at a later date upon final determination by the taxing authorities.



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### **Recent Accounting Pronouncements**

In May 2008, the FASB issued SFAS No. 162 The Hierarchy of Generally Accepted Accounting Principles ( Statement 162 ). This Statement is intended to improve financial reporting by identifying a consistent framework, or hierarchy, for selecting accounting principles to be used in preparing financial statements that are presented in conformity with U.S. generally accepted accounting principles for nongovernmental entities. This Statement is effective November 15, 2008 and the adoption of this statement will not have any effect on our financial statements.

In April 2008, the FASB issued FASB Staff Position (FSP) No. FAS 142-3 Determination of the Useful Life of Intangible Assets ( FSP FAS 142-3 ). This FSP amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under FASB Statement No. 142, Goodwill and Other Intangible Assets. The intent of this FSP is to improve the consistency between the useful life of a recognized intangible asset under Statement 142 and the period of expected cash flows used to measure the fair value of the asset under SFAS No. 141(R) Business Combinations ( Statement 141(R) ), and other U.S. generally accepted accounting principles. This FSP 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. We are currently evaluating the impact of adopting this statement although the impact is not considered to be material as only further disclosure is required.

In March 2008, the FASB issued SFAS No. 161 Disclosures about Derivative Instruments and Hedging Activities ( Statement 161 ). This Statement amends Statement 133 and changes the disclosure requirements for derivative instruments and hedging activities. Entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. This Statement is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. This Statement encourages, but does not require, comparative disclosures for earlier periods at initial adoption. We are currently evaluating the impact of adopting this statement although the impact is not considered to be material as only further disclosure is required.

In February 2008, the FASB amended Statement 157 with FSP FAS 157-2 Effective Date of FASB Statement No. 157 (FSP FAS 157-2) to delay the effective date of Statement 157 for nonfinancial assets and nonfinancial liabilities to be effective for financial statements issued for fiscal years beginning after November 15, 2008. We do not believe the adoption of FSP FAS 157-2 for its nonfinancial assets and liabilities will have a material impact on our financial statements.

In December 2007, the FASB issued SFAS No. 160 Noncontrolling Interests in Consolidated Financial Statements ( Statement 160 ). This Statement, among other things, establishes accounting and reporting standards for a parent company's interest in a subsidiary. This Statement is effective for financial statements issued for fiscal years beginning on or after December 15, 2008 with early adoption prohibited. We are currently evaluating the impact of adopting the statement although the impact is not considered to be material as only changes in presentation and further disclosure are required.

In December 2007, the FASB issued Statement 141(R). This Statement, among other things, establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree. This Statement also establishes disclosure requirements of the acquirer to enable users of the financial statements to evaluate the effect of the business combination. This Statement is effective for financial statements issued for fiscal years beginning on or after December 15, 2008. The impact on our financial statements will be reflected at the time of any acquisition which meets the requirement.

**Table of Contents****Results from Operations**

Comparison of the three months ended September 30, 2008 to 2007:

At September 30, 2008, on a Combined Basis, we were operating or developing 443 shopping centers, as compared to 451 shopping centers at December 31, 2007. We identify our shopping centers as either properties in development or operating properties. Properties in development are defined as properties that are in the construction or initial lease-up process and have not reached their initial full occupancy (reaching full occupancy generally means achieving at least 93% leased and rent paying on newly constructed or renovated GLA). At September 30, 2008, on a Combined Basis, we were developing 45 properties, as compared to 49 properties at December 31, 2007.

Our revenues increased by \$8.1 million during the three months ended, or 7.1% to \$122.8 million in 2008 as summarized in the following table (in thousands):

	2008	2007	Change
Minimum rent	\$ 86,809	79,218	7,591
Percentage rent	631	889	(258)
Recoveries from tenants and other income	27,612	23,804	3,808
Management, acquisition, and other fees	7,746	10,789	(3,043)
<b>Total revenues</b>	<b>\$ 122,798</b>	<b>114,700</b>	<b>8,098</b>

The increase in revenues was primarily related to higher minimum rent from (i) growth in rental rates from the renewal of expiring leases or re-leasing vacant space in the operating properties, (ii) minimum rent generated from shopping center acquisitions in 2007, and (iii) recently completed shopping center developments commencing operations in the current year. In addition to collecting minimum rent from our tenants, we also collect percentage rent based upon their sales volumes. Recoveries from tenants represents reimbursements from tenants for their pro-rata share of the operating, maintenance, and real estate tax expenses that we incur to operate our shopping centers.

We earn fees for asset management, property management, leasing, acquisition and financing services that we provide to our co-investment partnerships and third parties summarized as follows (in thousands):

	2008	2007	Change
Asset management fees	\$ 2,870	2,873	(3)
Property management fees	3,876	3,563	313
Leasing commissions	640	694	(54)
Acquisition and financing fees	290	3,217	(2,927)
Other fees	70	442	(372)
	<b>\$ 7,746</b>	<b>10,789</b>	<b>(3,043)</b>

Property management fees increased during the three months ended as a result of providing those management services to MCWR-DESCO. Acquisition and financing fees decreased during the three months ended as a result of recognizing \$3.2 million in acquisition fees from MCWR-DESCO in August 2007.

Our operating expenses increased by \$7.8 million during the three months ended, or 12.5%, to \$70.2 million in 2008 related to increased operating and maintenance costs and depreciation expense, as further described below. However, the increase in operating and maintenance costs and depreciation expense was partially offset by a decrease in general and administrative expenses. The following table summarizes our operating expenses (in thousands):

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	2008	2007	Change
Operating, maintenance and real estate taxes	\$ 27,919	24,805	3,114
General and administrative	9,494	12,159	(2,665)
Depreciation and amortization	27,130	23,787	3,343
Other expenses, net	5,611	1,625	3,986
<b>Total operating expenses</b>	<b>\$ 70,154</b>	<b>62,376</b>	<b>7,778</b>

The increase in operating, maintenance, and real estate taxes and depreciation and amortization was primarily due to acquisitions in 2007, recently completed developments commencing operations in the current year, and to general increases in expenses incurred by the operating properties. On average, approximately 79% of these costs are recovered from our tenants through reimbursements included in our revenues. General and administrative expense declined as a result of reducing estimated cumulative amounts related to incentive compensation directly tied to performance. We currently expect to miss performance targets related to our earnings, as well as, value created from our development activity, both of which have been directly impacted by the current economic downturn. The increase in depreciation and amortization expense is primarily related to acquisitions in 2007 and recently completed developments commencing operations in the current year. The increase in other expenses is related to expensing more pre-development costs in 2008 than in 2007 directly related to a slowing development program in the current economic environment.

The following table presents the change in interest expense from 2008 to 2007 (in thousands):

	2008	2007	Change
Interest on Unsecured credit facilities	\$ 3,477	1,326	2,151
Interest on notes payable	30,623	30,441	182
Capitalized interest	(10,009)	(10,412)	403
Interest income	(1,408)	(840)	(568)
	<b>\$ 22,683</b>	<b>20,515</b>	<b>2,168</b>

Interest expense increased during the three months ended by \$2.2 million due to the increase in the outstanding balance under the Unsecured credit facilities and higher LIBOR rates.

Our equity in income (loss) of investments in real estate partnerships increased approximately \$140,000 during the three months ended as follows (in thousands):

	Ownership	2008	2007	Change
Macquarie CountryWide-Regency (MCWR I)	25.00%	\$ 731	729	2
Macquarie CountryWide Direct (MCWR I)	25.00%	179	154	25
Macquarie CountryWide-Regency II (MCWR II)	24.95%	57	(306)	363
Macquarie CountryWide-Regency III (MCWR III)	24.95%	118	29	89
Macquarie CountryWide-Regency-DESCO (MCWR-DESCO)	16.35%	(315)	(231)	(84)
Columbia Regency Retail Partners (Columbia)	20.00%	561	632	(71)
Columbia Regency Partners II (Columbia II)	20.00%	(45)	174	(219)
Cameron Village LLC (Cameron)	30.00%	(21)	(7)	(14)
RegCal, LLC (RegCal)	25.00%	148	312	(164)
Regency Retail Partners (the Fund)	20.00%	46	(1)	47
Other investments in real estate partnerships	50.00%	358	192	166
<b>Total</b>		<b>\$ 1,817</b>	<b>1,677</b>	<b>140</b>

Gains on the sale of real estate were \$14.7 million (as restated) during the three months ended September 30, 2008 as compared to \$5.5 million during the three months ended September 30, 2007.



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The three months ended September 30, 2008 included gains of \$13.9 million (net of the greater of our ownership interest or the gain deferral under the Restricted Gain Method described in our Critical Accounting Policies) from the sale of four properties in development to joint ventures for net proceeds of \$110.5 million and \$791,999 from the sale of one out-parcel for net proceeds of \$1.8 million. The three months ended September 30, 2007 included gains of \$1.1 million from the sale of six out-parcels for net proceeds of \$15.8 million, \$2.4 million from the sale of one property in development sold to a joint venture for net proceeds of \$6.9 million, and the \$1.9 million gain recognition of a contractual earn-out payment related to a property previously sold to a joint venture. These gains are included in continuing operations rather than discontinued operations because they were either properties that had no operating income, or they were properties sold to co-investment partnerships where we have continuing involvement through our equity investment. There were no property sales to DIK-JV's in 2007.

During the three months ended September 30, 2008, we established a provision for loss of \$1.1 million related to a \$3.6 million note receivable originally issued during 2002 to finance the sale of a shopping center located in Mississippi anchored by a Winn-Dixie and a Wal-Mart. Both anchors subsequently closed. As a result of a negotiated payoff, we collected \$2.5 million and the note receivable was repaid during September 2008.

Income from discontinued operations was \$4.8 million for the three months ended September 30, 2008 related to one property in development and two operating properties sold to unrelated parties for net proceeds of \$35.6 million and to the operations of shopping centers sold or classified as held-for-sale. Income from discontinued operations was \$4.4 million for the three months ended September 30, 2007 related to the sale of one operating property sold to an unrelated party for net proceeds of \$14.9 million and to the operations of shopping centers sold or classified as held-for-sale in 2008 and 2007. In compliance with Statement 144, if we sell a property or classify a property as held-for-sale, we are required to re-present its operations into discontinued operations for all prior periods which results in a re-presentation of amounts previously reported as continuing operations into discontinued operations. Our income from discontinued operations is shown net of minority interest of exchangeable operating partnership units of approximately \$33,000 and \$23,000 for the three months ended September 30, 2008 and 2007, respectively.

Net income for common stockholders increased \$6.9 million to \$43.9 million (as restated) for the three months ended September 30, 2008 as compared with \$37.0 million for the three months ended September 30, 2007 primarily related to higher gains recognized from the sale of real estate in 2008 as discussed previously. Diluted earnings per share was \$0.63 (as restated) for the three months ended September 30, 2008 as compared to \$0.53 for the three months ended September 30, 2007 or 18.9% higher.

**Results from Operations**

Comparison of the nine months ended September 30, 2008 to 2007:

Our revenues increased by \$36.6 million, or 11.2% to \$362.3 million in 2008 as summarized in the following table (in thousands):

	2008	2007	Change
Minimum rent	\$ 256,451	231,156	25,295
Percentage rent	1,712	1,965	(253)
Recoveries from tenants and other income	76,009	67,977	8,032
Management, acquisition, and other fees	28,159	24,667	3,492
<b>Total revenues</b>	<b>\$ 362,331</b>	<b>325,765</b>	<b>36,566</b>

The increase in revenues was primarily related to higher minimum rent from (i) growth in rental rates from the renewal of expiring leases or re-leasing vacant space in the operating properties, (ii) minimum rent generated from shopping center acquisitions in 2007, and (iii) recently completed shopping center developments commencing operations in the current year. In addition to collecting minimum rent

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from our tenants, we also collect percentage rent based upon their sales volumes. Recoveries from tenants represents reimbursements from tenants for their pro-rata share of the operating, maintenance, and real estate tax expenses that we incur to operate our shopping centers. Recoveries increased as a result of an increase in our operating expenses.

We earn fees for asset management, property management, leasing, acquisition, and financing services that we provide to our co-investment partnerships and third parties summarized as follows (in thousands):

	2008	2007	Change
Asset management fees	\$ 8,685	8,119	566
Property management fees	12,026	10,272	1,754
Leasing commissions	2,426	2,022	404
Acquisition and financing fees	4,236	3,690	546
Other fees	786	564	222
	\$ 28,159	24,667	3,492

Asset and Property management fees increased during the nine months ended as a result of providing those management services to MCWR-DESCO.

Our operating expenses increased by \$25.4 million, or 14.2%, to \$205.2 million in 2008 related to increased operating and maintenance costs and depreciation expense as further described below. The following table summarizes our operating expenses (in thousands):

	2008	2007	Change
Operating, maintenance and real estate taxes	\$ 82,633	72,850	9,783
General and administrative	36,770	37,363	(593)
Depreciation and amortization	78,709	66,191	12,518
Other expenses, net	7,077	3,346	3,731
Total operating expenses	\$ 205,189	179,750	25,439

The increase in operating, maintenance, and real estate taxes was primarily due to acquisitions in 2007, recently completed developments commencing operations in the current year, and to general increases in expenses incurred by the operating properties. On average, approximately 79% of these costs are recovered from our tenants through reimbursements included in our revenues. General and administrative expense declined as a result of reducing estimated cumulative amounts related to incentive compensation directly tied to performance. We currently expect to miss performance targets related to our earnings, as well as, value created from our development activity, both of which have been directly impacted by the current economic downturn. The increase in depreciation and amortization expense is primarily related to acquisitions in 2007 and recently completed developments commencing operations in the current year. The increase in other expenses is related to expensing more pre-development costs in 2008 than in 2007 directly related to a slowing development program in the current economic environment.

The following table presents the change in interest expense from 2008 to 2007 (in thousands):

	2008	2007	Change
Interest on unsecured credit facilities	\$ 9,728	7,642	2,086
Interest on notes payable	90,737	81,014	9,723
Capitalized interest	(28,847)	(26,071)	(2,776)
Interest income	(2,945)	(2,370)	(575)
	\$ 68,673	60,215	8,458



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Interest on Unsecured credit facilities increased during the nine months ended by \$2.1 million due to the increase in the outstanding balance under the Unsecured credit facilities. Interest expense on notes payable increased during 2008 by \$9.7 million due to higher outstanding debt balances including the issuance of \$400.0 million of unsecured debt in September 2007 and the acquisition of shopping centers in 2007. The increase in development activity also resulted in an increase in Capitalized interest.

Our equity in income (loss) of investments in real estate partnerships decreased approximately \$671,000 during 2008 as follows (in thousands):

	Ownership	2008	2007	Change
Macquarie CountryWide-Regency (MCWR I)	25.00%	\$ 2,049	5,210	(3,161)
Macquarie CountryWide Direct (MCWR I)	25.00%	452	333	119
Macquarie CountryWide-Regency II (MCWR II)	24.95%	(800)	(2,890)	2,090
Macquarie CountryWide-Regency III (MCWR III)	24.95%	146	41	105
Macquarie CountryWide-Regency-DESCO (MCWR-DESCO)	16.35%	(685)	(231)	(454)
Columbia Regency Retail Partners (Columbia)	20.00%	1,668	1,766	(98)
Columbia Regency Partners II (Columbia II)	20.00%	123	205	(82)
Cameron Village LLC (Cameron)	30.00%	5	(30)	35
RegCal, LLC (RegCal)	25.00%	1,404	548	856
Regency Retail Partners (the Fund)	20.00%	218	204	14
Other investments in real estate partnerships	50.00%	994	1,089	(95)
Total		\$ 5,574	6,245	(671)

The decrease in our equity in income (loss) of investments in real estate partnerships is primarily related to higher gains in 2007 from the sale of a shopping center sold by MCWR I.

Gains from the sale of real estate were \$17.6 million (as restated) in 2008 as compared to \$34.6 million in 2007. Included in 2008 gains are \$13.9 million (net of the greater of our ownership interest or the gain deferral under the Restricted Gain Method described in our Critical Accounting Policies) from the sale of four properties in development to joint ventures for net proceeds of \$110.5 million, \$2.5 million from the sale of seven out-parcels for net proceeds of \$34.5 million, a \$1.2 million gain recognized on two out-parcels originally deferred at the time of sale. Included in 2007 gains are \$6.0 million from the sale of 22 out-parcels for net proceeds of \$50.2 million, \$26.4 million from the sale of two properties in development to the Fund for net proceeds of \$64.5 million, and a \$2.2 million gain related to the partial sale of our interest in the Fund. These gains are included in continuing operations rather than discontinued operations because they were either properties that had no operating income, or they were properties sold to co-investment partnerships where we have continuing involvement through our equity investment. There were no property sales to DIK-JVs in 2007.

During the nine months ended September 30, 2008, we established a provision for loss of approximately \$1.8 million. During September, 2008, we established a provision for loss of \$1.1 million related to a \$3.6 million note receivable originally issued during 2002 to finance the sale of a shopping center located in Mississippi anchored by a Winn-Dixie and a Wal-Mart. Both anchors subsequently closed. As a result of a negotiated payoff, we collected \$2.5 million and the note receivable was repaid during September 2008. During March, 2008, we established a provision for impairment loss of \$716,000 on a parcel of land held for sale based upon a contract purchase price.

Income from discontinued operations was \$11.5 million for the nine months ended September 30, 2008 related to the sale of three properties in development and two operating properties sold to unrelated parties for net proceeds of \$55.4 million and to the operations of shopping centers sold or classified as held-for-sale in 2008. Income from discontinued operations was \$26.1 million for the nine months ended September 30, 2007 related to two operating properties and two properties in development sold to unrelated parties for net proceeds of \$96.4 million and to the operations of shopping centers sold or



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classified as held-for-sale in 2008 and 2007. In compliance with Statement 144, if we sell a property or classify a property as held-for-sale, we are required to re-present its operations into discontinued operations for all prior periods which results in a re-presentation of amounts previously reported as continuing operations into discontinued operations. Our income from discontinued operations is shown net of minority interest of exchangeable operating partnership units of approximately \$78,000 and \$224,000 for the nine months ended September 30, 2008 and 2007, respectively.

Net income for common stockholders for the nine months ended decreased \$30.9 million to \$102.5 million (as restated) in 2008 as compared with \$133.4 million in 2007 primarily related to lower gains recognized from the sale of real estate in 2008 as discussed previously. Diluted earnings per share was \$1.46 (as restated) in 2008 as compared to \$1.92 in 2007 or 24.0% lower.

## Environmental Matters

We are subject to numerous environmental laws and regulations as they apply to our shopping centers pertaining to chemicals used by the dry cleaning industry, the existence of asbestos in older shopping centers, and underground petroleum storage tanks. We believe that the tenants who currently operate dry cleaning plants or gas stations do so in accordance with current laws and regulations. Generally, we use all legal means to cause tenants to remove dry cleaning plants from our shopping centers or convert them to non-chlorinated solvent systems. Where available, we have applied and been accepted into state-sponsored environmental programs. We have a blanket environmental insurance policy that covers us against third-party liabilities and remediation costs on shopping centers that currently have no known environmental contamination. We have also placed environmental insurance, where possible, on specific properties with known contamination, in order to mitigate our environmental risk. We monitor the shopping centers containing environmental issues and in certain cases voluntarily remediate the sites. We also have legal obligations to remediate certain sites and we are in the process of doing so. We estimate the cost associated with these legal obligations to be approximately \$3.1 million, all of which has been reserved. We believe that the ultimate disposition of currently known environmental matters will not have a material affect on our financial position, liquidity, or operations; however, we can give no assurance that existing environmental studies with respect to our shopping centers have revealed all potential environmental liabilities; that any previous owner, occupant or tenant did not create any material environmental condition not known to us; that the current environmental condition of the shopping centers will not be affected by tenants and occupants, by the condition of nearby properties, or by unrelated third parties; or that changes in applicable environmental laws and regulations or their interpretation will not result in additional environmental liability to us.

## Inflation

Inflation has been historically low and has had a minimal impact on the operating performance of our shopping centers; however, more recent data suggests inflation has been increasing and may become a greater concern within the current economy. Substantially all of our long-term leases contain provisions designed to mitigate the adverse impact of inflation. Such provisions include clauses enabling us to receive percentage rent based on tenants' gross sales, which generally increase as prices rise; and/or escalation clauses, which generally increase rental rates during the terms of the leases. Such escalation clauses are often related to increases in the consumer price index or similar inflation indices. In addition, many of our leases are for terms of less than ten years, which permits us to seek increased rents upon re-rental at market rates. Most of our leases require tenants to pay their pro-rata share of operating expenses, including common-area maintenance, real estate taxes, insurance and utilities, thereby reducing our exposure to increases in costs and operating expenses resulting from inflation.

**Table of Contents****Item 3. Quantitative and Qualitative Disclosures about Market Risk****Market Risk**

We are exposed to two components of interest rate risk. Our Line has a variable interest rate that is based upon LIBOR plus a spread of 40 basis points and the term loan within our Term Facility has a variable interest rate based upon LIBOR plus a spread of 105 basis points. LIBOR rates charged on our Unsecured credit facilities change monthly. Based upon the current balance of our Unsecured credit facilities, a 1% increase in LIBOR would equate to an additional \$3.0 million of interest costs per year. The spread on the Unsecured credit facilities is dependent upon maintaining specific credit ratings. If our credit ratings were downgraded, the spread on the Unsecured credit facilities would increase, resulting in higher interest costs. We are also exposed to higher interest rates when we refinance our existing long-term fixed rate debt. The objective of our interest rate risk management is to limit the impact of interest rate changes on earnings and cash flows and to lower our overall borrowing costs. To achieve these objectives, we borrow primarily at fixed interest rates and may enter into derivative financial instruments such as interest rate swaps, caps, or treasury locks in order to mitigate our interest rate risk on a related financial instrument. We do not enter into derivative or interest rate transactions for speculative purposes. We have approximately \$428.0 million of fixed rate debt maturing in 2010 and 2011, which includes \$400.0 million of unsecured long-term debt. During 2006 we entered into four forward-starting interest rate swaps totaling \$396.7 million with fixed rates of 5.399%, 5.415%, 5.399%, and 5.415%. We designated these swaps as cash flow hedges to fix the future interest rates on the \$400.0 million of financing expected to occur in 2010 and 2011.

Our interest rate risk is monitored using a variety of techniques. The table below presents the principal cash flows (in thousands), weighted average interest rates of remaining debt, and the fair value of total debt (in thousands) as of September 30, 2008, by year of expected maturity to evaluate the expected cash flows and sensitivity to interest rate changes.

As the table incorporates only those exposures that exist as of September 30, 2008, it does not consider those exposures or positions that could arise after that date. Moreover, because firm commitments are not presented in the table below, the information presented below has limited predictive value. As a result, our ultimate realized gain or loss with respect to interest rate fluctuations will depend on the exposures that arise during the period, our hedging strategies at that time, and actual interest rates.

	2008	2009	2010	2011	2012	Thereafter	Total	Fair Value
Fixed rate debt	\$ 1,202	57,980	181,958	255,850	254,746	1,082,911	1,834,647	1,263,482
Average interest rate for all fixed rate debt	6.30%	6.36%	6.14%	5.81%	5.59%	5.56%		
Variable rate LIBOR debt	\$ 40	5,340		297,667			303,047	274,857
Average interest rate for all variable rate debt	2.91%	2.90%	2.90%					

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### **Item 4. Controls and Procedures**

As a result of the error correction and restatement described in Note 2 to the accompanying Notes to the Consolidated Financial Statements, the Company re-evaluated the effectiveness of internal controls related to accounting for gains on property sales to co-investment partnerships prior to the filing of this Form 10-Q/A. As part of the re-evaluation, we considered the internal controls necessary to effectively ensure that complex business transactions are properly accounted for under generally accepted accounting principles (GAAP). Relevant internal controls should ensure that:

Complex business transactions and provisions are identified.

Appropriate personnel discuss important accounting matters.

Relevant GAAP is identified, including any significant guidance changes.

Professional judgment is exercised in applying GAAP to complex business transactions.

Professional judgment is evaluated objectively by the Audit Committee.

The Company identified internal controls related to gains on sales to co-investment partnerships and re-evaluated the effectiveness of those controls in achieving the objectives noted above. The controls identified include:

Appropriate accounting personnel review co-investment partnership agreements prior to execution and amendments thereafter and property sales and distributions from co-investment partnerships to identify accounting implications.

Accounting personnel communicate with senior management to identify all relevant matters.

Experienced accounting personnel review GAAP to identify relevant guidance.

Management reviews GAAP guidance internally to determine how to appropriately account for complex transactions.

After internal discussions, management consults with appropriate accounting and legal experts, determines the appropriate application of GAAP and prepares financial statements.

Senior management communicates to the Audit Committee any significant changes in accounting policies as a result of new transactions or changes in GAAP. The Committee reviews management's assessment and concurs, if in agreement. Any differences in assessment would be re-evaluated by management and resubmitted to the Committee.

After re-evaluating the design and operating effectiveness of the controls noted above, management has determined that we have effective internal controls to ensure that complex business transactions are properly accounted for under GAAP. Management has determined that the restatement as described in Note 2 does not indicate a material weakness in our internal control over financial reporting. Management has determined the restatement of quarterly financial information and cumulative balance sheet information was the result of a misinterpretation of relevant guidance in an area where clear guidance is not available and no consensus on accounting treatment has been established among accounting or industry experts. Therefore, the Company applied its judgment based on the best information available.

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In evaluating the gain treatment, the Company properly identified provisions with significant accounting implications; identified relevant GAAP, including SFAS No. 66; discussed important

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accounting matters with internal personnel, and accounting and legal experts; and exercised professional judgment in applying GAAP to the partial gains on property sales to co-investment partnerships.

The Company has concluded that the controls noted above provide reasonable assurance that GAAP will be applied appropriately to future complex business transactions.

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

Under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act). Based on this evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this quarterly report on Form 10-Q/A to ensure information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time period specified in the SEC's rules and forms. These disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed by us in the reports we file or submit is accumulated and communicated to management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

### **Changes in Internal Controls**

There have been no changes in the Company's internal controls over financial reporting identified in connection with this evaluation that occurred during the third quarter of 2008 and that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

Prior to filing the 2008 Form 10-K, the Company determined that it needed to restate the third quarter Form 10-Q due to a misinterpretation of relevant guidance, as described above. Thus, in connection with the preparation of the year-end financial statements, management updated its policies and procedures to implement the Restricted Gain Method as described in Note 1(b) to the accompanying Notes to the Consolidated Financial Statements. The Restricted Gain Method ensures maximum gain deferral on property sales to certain co-investment partnerships with distribution-in-kind provisions upon liquidation. The updated policies and procedures consist of controls over the calculation of gains in accordance with the Restricted Gain Method, ongoing monitoring of sales to DIK-JVs, and related end user computing controls. These changes in internal controls were in place prior to the filing of this Form 10-Q/A.

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**PART II OTHER INFORMATION**

**Item 1. Legal Proceedings**

We are a party to various legal proceedings which arise in the ordinary course of our business. We are not currently involved in any litigation nor to our knowledge, is any litigation threatened against us, the outcome of which would, in our judgment based on information currently available to us, have a material adverse effect on our financial position or results of operations.

**Item 1A. Risk Factors**

There have been no material changes from the risk factors disclosed in Item 1A. of Part I of our Form 10-K for the year ended December 31, 2007, except as noted below.

The following has been added as a risk factor:

*The current turmoil in the credit markets could limit demand for our products and real estate, and affect the overall availability and cost of credit.*

The current turmoil in the capital markets which is at the core of what appears to potentially be a period of significant economic downturn and uncertainty could limit the demand for leasing space in our shopping centers resulting in a decline in our occupancy percentage and a reduction in our rental revenues. It could also limit demand for leasing space in shopping centers which are under development. The lack of available credit could result in a decline in the sale of shopping centers and the prices at which such centers might sell, reducing capital availability for new developments. At this time, it is unclear whether and to what extent the actions taken by the U.S. government, including, without limitation, the passage of the Emergency Economic Stabilization Act of 2008 and other measures currently being implemented or contemplated, will mitigate the effects of the crisis. While at this time, we have no immediate need to access the credit markets, the impact of the current crisis on our ability to obtain financing in the future to fund maturing debt or for new investments is unclear. No assurances can be given that the effects of the current crisis will not have a material adverse effect on our business, financial condition and results of operations.

**Table of Contents****Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

(a) There were no equity securities sold during the quarter ended September 30, 2008.

(b) None

(c) Issuer Purchases of Equity Securities

Period	(a) Total number of shares purchased <sup>(1)</sup>	(a) Average price paid per share	(b) Total number of shares purchased as part of publicly announced plans or programs	(c) Maximum number or approximate dollar value of shares that may yet Be purchased under the plans or programs
July 1 through July 31, 2008	1,627	\$ 57.46		
August 1 through August 31, 2008	373	\$ 60.88		
September 1 through September 30, 2008	6,484	\$ 69.34		
Total	8,484	\$ 66.69		

<sup>(1)</sup> Represents shares delivered in payment of withholding taxes in connection with restricted stock vesting and stock option exercises by participants under Regency's Long-Term Omnibus Plan.

**Item 3. Defaults Upon Senior Securities**

None

**Item 4. Submission of Matters to a Vote of Security Holders**

None

**Item 5. Other Information**

None

**Item 6. Exhibits**

Exhibit No.	Description
31.1	Rule 13a-14 Certification of Chief Executive Officer.
31.2	Rule 13a-14 Certification of Chief Financial Officer.

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- 32.1 Section 1350 Certification of Chief Executive Officer.
- 32.2 Section 1350 Certification of Chief Financial Officer.



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SIGNATURE

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

Date: April 17, 2009

REGENCY CENTERS CORPORATION

By: */s/ Bruce M. Johnson*  
Chief Financial Officer

*/s/ J. Christian Leavitt*  
Senior Vice President and  
Principal Accounting Officer