

SECURITIES AND EXCHANGE COMMISSION

UNITED STATES

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) August 29, 2000

REGENCY CENTERS, L.P.

(Exact name of registrant as specified in its charter)

Delaware ----- (State or other jurisdiction of incorporation)	0-24763 ----- Commission File Number)	59-3429602 ----- (IRS Employer Identification No.)
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121 West Forsyth Street, Suite 200 Jacksonville, Florida (Address of principal executive offices)	32202 ----- (Zip Code)
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Registrant's telephone number including area code: (904)-356-7000

Not Applicable
(Former name or former address, if changed since last report)

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ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND

EXHIBITS

C. Exhibits:

The exhibits listed below relate to the Registration Statement No. 333-72899 on Form S-3 of Regency Centers, L.P. and are filed herewith for incorporation by reference in such Registration Statement.

- 1.3 Pricing Agreement dated as of August 24, 2000 among Regency Centers, L.P., Regency Realty Corporation, on the one hand, and Goldman, Sachs & Co., on the other hand.
- 5.3 Opinion of Foley & Lardner regarding legality of securities.
- 8.2 Opinion of Foley & Lardner regarding tax matters.
- 12.2 Statement regarding computation of ratios.

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

REGENCY CENTERS, L.P.
(registrant)

By: Regency Realty Corporation,
Its General Partner

August 29, 2000

By: /s/ Bruce M. Johnson

Bruce M. Johnson, Managing Director
and Executive Vice President

Pricing Agreement

Goldman, Sachs & Co.,
85 Broad Street,
New York, New York 10004.

August 24, 2000

Ladies and Gentlemen:

Regency Centers, L.P., a Delaware limited partnership (the "Partnership"), proposes, subject to the terms and conditions stated herein and in the Underwriting Agreement, dated April 7, 1999 (the "Underwriting Agreement"), between the Partnership and Regency Realty Corporation, a Florida corporation ("Regency"), on the one hand, and Goldman, Sachs & Co., on the other hand, to issue and sell to Goldman, Sachs & Co. (the "Underwriters") the Securities specified in Schedule I hereto (the "Designated Securities"). Each of the provisions of the Underwriting Agreement is incorporated herein by reference in its entirety, and shall be deemed to be a part of this Agreement to the same extent as if such provisions had been set forth in full herein, and each of the representations and warranties set forth therein shall be deemed to have been made at and as of the date of this Pricing Agreement, except that (i) each representation and warranty which refers to the Prospectus in Section 2 of the Underwriting Agreement shall be deemed to be a representation or warranty as of the date of the Underwriting Agreement in relation to the Prospectus (as therein defined) and also a representation and warranty as of the date of this Pricing Agreement in relation to the Prospectus as amended or supplemented relating to the Designated Securities which are the subject of this Pricing Agreement and (ii) the representation and warranty in paragraph (o) of Section 2 of the Underwriting Agreement shall be superceded in its entirety by the following:

(o) Regency has qualified to be taxed as a real estate investment trust pursuant to Sections 856 through 860 of the Internal Revenue Code of 1986, as amended (the "Code"), for each of the fiscal years from its inception through the fiscal year ended December 31, 1999 and Regency's present and contemplated organization, ownership, method of operation, assets and income are such that Regency is in a position under present law to so qualify for the fiscal year ending December 31, 2000 and in the future;

Each reference to the Representatives herein and in the provisions of the Underwriting Agreement so incorporated by reference shall be deemed to refer to you. Unless otherwise

defined herein, terms defined in the Underwriting Agreement are used herein as therein defined. The Representatives designated to act on behalf of the Representatives and on behalf of the Underwriters of the Designated Securities pursuant to Section 12 of the Underwriting Agreement and the address of the Representatives referred to in such Section 12 are set forth at the end of Schedule I hereto.

An amendment to the Registration Statement, or a supplement to the Prospectus, as the case may be, relating to the Designated Securities, in the form heretofore delivered to you is now proposed to be filed with the Commission.

Subject to the terms and conditions set forth herein and in the Underwriting Agreement incorporated herein by reference, the Partnership and Regency agree to issue and sell to the Underwriters, and the Underwriters agree to purchase from the Partnership and Regency, at the time and place and at the purchase price to the Underwriters set forth in Schedule I hereto, the Designated Securities.

If the foregoing is in accordance with your understanding, please sign and return to us four counterparts hereof, and upon acceptance hereof by the Underwriters, this letter and such acceptance hereof, including the provisions of the Underwriting Agreement incorporated herein by reference, shall constitute a binding agreement between the Underwriters, the Partnership and Regency.

Very truly yours,

Regency Centers, L.P.

By: Regency Realty Corporation,
general partner

By: /s/ J. Christian Leavitt

Name: J. Christian Leavitt
Title: Sr. Vice Prepsident Finance

Regency Realty Corporation

By: /s/ J. Christian Leavitt

Name: J. Christian Leavitt
Title: Sr. Vice Prepsident Finance

Accepted as of the date hereof:

Goldman, Sachs & Co.

(Goldman, Sachs & Co.)

SCHEDULE I

Title of Designated Securities:

8.45% Notes due September 1, 2010

Aggregate principal amount:

\$150,000,000

Price to Public:

99.819% of the principal amount of the Designated Securities, plus accrued interest, if any, from August 29, 2000 to the Time of Delivery

Purchase Price by Underwriters:

99.169% of the principal amount of the Designated Securities, plus accrued interest, if any, from August 29, 2000 to the Time of Delivery

Form of Designated Securities:

Book-entry only form represented by one or more global securities deposited with The Depository Trust Company ("DTC") or its designated custodian, to be made available for checking by the Representatives at least twenty-four hours prior to the Time of Delivery at the office of DTC.

Specified funds for payment of purchase price:

Federal (same day) funds

Time of Delivery:

10:00 a.m. (New York City time) on August 29, 2000

Indenture:

Indenture dated as of March 9, 1999 among the Partnership, the Guarantors named therein and First Union National Bank, as Trustee

Maturity:

September 1, 2010

Interest Rate:

8.45%

Interest Payment Dates:

March 1 and September 1

Redemption Provisions:

The Designated Securities may be redeemed by the Partnership, in whole or in part, at any time at a redemption price equal to the sum of (a) the principal amount of Designated Securities being redeemed plus accrued interest thereon to the Redemption Date (as defined in the Indenture) and (b) the Make-Whole Amount (as defined in the Indenture), if any, with respect to such Designated Securities.

Sinking Fund Provisions:

No sinking fund provisions

Closing location for delivery of Designated Securities:

Sullivan & Cromwell
125 Broad Street
New York, New York 10004

Additional Closing Conditions:

None

Names and addresses of Representatives:

Designated Representatives: Goldman, Sachs & Co.

Address for Notices, etc.: 85 Broad Street, New York, New York 10004

Other Terms:

None

FOLEY & LARDNER

CHICAGO	ATTORNEYS AT LAW	SACRAMENTO
DENVER	POST OFFICE BOX 240	SAN DIEGO
JACKSONVILLE	JACKSONVILLE, FLORIDA 32201-0240	SAN FRANCISCO
LOS ANGELES	THE GREENLEAF BUILDING	TALLAHASSEE
MADISON	200 LAURA STREET	TAMPA
MILWAUKEE	JACKSONVILLE, FLORIDA 32202-3510	WASHINGTON, D.C.
ORLANDO	TELEPHONE (904) 359-2000	WEST PALM BEACH
	FACSIMILE (904) 359-8700	

August 29, 2000

Regency Centers, L.P.
121 West Forsyth Street
Suite 200
Jacksonville, Florida 32202

Re: Registration Statement on Form S-3

Gentlemen:

This opinion is being furnished in connection with the Registration Statement on Form S-3 of Regency Centers, L.P. (the "Issuer") and Regency Realty Corporation, as guarantor ("Regency"), under the Securities Act of 1933, as amended (the "Securities Act"), for the issuance of (a) \$150,000,000 aggregate principal amount of 8.45% Notes Due September 1, 2010 of the Issuer (the "Notes") and (b) the guarantee of Regency with respect to the Notes (the "Guarantees"), to be issued against payment therefor.

In connection with the issuance of such securities, we have examined and are familiar with: (a) the agreements of limited partnership of the Issuer, as presently in effect, (b) the articles of incorporation and bylaws of Regency, as presently in effect, (c) the proceedings of and actions taken by the Board of Directors of Regency, as general partner of the Issuer, in connection with the issuance and sale of the Notes, (d) the proceedings of and actions taken by the Board of Directors of Regency, on its own behalf, in connection with the issuance of the Guarantees and (e) such other records, certificates and documents as we have considered necessary or appropriate for purposes of this opinion.

1. The Notes have been duly authorized, and when duly executed, authenticated, issued and delivered against payment therefor, will constitute valid and legally binding obligations of the Issuer enforceable in accordance with their terms, subject, as to enforcement, to bankruptcy, fraudulent transfer, equitable subordination, fair dealing, insolvency, reorganization and other laws of general applicability relating to or affecting creditors' rights and to general equity principles.

Foley & Lardner

Regency Centers, L.P.
August 29, 2000
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2. The Guarantees have been duly authorized, and when duly executed, issued and delivered by Regency and, when the Notes have been issued and authenticated, will constitute valid and legally binding obligations of Regency enforceable in accordance with their terms, subject, as to enforcement, to bankruptcy, fraudulent transfer, equitable subordination, fair dealing, insolvency, reorganization and other laws of general applicability relating to or affecting creditors' rights and to general equity principles.

We assume no obligation to supplement this opinion letter if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinions expressed herein after the date hereof.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 in said Registration Statement and to the reference to this firm under the caption "Legal Matters" in the prospectus and any supplements thereto. In giving this consent we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules or regulations of the Securities and Exchange Commission promulgated thereunder.

Sincerely,

FOLEY & LARDNER

By: /s/ Foley & Lardner

FOLEY & LARDNER

	ATTORNEYS AT LAW	
CHICAGO	POST OFFICE BOX 240	SACRAMENTO
DENVER	JACKSONVILLE, FLORIDA 32201-0240	SAN DIEGO
JACKSONVILLE	THE GREENLEAF BUILDING	SAN FRANCISCO
LOS ANGELES	200 LAURA STREET	TALLAHASSEE
MADISON	JACKSONVILLE, FLORIDA 32202-3510	TAMPA
MILWAUKEE	TELEPHONE (904) 359-2000	WASHINGTON, D.C.
ORLANDO	FACSIMILE (904) 359-8700	WEST PALM BEACH

August 29, 2000

Regency Realty Corporation
121 West Forsyth Street, Suite 200
Jacksonville, Florida 32202

Ladies and Gentlemen:

You have requested our opinions as tax counsel to Regency Realty Corporation (the "Company") concerning the federal income tax consequences in connection with the registration statement on Form S-3 (which registration statement is hereinafter referred to as the "Registration Statement") and with respect to qualification of the Company as a real estate investment trust (a "REIT") for federal income tax purposes, for the issuance of \$150,000,000 aggregate principal amount of Notes due September 1, 2010 of Regency Centers, L.P. (the "Partnership") and the guarantee of the Company with respect to such notes. Capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Registration Statement.

In connection with the opinions rendered below, we have reviewed the Registration Statement, the agreement of limited partnership of the Partnership, the articles of incorporation and bylaws of the Company and such other documents that we deemed relevant. The opinions expressed in this letter are based upon certain factual representations set forth in the Registration Statement and in certificates of officers of the Company.

In connection with the opinions rendered below, we have assumed generally that:

1. each of the documents referred to above has been duly authorized, executed, and delivered; is authentic, if an original, or is accurate, if a copy; and has not been amended;
2. during its short taxable year ended December 31, 1993 and subsequent taxable years, the Company has operated and will continue to operate in such a manner

Regency Realty Corporation
August 29, 2000
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that makes and will continue to make the factual representations contained in a certificate, dated as of the date hereof and executed by a duly appointed officer of the Company (the "Officer's Certificate"), true for such years;

3. the Company will not make any amendments to its organizational documents or to the organizational documents of Regency Realty Group, Inc., a Florida corporation ("Management Company"), after the date of this opinion that would affect its qualification as a REIT for any taxable year;

4. no actions will be taken by the Company or Management Company after the date hereof that would have the effect of altering the facts upon which the opinion set forth below is based.

In connection with the opinions rendered below, we also have relied upon the correctness of the factual representations contained in the Officer's Certificate.

Based solely on the documents and assumptions set forth above and the factual representations set forth in the Officer's Certificate, and without further investigation, we are of the opinion that the summaries set forth in the prospectus (the "Prospectus") included as part of the Registration Statement under the caption "Federal Income Tax Considerations" is accurate in all material respects as to matters of law and legal conclusions. In addition, based upon and subject to the foregoing, we confirm our specific opinions in the Prospectus under the caption "Federal Income Tax Considerations".

The foregoing opinions are based on current provisions of the Code and the Treasury regulations thereunder (the "Regulations"), published administrative interpretations thereof, and published court decisions, all of which are subject to change either prospectively or retroactively. The Internal Revenue Service has not issued Regulations or administrative interpretations

with respect to various provisions of the Code relating to REIT qualification. No assurance can be given that the law will not change in a way that will prevent the Company from qualifying as a REIT or that may change the other legal conclusions stated herein.

The foregoing opinion is limited to the U.S. federal income tax matters addressed herein, and no other opinions are rendered with respect to other federal tax matters or to any issues arising under the tax laws of any other country, or any state or locality. We undertake no obligation to update the opinion expressed herein after the date of this letter.

We hereby consent to the inclusion of this opinion as Exhibit 8.1 in said Registration Statement and to the reference to this firm under the captions "Federal Income Tax Considerations" and "Legal Matters" in the Prospectus. In giving this consent we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules or regulations of the Securities and Exchange Commission promulgated thereunder.

Sincerely,

FOLEY & LARDNER

By: /s/ Foley & Lardner

STATEMENT RE: COMPUTATION OF RATIO OF EARNINGS

Regency Centers, L.P.
Ratio of Earnings to Fixed Charges

	RCLP 06-30-00	RCLP 1999	RCLP 1998	RCLP 1997	RCLP 1996	RCLP 1995
Net income	57,013	99,131	49,299	24,228	4,942	796
Adjust for:						
Minority interest	480	2,855	464	505	-	-
Equity in income of joint ventures	(61)	(4,688)	(946)	(33)	(70)	(4)
Gain (loss) on sale of real estate	(18)	233	(10,726)	(451)	-	-
Plus fixed charges	51,176	79,430	30,239	16,658	6,857	5,085
Plus distributions from equity joint ventures	-	704	384	69	232	12
Less preferred stock/unit dividend	(13,255)	(12,368)	(3,358)	-	-	-
Less capitalized interest	(5,961)	(11,029)	(3,417)	(1,896)	(381)	(285)
Earnings	89,374	154,268	61,939	39,080	11,580	5,604
Preferred stock/unit dividend	13,255	12,368	3,358	-	-	-
Interest expense including amortization of loan costs and interest savings	31,960	56,033	23,464	14,762	6,476	4,800
Capitalized interest	5,961	11,029	3,417	1,896	381	285
Total fixed charges	51,176	79,430	30,239	16,658	6,857	5,085
Ratio	1.7	1.9	2.0	2.3	1.7	1.1