UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-K/A
Amendment No. 1

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

For the fiscal year ended December 31, 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 1-12298 (Regency Centers Corporation)
Commission File Number 0-24763 (Regency Centers, L.P.)

REGENCY CENTERS CORPORATION
REGENCY CENTERS, L.P.
(Exact name of registrant as specified in its charter)

FLORIDA (REGENCY CENTERS CORPORATION) **DELAWARE (REGENCY CENTERS, L.P)** (State or other jurisdiction of incorporation or organization)	**59-3191743** **59-3429602** (I.R.S. Employer identification No.)
One Independent Drive, Suite 114 **Jacksonville, Florida 32202** (Address of principal executive offices) (zip code)	**(904) 598-7000** (Registrant's telephone No.)

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

Regency Centers Corporation

Title of each class	Name of each exchange on which registered
Common Stock, $.01 par value	**New York Stock Exchange**
7.45% Series 3 Cumulative Redeemable Preferred Stock, $.01 par value	**New York Stock Exchange**
7.25% Series 4 Cumulative Redeemable Preferred Stock, $.01 par value	**New York Stock Exchange**
6.70% Series 5 Cumulative Redeemable Preferred Stock, $.01 par value	**New York Stock Exchange**

Regency Centers, L.P.

Title of each class	Name of each exchange on which registered
None	**N/A**

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

Regency Centers Corporation: None

Regency Centers, L.P.: Class B Units of Partnership Interest

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Regency Centers Corporation YES ☒ NO ☐ **Regency Centers, L.P.** YES ☒ NO ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
Regency Centers Corporation YES ☐ NO ☒ **Regency Centers, L.P.** YES ☐ NO ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days.
Regency Centers Corporation YES ☒ NO ☐ **Regency Centers, L.P.** 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).
Regency Centers Corporation YES ☐ NO ☐ **Regency Centers, L.P.** YES ☐ NO ☐

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

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):
Regency Centers Corporation:

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐

Regency Centers, L.P.:

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☐

Indicate by check mark whether the registrant is a shell company.
Regency Centers Corporation YES ☐ **NO** ☒ **Regency Centers, L.P. YES** ☐ **NO** ☒

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.
Regency Centers Corporation: $2,744,244,309 **Regency Centers, L.P.:** N/A

The number of shares outstanding of the Regency Centers Corporation's voting common stock was 81,561,952 as of February 26, 2010.

Documents Incorporated by Reference

Portions of Regency Centers Corporation's proxy statement in connection with its 2010 Annual Meeting of Stockholders are incorporated by reference in Part III.

EXPLANATORY NOTE

The Registrants are filing this Amendment No. 1 to the Registrants' Annual Reports on Form 10-K for the fiscal year ended December 31, 2009 ("Form 10-Ks") to amend incorrectly presented 2005 data in Item 6. Selected Financial Data as originally filed in the Form 10-Ks on February 26, 2010.

The Registrants are also filing this Amendment No. 1 to the Form 10-Ks to incorporate the audited consolidated financial statements of Macquarie CountryWide—Regency II, LLC and the unaudited combined financial statements of Regency Retail Partners, which are both significant fifty percent-or-less owned persons accounted for by the equity method by the Registrants, and required to be filed by the Securities and Exchange Commission ("SEC") pursuant to Rule 3-09 of Regulation S-X. The financial statements of Macquarie CountryWide—Regency II, LLC and Regency Retail Partners were not available at the time the Registrants filed their Form 10-Ks on February 26, 2010.

Currently-dated consents from PricewaterhouseCoopers LLP and KPMG LLP have been provided, which are required to be filed by the SEC pursuant to Item 601(b)(23) of Regulation S-K.

Pursuant to the rules of the Securities Exchange Act of 1934, as amended (the "Exchange Act") Rule 12b-15, the Registrants have also amended the Form 10-Ks to provide currently-dated certifications from the Registrants' chief executive officer and chief financial officer, as required by Exchange Act Rule 13a-14(a) or Rule 15d-14(a), as adopted under Section 302 of the Sarbanes-Oxley Act of 2002, and Section 1350 of Title 18 of the United States Code, as adopted under Section 906 of the Sarbanes-Oxley Act of 2002.

Except for the filing of the revised Item 6. Selected Financial Data, financial statements required under Rule 3-09 of Regulation S-X, currently-dated consents, and revised certifications, this Amendment No. 1 does not amend the Registrants' previously filed Form 10-Ks.

Item 6. Selected Financial Data

(in thousands, except per share and unit data, number of properties, and ratio of earnings to fixed charges)

The following table sets forth Selected Financial Data for Regency Centers Corporation (the "Parent Company") and Regency Centers, L.P. ("the Operating Partnership") on a historical basis for the five years ended December 31, 2009. This historical Selected Financial Data has been derived from the audited consolidated financial statements as reclassified for discontinued operations. This information should be read in conjunction with the consolidated financial statements of Regency Centers Corporation and Regency Centers, L.P. (including the related notes thereto) and Management's Discussion and Analysis of the Financial Condition and Results of Operations.

Parent Company

	2009	2008	2007	2006	2005
Operating Data:					
Revenues	$ 489,232	495,895	436,006	405,480	374,112
Operating expenses	308,019	277,710	247,912	232,988	199,642
Other expense (income)	193,479	103,907	30,174	13,748	83,123
Income (loss) before equity in income (loss) of investments in real estate partnerships	(12,266)	114,278	157,920	158,744	91,347
Equity in income (loss) of investments in real estate partnerships	(26,373)	5,292	18,093	2,580	(2,907)
Income (loss) from continuing operations	(38,639)	119,570	176,013	161,324	88,440
Income (loss) from discontinued operations	5,896	21,951	34,003	68,651	70,651
Net income (loss)	(32,743)	141,521	210,016	229,975	159,091
Net income attributable to noncontrolling interests	(3,961)	(5,333)	(6,365)	(11,464)	(11,351)
Net income (loss) attributable to controlling interests	(36,704)	136,188	203,651	218,511	147,740
Preferred stock dividends	(19,675)	(19,675)	(19,675)	(19,675)	(16,744)
Net income (loss) attributable to common stockholders	(56,379)	116,513	183,976	198,836	130,996
Income per common share—diluted:					
Income (loss) from continuing operations	$ (0.82)	1.35	2.16	1.89	0.93
Net income (loss) attributable to common stockholders	$ (0.74)	1.66	2.65	2.89	2.00
Other Information:					
Common dividends declared per share	$ 2.11	2.90	2.64	2.38	2.20
Common stock outstanding including exchangeable operating partnership units	82,008	70,505	70,112	69,759	69,218
Combined Basis gross leasable area (GLA)	44,972	49,645	51,107	47,187	46,243
Combined Basis number of properties owned	400	440	451	405	393
Ratio of earnings to fixed charges	1.0	1.6	2.0	2.0	1.8
Balance Sheet Data:					
Real estate investments before accumulated depreciation	$ 4,259,990	4,425,895	4,367,191	3,870,629	3,744,429
Total assets	3,973,806	4,142,375	4,114,773	3,643,546	3,587,976
Total debt	1,886,380	2,135,571	2,007,975	1,575,386	1,613,942
Total liabilities	2,030,412	2,380,093	2,194,244	1,734,572	1,739,225
Noncontrolling interests	68,227	65,421	77,468	83,020	87,305
Stockholders' equity	1,875,167	1,696,861	1,843,061	1,825,954	1,761,446

Operating Partnership

	2009	2008	2007	2006	2005
Operating Data:					
Revenues	$ 489,232	495,895	436,006	405,480	374,112
Operating expenses	308,019	277,710	247,912	232,988	199,642
Other expense (income)	193,479	103,907	30,174	13,748	83,123
Income (loss) before equity in income (loss) of investments in real estate partnerships	(12,266)	114,278	157,920	158,744	91,347
Equity in income (loss) of investments in real estate partnerships	(26,373)	5,292	18,093	2,580	(2,907)
Income (loss) from continuing operations	(38,639)	119,570	176,013	161,324	88,440
Income (loss) from discontinued operations	5,896	21,951	34,003	68,651	70,651
Net income (loss)	(32,743)	141,521	210,016	229,975	159,091
Net income attributable to noncontrolling interests	(452)	(701)	(990)	(4,863)	(263)
Net income (loss) attributable to controlling interests	(33,195)	140,820	209,026	225,112	158,828
Preferred unit distributions	(23,400)	(23,400)	(23,400)	(23,400)	(24,849)
Net income (loss) attributable to common unit holders	(56,595)	117,420	185,626	201,712	133,979
Income per common unit—diluted:					
Income (loss) from continuing operations	$ (0.82)	1.35	2.16	1.89	0.93
Net income (loss) attributable to common unit holders	$ (0.74)	1.66	2.65	2.89	2.00
Other Information:					
Distributions per unit	$ 2.11	2.90	2.64	2.38	2.20
Common units outstanding	82,008	70,505	70,112	69,759	69,218
Preferred units outstanding	500	500	500	500	1,040
Combined Basis gross leasable area (GLA)	44,972	49,645	51,107	47,187	46,243
Combined Basis number of properties owned	400	440	451	405	393
Ratio of earnings to fixed charges	1.0	1.6	2.0	2.0	1.8
Balance Sheet Data:					
Real estate investments before accumulated depreciation	$ 4,259,990	4,425,895	4,367,191	3,870,629	3,744,429
Total assets	3,973,806	4,142,375	4,114,773	3,643,546	3,587,976
Total debt	1,886,380	2,135,571	2,007,975	1,575,386	1,613,942
Total liabilities	2,030,412	2,380,093	2,194,244	1,734,572	1,739,225
Noncontrolling interests	11,748	7,980	18,391	17,797	11,089
Partners’ capital	1,931,646	1,754,302	1,902,138	1,891,177	1,837,662

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Financial Statements and Financial Statement Schedules:

Regency Centers Corporation and Regency Centers, L.P. 2009 financial statements and financial statement schedule, together with the reports of KPMG LLP are listed on the index immediately preceding the financial statements in Item 8. Consolidated Financial Statements and Supplemental Data. [(1)]

(b) Exhibits:

In reviewing the agreements included as exhibits to this report, please remember they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about the Registrants, their subsidiaries or other parties to the agreements. The Agreements contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

- should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;
- have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;
- may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and
- were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time. Additional information about the Registrants may be found elsewhere in this report and the Registrants' other public files, which are available without charge through the SEC's website at http://www.sec.gov.

Unless otherwise indicated below, the Commission file number to the exhibit is No. 001-12298 for Regency Centers Corporation and No. 000-24763 for Regency Centers, L.P.

3. Articles of Incorporation and Bylaws

(a) Restated Articles of Incorporation of Regency Centers Corporation (incorporated by reference to Exhibit 3.1 of the Company's Form 8-K filed February 19, 2008).

(b) Amended and Restated Bylaws of Regency Centers Corporation (incorporated by reference to Exhibit 3.2(b) of the Company's Form 8-K filed November 7, 2008).

(c) Fourth Amended and Restated Certificate of Limited Partnership of Regency Centers, L.P. (incorporated by reference to Exhibit 3(a) to Regency Centers, L.P.'s Form 10-K filed March 17, 2009).

(d) Fourth Amended and Restated Agreement of Limited Partnership of Regency Centers, L.P., as amended (incorporated by reference to Exhibit 10(m) to the Company's Form 10-K filed March 12, 2004).

(i) Amendment to Fourth Amended and Restated Agreement of Limited Partnership of Regency Centers, L.P. relating to 6.70% Series 5 Cumulative Redeemable Preferred Units (incorporated by reference to Exhibit 3.3 to the Company's Form 8-K filed August 1, 2005).

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(1) Filed on February 26, 2010 as an exhibit to Form 10-K for the year ended December 31, 2009.

(ii) Amended and Restated Amendment dated January 1, 2008 to Fourth Amended and Restated Agreement of Limited Partnership of Regency Centers, L.P. relating to 7.45% Series 3 Cumulative Redeemable Preferred Units (incorporated by reference to Exhibit 3.1 to Regency Centers, L.P.'s Form 8-K filed January 7, 2008).

(iii) Amended and Restated Amendment dated January 1, 2008 to Fourth Amended and Restated Agreement of Limited Partnership of Regency Centers, L.P. relating to 7.25% Series 4 Cumulative Redeemable Preferred Units (incorporated by reference to Exhibit 3.2 to Regency Centers, L.P.'s Form 8-K filed January 7, 2008).

4. Instruments Defining Rights of Security Holders

(a) See Exhibits 3(a) and 3(b) for provisions of the Articles of Incorporation and Bylaws of the Company defining the rights of security holders. See Exhibit 3(d) for provisions of the Partnership Agreement of Regency Centers, L.P. defining rights of security holders.

(b) Indenture dated March 9, 1999 between Regency Centers, L.P., the guarantors named therein and First Union National Bank, as trustee (incorporated by reference to Exhibit 4.1 to the registration statement on Form S-3 of Regency Centers, L.P. filed February 24, 1999, No. 333-72899).

(c) Indenture dated December 5, 2001 between Regency Centers, L.P., the guarantors named therein and First Union National Bank, as trustee (incorporated by reference to Exhibit 4.4 of Form 8-K of Regency Centers, L.P. filed December 10, 2001).

(i) First Supplemental Indenture dated as of June 5, 2007 among Regency Centers, L.P., the Company as guarantor and U.S. Bank National Association, as successor to Wachovia Bank, National Association (formerly known as First Union National Bank), as trustee (incorporated by reference to Exhibit 4.1 of Form 8-K of Regency Centers, L.P. filed June 5, 2007).

(d) Indenture dated July 18, 2005 between Regency Centers, L.P., the guarantors named therein and Wachovia Bank, National Bank, as trustee (incorporated by reference to Exhibit 4.1 to the registration statement on Form S-4 of Regency Centers, L.P. filed August 5, 2005, No. 333-127274).

(e) Confirmation of Forward Sale Transaction dated as of December 4, 2009 among Regency Centers Corporation and Wachovia Bank, National Association (incorporated by reference to Exhibit 4.1 to the Company's Form 8-K filed December 7, 2009).

(f) Confirmation of Forward Sale Transaction dated as of December 4, 2009 among Regency Centers Corporation and JPMorgan Chase Bank, National Association(incorporated by reference to Exhibit 4.2 to the Company's Form 8-K filed December 7, 2009) .

10. Material Contracts

~(a) Regency Centers Corporation Long Term Omnibus Plan (incorporated by reference to Exhibit 10.9 to the Company's Form 10-Q filed May 8, 2008).

~(i) Form of Stock Rights Award Agreement pursuant to the Company's Long Term Omnibus Plan (incorporated by reference to Exhibit 10(b) to the Company's Form 10-K filed March 10, 2006).

~(ii) Form of 409A Amendment to Stock Rights Award Agreement (incorporated by reference to Exhibit 10(b)(i) to the Company's Form 10-K filed March 17, 2009).

~(iii) Form of Nonqualified Stock Option Agreement pursuant to the Company's Long Term Omnibus Plan (incorporated by reference to Exhibit 10(c) to the Company's Form 10-K filed March 10, 2006).

~ Management contract or compensatory plan

~(iv) Form of 409A Amendment to Stock Option Agreement (incorporated by reference to Exhibit 10(c)(i) to the Company's Form 10-K filed March 17, 2009).

~(v) Amended and Restated Deferred Compensation Plan dated May 6, 2003 (incorporated by reference to Exhibit 10(k) to the Company's Form 10-K filed March 12, 2004).

~(vi) Regency Centers Corporation 2005 Deferred Compensation Plan (incorporated by reference to Exhibit 10(s) to the Company's Form 8-K filed December 21, 2004).

~(vii) First Amendment to Regency Centers Corporation 2005 Deferred Compensation Plan dated December 2005 (incorporated by reference to Exhibit 10(q)(i) to the Company's Form 10-K filed March 10, 2006).

~(b) Form of Director/Officer Indemnification Agreement (filed as an Exhibit to Pre-effective Amendment No. 2 to the Company registration statement on Form S-11 filed October 5, 1993 (33-67258), and incorporated by reference).

~(c) 2008 Amended and Restated Severance and Change of Control Agreement dated as of January 1, 2008 by and between the Company and Martin E. Stein, Jr. (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed January 7, 2008).

~(d) 2008 Amended and Restated Severance and Change of Control Agreement dated as of January 1, 2008 by and between the Company and Bruce M. Johnson (incorporated by reference to Exhibit 10.3 of the Company's Form 8-K filed January 7, 2008).

~(e) 2008 Amended and Restated Severance and Change of Control Agreement dated as of January 1, 2008 by and between the Company and Brian M. Smith (incorporated by reference to Exhibit 10.4 of the Company's Form 8-K filed January 7, 2008).

~(i) Addendum No. 1 dated March 17, 2008 to 2008 Amended and Restated Severance and Change of Control Agreement dated as of January 1, 2008 by and between the Company and Brian M. Smith (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed March 21, 2008).

(f) Second Amended and Restated Credit Agreement dated as of February 9, 2007 by and among Regency Centers, L.P., the Company, each of the financial institutions initially a signatory thereto, and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q filed May 9, 2007).

(i) First Amendment to Second Amended and Restated Credit Agreement (incorporated by reference to Exhibit 10.2 to the Company's Form 10-Q filed May 8, 2008).

(g) Credit Agreement dated as of March 5, 2008 by and among Regency Centers, L.P., the Company, each of the financial institutions party thereto and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q filed May 8, 2008).

(h) Second Amended and Restated Limited Liability Company Agreement of Macquarie CountryWide-Regency II, LLC dated as of July 31, 2009 by and among Global Retail Investors, LLC, Regency Centers, L.P. and Macquarie CountryWide (US) No. 2 LLC (incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q filed November 6, 2009).

(i) Limited Partnership Agreement dated as of December 21, 2006 of RRP Operating, LP (incorporated by reference to Exhibit 10(u) to the Company's Form 10-K filed February 27, 2007.

~ Management contract or compensatory plan

21. Subsidiaries of Regency Centers Corporation. [1]

23. Consents.

23.1 Consent of PricewaterhouseCoopers LLP for Macquarie CountryWide—Regency II, LLC. [2]

23.2 Consent of KPMG LLP for Regency Centers Corporation (Regency Retail Partners). [2]

23.3 Consent of KPMG LLP for Regency Centers, L.P (Regency Retail Partners). [2]

31. Rule 13a-14(a)/15d-14(a) Certifications.

31.1 Rule 13a-14 Certification of Chief Executive Officer for Regency Centers Corporation. [2]

31.2 Rule 13a-14 Certification of Chief Financial Officer for Regency Centers Corporation. [2]

31.3 Rule 13a-14 Certification of Chief Executive Officer for Regency Centers, L.P. [2]

31.4 Rule 13a-14 Certification of Chief Financial Officer for Regency Centers, L.P. [2]

32. Section 1350 Certifications.

The certifications in this exhibit are being furnished solely to accompany this report pursuant to 18 U.S.C. § 1350, and are not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and are not to be incorporated by reference into any of the Registrants' filings, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

32.1 18 U.S.C. § 1350 Certification of Chief Executive Officer for Regency Centers Corporation. [2]

32.2 18 U.S.C. § 1350 Certification of Chief Financial Officer for Regency Centers Corporation. [2]

32.3 18 U.S.C. § 1350 Certification of Chief Executive Officer for Regency Centers, L.P. [2]

32.4 18 U.S.C. § 1350 Certification of Chief Financial Officer for Regency Centers, L.P. [2]

99. Financial Statements under Rule 3-09 of Regulation S-X.

99.1 Financial Statements of Macquarie CountryWide—Regency II, LLC. [2]

99.2 Financial Statements of Regency Retail Partners. [2]

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(1) Filed on February 26, 2010 as an exhibit to Form 10-K for the year ended December 31, 2009.

(2) Filed herein.

SIGNATURES

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

REGENCY CENTERS CORPORATION and
REGENCY CENTERS, L.P.

March 31, 2010	/s/ Martin E. Stein, Jr.
	Martin E. Stein, Jr., **Chairman of the Board and** **Chief Executive Officer**

Exhibit 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent the use in the Registration Statements on Forms S-3 (No. 333-930, No. 333-52089, No. 333-44724, No. 333-114567, No. 333-125858, and No. 333-125913) on Form S-3ASR (No. 333-134286, No. 333-149856, and No. 333-158635) on Form S-4 (No. 333-127274-1) and on Forms S-8 (No. 333-24971, No. 333-55062, No. 333-125857, and No. 333-149872) of Regency Centers Corporation and on Form S-3ASR (No. 333-149856) and on Form S-4 (No. 333-127274) of Regency Centers, L.P. of our report dated March 31, 2010, relating to the consolidated financial statements of Macquaire Countrywide-Regency II, LLC, which appears in this Form 10-K/A of Regency Centers Corporation dated March 31, 2010.

/s/ PricewaterhouseCoopers

McLean, VA
March 31, 2010

Exhibit 23.2

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Regency Centers Corporation:

We consent to the incorporation by reference in the registration statements (No. 333-930, No. 333-52089, No. 333-44724, No. 333-114567, No. 333-125858, and No. 333-125913) on Forms S-3 and (No. 333-134286, No. 333-149856, and No. 333-158635) on Form S-3ASR and (No. 333-127274-1) on Form S-4 and (No. 333-24971, No. 333-55062, No. 333-125857, and No. 333-149872) on Forms S-8 of Regency Centers Corporation and (No. 333-149856) on Form S-3ASR and (No. 333-127274) on Form S-4 of Regency Centers, L.P. of our report dated March 27, 2008, with respect to the combined statements of operations, changes in members' capital and cash flows of Regency Retail Partners for the period from December 21, 2006 (inception) to December 31, 2007, which report appears in the December 31, 2009 annual report on Form 10-K/A of Regency Centers Corporation and Regency Centers, L.P.

KPMG LLP

March 31, 2010
Jacksonville, Florida
Certified Public Accountants

Exhibit 23.3

Consent of Independent Registered Public Accounting Firm

The Board of Directors of
Regency Centers Corporation,
the general partner of
Regency Centers, L.P.:

We consent to the incorporation by reference in the registration statements (No. 333-149856) on Form S–3ASR and (No. 333-127274) on Form S-4 of Regency Centers, L.P. of our report dated March 27, 2008, with respect to the combined statements of operations, changes in members' capital and cash flows of Regency Retail Partners for the period from December 21, 2006 (inception) to December 31, 2007, which report appears in the December 31, 2009 annual report on Form 10-K/A of Regency Centers Corporation and Regency Centers, L.P.

KPMG LLP

March 31, 2010
Jacksonville, Florida
Certified Public Accountants

Exhibit 31.1

Certification of Chief Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act and Rule 13a-14(a)
or 15d-14(a) under the Securities Exchange Act of 1934

I, **Martin E. Stein, Jr.**, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of **Regency Centers Corporation** (“registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: March 31, 2010

/s/ Martin E. Stein, Jr.
Martin E. Stein, Jr.
Chief Executive Officer

Exhibit 31.2

Certification of Chief Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act and Rule 13a-14(a)
or 15d-14(a) under the Securities Exchange Act of 1934

I, **Bruce M. Johnson**, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of **Regency Centers Corporation** ("registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 31, 2010

/s/ Bruce M. Johnson

Bruce M. Johnson
Chief Financial Officer

Exhibit 31.3

**Certification of Chief Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act and Rule 13a-14(a)
or 15d-14(a) under the Securities Exchange Act of 1934**

I, **Martin E. Stein, Jr.**, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of **Regency Centers, L.P.** (“registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: March 31, 2010

/s/ Martin E. Stein, Jr.

Martin E. Stein, Jr.
Chief Executive Officer of Regency Centers Corporation,
general partner of registrant

Exhibit 31.4

Certification of Chief Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act and Rule 13a-14(a)
or 15d-14(a) under the Securities Exchange Act of 1934

I, **Bruce M. Johnson**, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of **Regency Centers, L.P.** (“registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: March 31, 2010

/s/ Bruce M. Johnson

Bruce M. Johnson
Chief Financial Officer of Regency Centers Corporation,
general partner of registrant

Exhibit 32.1

Written Statement of the Chief Executive Officer
Pursuant to 18 U.S.C. §1350

Solely for the purposes of complying with 18 U.S.C. §1350, I, the undersigned Chief Executive Officer of **Regency Centers Corporation**, hereby certify, based on my knowledge, that the Annual Report on Form 10-K/A of Regency Centers Corporation for the year ended **December 31, 2009** (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Regency Centers Corporation.

Date: March 31, 2010

/s/ Martin E. Stein, Jr.

Martin E. Stein, Jr.
Chief Executive Officer

Exhibit 32.2

Written Statement of the Chief Financial Officer
Pursuant to 18 U.S.C. §1350

Solely for the purposes of complying with 18 U.S.C. §1350, I, the undersigned Chief Financial Officer of **Regency Centers Corporation**, hereby certify, based on my knowledge, that the Annual Report on Form 10-K/A of Regency Centers Corporation for the year ended **December 31, 2009** (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Regency Centers Corporation.

Date: March 31, 2010

/s/ Bruce M. Johnson

Bruce M. Johnson
Chief Financial Officer

Exhibit 32.3

Written Statement of the Chief Executive Officer
Pursuant to 18 U.S.C. §1350

Solely for the purposes of complying with 18 U.S.C. §1350, I, the undersigned Chief Executive Officer of **Regency Centers, L.P.**, hereby certify, based on my knowledge, that the Annual Report on Form 10-K/A of Regency Centers, L.P. for the year ended **December 31, 2009** (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Regency Centers, L.P.

Date: March 31, 2010

/s/ Martin E. Stein, Jr.

Martin E. Stein, Jr.
Chief Executive Officer of Regency Centers Corporation,
general partner of registrant

Exhibit 32.4

Written Statement of the Chief Financial Officer
Pursuant to 18 U.S.C. §1350

Solely for the purposes of complying with 18 U.S.C. §1350, I, the undersigned Chief Financial Officer of **Regency Centers, L.P.**, hereby certify, based on my knowledge, that the Annual Report on Form 10-K/A of Regency Centers, L.P. for the year ended **December 31, 2009** (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Regency Centers, L.P.

Date: March 31, 2010

/s/ Bruce M. Johnson

Bruce M. Johnson
Chief Financial Officer of Regency Centers Corporation,
general partner of registrant

Macquarie CountryWide—Regency II, LLC
Index to Financial Statements

Macquarie CountryWide—Regency II, LLC

All other schedules are omitted because of the absence of conditions under which they are required, materiality or because information required therein is shown in the consolidated financial statements or notes thereto.

Report of Independent Auditors

To the Members of
Macquaire Countrywide-Regency II, LLC:

In our opinion, the accompanying consolidated balance sheet and the related consolidated statements of operations, of members' capital and of cash flows present fairly, in all material respects, the financial position of Macquaire Countrywide-Regency II, LLC and its subsidiaries (collectively the "Company") at December 31, 2009, and the results of their operations and their cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit of these statements in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers

McLean, Virginia
March 31, 2010

Macquarie CountryWide - Regency II, LLC
Consolidated Balance Sheets
December 31, 2009 and 2008 (unaudited)
(in thousands)

	2009	2008 (unaudited)
Assets		
Real estate investments, at cost (note 3):		
Land	$ 714,652	$ 748,485
Buildings and improvements	1,686,575	1,728,704
Construction in progress	1,013	15,534
	2,402,240	2,492,723
Less: accumulated depreciation	318,544	248,793
Net real estate investments	2,083,696	2,243,930
Cash and cash equivalents	12,730	13,806
Restricted cash	1,830	1,836
Tenant receivables, net of allowance for doubtful accounts of $4,238 and $1,364, respectively	37,077	37,293
Deferred costs, less accumulated amortization of $14,646 and $9,800, respectively	15,924	15,089
Acquired lease intangible assets, less accumulated amortization of $167,348 and $152,743, respectively (note 5)	42,325	57,022
Other assets	3,363	2,515
Total assets	$ 2,196,945	$ 2,371,491
Liabilities and Members' Capital		
Liabilities:		
Mortgages payable (notes 6 and 8)	$ 1,491,640	$ 1,477,409
Accounts payable and other liabilities (note 11)	46,238	46,959
Acquired lease intangible liabilities, less accumulated accretion of $57,710 and $50,443, respectively (note 5)	26,307	33,717
Tenants' security deposits	4,831	4,912
Derivative instruments (note 7)	—	1,281
Total liabilities	1,569,016	1,564,278
Members' capital (note 9):		
Macquarie CountryWide (US) No. 2, LLC	188,379	605,410
Regency Centers, L.P.	156,982	200,996
Macquarie - Regency Management, LLC	—	807
Global Retail Investors, LLC	282,568	—
Total members' capital	627,929	807,213
Total liabilities and members' capital	$ 2,196,945	$ 2,371,491

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

Macquarie CountryWide - Regency II, LLC
Consolidated Statements of Operations
For the years ended December 31, 2009, 2008 (unaudited), and 2007 (unaudited)
(in thousands)

	2009	2008 (unaudited)	2007 (unaudited)
Revenues:			
Minimum rent (note 10)	$ 173,840	$ 176,519	$ 173,584
Recoveries from tenants	53,941	55,390	54,859
Gain on sale of properties and outparcels	—	117	—
Total revenues	227,781	232,026	228,443
Operating expenses:			
Depreciation and amortization	84,126	90,492	99,491
Operating and maintenance	22,560	22,273	22,778
General and administrative (note 1)	3,868	1,938	1,955
Real estate taxes	30,870	30,586	28,274
Property management fees (note 11)	8,010	7,891	6,457
Provision for doubtful accounts	5,520	1,274	504
Loss on sale of properties and outparcels	329	—	—
Provision for impairment	104,416	—	—
Total operating expenses	259,699	154,454	159,459
Other expense:			
Interest expense, net of interest income of $98, $668, and $1,382, respectively	78,892	78,788	78,555
Early extinguishment of debt	78	—	—
Total other expense	78,970	78,788	78,555
Net loss from continuing operations	(110,888)	(1,216)	(9,571)
Discontinued operations, net (note 4):			
Operating loss from discontinued operations	(131)	(213)	(1,931)
Gain on sale of operating properties	—	8,870	560
Early extinguishment of debt	—	(1,692)	(173)
Net (loss) income from discontinued operations	(131)	6,965	(1,544)
Net (loss) income	$ (111,019)	$ 5,749	$ (11,115)

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

Macquarie CountryWide - Regency II, LLC
Consolidated Statements of Changes in Members' Capital and Comprehensive Income (Loss)
For the years ended December 31, 2009, 2008 (unaudited), and 2007 (unaudited)
(in thousands)

	Macquarie CountryWide (US) No. 2, LLC	Regency Centers, L.P.	Macquarie - Regency Management, LLC	Global Retails Investors, LLC	Total Members' Capital
Balance at December 21, 2006 (unaudited)	$ 715,008	$ 237,383	$ 953	$ —	$ 953,344
Comprehensive Income (Loss):					
Net (loss) income	(15,806)	(2,768)	7,459	—	(11,115)
Change in fair value of derivative instruments	(624)	(207)	(1)	—	(832)
Total comprehensive loss					(11,947)
Cash distributions from sale of real estate	(1,840)	(611)	(2)	—	(2,453)
Cash distributions from operations	(48,170)	(15,993)	(64)	—	(64,227)
Preferred cash distribution	7,470	—	(7,470)	—	—
Balance at December 31, 2007 (unaudited)	656,038	217,804	875	—	874,717
Comprehensive Income (Loss):					
Net (loss) income	(3,555)	1,432	7,872	—	5,749
Change in fair value of derivative instruments	(336)	(112)	—	—	(448)
Total comprehensive income					5,301
Cash distributions from sale of real estate	(13,422)	(4,456)	(18)	—	(17,896)
Cash distributions from operations	(41,182)	(13,672)	(55)	—	(54,909)
Preferred cash distribution	7,867	—	(7,867)	—	—
Balance at December 31, 2008 (unaudited)	605,410	200,996	807	—	807,213
Members' ownership change	(294,357)	654	(654)	294,357	—
Comprehensive Income (Loss):					
Net (loss) income	(85,571)	(26,932)	4,814	(3,330)	(111,019)
Change in fair value of derivative instruments	797	320	1	163	1,281
Total comprehensive loss					(109,738)
Contribution of real estate, net of liabilities assumed, at fair value	(2,775)	(922)	(4)	—	(3,701)
Cash distribution from debt re-financing	(3,212)	(1,066)	(4)	—	(4,282)
Cash distributions from operations	(37,354)	(15,349)	(42)	(8,818)	(61,563)
Preferred cash distribution	5,441	(719)	(4,918)	196	—
Balance at December 31, 2009	$ 188,379	$ 156,982	$ —	$ 282,568	$ 627,929

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

Macquarie CountryWide - Regency II, LLC
Consolidated Statements of Cash Flows
For the years ended December 31, 2009, 2008 (unaudited), and 2007 (unaudited)
(in thousands)

	2009	2008 (unaudited)	2007 (unaudited)
Cash flows from operating activities:			
Net (loss) income	$(111,019)	$ 5,749	$ (11,115)
Adjustments to reconcile net (loss) income to net cash provided by operating activities:			
Depreciation and amortization	84,126	92,467	106,391
Net amortization and accretion of above and below market lease intangibles	(4,458)	(5,466)	(5,783)
Amortization of deferred loan costs and debt premium	1,097	1,058	1,141
Net gain on sale of real estate investments	—	(8,870)	(560)
Net loss (gain) on sale of outparcels	329	(117)	—
Provision for doubtful accounts	5,599	1,304	507
Provision for impairment	104,416	—	—
Dead deal costs	1,333	—	—
Early extinguishment of debt	(35)	1,692	173
Changes in assets and liabilities:			
Tenant receivables, net	(5,337)	(36)	(7,875)
Accounts payable and other liabilities	(719)	(1,212)	4,973
Other assets	(848)	(226)	(218)
Net cash provided by operating activities	74,484	86,343	87,634
Cash flows from investing activities:			
Restricted cash	6	(295)	956
Deferred leasing costs	(5,256)	(5,138)	(4,950)
Proceeds from sale of real estate investments	982	50,399	2,326
Capital improvements	(9,022)	(28,682)	(17,065)
Net cash (used in) provided by investing activities	(13,290)	16,284	(18,733)
Cash flows from financing activities:			
Cash distributions to members	(65,845)	(72,805)	(66,680)
Proceeds from mortgage payables	7,500	—	—
Repayments on mortgage payables	(3,500)	(32,315)	—
Scheduled principal payments on mortgage payables	(97)	(439)	(140)
Deferred loan costs	(217)	(69)	(291)
Security deposits	(111)	132	24
Net cash used in financing activities	(62,270)	(105,496)	(67,087)
Net (decrease) increase in cash and cash equivalents	(1,076)	(2,869)	1,814
Cash and cash equivalents at beginning of the year	13,806	16,675	14,861
Cash and cash equivalents at end of the year	$ 12,730	$ 13,806	$ 16,675
Supplemental disclosure of cash flow information:			
Cash paid for interest	$ 76,999	$ 79,893	$ 83,151
Supplemental disclosure of non-cash transactions:			
Liabilities contributed, net of real estate (note 3)	$ (3,701)	$ —	$ —
Mortgage loan transferred in sale of real estate	$ —	$ 53,674	$ —
Mortgage debt assumed in connection with contribution of real estate	$ —	$ —	$ 10,500
Change in fair value of derivative instrument	$ 1,281	$ (448)	$ (832)
Accrued PP & E	$ 678	$ 1,158	$ 1,202

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

1. Summary of Significant Accounting Policies

(a) Organization and Principles of Consolidation

General

Macquarie Countrywide - Regency II, LLC ("the Company") was formed on June 1, 2005, for the purpose of owning, acquiring, managing, leasing, financing and ultimately disposing of commercial real estate properties, primarily grocery-anchored neighborhood shopping centers. The operations of the Company are governed by the Limited Liability Company Agreement of Macquarie Countrywide - Regency II, LLC (the "Agreement"). At December 31, 2009, the Company owned 86 shopping centers.

Ownership of the Company

At formation, the Company was 64.95% owned by Macquarie Countrywide (US) No. 2, LLC ("MCW") and 34.95% owned by Regency Centers, L.P. ("RCLP" or "Regency") and 0.1% owned by Macquarie-Regency Management ("MRM"). MCW is a wholly owned subsidiary of Macquarie Countrywide Trust of Australia. RCLP is a consolidated subsidiary of Regency Centers Corporation. MRM was owned by Macquarie Real Estate Inc. (50%) and RCLP (50%).

On January 1, 2006, RCLP sold 10.05% of its interest in the Company to MCW. After the sale, the Company was 75% owned by MCW and 24.9% owned by RCLP and 0.1% owned by MRM.

On July 17, 2009, MCW announced that it agreed to sell 60% of its partnership interest in the Company to Global Retail Investors LLC ("GRI"), a joint venture between the California Public Employees' Retirement System ("CalPERS") and an affiliate of First Washington Realty, Inc., in two closings. The initial closing was completed on July 31, 2009, with MCW selling 45% of its 75% interest to GRI. As part of the closing, Regency acquired MRM's 0.1% ownership of the Company. The transaction increased Regency's ownership in the Company to 25% from 24.95%. MCW, RCLP, MRM, and GRI are hereafter referred to collectively as the Members. At the second closing, GRI will acquire from MCW, an incremental 15% interest increasing its total ownership in the Company to 60%. The Company expects this to occur once the existing mortgage lenders consent to the transaction or MCW prepays the mortgage loans. Regency will retain asset management, property management, and leasing responsibilities. As part of the agreement, Regency has the option to acquire up to an additional 15% interests in the partnership from MCW.

In November 2009, Regency exercised its option to acquire the additional 15% interest in the Company which will increase its total ownership to 40%. Closing is contingent upon obtaining lender consents.

As of December 31, 2009, the Company was 45% owned by GRI, 30% owned by MCW, and 25% owned by RCLP.

Method of Accounting

The accompanying consolidated financial statements are prepared on the accrual basis of accounting.

Estimates, Risks, and Uncertainties

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. The most significant estimates in the Company's financial statements relate to the carrying values of its investments in real estate and tenant receivables, net. Each of these items could be significantly affected by the continued weak economy.

Because of the adverse conditions that exist in the real estate markets, as well as, the credit and financial markets, it is possible that the estimates and assumptions that have been utilized in the preparation of the consolidated financial statements could change significantly. Specifically as it relates to the Company's business, the current weak economic period is expected to result in a higher level of retail store closings nationally, which could reduce the demand for leasing space in the Company's shopping centers and result in a decline in occupancy and rental revenues in its real estate portfolio.

Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany accounts and transactions are eliminated.

(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 non-cancellable lease period regardless of when payments are due. Rental income has been adjusted to reflect the effects of recognized rent on a straight-line basis.

Substantially all of the lease agreements with anchor tenants 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.

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 and 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 minimum rent. Factors considered during this evaluation include, among other things, who holds legal title to the improvements as well as other controlling rights provided by the lease agreement and provisions for substantiation of such costs (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. When the Company is the owner of the leasehold improvements, recognition of lease revenue commences when the lessee is given possession of the leased space upon completion of tenant improvements. However, when the leasehold improvements are owned by the tenant, the lease inception date is the date the tenant obtains possession of the leased space for purposes of constructing its leasehold improvements, and revenue recognition begins on this date.

(c) Real Estate Investments

Land, buildings, and improvements are recorded at their respective fair value and carried at cost. Major additions and improvements to real estate investments are capitalized to the property accounts, while replacements, maintenance, and repairs that do not improve or extend the useful lives of the respective assets are recorded in operating and maintenance expense.

The Company incurs costs including contract deposits, as well as legal, engineering, and other external professional fees related to evaluating the feasibility of developing or re-developing a shopping center. These pre-development costs are included in construction in progress in the accompanying Consolidated Balance Sheets. If the Company determines that the development or re-development of a particular shopping center is no longer probable, any related pre-development costs previously capitalized are immediately expensed in general and administrative expenses in the accompany Consolidated Statements of Operations. During the year ended December 31, 2009, the Company expensed pre-development costs of $1.3 million. There were no pre-development costs expensed during the year ended December 31, 2008 and 2007.

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

The Company allocates 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. 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 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 of the respective leases.

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 and the value of below-market leases is accreted to minimum rent over the remaining terms of the respective leases, including below-market renewal options, if applicable. If a tenant exercises an option to renew a lease as per the lease agreement, the Company capitalizes any related leasing commissions and recognizes any related option fees as agreed upon. The Company does not allocate value to customer relationship intangibles if it or Regency 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 classifies an operating property as held-for-sale when it 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 within one year. 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. 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 above. 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. If circumstances arise that previously were considered unlikely and, as a result, the Company decides not to sell a property previously classified as held-for-sale, the property is reclassified as held and used and is measured individually at the lower of its (i) carrying amount before the property was classified as held-for-sale, adjusted for any depreciation and amortization expense that would have been recognized had the property been continuously classified as held and used or (ii) the fair value at the date of the subsequent decision not to sell. Any required adjustment to the carrying amount of the property reclassified as held and used is included in income from continuing operations in the period of the subsequent decision not to sell. If a property is reclassified as held and used, the results of operations of the property previously reported in discontinued operations are reclassified and included in income from continuing operations for all periods presented.

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 are clearly distinguished. Prior periods are also reclassified to reflect the operations of the property as discontinued operations. No properties were classified as held-for-sale at December 31, 2009 or 2008.

The Company reviews its real estate portfolio for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. For properties to be "held and used" for long term investment, the Company estimates undiscounted future cash flows over the expected investment term including the estimated future proceeds from the sale at the end of the investment period. Future sales proceeds are generally determined by applying a market-based capitalization rate to the estimated future net operating income in the final year of the expected investment term. If after applying this method a property is determined to be impaired, the Company determines the provision for impairment based upon applying a market capitalization rate to current estimated net operating income as if the sale were to occur immediately. For properties "held-for-sale", the Company estimates current resale values through appraisal information and other market data, less expected costs to sell. These methods of determining fair value can fluctuate significantly as a result of a number of factors, including changes in the general economy for those markets in which the Company operates, the Company's estimated holding period of the property, tenant credit quality, and demand for new retail stores. If as a result of a change in the Company's strategy for a specific property which the Company owns, a property previously classified as held and used is changed to held-for-sale, or if its estimated holding period changes, such change could cause the Company to determine that the property is impaired and a provision for impairment would be recorded by the Company. During 2009, the Company established a provision for impairment of $104.4 million. No impairment was recorded for the years ended December 31, 2008 or 2007. See Note 8 for further discussion.

(d) Cash and Cash Equivalents

Any instruments that have an original maturity of 90 days or less when purchased are considered cash equivalents. At times, cash and cash equivalent balances may exceed the insurance limit of the Federal Deposit Insurance Corporation. Management believes it mitigates its risk of loss by investing in or through major financial institutions.

(e) Restricted Cash

Restricted cash includes amounts restricted and held in escrow for tenant improvements, taxes and insurance as required by the terms of related mortgages payables.

(f) Tenant Receivables

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 related to straight-line rents, the ultimate collection of these amounts is associated with increased rents to be collected in future years which extend beyond one year. During 2009, the Company experienced an increase in tenant defaults, as well as, deterioration in tenant receivable collection rates, as compared to historical collection rates. As a result, the Company increased its allowance for doubtful accounts based on its policy to both fully reserve for specifically identified tenant defaults and record an allowance based upon a percentage of aging of total revenues billed to its tenants. The following table reports allowance for doubtful accounts activity for the years ended December 31, 2009, 2008, and 2007 (in thousands):

	2009	2008	2007
Allowance for doubtful accounts at beginning of the year	$ 1,364	$ 1,165	$1,328
Provision for doubtful accounts	5,599	1,304	507
Write offs	(2,815)	(1,227)	(695)
Recoveries	90	122	25
Allowance for doubtful accounts at end of the year	$ 4,238	$ 1,364	$1,165

(g) Deferred Costs

Deferred costs include leasing costs and loan costs, net of accumulated amortization. Deferred leasing costs are amortized using the straight-line method over the terms of the respective leases and deferred loan costs are amortized over the life of the related debt using the straight-line method, which approximates the effective interest method. If the lease is terminated early or if the loan is repaid prior to maturity, the remaining leasing costs or loan costs are written off. Deferred leasing costs consist of external commissions associated with leasing the Company’s shopping centers. Net deferred leasing costs were $14.0 million and $12.2 million at December 31, 2009 and 2008, respectively. Deferred loan costs consist of initial direct and incremental costs associated with financing activities and are included as a component of interest expense. Net deferred loan costs were $1.9 million and $2.9 million at December 31, 2009 and 2008, respectively, and are included in interest expense.

(h) Derivative Financial Instruments

The Company held interest rate swaps that expired on September 1, 2009 which were designated as cash flow hedges of the variability in interest payments on certain notes payable. The Company formally assessed whether the derivative instruments were highly effective in offsetting changes in the related interest payments at hedge inception and an ongoing basis. The changes in fair value of derivative instruments that were highly effective and were designated as cash flow hedges were recorded in other comprehensive income. Over time, the unrealized gains and losses held in accumulated other comprehensive income were reclassified to earnings. This reclassification occurs when the related interest payments are also recognized in earnings. See Note 7 for further discussion.

(i) Asset Retirement Obligations

The Company recognizes a liability for the fair value of conditional asset retirement obligations if the fair value of the liability can be reasonably estimated. Recorded conditional asset retirement obligations at December 31, 2009 and 2008 were $6.1 million and $6.0 million. Related accretion was approximately $191,000 and $198,000 of expense and $540,000 of revenue for the years ended December 31, 2009, 2008, and 2007, respectively.

(j) Income Taxes

The Company, with the consent of its members, has elected under the Internal Revenue Code to be taxed as a partnership. Accordingly, income is allocated to the members for inclusion in their tax returns and no provision or liability for Federal and state income taxes has been included in the consolidated financial statements.

On January 1, 2009, the Company adopted the authoritative guidance on accounting for an disclosure of uncertainty in tax positions which requires the Company to determine whether a tax position is more likely than not to be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. For tax positions meeting the more than likely than not threshold, the tax amount recognized in the financial statements is reduced by the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement with the relevant taxing authority. The Company has determined that there was not a material effect on the financial statements from the adoption of this authoritative guidance. The Company has evaluated the tax positions and determined that no liability exists as of December 31, 2009.

The Company files tax returns as prescribed by the tax laws of the jurisdictions in which it operates. In the normal course of business, the Company is subject to examination by federal, state, and local jurisdictions, where applicable. As of December 31, 2009, the tax years that remain subject to examination by the major tax jurisdictions under the statute of limitations is from the year 2006 forward (with limited exceptions).

(k) Assets and Liabilities Measured at Fair Value

Fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement is 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, the Company uses a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from independent sources (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the Company'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.

Assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels. As of

December 31, 2009, all of the Company’s assets and liabilities that are measured at fair value on a recurring and non-recurring basis were derived using primarily Level 3 inputs.

(l) Recent Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update (“ASU”) No. 2010-06, “Fair Value Measurements and Disclosures (820) – Improving Disclosures about Fair Value Measurements” (“ASU 2010-06”). ASU 2010-06 provides amendments to Subtopic 820-10 and requires new disclosures for transfers in and out of Levels 1 and 2 and activity in Level 3 fair value measurements. ASU 2010-06 also clarifies existing disclosure requirements for the level of disaggregation for each class of assets and liabilities and for the inputs and valuation techniques used to measure fair value. ASU 2010-06 is effective for financial statements issued for interim and annual periods ending after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements which is effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The Company adopted this ASU on December 31, 2009.

In May 2009, the FASB issued SFAS No. 165 “Subsequent Events” (“FASB ASC Topic 855”). This Statement establishes principles and requirements for subsequent events. In particular, this Statement sets forth a) the period after the balance sheet date during which management of a reporting entity shall evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, b) the circumstances under which an entity shall recognize events or transactions occurring after the balance sheet date in its financial statements, and c) the disclosures that an entity shall make about events or transactions that occurred after the balance sheet date. This Statement is effective for financial statements issued for interim and annual periods ending after June 15, 2009. The Company adopted this Statement on December 31, 2009.

2. Concentration of Risk

Management of the Company performs ongoing credit evaluations of its tenants. At December 31, 2009, approximately 24%, 20% and 14% of the Company’s consolidated revenues are generated in California, Virginia and Maryland, respectively. No other state generates more than 7% of the Company’s consolidated revenues. No single tenant generates more than 3% of the Company’s consolidated revenues.

3. Real Estate Investments

During 2009, the members’ contributed a property with an asset value of $6.8 million. The property was contributed subject to a mortgage payable of $10.5 million and security deposits of approximately $30,000. The operating results of the property are included in the Company’s accompanying Consolidated Statements of Operations from its contribution date of June 1, 2009.

The book value of the property contributed is as follows (in thousands):

Land	$ 1,787
Buildings and improvements, net	4,931
Straight-line rent	44
Deferred leasing costs, net	66
Deferred loan costs, net	1
Total assets contributed	6,829
Liabilities contributed	10,530
Net liabilities contributed	$ 3,701

4. Discontinued Operations

There were no properties sold during the year ended December 31, 2009. During the years ended December 31, 2008 and 2007, the Company sold seven and one properties, respectively. The combined operating income and gain on the sale of properties was reclassified to discontinued operations. The revenues from properties included in discontinued operations were approximately $4.8 million and $13.1 million for the years ended December 31, 2008 and 2007, respectively. The expenses from properties included in discontinued operations were $5.0 million and $15.0 million and operating loss was approximately $213,000 and $1.9 million for the years ended December 31, 2008 and 2007, respectively. The gain on sales from properties included in discontinued operations was $8.9 million and approximately $560,000 for the years ended December 31, 2008 and 2007, respectively.

5. Acquired Lease Intangibles

The Company has acquired lease intangible assets, net of amortization, of $42.3 million and $57.0 million at December 31, 2009 and 2008, respectively, of which $31.0 million and $42.8 million relates to in-place leases. These in-place leases have a remaining weighted average amortization period of 7 years and the aggregate amortization expense recorded for these in-place leases was $11.7 million, $18.5 million, and $29.9 million for the years ended December 31, 2009, 2008, and 2007, respectively. The Company has above-market lease intangible assets, net of amortization, of $11.3 million and $14.2 million at December 31, 2009 and 2008. The remaining weighted average amortization period is 10 years and the aggregate amortization expense recorded as a reduction to minimum rent for these above-market leases was approximately $2.9 million, $4.1 million, and $7.2 million for the years ended December 31, 2009, 2008, and 2007, respectively.

The Company has acquired lease intangible liabilities, net of accretion, of $26.3 million and $33.7 million at December 31, 2009 and 2008. The remaining weighted average accretion period is 7 years and the aggregate amount accreted as an increase to minimum rent for these below-market rents was $7.4 million, $9.5 million, and $13.0 million for the years ended December 31, 2009, 2008, and 2007, respectively.

The estimated aggregate amortization and net accretion amounts from acquired lease intangibles for each of the next five years are as follows (in thousands):

Year Ending December 31,	Amortization Expense	Net Accretion
2010	$ 9,570	$ 5,188
2011	7,661	4,602
2012	6,302	3,792
2013	4,867	3,403
2014	3,506	2,852
Thereafter	10,419	6,470
Total	$ 42,325	$ 26,307

6. Mortgages Payable

The Company's outstanding debt at December 31, 2009 and 2008 consists of the following (in thousands):

	2009	2008
Mortgage notes with interest only payable monthly at fixed rates of 4.68% to 5.81% and maturities of June 2010 to March 2016 as of December 31, 2009, and 4.68% to 7.16% and maturities of December 2009 to March 2016 as of December 31, 2008; secured by certain properties	$1,389,610	$1,392,610
Mortgage note payable in monthly installments of interest only of $77 through March 2008, thereafter monthly installments of principal and interest of $95 at a rate of 5.45%, secured by a property, due February 2015	16,490	16,729
Mortgage note payable in monthly installments of interest only of $54 through February 2008, thereafter monthly installments of principal and interest of $65 at a rate of 5.47%, secured by a property, due February 2013	11,224	11,378
Mortgage note payable in monthly installments of interest only of $52 through March 2011, thereafter monthly installments of principal and interest of $62 at a rate of 5.81%, secured by a property, due March 2016	10,500	—
Mortgage note payable in monthly installments of principal and interest of $50 at a rate of 5.05%, secured by a property, due May 2013	8,652	8,807
Mortgage note payable in monthly installments of principal and interest of $52 at a rate of 6.75%, secured by a property, due July 2019	7,451	—
Mortgage note with interest only payable monthly at LIBOR plus 1.45% (1.69% at December 31, 2009) secured by a property, due September 2010	47,235	47,235
Unamortized debt market premiums on assumed mortgages payable	478	650
Total mortgages payable	$1,491,640	$1,477,409

Mortgage loans are collateralized and may be prepaid, but could be subject to yield maintenance premiums. Mortgage loans are generally due in monthly installments of either interest only or principal and interest, and mature over various terms through 2019. Fixed interest rates on mortgage loans range from 4.68% to 6.75% and average 5.18%. As of December 31, 2009, the Company had one variable rate mortgage loan with an interest rate equal to LIBOR plus 145 basis points maturing on September 1, 2010. The Company plans to repay the loan at maturity with capital contributions of the Members.

As of December 31, 2009, scheduled principal repayments on notes payable were as follows (in thousands):

Scheduled Payments by Year	Scheduled Principal Payments	Mortgage Loan Maturities	Total Payments
2010	$ 701	576,310	577,011
2011	833	430,382	431,215
2012	910	229,237	230,147
2013	663	28,769	29,432
2014	621	9,800	10,421
Beyond 5 Years	1,080	211,856	212,936
Unamortized debt premium	—	478	478
Total	$ 4,808	1,486,832	1,491,640

The Company is required to comply, and is in compliance with, certain financial and other covenants customary with these types of mortgage financings.

On June 1, 2009, the Company assumed a $10.5 million mortgage payable. See Note 3 for further discussion.

7. Derivative Financial Instruments

On August 17, 2007, the Company entered into an interest rate swap to mitigate the interest rate risk on $47.2 million of variable rate debt held by the Company. The Company expected the cash flows related to the swaps to be highly effective in offsetting the changes in the cash flows of the variable rate debt, therefore, the Company elected to designate the swaps as cash flow hedges of the variable rate debt.

The swap expired on September 1, 2009. The Company recognized a net loss of $1.5 million, a net loss of approximately $750,000, and a net gain of approximately $51,000 on the interest rate swap for the years ended December 31, 2009, 2008, and 2007, respectively, which has been recognized as a component of interest expense.

The fair value of the swap was a liability of $0 and $1.3 million at December 31, 2009 and 2008, respectively. The (decrease)/increase in fair value of approximately ($1.3) million and $448,000 has been recorded through other comprehensive income for the years ended December 31, 2009 and 2008, respectively.

8. Fair Value Measurements

Impairment of Long-lived Assets

Long-lived assets held and used are comprised primarily of real estate. As part of the sales negotiation to GRI, the Company identified properties that it would target for sale over the next three years. These properties were previously expected to be held and used long term and this change in the holding period resulted in a provision for impairment. Of the properties selected, 14 were impaired and have been recorded at their fair value as of December 31, 2009. The

Company has recorded a provision for impairment of $104.4 million. Additional impairments may be necessary in the future in the event that market conditions continue to deteriorate and impact the factors used to estimate fair value, the Company reduces the holding period on properties held and used, or it decides to classify properties as held for sale where they were previously classified as held and used. See Note 1(b) for a discussion of the inputs used in determining the fair value of long-lived assets. The Company has determined that the inputs used to value its long-lived assets fall within Level 3 of the fair value hierarchy.

The Company's assets measured at fair value on a nonrecurring basis are those assets for which the Company has recorded a provision for impairment during 2009. The assets measured at fair value on a nonrecurring basis had a fair market value of $161.5 million at the date of impairment.

The following represent additional fair value disclosures for other assets and liabilities that are included in the accompanying consolidated financial statements.

Mortgages Payable

The fair value of the Company's mortgages payable are estimated based on the current rates available to the Company for debt of the same terms and remaining maturities. Based on the borrowing rates currently available to the Company for loans with similar terms and average maturities, the fair value of the mortgages payable and other financing arrangements is approximately $1.48 billion and $1.41 billion at December 31, 2009 and 2008, respectively.

9. Members' Capital

Additional contributions may be made by RCLP in the form of properties and/or cash and by MCW, MRM, and GRI in the form of cash. Written approval of the Members is required prior to additional contributions. If, at any time, the Members agree that additional funds are needed for any purpose, the Members shall make such additional contributions in accordance with their respective percentage interest.

Distributions of net operating cash flow are made to the Members each month in proportion to their percentage interest as of the end of the month for which the distributions are being made. Distributions are adjusted quarterly in accordance with the Agreement for preferred distributions related to the Performance Amount and/or the Base Amount as defined in the Agreement.

Distributions of proceeds from debt refinancings or property sale transactions are made in accordance with their respective percentage interest.

Net income is allocated to the Members in proportion to their respective percentage interest except for special quarterly allocations related to preferred distributions. These special allocations are intended to return the Members capital accounts to an amount equal to their respective percentage interest, which represents hypothetical liquidation at book value.

10. Leases

The Company has entered into noncancelable operating leases with nonrelated parties, as tenants of its properties. Future minimum rents under noncancelable operating leases as of December 31, 2009, excluding both tenant reimbursements of operating expenses and additional percentage rent based on tenants' sales volume, are as follows (in thousands):

Year Ending December 31,	Amount
2010	$157,064
2011	142,247
2012	117,696
2013	92,047
2014	70,496
Thereafter	247,259
Total	$826,809

In connection with the property acquisitions on June 1, 2005, the Company assumed a capital lease for certain land parcels and a related note payable and accrued interest totaling $4.8 million. The Company recorded a debt premium of $1.1 million to reflect the assumed debt at its fair value. The note payable accrues interest at a fixed rate of 7.9%, and the principal and accrued interest balance matures August 1, 2018, at which time the Company has the option to purchase the land, or the lessor has the right to put the land to the Company for $6.5 million plus the outstanding note payable and accrued interest.

The note payable, accrued interest and debt premium are recorded in accounts payable and other liabilities in the accompanying Consolidated Balance Sheets. Assets under the capital lease are included in real estate investments as land with the recorded value of $5.7 million at December 31, 2009 and 2008.

Future minimum lease payments under the capital lease as of December 31, 2009 are as follows (in thousands):

Year Ending December 31,	Amount
2010	$ 292
2011	292
2012	292
2013	292
2014	292
Thereafter	7,543
	9,003
Less: amount representing interest	(4,688)
Total	$ 4,315

11. Related Party Transactions

For each new property acquired by the Company from a third party that is not an affiliate of the Members, the Company shall pay MRM/RCLP an acquisition fee equal to 1% of the total purchase price of the property plus reimbursement of its third party acquisition costs, which will be added to the Company's basis in the property. No such fees were incurred during the years ended December 31, 2009, 2008 and 2007.

For each new property acquired by the Company directly from an affiliated joint venture, the Company shall pay MRM/RCLP an acquisition fee equal to 1% of the total purchase price multiplied by the percentage of the equity ownership interest in such affiliated joint venture that is not directly or indirectly owned by a Member or its affiliate plus reimbursement of its third party acquisition costs, which will be added to the Company's basis in the property. No such fees were incurred during the years ended December 31, 2009, 2008 and 2007.

For each new property acquired by the Company directly from RCLP or its affiliates, the Company shall pay MRM/RCLP an acquisition fee, which will be separately agreed upon by the Members. No such fees were incurred for the years ended December 31, 2009, 2008 and 2007.

Per the Agreement, the Company shall pay MRM/RCLP a fee for capital restructuring and consulting services provided in connection with any new financing, as defined by the Agreement, for the Company. The fee is equal to 50 basis points of the total amount of the original principal amount of such financing less any third party brokerage fees. No such fees were incurred during the years ended December 31, 2009, 2008 and 2007.

Regency Realty Group, Inc. (RRG), an affiliate of RCLP, has entered into a management agreement whereby RRG provides property management services to the Company for the properties owned by the Company as detailed in the management agreement. RRG receives, as compensation for property management services, an annual sum equal to 3% of effective gross income of the properties, as defined by the Agreement, for the period from June 1, 2005 (inception) through May 31, 2007. This rate will increase by 25 basis points annually starting on June 1, 2007 to a maximum rate of 4% at June 1, 2010. During the years ended December 31, 2009, 2008 and 2007, the Company incurred $8.0 million, $8.1 million and $6.8 million respectively, for such services, of which approximately $742,000, $703,000, and $634,000 are included in accounts payable and other liabilities at December 31, 2009, 2008 and 2007, respectively.

Per the Agreement, the Company incurs a due diligence fee payable to MRM/RCLP for due diligence services provide in connection with the Company's acquisition or disposition of properties. The fee is equal to 25 basis points of the purchase price or sale price, as the case may be, of any property. In addition, MRM/RCLP shall be reimbursed for its third party costs. No such fees were incurred during the years ended December 31, 2009, 2008 and 2007.

The management agreement also states that RCLP is entitled to a construction supervision fee of 5% of project costs in excess of $25,000 on any future development or construction project undertaken by the Company. During the years ended December 31, 2009, 2008 and 2007, the Company incurred fees of approximately $461,000, $1.1 million, and approximately $325,000, respectively, for such services, of which approximately $5,000 and $123,000 are included in accounts payable and other liabilities at December 31, 2009 and 2008, respectively.

12. Commitments and Contingencies

The Company is involved in litigation and other legal proceedings arising in the course of its normal business activities. The Company believes that any liability resulting from these matters, after taking into consideration its insurance coverages and amounts recorded in the accompanying consolidated financial statements, will not have a material adverse effect on its consolidated financial position, cash flows, or results from operations.

13. Subsequent Events

The Company has evaluated all subsequent events and transactions that occurred after its December 31, 2009 consolidated balance sheet date through March 31, 2010, the date these consolidated financial statements were issued, noting the following material events or transactions.

On March 11, 2010, an amendment was filed with the state of Delaware to change the name of the Company from Macquarie CountryWide – Regency, LLC to GRI – Regency, LLC.

On March 30, 2010, Regency closed on its option to acquire an additional 15% interest in the Company, increasing its total ownership to 40%. See Note 1 (a) for further discussion.

Regency Retail Partners

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Regency Retail Partners

All other schedules are omitted because of the absence of conditions under which they are required, materiality or because information required therein is shown in the combined financial statements or notes thereto.

Report of Independent Registered Public Accounting Firm

The Board of Directors of the Managing Member of
Regency Retail Partners:

We have audited the accompanying combined statements of operations, changes in members' capital, and cash flows for the period from December 21, 2006 (inception) to December 31, 2007 of Regency Retail Partners (as defined in note 1(a)). These combined financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these combined financial statements based on our audit.

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

In our opinion, the combined financial statements referred to above present fairly, in all material respects, the results of operations and cash flows of Regency Retail Partners (as defined in note 1(a)) for the period from December 21, 2006 (inception) to December 31, 2007 in conformity with U.S. generally accepted accounting principles.

KPMG LLP

March 27, 2008
Jacksonville, Florida
Certified Public Accountants

Regency Retail Partners
Combined Balance Sheets
December 31, 2009 and 2008
(in thousands, except unit data)
(unaudited)

	2009	2008
Assets		
Real estate investments at cost (note 2):		
Land	$ 106,562	106,562
Buildings and improvements	238,021	237,758
	344,583	344,320
Less: accumulated depreciation	15,590	8,163
Net real estate investments	328,993	336,157
Cash and cash equivalents	3,142	2,998
Restricted cash	1,505	1,274
Tenant receivables, net of allowance for doubtful accounts of $703 and $300 in 2009 and 2008, respectively	4,494	4,707
Deferred costs, less accumulated amortization of $563 and $183 in 2009 and 2008, respectively	1,391	1,470
Acquired lease intangible assets, less accumulated amortization of $14,047 and $7,802 in 2009 and 2008, respectively (note 3)	27,554	33,799
Other assets	157	165
Total assets	$ 367,236	380,570
Liabilities and Members' Capital		
Liabilities:		
Notes payable (note 4 and 8)	$ 208,185	209,410
Accounts payable and other liabilities	2,906	3,126
Acquired lease intangible liabilities, less accumulated accretion of $5,635 and $3,090 in 2009 and 2008, respectively (note 3)	12,610	15,155
Tenants' security deposits	265	294
Total liabilities	223,966	227,985
Commitments and contingencies (notes 6 and 9)		
Members' Capital (note 5):		
Preferred units, par value $1,000; 12.5% distribution rate: 250 units issued and outstanding at December 31, 2009 and 2008,liquidation preference $1,000	250	250
Common units; 162,127 units outstanding at December 31, 2009 and 2008, respectively	143,020	152,335
Total members' capital	143,270	152,585
Total liabilities and members' capital	$ 367,236	380,570

See accompanying notes to combined financial statements.

Regency Retail Partners
Combined Statements of Operations
For the years ended December 31, 2009 and 2008 and the period from
December 21, 2006 (inception) to December 31, 2007
(in thousands)

	2009 (unaudited)	2008 (unaudited)	2007
Revenues:			
Minimum rent (note 6)	$ 25,854	22,107	9,491
Recoveries from tenants	6,747	6,270	2,517
Other revenues	559	113	25
Total revenues	33,160	28,490	12,033
Operating expenses:			
Depreciation and amortization	13,028	12,060	3,519
Real estate taxes	4,199	3,694	1,240
Operating and maintenance	3,790	2,943	1,128
General and administrative	354	239	897
Property management fees (note 7)	1,171	895	378
Provision for doubtful accounts	663	424	32
Total operating expenses	23,205	20,255	7,194
Other expense:			
Interest expense, net of interest income of $19, $117, and $121 in 2009, 2008, and 2007, respectively	12,856	9,833	4,020
Total other expense	12,856	9,833	4,020
Net (loss) income	(2,901)	(1,598)	819
Preferred unit distributions	(31)	(31)	(30)
Net (loss) income for common unit holders	$ (2,932)	(1,629)	789

See accompanying notes to combined financial statements.

Regency Retail Partners
Combined Statements of Changes in Members' Capital
For the years ended December 31, 2009 and 2008 and the period from December 21, 2006 (inception) to December 31, 2007
(in thousands)

	Preferred Units	Common Units	Total Members' Capital
Balance at December 21, 2006	$ —	—	—
Common units issued, net	—	96,258	96,258
Preferred units issued	250	—	250
Preferred unit distribution	(30)	—	(30)
Cash distributions to members	—	(2,888)	(2,888)
Net income	30	789	819
Balance at December 31, 2007	$ 250	94,159	94,409
Common units issued, net	—	65,130	65,130
Preferred unit distribution	(31)	—	(31)
Cash distributions to members	—	(5,325)	(5,325)
Net income (loss)	31	(1,629)	(1,598)
Balance at December 31, 2008 (unaudited)	$ 250	152,335	152,585
Common units issued, net	—	—	—
Preferred unit distribution	(31)	—	(31)
Cash distributions to members	—	(6,383)	(6,383)
Net income (loss)	31	(2,932)	(2,901)
Balance at December 31, 2009 (unaudited)	$ 250	143,020	143,270

See accompanying notes to combined financial statements.

Regency Retail Partners
Combined Statements of Cash Flows
For the years ended December 31, 2009 and 2008 and the period from December 21, 2006 (inception) to December 31, 2007
(in thousands)

	2009 (unaudited)	2008 (unaudited)	2007
Cash flows from operating activities:			
Net (loss) income	$ (2,901)	(1,598)	819
Adjustments to reconcile net (loss) income to net cash provided by operating activities:			
Depreciation and amortization	13,028	12,060	3,519
Amortization and accretion of above and below market lease intangibles	(1,863)	(2,121)	(573)
Deferred leasing costs	(301)	(204)	—
Amortization of loan costs and debt discounts	434	201	42
Provision for doubtful accounts	663	424	32
Changes in assets and liabilities:			
Tenant receivables, net	(450)	(2,903)	(1,779)
Accounts payable and other liabilities	(220)	588	453
Security deposits	(29)	41	—
Other assets	8	(165)	—
Net cash provided by operating activities	8,369	6,323	2,513
Cash flows from investing activities:			
Restricted cash	(231)	(1,274)	—
Master lease receipts	—	272	—
Acquisition of operating real estate	—	(93,374)	(168,384)
Additions to real estate	(263)	(751)	(28)
Net cash used in investing activities	(494)	(95,127)	(168,412)
Cash flows from financing activities:			
Proceeds from issuance of preferred units	—	—	250
Proceeds from issuance of common units, net	—	57,590	77,570
Distributions paid to preferred unit holders	(31)	(31)	(30)
Cash distributions to members	(6,383)	(5,325)	(2,888)
Proceeds from notes payable	—	50,120	93,100
Proceeds from subscription line, net	(1,100)	1,100	—
Scheduled principal payments on mortgage payables	(217)	(186)	—
Repayments on mortgage payables	—	(12,120)	—
Deferred loan costs	—	(897)	(552)
Net cash (used in) provided by financing activities	(7,731)	90,251	167,450
Net increase in cash and cash equivalents	144	1,447	1,551
Cash and cash equivalents at beginning of the year	2,998	1,551	—
Cash and cash equivalents at end of the year	$ 3,142	2,998	1,551
Supplemental disclosure of cash flow information:			
Cash paid for interest	$ 12,442	9,068	3,768
Bridge loan provided by seller for the acquisition of real estate, at fair value	$ —	—	12,120
Common units issued for the contribution of real estate	$ —	7,540	18,688
Tenant receivables acquired through acquisition of operating real estate	$ —	722	32
Tenants' security deposits assumed through acquisition of operating real estate	$		253
Accounts payable and other liabilities assumed through acquisition of operating real estate	$ —	2,084	—
Mortgage loan assumed through acquisition of operating real estate, net	$ —	65,206	—

See accompanying notes to combined financial statements.

1. Summary of Significant Accounting Policies

(a) Organization and Principles of Combination

General

Regency Retail Partners (the "Fund") was formed on December 21, 2006 through a series of operating, property management, and leasing agreements (collectively, the "Agreement") for the purpose of acquiring, managing and otherwise dealing in and with real estate investments in the United States of America. It is an open-end, infinite-life investment fund with a total committed capital of approximately $564.6 million. At December 31, 2009, the ratio of total contributed capital to committed capital was 28.7%.

The Fund has amended the Initial Investment Period, as defined in the Agreement, to April 30, 2010, from its originally established date of December 21, 2009. The Initial Investment Period dictates the time frames in which properties can be contributed/sold to the Fund by Regency, capital is committed by the Members and during which redemptions of capital cannot be requested. After the Initial Investment Period, the Members may request redemption. Such redemption would be made at Net Asset Value and would be paid within 180 days of the date requested, at the discretion of the general partner as to how the funds to make such redemption would be assembled. Under the terms of the Agreement, in no event will the Fund be required to sell more than 10% of the properties within any four consecutive quarters or take any action which would compromise the integrity of the Fund's portfolio of properties or incur borrowings not in compliance with the Fund's Leverage Policy, as defined, in order to make the redemption.

Estimates, Risks, and Uncertainties

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Fund'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. The most significant estimates in the Fund's financial statements relate to the carrying values of its investments in real estate and tenant receivables, net. Each of these items could be significantly affected by the continued weak economy.

Because of the adverse conditions that exist in the real estate markets, as well as, the credit and financial markets, it is possible that the estimates and assumptions that have been utilized in the preparation of the combined financial statements could change significantly. Specifically as it relates to the Fund's business, the current weak economic period is expected to result in a higher level of retail store closings nationally, which could reduce the demand for leasing space in the Fund's shopping centers and result in a decline in occupancy and rental revenues in its real estate portfolio.

Combination

The combined financial statements include the entities in which the various collective members have invested in the Fund. All significant intercompany accounts and transactions are eliminated.

In accordance with Rule 3-09 of Regulation S-X, the Fund has presented combined financial statements of the legal entities rather than separate financial statements for each legal entity. The Fund believes that reporting the financial results of any one legal entity by itself would not be meaningful to users. The following legal entities have been combined in the accompanying financial statements: Regency Retail Partners, LP; RRP German Feeder, LP; RRP GIC RE Feeder, LP; RRP Operating, LP; RRP Parent REIT, Inc.; RRP Subsidiary REIT, LP.

Ownership of the Fund

The Fund's capital includes general and limited Common Unit and Preferred Unit holders (collectively, the "Members"). As of December 31, 2009, the Fund had a total of 162,127 Common Units outstanding and 250 Preferred Units outstanding. As of December 31, 2009, Regency Centers Corporation, through its affiliates, (collectively, "Regency") owns 20% of the Common Units outstanding.

Contributions are made by each Common Unit holder in proportion to their respective committed capital amounts. Distributions are made each quarter first to the Preferred Unit holders and then to the Common Unit holders in accordance with their ownership percentage at the declaration date. Distributions are further reallocated between the general and Common Unit holders in accordance with the Asset Distribution Fee agreement. See note 7 for further discussion.

Net income is allocated first to the Preferred Unit holders at the stated rate and then to the Common Unit holders in proportion to their respective ownership interests.

(b) Revenues

The Fund 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.

Substantially all of the lease agreements with anchor tenants 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.

As part of the leasing process, the Fund may provide the lessee with an allowance for the construction of leasehold improvements. These leasehold improvements are capitalized and 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 Fund 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 minimum rent. Factors considered during this evaluation include, among other things, who holds legal title to the improvements as well as other controlling rights provided by the lease agreement and provisions for substantiation of such costs (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. When the Fund is the owner of the leasehold improvements, recognition of lease revenue commences when the lessee is given possession of the leased space upon completion of tenant improvements. However, when the leasehold improvements are owned by the tenant, the lease inception date is the date the tenant obtains possession of the leased space for purposes of constructing its leasehold improvements. Recognition of lease revenue commences when the lessee is given possession of the leased space upon completion of tenant improvements when the Fund is the owner of the leasehold improvements. However, when the leasehold improvements are owned by the tenant, the lease inception date is the date the tenant obtains possession of the leased space for purposes of constructing its leasehold improvements.

(c) Real Estate Investments

Land, buildings, and improvements are recorded at cost.

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, and the shorter of the useful life or the lease term for tenant improvements.

The Fund allocates 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. The Fund’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 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 of the respective leases.

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 and the value of below-market leases is accreted to minimum rent over the remaining terms of the respective leases, including below-market renewal options, if applicable. If a tenant exercises an option to renew a lease as per the lease agreement, the Fund capitalizes any related leasing commissions and recognizes any related option fees as agreed upon. The Fund does not allocate value to customer relationship intangibles if it or Regency has pre-existing business relationships with the major retailers in the acquired property since they do not provide incremental value over the Fund’s existing relationships.

The Fund classifies an operating property as held-for-sale when the Fund 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 within one year. 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. 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 above. 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. If circumstances arise that previously were considered unlikely and, as a result, the Fund decides not to sell a property previously classified as held-for-sale, the property is reclassified as held and used and is measured individually at the lower of its (i) carrying amount before the property was classified as held-for-sale, adjusted for any depreciation and amortization expense that would have been recognized had the property been continuously classified as held and used or (ii) the fair value at the date of the subsequent decision not to sell. Any required adjustment to the carrying amount of the property reclassified as held and used is included in income from continuing operations in the period of the subsequent decision not to sell. If a property is reclassified as held and used, the results of operations of the property previously reported in discontinued operations are reclassified and included in income from continuing operations for all periods presented.

When the Fund 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 are clearly distinguished. Prior periods are also reclassified to reflect the operations of the property as discontinued operations. No properties were classified as held-for-sale at December 31, 2009 or 2008.

The Fund reviews its real estate portfolio for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. For properties to be “held and used” for long term investment, the Fund estimates undiscounted future cash flows over the expected investment term including the estimated future value of the asset upon sale at the end of the investment period. Future value is generally determined by applying a market-based capitalization rate to the estimated future net operating income in the final year of the expected investment term. If after applying this method a property is determined to be impaired, the Fund determines the provision for impairment based upon applying a market capitalization rate to current estimated net operating income as if the sale were to occur immediately. For properties “held-for-sale”, the Fund estimates current resale values through appraisal information and other market data, less expected costs to sell. These methods of determining fair value can fluctuate significantly as a result of a number of factors, including changes in the general economy for those markets in which the Fund operates, the Fund’s estimated holding period of the property, tenant credit quality, and demand for new retail stores. If as a result of a change in the Fund’s strategy for a specific property which the Fund owns, a property previously classified as held and used is changed to held-for-sale, or if its estimated holding period changes, such change could cause the Fund to determine that the property is impaired and a provision for impairment would be recorded by the Fund. No impairment was recorded for the years ended December 31, 2009 or 2008 or the period December 21, 2006 (inception) to December 31, 2007.

(c) Cash and Cash Equivalents

Any instruments that have an original maturity of 90 days or less when purchased are considered cash equivalents.

(d) Restricted Cash

Restricted cash includes amounts restricted through escrow agreements required by certain mortgage loans.

(e) Tenant Receivables

Accrued rents are included in tenant receivables. The Fund estimates the collectibility of the accounts receivable related to base rents, straight-line rents, expense reimbursements, and other revenue taking into consideration the Fund’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 related to straight-line rents, the ultimate collection of these amounts are associated with increased rents to be collected in future years which extend beyond one year. During 2009, the Fund experienced an increase in tenant defaults, as well as, deterioration in tenant receivable collection rates, as compared to historical collection rates. As a result, the Fund increased its allowance for doubtful accounts to fully reserve for these specifically identified tenant defaults and adjusted the collectibility rates used to estimate the allowance to reflect such deterioration in collection rates. During the years ended December 31, 2009 and 2008 and the period from December 21, 2006 (inception) to December 31, 2007, the Fund recorded provisions for doubtful accounts of approximately $663,000, $424,000, and $32,000, respectively.

(f) 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. If the lease is terminated early or if the loan is repaid prior to maturity, the remaining leasing costs or loan costs are written off. Deferred leasing costs consist of external commissions associated with leasing the Fund’s shopping centers. Net deferred leasing costs were approximately $458,000 and $195,000 at December 31, 2009 and 2008, respectively. Deferred loan costs consist of initial direct and incremental costs associated with financing activities. Net deferred loan costs were approximately $933,000 and $1.3 million at December 31, 2009 and 2008, respectively.

(g) Income Taxes

Certain entities within the Fund were formed as Delaware real estate investment trusts (“REIT”) in December 2006 and elected to be taxed as a REIT under the Internal Revenue Code of 1986. Under the Internal Revenue Code, a REIT is generally not required to pay federal income taxes if it distributes 90% of its taxable income and meets certain other requirements.

Tax positions are initially 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 Fund 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 based on an assessment of many factors including past experience and interpretations of tax laws applied to the facts of each matter.

(h) Assets and Liabilities Measured at Fair Value

Fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement is 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, the Fund uses a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from independent sources (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the Fund’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 Fund 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 Fund’s own assumptions, as there is little, if any, related market activity.

Assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurement. The Fund’s assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels. As of December 31, 2009, all of the Fund’s assets and liabilities that are measured at fair value on a recurring basis were derived using primarily Level 3 inputs.

(i) Recent Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update (“ASU”) No. 2010-06, “Fair Value Measurements and Disclosures (820)—Improving Disclosures about Fair Value Measurements” (“ASU 2010-06”). ASU 2010-06 provides amendments to Subtopic 820-10 and requires new disclosures for transfers in and out of Levels 1 and 2 and activity in Level 3 fair value measurements. ASU 2010-06 also clarifies existing disclosure requirements for the level of disaggregation for each class of assets and liabilities and for the inputs and valuation techniques used to measure fair value. ASU 2010-06 is effective for financial statements issued for interim and annual periods ending after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements which is effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The Fund adopted this ASU on December 31, 2009.

In May 2009, the FASB issued SFAS No. 165 “Subsequent Events” (“FASB ASC Topic 855”). This Statement establishes principles and requirements for subsequent events. In particular, this Statement sets forth a) the period after the balance sheet date during which management of a reporting entity shall evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, b) the circumstances under which an entity shall recognize events or transactions occurring after the balance sheet date in its financial statements, and c) the disclosures that an entity shall make about events or transactions that occurred after the balance sheet date. This Statement is effective for financial statements issued for interim and annual periods ending after June 15, 2009. The Fund adopted this Statement on December 31, 2009.

(j) Reclassifications

Certain prior year amounts have been reclassified to conform to the current year’s presentation.

2. Real Estate Investments

During 2009, the Fund did not have any acquisition activity. During 2008, the Fund acquired two shopping centers, one from Regency and one from a third party, for a combined purchase price of $167.8 million. Acquired lease intangible assets and acquired lease intangible liabilities of $17.9 million and $9.3 million, respectively, were recorded for these acquisitions. The acquisitions were accounted for as purchase business combinations and their results of operations are included in the combined financial statements from the date of acquisition. Results from operations for the periods prior to acquisition are not significant as the properties were under development and, therefore, are not disclosed.

3. Acquired Lease Intangibles

The Fund has acquired lease intangible assets, net of amortization, of $27.6 million and $33.8 million at December 31, 2009 and 2008, respectively, of which $23.6 million and $29.1 million relates to in-place leases. These in-place leases have a remaining weighted average amortization period of 9.6 years and the aggregate amortization expense recorded for these in-place leases was $5.5 million, $6.2 million, and $1.2 million for the years ended December 31, 2009 and 2008 and the period from December 21, 2006 (inception) to December 31, 2007, respectively. The Fund has above-market lease intangible assets, net of amortization, of $4.0 million and $4.7 million at December 31, 2009 and 2008. The remaining weighted average amortization period is 11.2 years and the aggregate amortization expense recorded as a reduction to minimum rent for these above-market leases was approximately $682,000, $380,000, and $16,000 for the years ended December 31, 2009 and 2008 and the period from December 21, 2006 (inception) to December 31, 2007, respectively.

The Fund has acquired lease intangible liabilities, net of accretion, of $12.6 million and $15.2 million at December 31, 2009 and 2008. The remaining weighted average accretion period is 10.8 years and the aggregate amount accreted as an increase to minimum rent for these below-market rents was $2.5 million, $2.5 million, and approximately $590,000 for the years ended December 31, 2009 and 2008 and the period from December 21, 2006 (inception) to December 31, 2007, respectively.

The estimated aggregate amortization and net accretion amounts from acquired lease intangibles for each of the next five years are as follows (in thousands):

Year Ending December 31,	Amortization Expense	Minimum Rent, Net
2010	$ 3,304	1,162
2011	2,712	977
2012	2,472	895
2013	2,098	871
2014	1,965	798

4. Notes Payable

The Fund’s outstanding debt at December 31, 2009 and 2008 consists of the following (in thousands):

	2009	2008
Notes payable:		
Fixed rate mortgage loans	$208,185	208,310
Subscription line	—	1,100
Total	$208,185	209,410

On September 24, 2008, the Fund entered a Subscription Line agreement with PNC Bank, NA. The agreement included a borrowing capacity of $40.0 million at a rate of LIBOR plus 80 points (4.36% at December 31, 2008) with a termination date of September 21, 2009. The Fund paid down the Subscription Line in full at maturity. The balance on the subscription Line was $1.1 million at December 31, 2008.

On January 28, 2008, the Fund placed a $12.1 million mortgage loan on a property. The loan has a ten-year term and is interest only with a fixed interest rate of 6.18%. On April 11, 2008, the Fund assumed a $65.2 million, net of debt discount of approximately $794,000, mortgage loan on a property acquisition maturing on December 1, 2016 and is interest only with a fixed interest rate of 5.81%. On September 25, 2008, the Fund placed a $38.0 million mortgage loan on a property. The loan has a seven-year term and is interest only with a fixed interest rate of 6.35%.

Mortgage loans are secured and may be prepaid, but could be subject to yield maintenance premiums. Mortgage loans are generally due in monthly installments of either interest only or principal and interest, and mature over various terms through 2018. Fixed interest rates on mortgage loans range from 5.68% to 6.35% and average 5.89%.

As of December 31, 2009, scheduled principal repayments on notes payable were as follows (in thousands):

Scheduled Payments by Year	Scheduled Principal Payments	Term Loan Maturities	Total Payments
2010	$ 229	—	229
2011	243	—	243
2012	1,032	—	1,032
2013	1,106	—	1,106
2014	1,173	—	1,173
Beyond 5 Years	2,810	202,223	205,033
Unamortized debt discount	—	(631)	(631)
Total	$ 6,593	201,592	208,185

5. Members' Capital

(a) Preferred Units

As of December 31, 2009 and 2008, the face value of the Preferred Units was $250,000 with a fixed distribution rate of 12.5% per annum.

(b) Common Units

As of December 31, 2009 and 2008, the Fund had issued and outstanding 162,127 Common Units to 11 Unit holders at a price of $1,000 per unit.

6. Operating Leases

Future minimum rents under noncancelable operating leases as of December 31, 2009, excluding both tenant reimbursements of operating expenses and additional percentage rent based on tenants' sales volume, are as follows (in thousands):

Year Ending December 31,	Amount
2010	$ 22,186
2011	22,297
2012	21,721
2013	20,381
2014	19,399
Thereafter	117,504
Total	$ 223,488

The shopping centers' tenant base includes primarily national and regional supermarkets, drug stores, discount department stores and other retailers and, therefore, the credit risk is concentrated in the retail industry. As of December 31, 2009, one tenant represented 6.3% of the Fund's future minimum rents. No other tenants individually represent more than 4% of the Fund's future minimum rents.

7. Related Party Transactions

Per the Agreement, Regency will provide property management services to the Fund. The property management fee is paid monthly based on 3.75% of gross receipts. During the years ended December 31, 2009 and 2008 and the period from December 21, 2006 (inception) to December 31, 2007, the Fund incurred $1.2 million, approximately $895,000, and approximately $378,000, respectively, for such services. As of December 31, 2009 and 2008, approximately $94,000 and $97,000, respectively, was payable and included in accounts payable and other liabilities.

Per the Agreement, the Fund shall pay Regency a construction management fee on tenant improvements and other capital improvements to existing structures. The construction management fee is equal to 5% of total project costs as defined in the Agreement and are capitalized as buildings and improvements. During the year ended December 31, 2009, the Fund incurred approximately $5,000 of construction management fees. During the year ended December 31, 2008, no such fees were incurred.

Per the Agreement, the Fund shall pay Regency a debt placement fee for permanent financing in accordance with the fee structure outlined in the Agreement that are capitalized as deferred costs. During 2009, no such fees were incurred. During the year ended December 31, 2008, the Fund incurred approximately $190,000 for debt placement fees.

Per the Agreement, the Fund shall pay leasing commissions to Regency to perform such services that are capitalized as deferred costs. During the years ended December 31, 2009 and 2008, the Fund incurred approximately $279,000 and $205,000, respectively, for such services.

Per the Agreement, the Common Unit holders shall pay Regency asset distribution fees for investments under management. The fees are paid as follows through a reallocation of cash distributions:

Sum of Common Unit holders' Unfunded Capital Commitment & Asset Distribution Base	Rate per Annum	Rate per Quarter
< $50 million	1.25%	0.3125%
>/= $50 million, < $100 million	1.15%	0.2875%
>/= $100 million, < $175 million	1.00%	0.2500%

Common Unit holders with greater than or equal to $175 million in Unfunded Capital Commitment & Asset Distribution Base pay Regency asset distribution fees based on separately negotiated agreements.

During the year ended December 31, 2009 and 2008 and the period from December 21, 2006 (inception) to December 31, 2007, the Common Unit holders paid asset distribution fees of approximately $905,000, $568,000, and $196,000, respectively.

8. Fair Value Measurements

Notes Payable

The fair value of fixed rate loans are estimated using cash flows discounted at current market rates available to the Fund 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. The carrying value of the Fund's Subscription Line was based upon a spread above LIBOR which is lower than the spreads available in the current credit markets, causing the fair value of such variable rate debt to be below its carrying value. Based on the estimates used by the Fund, the fair value of mortgage notes payable and the Subscription Line was approximately $203.5 million and $190.7 million at December 31, 2009 and 2008, respectively.

9. Commitments and Contingencies

All of the properties owned by the Fund have been subjected to environmental reviews. None of the environmental assessments has revealed, nor is management aware of, any environmental liability that management believes would have a material effect on its financial position, liquidity, or operations.

10. Subsequent Events

The Fund has evaluated all subsequent events and transactions that occurred after its December 31, 2009 consolidated balance sheet date through March 31, 2010, the date these consolidated financial statements were issued, noting no material events or transactions.