

FEDERAL REALTY INVESTMENT TRUST

Form 10-Q

November 04, 2009

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2009

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: 1-07533

FEDERAL REALTY INVESTMENT TRUST

(Exact Name of Registrant as Specified in its Declaration of Trust)

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Maryland
(State of Organization)

52-0782497
(IRS Employer Identification No.)

1626 East Jefferson Street, Rockville, Maryland
(Address of Principal Executive Offices)

20852
(Zip Code)

(301) 998-8100

(Registrant's Telephone Number, Including Area Code)

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

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

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

Large Accelerated Filer ☒

Accelerated Filer ☐

Non-Accelerated Filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

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

The number of Registrant's common shares outstanding on October 30, 2009 was 61,186,594.

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FEDERAL REALTY INVESTMENT TRUST

QUARTERLY REPORT ON FORM 10-Q

QUARTER ENDED SEPTEMBER 30, 2009

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PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

The following balance sheet as of December 31, 2008, which has been derived from audited financial statements, and unaudited interim financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and note disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles (GAAP) have been omitted pursuant to those rules and regulations, although the company believes that the disclosures made are adequate to make the information not misleading. It is suggested that these financial statements be read in conjunction with the financial statements and notes thereto included in the company's latest Annual Report on Form 10-K (as amended). In the opinion of management, all adjustments (consisting of normal, recurring adjustments) necessary for a fair presentation for the periods presented have been included. The results of operations for the three and nine months ended September 30, 2009 are not necessarily indicative of the results that may be expected for the full year.

Table of Contents**Federal Realty Investment Trust****Consolidated Balance Sheets**

	September 30, 2009 (In thousands, except share data) (Unaudited)	December 31, 2008
ASSETS		
Real estate, at cost		
Operating	\$ 3,643,592	\$ 3,567,035
Construction-in-progress	84,172	106,650
	3,727,764	3,673,685
Less accumulated depreciation and amortization	(913,939)	(846,258)
Net real estate	2,813,825	2,827,427
Cash and cash equivalents	408,428	15,223
Accounts and notes receivable	72,188	73,688
Mortgage notes receivable	48,401	45,780
Investment in real estate partnership	28,826	29,252
Prepaid expenses and other assets	95,532	95,344
Debt issuance costs, net of accumulated amortization of \$8,208 and \$6,484, respectively	13,085	6,062
TOTAL ASSETS	\$ 3,480,285	\$ 3,092,776
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities		
Mortgages payable	\$ 542,026	\$ 389,318
Capital lease obligations	62,587	63,492
Notes payable	383,788	336,391
Senior notes and debentures	1,053,816	956,584
Accounts payable and accrued expenses	110,397	86,950
Dividends payable	40,757	38,719
Security deposits payable	11,383	11,309
Other liabilities and deferred credits	61,266	63,059
Total liabilities	2,266,020	1,945,822
Commitments and contingencies (Note F)		
Shareholders' equity		
Preferred shares, authorized 15,000,000 shares, \$.01 par: 5.417% Series 1 Cumulative Convertible Preferred Shares, (stated at liquidation preference \$25 per share), 399,896 shares issued and outstanding	9,997	9,997
Common shares of beneficial interest, \$.01 par, 100,000,000 shares authorized, 61,176,306 and 58,985,678 shares issued and outstanding, respectively	612	590
Additional paid-in capital	1,649,679	1,530,589
Accumulated dividends in excess of net income	(477,868)	(426,574)
Total shareholders' equity of the Trust	1,182,420	1,114,602
Noncontrolling interests	31,845	32,352
Total shareholders' equity	1,214,265	1,146,954
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 3,480,285	\$ 3,092,776

The accompanying notes are integral part of these consolidated statements.

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Federal Realty Investment Trust
Consolidated Statements of Operations
(Unaudited)

	Three Months Ended September 30,	
	2009	2008
	(In thousands, except per share data)	
REVENUE		
Rental income	\$ 126,169	\$ 126,594
Other property income	3,714	4,005
Mortgage interest income	1,109	1,108
Total revenue	130,992	131,707
EXPENSES		
Rental expenses	24,367	27,547
Real estate taxes	14,485	14,692
General and administrative	5,749	5,391
Litigation provision	330	
Depreciation and amortization	28,410	28,631
Total operating expenses	73,341	76,261
OPERATING INCOME	57,651	55,446
Other interest income	924	115
Interest expense	(30,209)	(25,337)
Income from real estate partnership	473	407
INCOME FROM CONTINUING OPERATIONS	28,839	30,631
DISCONTINUED OPERATIONS		
Income from discontinued operations		348
Gain on sale of real estate from discontinued operations		7,438
Results from discontinued operations		7,786
NET INCOME	28,839	38,417
Net income attributable to noncontrolling interests	(1,406)	(1,315)
NET INCOME ATTRIBUTABLE TO THE TRUST	27,433	37,102
Dividends on preferred stock	(136)	(136)
NET INCOME AVAILABLE FOR COMMON SHAREHOLDERS	\$ 27,297	\$ 36,966
EARNINGS PER COMMON SHARE, BASIC		
Continuing operations	\$ 0.45	\$ 0.50
Discontinued operations		0.13
	\$ 0.45	\$ 0.63

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EARNINGS PER COMMON SHARE, DILUTED

Continuing operations	\$	0.45	\$	0.50
Discontinued operations				0.13
	\$	0.45	\$	0.63

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

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Federal Realty Investment Trust
Consolidated Statements of Operations
(Unaudited)

	Nine Months Ended September 30,	
	2009	2008
	(In thousands, except per share data)	
REVENUE		
Rental income	\$ 379,465	\$ 371,304
Other property income	9,258	12,015
Mortgage interest income	3,683	3,342
Total revenue	392,406	386,661
EXPENSES		
Rental expenses	78,144	80,993
Real estate taxes	43,138	41,132
General and administrative	16,170	19,451
Litigation provision	21,087	
Depreciation and amortization	86,635	81,805
Total operating expenses	245,174	223,381
OPERATING INCOME	147,232	163,280
Other interest income	1,274	662
Interest expense	(79,622)	(74,166)
Early extinguishment of senior notes	(968)	
Income from real estate partnership	1,074	1,180
INCOME FROM CONTINUING OPERATIONS	68,990	90,956
DISCONTINUED OPERATIONS		
Income from discontinued operations	218	1,724
Gain on sale of real estate from discontinued operations	1,298	7,438
Results from discontinued operations	1,516	9,162
NET INCOME	70,506	100,118
Net income attributable to noncontrolling interests	(4,172)	(4,056)
NET INCOME ATTRIBUTABLE TO THE TRUST	66,334	96,062
Dividends on preferred stock	(406)	(406)
NET INCOME AVAILABLE FOR COMMON SHAREHOLDERS	\$ 65,928	\$ 95,656
EARNINGS PER COMMON SHARE, BASIC		
Continuing operations	\$ 1.08	\$ 1.47
Discontinued operations	0.03	0.16
	\$ 1.11	\$ 1.63

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EARNINGS PER COMMON SHARE, DILUTED

Continuing operations	\$	1.07	\$	1.46
Discontinued operations		0.03		0.16
	\$	1.10	\$	1.62

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

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Federal Realty Investment Trust
Consolidated Statement of Shareholders' Equity
For the Nine Months Ended September 30, 2009
(Unaudited)

	Preferred Stock		Shareholders' Equity of the Trust Common Shares		Additional Paid-in Capital	Accumulated Dividends in Excess of Net Income	Noncontrolling Interests	Total Shareholders' Equity
	Shares	Amount	Shares	Amount	(In thousands, except share data)			
BALANCE AT DECEMBER 31, 2008	399,896	\$ 9,997	58,985,678	\$ 590	\$ 1,530,589	\$ (426,574)	\$ 32,352	\$ 1,146,954
Net income/Comprehensive income						66,334	4,172	70,506
Dividends declared to common shareholders						(117,222)		(117,222)
Dividends declared to preferred shareholders						(406)		(406)
Distributions paid to noncontrolling interests							(4,624)	(4,624)
Common shares issued			1,995,504	20	109,993			110,013
Exercise of stock options			73,000	1	1,642			1,643
Shares issued under dividend reinvestment plan			39,605		2,038			2,038
Share-based compensation expense, net			82,519	1	5,448			5,449
Conversion and redemption of OP units					(31)		(55)	(86)
BALANCE AT SEPTEMBER 30, 2009	399,896	\$ 9,997	61,176,306	\$ 612	\$ 1,649,679	\$ (477,868)	\$ 31,845	\$ 1,214,265

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

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Federal Realty Investment Trust
Consolidated Statements of Cash Flows
(Unaudited)

	<div> <div>Nine Months Ended</div> <div>September 30,</div> <div>20092008</div> <div>(In thousands)</div> </div>	
OPERATING ACTIVITIES		
Net income	\$ 70,506	\$ 100,118
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization, including discontinued operations	86,635	81,838
Litigation provision	20,632	
Gain on sale of real estate	(1,298)	(7,438)
Early extinguishment of senior notes	968	
Income from real estate partnership	(1,074)	(1,180)
Other, net	4,140	729
Changes in assets and liabilities, net of effects of acquisitions and dispositions:		
Decrease (increase) in accounts receivable	6,128	(2,877)
Increase in prepaid expenses and other assets	(2,460)	(1,376)
Increase (decrease) in accounts payable and accrued expenses	7,291	(238)
Increase in security deposits and other liabilities	2,736	4,928
Net cash provided by operating activities	194,204	174,504
INVESTING ACTIVITIES		
Acquisition of real estate		(99,580)
Capital expenditures - development and redevelopment	(57,739)	(75,624)
Capital expenditures - other	(16,627)	(22,606)
Proceeds from sale of real estate	2,122	38,062
Distribution from real estate partnership in excess of earnings	382	200
Leasing costs	(6,747)	(7,524)
Issuance of mortgage and other notes receivable, net	(1,733)	(135)
Net cash used in investing activities	(80,342)	(167,207)
FINANCING ACTIVITIES		
Net (repayment) borrowings under revolving credit facility, net of costs	(123,500)	129,000
Issuance of senior notes, net of costs	147,534	
Purchase and retirement of senior notes/debentures	(52,278)	(20,800)
Issuance of mortgages, capital leases and notes payable, net of costs	526,617	
Repayment of mortgages, capital leases and notes payable	(212,424)	(15,294)
Extension fee on term loan		(200)
Issuance of common shares	113,694	10,421
Dividends paid to common and preferred shareholders	(115,593)	(107,963)
Distributions to noncontrolling interests	(4,707)	(4,161)
Net cash provided by (used in) financing activities	279,343	(8,997)
Increase (decrease) in cash and cash equivalents	393,205	(1,700)
Cash and cash equivalents at beginning of year	15,223	50,691
Cash and cash equivalents at end of period	\$ 408,428	\$ 48,991

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

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Federal Realty Investment Trust

Notes to Consolidated Financial Statements

September 30, 2009

(Unaudited)

NOTE A SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business and Organization

Federal Realty Investment Trust (the "Trust") is an equity real estate investment trust specializing in the ownership, management, and redevelopment of retail and mixed-use properties. Our properties are located primarily in densely populated and affluent communities in strategically selected metropolitan markets in the Mid-Atlantic and Northeast regions of the United States, as well as in California. As of September 30, 2009, we owned or had a majority interest in community and neighborhood shopping centers and mixed-use projects which are operated as 84 predominantly retail real estate properties.

We operate in a manner intended to enable us to qualify as a real estate investment trust (or REIT) for federal income tax purposes. A REIT that distributes at least 90% of its REIT taxable income to its shareholders each year and meets certain other conditions is not taxed on that portion of its taxable income which is distributed to its shareholders. Therefore, federal income taxes on our REIT taxable income have been and are generally expected to be immaterial. We are obligated to pay state taxes, generally consisting of franchise or gross receipts taxes in certain states. Such state taxes also have not been material.

Basis of Presentation

Our consolidated financial statements include the accounts of the Trust, its corporate subsidiaries, and all entities in which the Trust has a controlling interest or has been determined to be the primary beneficiary of a variable interest entity ("VIE"). The equity interests of other investors are reflected as noncontrolling interests. All significant intercompany transactions and balances are eliminated in consolidation. We account for our interests in joint ventures, which we do not control or manage, using the equity method of accounting. Subsequent events have been evaluated through November 4, 2009, which is the date the financial statements were issued. Certain 2008 amounts have been reclassified to conform to current period presentation.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America, referred to as "GAAP", requires management to make estimates and assumptions that in certain circumstances affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, and revenues and expenses. These estimates are prepared using management's best judgment, after considering past, current and expected events and economic conditions. Actual results could differ from these estimates.

Segment Information

Our primary business is the ownership, management, and redevelopment of retail and mixed use properties. We review operating and financial information for each property on an individual basis and therefore, each property represents an individual operating segment. We evaluate financial performance using property operating income, which consists of rental income, other property income and mortgage interest income, less rental expenses and real estate taxes. No individual property constitutes more than 10% of our revenues or property operating income and we have no operations outside of the United States of America. Therefore, we have aggregated our properties into one reportable segment as the properties share similar long-term economic characteristics and have other similarities including the fact that they are operated using consistent business strategies, are typically located in major metropolitan areas, and have similar tenant mixes.

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Federal Realty Investment Trust
Notes to Consolidated Financial Statements (Continued)

September 30, 2009

(Unaudited)

Consolidated Statements of Cash Flows Supplemental Disclosures

The following table provides supplemental disclosures related to the Consolidated Statements of Cash Flows:

	Nine Months Ended September 30,	
	2009	2008
	(In thousands)	
SUPPLEMENTAL DISCLOSURES:		
Total interest costs incurred	\$ 83,815	\$ 78,274
Interest capitalized	(4,193)	(4,108)
Interest expense	\$ 79,622	\$ 74,166
Cash paid for interest, net of amounts capitalized	\$ 74,880	\$ 71,464
Cash (received) paid for income taxes	\$ (759)	\$ 444
NON-CASH FINANCING AND INVESTING TRANSACTIONS:		
Mortgage loans assumed with acquisition	\$	\$ 32,465
Extinguishment of capital lease obligation	\$	\$ 11,545
Note payable issued with acquisition	\$	\$ 2,221
Increase in valuation of interest rate swap	\$	\$ 86

Capitalized lease costs are direct costs incurred which were essential to originate a lease and would not have been incurred had the leasing transaction not taken place. These costs include third party commissions and salaries and personnel costs related to obtaining a lease. Capitalized lease costs are amortized over the initial term of the related lease which generally ranges from three to ten years. We view these lease costs as part of the up-front initial investment we made in order to generate a long-term cash inflow and therefore, we classify cash outflows related to leasing costs as an investing activity in our Consolidated Statements of Cash Flows.

FASB Accounting Standards Codification

In June 2009, the Financial Accounting Standards Board (FASB) issued new accounting requirements, which make the FASB Accounting Standards Codification (Codification) the single source of authoritative literature for U.S. accounting and reporting standards. The Codification is not meant to change existing GAAP but rather provide a single source for all literature. We adopted the standard during the quarter ended September 30, 2009, which required us to change certain disclosures in our financial statements to reflect Codification references or plain English references rather than references to FASB Statements, Staff Positions or Emerging Issues Task Force Abstracts. The adoption of this requirement did not have a material impact on our consolidated financial statements.

Recently Adopted Accounting Pronouncements

Effective January 1, 2009, we adopted a new accounting standard that broadens and clarifies the definition of a business, which will result in significantly more of our acquisitions being treated as business combinations rather than asset acquisitions. The new requirement is effective for business combinations for which the acquisition date is on or after January 1, 2009, and therefore, will only impact prospective acquisitions with no change to the accounting for acquisitions completed prior to or on December 31, 2008. The new standard requires us to expense all

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acquisition related transaction costs as incurred which could include broker fees, transfer taxes, legal, accounting, valuation, and other professional and consulting fees. For acquisitions prior to January 1, 2009, these costs were capitalized as part of the acquisition cost. While the adoption did not have a material impact on our financial statements for the three and nine months ended September 30, 2009, the impact to our future consolidated financial statements will vary significantly depending on the timing and number of acquisitions or potential acquisitions, size of the acquisitions, and location of the acquisitions. Based on acquisitions in the last three years, transaction costs for single asset acquisitions typically ranged from \$0.1 million to \$1.0 million with significantly higher transaction costs for an acquisition of a larger portfolio. The new standard includes several other changes to the accounting for business combinations including requiring contingent consideration to be measured at fair value at acquisition and subsequently remeasured through the income statement if accounted for as a liability as the fair value changes, any adjustments during the purchase price allocation period to be pushed back to the acquisition date with prior periods being adjusted for any changes, and the business combination to be accounted for on the acquisition date or the date control is obtained. During 2008, we expensed all acquisition related costs for acquisitions which did not close prior to December 31, 2008.

Effective January 1, 2009, we adopted a new accounting standard that significantly changes the accounting and reporting of minority interests in the consolidated financial statements and requires a noncontrolling interest, which was previously referred to as a minority interest, to be recognized as a component of equity rather than included in the mezzanine section of the balance sheet where it was previously presented. On January 1, 2009, we reclassified \$32.4 million from the mezzanine section of the balance sheet to shareholders' equity. The terminology minority interest has been changed to noncontrolling interest. The minority interest caption on the statement of operations is now reflected as net income attributable to noncontrolling interests and shown after

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Federal Realty Investment Trust
Notes to Consolidated Financial Statements (Continued)

September 30, 2009

(Unaudited)

consolidated net income. This is a presentation only change for minority interest on both the balance sheet and statement of operations and has no impact to net income, total liabilities and shareholders' equity, or earnings per share. The statement also requires the recognition of 100% of the fair value of assets acquired and liabilities assumed in acquisitions of less than 100% controlling interest with subsequent acquisitions of the noncontrolling interest recorded as equity transactions. The new accounting standard was adopted effective January 1, 2009 and has been applied prospectively except for the presentation changes to the balance sheet and statement of operations which have been applied retrospectively in the 2008 consolidated financial statements. While there was no additional impact on the consolidated financial statements during the three and nine months ended September 30, 2009, the impact on our future consolidated financial statements will vary depending on the level of transactions with entities involving noncontrolling interests.

Effective January 1, 2009, we adopted a new accounting standard that requires enhanced disclosures about an entity's derivative instruments and hedging activities. The adoption did not have an impact on our consolidated financial statements as we currently have no derivative instruments outstanding.

Effective January 1, 2009, we adopted a new accounting standard which impacts the treatment of unvested share-based payment awards in the earnings per share calculation. The impact of the adoption on our consolidated financial statements is further discussed in Note J to these consolidated financial statements.

Effective January 1, 2009, we adopted a new accounting standard which clarifies the accounting for certain transactions and impairment considerations involving equity method investments. The new accounting standard clarifies that equity method investments should initially be measured at cost, the issuance of shares by the investee would result in a gain or loss on issuance of shares reflected in the income statement of the equity investor, and that a loss in value of an equity investment which is other than a temporary decline should be recognized. The standard was effective on a prospective basis beginning on January 1, 2009, and did not have a material impact on our financial position, results of operations, or cash flows.

During the quarter ended June 30, 2009, we adopted a new accounting standard which requires disclosure regarding the fair value of financial instruments for interim reporting periods as well as in annual financial statements. We have included the additional disclosures in Note E to these consolidated financial statements.

During the quarter ended June 30, 2009, we adopted a new accounting standard which establishes general standards of accounting and disclosure of events that occur after the balance sheet date but before the financial statements are issued or available to be issued and requires disclosure of the date through which subsequent events have been evaluated. We have added disclosure in Note A under Basis of Presentation regarding the date through which we have evaluated subsequent events.

Recently Issued Accounting Pronouncements

In June 2009, the FASB issued Statement No. 167, Amendments to FASB Interpretation No. 46(R) (SFAS No. 167), which provides certain changes to the evaluation of a VIE including requiring a qualitative rather than quantitative analysis to determine the primary beneficiary of a VIE, continuous assessments of whether an enterprise is the primary beneficiary of a VIE, and enhanced disclosures about an enterprise's involvement with a VIE. The statement is effective January 1, 2010, and is applicable to all entities in which an enterprise has a variable interest. We are currently evaluating the impact SFAS No. 167 will have on our consolidated financial statements.

NOTE B REAL ESTATE

On June 26, 2009, one of our tenants acquired from us our fee interest in a land parcel in White Marsh, Maryland, that was subject to a long-term ground lease. The ground lease involved an option for the tenant to purchase the fee interest. The sales price was \$2.1 million and

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resulted in a gain of \$0.4 million.

The revenue from properties included in discontinued operations was \$0 and \$0.8 million for the three months ended September 30, 2009 and 2008, respectively, and \$0.2 million and \$2.8 million for the nine months ended September 30, 2009 and 2008, respectively.

Table of Contents**Federal Realty Investment Trust****Notes to Consolidated Financial Statements (Continued)****September 30, 2009****(Unaudited)****NOTE C REAL ESTATE PARTNERSHIP**

We have a joint venture arrangement (the Partnership) with affiliates of a discretionary fund created and advised by ING Clarion Partners (Clarion). We own 30% of the equity in the Partnership and Clarion owns 70%. We hold a general partnership interest, however, Clarion has substantive participating rights and we cannot make significant decisions without Clarion's approval. Accordingly, we account for our interest in the Partnership using the equity method. As of September 30, 2009, the Partnership owned seven retail real estate properties. We are the manager of the Partnership and its properties, earning fees for acquisitions, dispositions, management, leasing, and financing. We also have the opportunity to receive performance-based earnings through our Partnership interest.

The following tables provide summarized operating results and the financial position of the Partnership:

	Three Months Ended September 30, 2009		Nine Months Ended September 30, 2009	
	2008	2008	2009	2008
(In thousands)				
OPERATING RESULTS				
Revenue	\$ 5,027	\$ 4,787	\$ 14,523	\$ 14,273
Expenses				
Other operating expenses	1,323	1,242	4,307	3,747
Depreciation and amortization	1,278	1,193	3,764	3,570
Interest expense	1,131	1,134	3,396	3,404
Total expenses	3,732	3,569	11,467	10,721
Net income	\$ 1,295	\$ 1,218	\$ 3,056	\$ 3,552
Our share of net income from real estate partnership	\$ 473	\$ 407	\$ 1,074	\$ 1,180

	September 30, 2009	December 31, 2008
	(In thousands)	
BALANCE SHEETS		
Real estate, net	\$ 184,590	\$ 187,910
Cash	2,962	2,604
Other assets	7,020	7,066
Total assets	\$ 194,572	\$ 197,580
Mortgages payable	\$ 81,227	\$ 81,365
Other liabilities	6,008	7,363
Partners' capital	107,337	108,852

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Total liabilities and partners' capital	\$ 194,572	\$ 197,580
Our share of unconsolidated debt	\$ 24,368	\$ 24,410
Our investment in real estate partnership	\$ 28,826	\$ 29,252

NOTE D DEBT

On January 5, 2009, we repaid the \$4.4 million mortgage loan on a small portion of Mercer Mall which had an original maturity date of April 1, 2009. This loan was repaid with funds borrowed on our \$300 million revolving credit facility.

On various dates from January 12, 2009 to April 1, 2009, we purchased and retired \$11.1 million of our 8.75% senior notes. These notes were repaid with funds borrowed on our \$300 million revolving credit facility.

On April 14, 2009, we closed on a \$24.1 million, ten year loan secured by Rollingwood Apartments in Silver Spring, Maryland. The loan bears interest at 5.54% and matures on May 1, 2019.

On May 4, 2009, we refinanced our then existing \$200 million term loan with a new \$372 million term loan which bears interest at LIBOR, subject to a 1.50% floor, plus 300 basis points and matures on July 27, 2011. The \$200 million term loan and the \$135 million outstanding balance on our revolving credit facility were repaid with the proceeds from the new \$372 million term loan.

Table of Contents**Federal Realty Investment Trust****Notes to Consolidated Financial Statements (Continued)****September 30, 2009****(Unaudited)**

On June 4, 2009, we closed on a \$139.0 million, five year loan secured by Idylwood Plaza, Loehmann's Plaza, Leesburg Plaza and Pentagon Row. The loan bears interest at 7.50% and matures on June 5, 2014.

Also on June 4, 2009, we completed a cash tender offer for our 8.75% senior notes due December 1, 2009. Approximately \$40.3 million of notes were purchased and retired at a 2% premium to par value resulting in a net loss on early extinguishment of approximately \$1.0 million including costs of the transaction; this amount is included in early extinguishment of senior notes in the consolidated statement of operations. The notes were repaid with funds from our \$372 million term loan.

On August 13, 2009, we issued \$150.0 million of fixed rate senior notes that mature on August 15, 2014 and bear interest at 5.95%. The net proceeds from this note offering after issuance discounts, underwriting fees and other costs were \$147.5 million.

As of and for the three months ended September 30, 2009, the balance outstanding on our revolving credit facility was \$0. During the nine months ended September 30, 2009, the maximum amount of borrowings outstanding under our \$300 million revolving credit facility was \$172.5 million and the weighted average amount of borrowings outstanding was \$63.7 million. Our revolving credit facility had a weighted average interest rate, before amortization of debt fees, of 1.37% for the nine months ended September 30, 2009.

Our revolving credit facility, term loan, and certain notes require us to comply with various financial covenants, including the maintenance of minimum shareholders' equity and debt coverage ratios and a maximum ratio of debt to net worth. As of September 30, 2009, we were in compliance with all loan covenants.

NOTE E FAIR VALUE OF FINANCIAL INSTRUMENTS

Except as disclosed below, the carrying amount of our financial instruments approximates their fair value. The fair value of our mortgages payable, notes payable, and senior notes and debentures is sensitive to fluctuations in interest rates. Quoted market prices were used to estimate the fair value of our marketable senior notes and debentures and discounted cash flow analysis is generally used to estimate the fair value of our mortgages and notes payable. Considerable judgment is necessary to estimate the fair value of financial instruments. The estimates of fair value presented herein are not necessarily indicative of the amounts that could be realized upon disposition of the financial instruments. A summary of the carrying amount and fair value of our mortgages payable, notes payable and senior notes and debentures is as follows:

	September 30, 2009	
	Carrying	
	Value	Fair Value
	(In thousands)	
Mortgages and notes payable	\$ 925,814	\$ 933,607
Senior notes and debentures	\$ 1,053,816	\$ 1,041,143

NOTE F COMMITMENTS AND CONTINGENCIES

We are currently a party to various legal proceedings. Other than as described below, we do not believe that the ultimate outcome of these matters, either individually or in the aggregate, could have a material adverse effect on our financial position or overall trends in results of operations; however, litigation is subject to inherent uncertainties. Also under our leases, tenants are typically obligated to indemnify us from and against all liabilities, costs and expenses imposed upon or asserted against us (1) as owner of the properties due to certain matters relating to the operation of the properties by the tenant, and (2) where appropriate, due to certain matters relating to the ownership of the properties prior to their acquisition by us.

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In May 2003, a breach of contract action was filed against us which alleged that a one page document entitled "Final Proposal" constituted a ground lease of a parcel of property located adjacent to our Santana Row property and gave the plaintiff the option to require that we acquire the property at a price determined in accordance with a formula included in the "Final Proposal". The "Final Proposal" explicitly stated that it was subject to approval of the terms and conditions of a formal agreement. A trial as to liability only was held in June 2006 and a jury rendered a verdict against us. A trial on the issue of damages was held in April 2008 and the court issued a tentative ruling in April 2009 awarding damages to the plaintiff of approximately \$14.4 million plus interest. Based on this tentative ruling, we estimated interest could range from \$2.1 million to \$8.4 million. Accordingly, considering all the information available to us on May 6, 2009, when we filed our Form 10-Q for the three months ended March 31, 2009, our best estimate of damages, interest, and other costs was \$21.4 million. Accordingly, we increased our accrual for the matter from \$0.8 million at December 31, 2008, to \$21.4 million at March 31, 2009. The increase in our accrual of \$20.6 million is presented as a separate line

item in our consolidated statement of operations, and the \$21.4 million accrual is included in the "accounts payable and accrued expenses" line item in our consolidated balance sheet as of September 30, 2009.

In June 2009, the court issued a final judgment awarding damages of \$15.9 million (including interest) plus costs of suit. In July 2009, we and the plaintiff both filed a notice of appeal. The plaintiff also filed reimbursement motions for \$2.1 million of legal fees, expert fees, and court costs of which \$1.9 million was subsequently denied.

Table of Contents**Federal Realty Investment Trust****Notes to Consolidated Financial Statements (Continued)****September 30, 2009****(Unaudited)**

We expect the appeal process will take in excess of a year to complete; all judgments will be stayed until completion of the appeals. Given the uncertainty surrounding the final outcome of the lawsuit, no further adjustment was made to the \$21.4 million litigation provision accrual. During the three and nine months ended September 30, 2009, we incurred additional legal and other costs related to the lawsuit and appeal process which are also included in the litigation provision line item in the consolidated statement of operations. Furthermore, we continue to believe that the Final Proposal which included express language that it was subject to formal documentation was not a binding contract and that we should have no liability whatsoever, and will vigorously defend our position as part of the appeal process.

In March 2009, we entered into a settlement agreement with our insurance provider related to repairs we performed on certain condominium units at Santana Row as the result of defective work done by third party contractors. We recovered approximately \$0.9 million, net of taxes and fees, which is included in gain on sale of real estate from discontinued operations as this is where the related expenses to repair the units were originally recognized.

Under the terms of certain partnership agreements, the partners have the right to exchange their operating partnership units for cash or the same number of our common shares, at our option. A total of 371,260 operating units are outstanding which have a total fair value of \$22.8 million, based on our closing stock price on September 30, 2009.

NOTE G SHAREHOLDERS EQUITY

On August 14, 2009, we issued 2.0 million common shares at \$57.50 per share, for cash proceeds of approximately \$110.0 million net of expenses of the offering.

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

	Nine months Ended September 30,			
	2009		2008	
	Declared	Paid	Declared	Paid
Common shares	\$ 1.960	\$ 1.950	\$ 1.870	\$ 1.830
5.417% Series 1 Cumulative Convertible Preferred	\$ 1.016	\$ 1.016	\$ 1.016	\$ 1.016

NOTE H COMPONENTS OF RENTAL INCOME

The principal components of rental income are as follows:

	Three Months Ended		Nine months Ended	
	September 30,	September 30,	September 30,	September 30,
	2009	2008	2009	2008
	(In thousands)			
Minimum rents				
Retail and commercial	\$ 93,312	\$ 92,306	\$ 280,084	\$ 272,834
Residential	5,301	4,845	15,918	12,970
Cost reimbursement	24,304	26,604	74,277	75,885
Percentage rent	1,164	1,298	3,811	5,428

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Other	2,088	1,541	5,375	4,187
Total rental income	\$ 126,169	\$ 126,594	\$ 379,465	\$ 371,304

Minimum rents include \$1.3 million and \$1.4 million for the three months ended September 30, 2009 and 2008, respectively, and \$3.9 million and \$4.2 million for the nine months ended September 30, 2009 and 2008, respectively, to recognize minimum rents on a straight-line basis. In addition, minimum rents include \$0.4 million and \$0.6 million for the three months ended September 30, 2009 and 2008, respectively, and \$1.1 million and \$1.9 million for the nine months ended September 30, 2009 and 2008, respectively, to recognize income from the amortization of in-place leases. Residential minimum rents consist of the rental amounts for residential units at Rollingwood Apartments, the Crest at Congressional Plaza Apartments, Santana Row, and Arlington East (Bethesda Row). The first rental units at Arlington East were delivered and became rent paying in late May 2008.

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Federal Realty Investment Trust
Notes to Consolidated Financial Statements (Continued)

September 30, 2009

(Unaudited)

NOTE I SHARE-BASED COMPENSATION PLANS

A summary of share-based compensation expense included in net income is as follows:

	Three Months Ended September 30, 2009		Nine months Ended September 30, 2009	
	2008	2008	2009	2008
	(In thousands)			
Share-based compensation incurred				
Grants of common shares	\$ 1,357	\$ 1,544	\$ 4,342	\$ 4,995
Grants of options	324	313	1,107	1,039
	1,681	1,857	5,449	6,034
Capitalized share-based compensation	(248)	(306)	(704)	(909)
Share-based compensation expense	\$ 1,433	\$ 1,551	\$ 4,745	\$ 5,125

NOTE J EARNINGS PER SHARE

In June 2008, the FASB issued a new accounting standard which requires unvested share-based payment awards that contain non-forfeitable rights to receive dividends (whether paid or unpaid) to be treated as participating securities and should be included in computation of EPS pursuant to the two-class method. As part of our stock based compensation program, we issue restricted shares which typically vest over a three to six year period; these shares have non-forfeitable rights to dividends immediately after issuance. Prior to January 1, 2009, we excluded the unvested shares from the basic EPS calculation and included them in diluted earnings per share using the treasury stock method.

Effective January 1, 2009, we adopted the new accounting standard and have calculated earnings per share under the two-class method. The two-class method is an earnings allocation methodology whereby earnings per share for each class of common stock and participating securities is calculated according to dividends declared and participation rights in undistributed earnings. For each of the three and nine months ended September 30, 2009 and 2008, we had approximately 0.2 million weighted average unvested shares outstanding which are considered participating securities. Therefore, we have allocated our earnings for basic and diluted EPS between common shares and unvested shares; the portion of earnings allocated to the unvested shares is reflected as earnings allocated to unvested shares in the reconciliation below.

In the dilutive EPS calculation, dilutive stock options were calculated using the treasury stock method consistent with prior periods; certain stock options have been excluded as they were anti-dilutive. The conversions of downREIT operating partnership units and Series 1 Preferred Shares are anti-dilutive for all periods presented and accordingly, have been excluded from the weighted average common shares used to compute diluted earnings per share.

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Federal Realty Investment Trust
Notes to Consolidated Financial Statements (Continued)

September 30, 2009

(Unaudited)

EPS for prior periods has been restated to conform to the requirements of the new accounting standard. The implementation did not result in a significant change to basic or diluted earnings per share for the periods presented. The following table provides a reconciliation between basic and diluted earnings per share:

	Three Months Ended September 30, 20092008		Nine months Ended September 30, 20092008	
	(In thousands, except per share data)			
NUMERATOR				
Income from continuing operations	\$ 28,839	\$ 30,631	\$ 68,990	\$ 90,956
Preferred stock dividends	(136)	(136)	(406)	(406)
Less: Net income attributable to noncontrolling interests	(1,406)	(1,315)	(4,172)	(4,056)
Less: Earnings allocated to unvested shares	(129)	(130)	(381)	(386)
Income from continuing operations available for common shareholders	27,168	29,050	64,031	86,108
Results from discontinued operations		7,786	1,516	9,162
Net income available for common shareholders, basic and diluted	\$ 27,168	\$ 36,836	\$ 65,547	\$ 95,270
DENOMINATOR				
Weighted average common shares outstanding basic	60,016	58,720	59,264	58,624
Effect of dilutive securities:				
Stock options	124	201	123	249
Weighted average common shares outstanding diluted	60,140	58,921	59,387	58,873
EARNINGS PER COMMON SHARE, BASIC				
Continuing operations	\$ 0.45	\$ 0.50	\$ 1.08	\$ 1.47
Discontinued operations		0.13	0.03	0.16
	\$ 0.45	\$ 0.63	\$ 1.11	\$ 1.63
EARNINGS PER COMMON SHARE, DILUTED				
Continuing operations	\$ 0.45	\$ 0.50	\$ 1.07	\$ 1.46
Discontinued operations		0.13	0.03	0.16
	\$ 0.45	\$ 0.63	\$ 1.10	\$ 1.62
Income from continuing operations attributable to the Trust	\$ 27,433	\$ 29,316	\$ 64,818	\$ 86,900

NOTE K SUBSEQUENT EVENTS

In October 2009, we acquired 16.6 acres of riverfront property at Assembly Square in Somerville, Massachusetts, for use in future development in exchange for \$8 million and the sale of 11.9 acres of adjacent inland land.

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On October 27, 2009, we repaid \$100 million of our existing \$372 million term loan. The term loan has an original maturity date of July 27, 2011, however, the loan agreement includes an option to prepay the loan, in whole or in part, at any time without premium or penalty. Due to this repayment, approximately \$1.4 million of unamortized debt fees were expensed in October 2009.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS **Forward-Looking Statements**

The following discussion should be read in conjunction with the consolidated interim financial statements and notes thereto appearing in Item 1 of this report and the more detailed information contained in our Annual Report on Form 10-K for the year ended December 31, 2008 filed with the Securities and Exchange Commission on February 26, 2009 and amended on June 25, 2009.

This Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. When we refer to forward-looking statements or information, sometimes we use words such as may, will, could, should, plans, intends, expects, believes, estimates, anticipates. Forward-looking statements are not historical facts or guarantees of future performance and involve certain known and unknown risks, uncertainties, and other factors, many of which are outside our control, that could cause actual results to differ materially from those we describe.

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Given these uncertainties, readers are cautioned not to place undue reliance on any forward-looking statements that we make, including those in this Quarterly Report on Form 10-Q. Except as may be required by law, we make no promise to update any of the forward-looking statements as a result of new information, future events or otherwise. You should carefully review the risks and the risk factors included in our Annual Report on Form 10-K (as amended) for the year ended December 31, 2008, before making any investments in us.

Overview

We are an equity real estate investment trust (REIT) specializing in the ownership, management, and redevelopment of high quality retail and mixed-use properties located primarily in densely populated and affluent communities in strategically selected metropolitan markets in the Northeast and Mid-Atlantic regions of the United States, as well as in California. As of September 30, 2009, we owned or had a majority interest in community and neighborhood shopping centers and mixed-use projects which are operated as 84 predominantly retail real estate properties comprising approximately 18.2 million square feet. In total, the real estate properties were 94.2% leased and 93.1% occupied at September 30, 2009. A joint venture in which we own a 30% interest owned seven retail real estate properties totaling approximately 1.0 million square feet as of September 30, 2009. In total, the joint venture properties in which we own an interest were 85.6% leased and occupied at September 30, 2009.

2009 Property Disposition

On June 26, 2009, one of our tenants acquired from us our fee interest in a land parcel in White Marsh, Maryland, that was subject to a long-term ground lease. The ground lease involved an option for the tenant to purchase the fee interest. The sales price was \$2.1 million and resulted in a gain of \$0.4 million.

2009 Significant Debt, Equity and Other Transactions

On January 5, 2009, we repaid the \$4.4 million mortgage loan on a small portion of Mercer Mall which had an original maturity date of April 1, 2009. This loan was repaid with funds borrowed on our \$300 million revolving credit facility.

On various dates from January 12, 2009 to April 1, 2009, we purchased and retired \$11.1 million of our 8.75% senior notes. These notes were repaid with funds borrowed on our \$300 million revolving credit facility.

On April 14, 2009, we closed on a \$24.1 million, ten year loan secured by Rollingwood Apartments in Silver Spring, Maryland. The loan bears interest at 5.54% and matures on May 1, 2019.

On May 4, 2009, we refinanced our then existing \$200 million term loan with a new \$372 million term loan which bears interest at LIBOR, subject to a 1.50% floor, plus 300 basis points and matures on July 27, 2011. The \$200 million term loan and the \$135 million outstanding balance on our revolving credit facility were repaid with the proceeds from the new \$372 million term loan.

On June 4, 2009, we closed on a \$139.0 million, five year loan secured by Idylwood Plaza, Loehmann's Plaza, Leesburg Plaza and Pentagon Row. The loan bears interest at 7.50% and matures on June 5, 2014.

Also on June 4, 2009, we completed a cash tender offer for our 8.75% senior notes due December 1, 2009. Approximately \$40.3 million of notes were purchased and retired at a 2% premium to par value resulting in a net loss on early extinguishment of approximately \$1.0 million including costs of the transaction; this amount is included in early extinguishment of senior notes in the consolidated statement of operations. The notes were repaid with funds from our \$372 million term loan.

On August 13, 2009, we issued \$150.0 million of fixed rate senior notes that mature on August 15, 2014 and bear interest at 5.95%. The net proceeds from this note offering after issuance discounts, underwriting fees and other costs were \$147.5 million.

On August 14, 2009, we issued 2.0 million common shares at \$57.50 per share, for cash proceeds of approximately \$110.0 million net of expenses of the offering.

Litigation Provision

In May 2003, a breach of contract action was filed against us which alleged that a one page document entitled Final Proposal constituted a ground lease of a parcel of property located adjacent to our Santana Row property and gave the plaintiff the option to require that we acquire the property at a price determined in accordance with a formula included in the Final Proposal. The Final Proposal explicitly stated that it was

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subject to approval of the terms and conditions of a formal agreement. A trial as to liability only was held in June 2006 and a jury rendered a verdict against us. A trial on the issue of damages was held in April 2008 and the court issued a tentative ruling in April 2009 awarding damages to the plaintiff of approximately \$14.4 million plus interest. Based on this tentative ruling, we estimated interest could range from \$2.1 million to \$8.4 million. Accordingly, considering all the information available to us on May 6, 2009, when we filed our Form 10-Q for the three months ended March 31, 2009, our best estimate of damages, interest, and other costs was \$21.4 million. Accordingly, we increased our accrual for the matter from \$0.8 million at

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December 31, 2008, to \$21.4 million at March 31, 2009. The increase in our accrual of \$20.6 million is presented as a separate line item in our consolidated statement of operations, and the \$21.4 million accrual is included in the accounts payable and accrued expenses line item in our consolidated balance sheet as of September 30, 2009.

In June 2009, the court issued a final judgment awarding damages of \$15.9 million (including interest) plus costs of suit. In July 2009, we and the plaintiff both filed a notice of appeal. The plaintiff also filed reimbursement motions for \$2.1 million of legal fees, expert fees, and court costs of which \$1.9 million was subsequently denied. We expect the appeal process will take in excess of a year to complete; all judgments will be stayed until completion of the appeals. Given the uncertainty surrounding the final outcome of the lawsuit, no further adjustment was made to the \$21.4 million litigation provision accrual. During the three and nine months ended September 30, 2009, we incurred additional legal and other costs related to the lawsuit and appeal process which are also included in the litigation provision line item in the consolidated statement of operations. Furthermore, we continue to believe that the Final Proposal which included express language that it was subject to formal documentation was not a binding contract and that we should have no liability whatsoever, and will vigorously defend our position as part of the appeal process.

Outlook

We seek growth in earnings, funds from operations, and cash flows primarily through a combination of the following:

growth in our same-center portfolio,

growth in our portfolio from property redevelopments, and

expansion of our portfolio through property acquisitions.

Our same-center growth is primarily driven by increases in rental rates on new leases and lease renewals. Over the long-term, the infill nature and strong demographics of our properties provide a strategic advantage allowing us to maintain relatively high occupancy and increase rental rates. The current economic environment may, however, impact our ability to increase rental rates in the short-term and may require that we decrease some rental rates in the short-term. We seek to maintain a mix of strong national, regional, and local retailers. At September 30, 2009, no single tenant accounted for more than 2.6% of annualized base rent.

Our properties are located in densely populated or affluent areas with high barriers to entry which allow us to take advantage of redevelopment opportunities that enhance our operating performance through renovation, expansion, reconfiguration, and/or retenanting. We evaluate our properties on an ongoing basis to identify these types of opportunities and believe that the decrease in occupancy we have experienced beginning in 2008 as a result of the economic recession will provide future redevelopment opportunities that may not otherwise have been available.

We continue to review acquisition opportunities in our primary markets that complement our portfolio and provide long term opportunities. Generally, our acquisitions do not initially contribute significantly to earnings growth; however, they provide long term re-leasing growth, redevelopment opportunities, and other strategic opportunities. Any growth from acquisitions is contingent on our ability to find properties that meet our qualitative standards at prices that meet our financial hurdles. Changes in interest rates may affect our success in achieving earnings growth through acquisitions by affecting both the price that must be paid to acquire a property, as well as our ability to economically finance the property acquisition.

The current downturn in the economy may impact the success of our tenants' retail operations and therefore the amount of rent and expense reimbursements we receive from our tenants. We have seen some tenants experiencing declining sales, vacating early, or filing for bankruptcy, as well as seeking rent relief from us as landlord. Any reduction in our tenants' ability to pay base rent, percentage rent or other charges, will adversely affect our financial condition and results of operations. Further, our ability to re-lease vacant spaces may be negatively impacted by the current economic environment. While we believe the locations of our centers and diverse tenant base should decrease the negative impact of the economic environment, we have and are likely to continue to see an increase in vacancy that will have a negative impact to our revenue and bad debt expense. We continue to monitor our tenants' operating performance as well as trends in the retail industry to evaluate any future impact.

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At September 30, 2009, the leasable square feet in our shopping centers was 93.1% occupied and 94.2% leased. The leased rate is higher than the occupied rate due to leased spaces that are being redeveloped or improved or that are awaiting permits and, therefore, are not yet ready to be occupied. Our occupancy and leased rates are subject to variability over time due to factors including acquisitions, the timing of the start and stabilization of our redevelopment projects, lease expirations and tenant bankruptcies.

Same-Center

Throughout this section, we have provided certain information on a same-center basis. Information provided on a same-center basis includes the results of properties that we owned and operated for the entirety of both periods being compared except for properties for which significant redevelopment or expansion occurred during either of the periods being compared and properties classified as discontinued operations.

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RESULTS OF OPERATIONS THREE MONTHS ENDED SEPTEMBER 30, 2009 AND 2008

	2009	2008	Change Dollars	%
	(Dollar amounts in thousands)			
Rental income	\$ 126,169	\$ 126,594	\$ (425)	-0.3%
Other property income	3,714	4,005	(291)	-7.3%
Mortgage interest income	1,109	1,108	1	0.1%
 Total property revenue	 130,992	 131,707	 (715)	 -0.5%
 Rental expenses	 24,367	 27,547	 (3,180)	 -11.5%
Real estate taxes	14,485	14,692	(207)	