

RAMCO GERSHENSON PROPERTIES TRUST
Form 10-Q
November 04, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2011

Commission file number 1-10093

RAMCO-GERSHENSON PROPERTIES TRUST
(Exact name of registrant as specified in its charter)

MARYLAND
(State or other jurisdiction of incorporation
or organization)

13-6908486
(I.R.S. Employer Identification Number)

31500 Northwestern Highway
Farmington Hills, Michigan
(Address of principal executive offices)

48334
(Zip Code)

248-350-9900
(Registrant's telephone number,
including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

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

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

Yes No

Number of common shares of beneficial interest (\$0.01 par value) of the registrant outstanding as of October 31, 2011: 38,978,409

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PART 1 - FINANCIAL INFORMATION

Item 1. Unaudited Condensed Financial Statements

RAMCO-GERSHENSON PROPERTIES TRUST
Condensed Consolidated Balance Sheets
September 30, 2011 (Unaudited) and December 31, 2010
(In thousands, except per share data)

| | September 30, 2011 | December 31, 2010 |
|--|--------------------------|-------------------------|
| ASSETS | | |
| Income producing properties, at cost: | | |
| Land | \$125,789 | \$114,814 |
| Buildings and improvements | 864,706 | 863,225 |
| Less accumulated depreciation and amortization | (222,740) | (213,915) |
| Income producing properties, net | 767,755 | 764,124 |
| Construction in progress and land held for development or sale (including \$0 and \$25,812 of consolidated variable interest entities, respectively) | 97,278 | 96,056 |
| Net real estate | \$865,033 | \$860,180 |
| Equity investments in unconsolidated joint ventures | 111,940 | 105,189 |
| Cash and cash equivalents | 21,802 | 10,175 |
| Restricted cash | 6,635 | 5,726 |
| Accounts receivable, net | 9,945 | 10,534 |
| Notes receivable | 3,000 | 3,000 |
| Other assets, net | 56,731 | 58,025 |
| TOTAL ASSETS | \$1,075,086 | \$1,052,829 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Mortgages and notes payable: | | |
| Mortgages payable (including \$0 and \$4,605 of consolidated variable interest entities, respectively) | \$336,245 | \$363,819 |
| Unsecured/secured revolving credit facility | - | 119,750 |
| Unsecured/secured term loan facilities, including secured bridge loan | 135,000 | 60,000 |
| Junior subordinated notes | 28,125 | 28,125 |
| Total mortgages and notes payable | \$499,370 | \$571,694 |
| Capital lease obligation | 6,417 | 6,641 |
| Accounts payable and accrued expenses | 28,193 | 24,986 |
| Other liabilities | 2,508 | 3,462 |
| Distributions payable | 8,612 | 6,680 |
| TOTAL LIABILITIES | \$545,100 | \$613,463 |
| Ramco-Gershenson Properties Trust shareholders' equity: | | |
| Preferred shares, \$0.01 par, 2,000 shares authorized: 7.25% Series D Cumulative Convertible Perpetual Preferred Shares, (stated at liquidation preference \$50 per share), 2,000 and 0 shares issued and outstanding at | | |

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| | | |
|--|-------------|-------------|
| September 30, 2011 and December 31, 2010, respectively | \$100,000 | \$- |
| Common shares of beneficial interest, \$0.01 par, 60,000 shares authorized, 38,732 and 37,947 shares issued and outstanding as of September 30, 2011 and December 31, 2010, respectively | 387 | 379 |
| Additional paid-in capital | 569,759 | 563,370 |
| Accumulated distributions in excess of net income | (173,602) | (161,476) |
| Accumulated other comprehensive loss | (1,895) | - |
| TOTAL SHAREHOLDERS' EQUITY ATTRIBUTABLE TO RPT | 494,649 | 402,273 |
| Noncontrolling interest | 35,337 | 37,093 |
| TOTAL SHAREHOLDERS' EQUITY | 529,986 | 439,366 |
| | | |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | \$1,075,086 | \$1,052,829 |

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

RAMCO-GERSHENSON PROPERTIES TRUST
Condensed Consolidated Statements of Operations and Comprehensive Income
For the three and nine months ended September 30, 2011 and 2010
(In thousands, except per share amounts)
(Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|--|--------------------|------------------|-------------------|------------------|
| | September 30, | | September 30, | |
| | 2011 | 2010 | 2011 | 2010 |
| REVENUE | | | | |
| Minimum rent | \$21,382 | \$19,370 | \$62,736 | \$58,461 |
| Percentage rent | 105 | 137 | 227 | 330 |
| Recovery income from tenants | 7,587 | 6,630 | 22,617 | 21,369 |
| Other property income | 1,637 | 322 | 3,771 | 2,574 |
| Management and other fee income | 1,306 | 902 | 3,093 | 3,157 |
| TOTAL REVENUE | 32,017 | 27,361 | 92,444 | 85,891 |
| EXPENSES | | | | |
| Real estate taxes | 3,976 | 3,794 | 13,121 | 12,688 |
| Recoverable operating expense | 3,817 | 3,172 | 11,223 | 9,877 |
| Other non-recoverable operating expense | 1,003 | 743 | 2,476 | 2,582 |
| Depreciation and amortization | 8,817 | 7,319 | 27,207 | 22,165 |
| General and administrative | 5,346 | 4,512 | 15,268 | 13,462 |
| TOTAL EXPENSES | 22,959 | 19,540 | 69,295 | 60,774 |
| INCOME BEFORE OTHER INCOME AND EXPENSE, TAX AND DISCONTINUED OPERATIONS | 9,058 | 7,821 | 23,149 | 25,117 |
| OTHER INCOME AND EXPENSES | | | | |
| Other income (expense) | 192 | (388) | (219) | (1,021) |
| Gain on sale of real estate | 45 | 1,633 | 2,441 | 2,132 |
| Earnings (loss) from unconsolidated joint ventures | 3,703 | (1,362) | 5,336 | (662) |
| Interest expense | (6,740) | (7,657) | (21,838) | (23,405) |
| Amortization of deferred financing fees | (389) | (596) | (1,493) | (1,812) |
| Provision for impairment | - | (28,787) | - | (28,787) |
| Impairment charge on unconsolidated joint ventures | - | - | - | (2,653) |
| Loss on early extinguishment of debt | - | - | (1,968) | - |
| INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE TAX | 5,869 | (29,336) | 5,408 | (31,091) |
| Income tax (provision) benefit | (95) | (40) | (985) | 312 |
| INCOME (LOSS) FROM CONTINUING OPERATIONS | 5,774 | (29,376) | 4,423 | (30,779) |
| DISCONTINUED OPERATIONS | | | | |
| Gain (loss) on sale of real estate | (33) | - | 6,177 | (2,050) |
| Income (loss) from discontinued operations | 61 | (66) | 478 | 232 |
| INCOME (LOSS) FROM DISCONTINUED OPERATIONS | 28 | (66) | 6,655 | (1,818) |

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| | | | | |
|--|----------|-------------|----------|-------------|
| NET INCOME (LOSS) | 5,802 | (29,442) | 11,078 | (32,597) |
| Net (income) loss attributable to noncontrolling interest | (389) | 2,701 | (739) | 4,131 |
| NET INCOME (LOSS) ATTRIBUTABLE TO RAMCO-GERSHENSON PROPERTIES TRUST | 5,413 | (26,741) | 10,339 | (28,466) |
| Preferred share dividends | (1,813) | - | (3,432) | - |
| NET INCOME (LOSS) AVAILABLE TO COMMON SHAREHOLDERS | \$3,600 | \$(26,741) | \$6,907 | \$(28,466) |
| EARNINGS (LOSS) PER COMMON SHARE, BASIC | | | | |
| Continuing operations | \$0.09 | \$(0.70) | \$0.02 | \$(0.77) |
| Discontinued operations | - | - | 0.16 | (0.06) |
| | \$0.09 | \$(0.70) | \$0.18 | \$(0.83) |
| EARNINGS (LOSS) PER COMMON SHARE, DILUTED | | | | |
| Continuing operations | \$0.09 | \$(0.70) | \$0.02 | \$(0.77) |
| Discontinued operations | - | - | 0.16 | (0.06) |
| | \$0.09 | \$(0.70) | \$0.18 | \$(0.83) |
| WEIGHTED AVERAGE COMMON SHARES OUTSTANDING | | | | |
| Basic | 38,596 | 38,020 | 38,351 | 34,497 |
| Diluted | 38,739 | 38,020 | 38,513 | 34,497 |
| OTHER COMPREHENSIVE INCOME (LOSS) | | | | |
| Net income (loss) | \$5,802 | \$(29,442) | \$11,078 | \$(32,597) |
| Other comprehensive income: | | | | |
| Gain (loss) on interest rate swaps | (2,023) | 577 | (2,023) | 1,913 |
| Comprehensive income (loss) | 3,779 | (28,865) | 9,055 | (30,684) |
| Comprehensive (income) loss attributable to noncontrolling interest | (517) | 2,659 | (867) | 3,987 |
| Comprehensive income (loss) attributable to Ramco-Gershenson Properties Trust | \$3,262 | \$(26,206) | \$8,188 | \$(26,697) |

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

RAMCO-GERSHENSON PROPERTIES TRUST
Condensed Consolidated Statement of Shareholders' Equity
For the nine months ended September 30, 2011
(In thousands)
(Unaudited)

Shareholders' Equity of Ramco-Gershenson Properties Trust

| | Preferred Shares | Common Shares | Additional Paid-in Capital | Accumulated Distributions in Excess of Net Income | Accumulated Other Comprehensive Loss | Noncontrolling Interest | Total Shareholders' Equity |
|---|---------------------|------------------|----------------------------------|---|---|----------------------------|----------------------------------|
| BALANCE, DECEMBER 31, 2010 | \$ - | \$ 379 | \$ 563,370 | \$ (161,476) | \$ - | \$ 37,093 | \$ 439,366 |
| Issuance of common stock | - | 8 | 8,329 | - | - | - | 8,337 |
| Issuance of preferred shares | 100,000 | - | (3,353) | - | - | - | 96,647 |
| Share-based compensation and other expense | - | - | 1,413 | - | - | - | 1,413 |
| Dividends declared to common shareholders | - | - | - | (18,879) | - | - | (18,879) |
| Dividends declared to preferred shareholders | - | - | - | (3,432) | - | - | (3,432) |
| Distributions declared to noncontrolling interests | - | - | - | - | - | (1,371) | (1,371) |
| Dividends paid on restricted shares | - | - | - | (154) | - | - | (154) |
| Purchase of partner's interest in consolidated variable interest entity | - | - | - | - | - | (993) | (993) |
| Conversion of OP units | - | - | - | - | - | (3) | (3) |
| Other comprehensive loss adjustment | - | - | - | - | (1,895) | (128) | (2,023) |
| Net income | - | - | - | 10,339 | - | 739 | 11,078 |
| | \$ 100,000 | \$ 387 | \$ 569,759 | \$ (173,602) | \$ (1,895) | \$ 35,337 | \$ 529,986 |

BALANCE,
SEPTEMBER 30,
2011

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

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RAMCO-GERSHENSON PROPERTIES TRUST
Condensed Consolidated Statements of Cash Flows
For the nine months ended September 30, 2011 and 2010
(In thousands)
(Unaudited)

| | Nine months ended September 30, | |
|--|------------------------------------|-------------|
| | 2011 | 2010 |
| OPERATING ACTIVITIES | | |
| Net income (loss) | \$ 11,078 | \$(32,597) |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: | | |
| Depreciation and amortization | 27,207 | 22,165 |
| Amortization of deferred financing fees | 1,493 | 1,812 |
| (Earnings) loss from unconsolidated joint ventures | (5,336) | 662 |
| Distributions received from operations of unconsolidated joint ventures | 3,143 | 1,859 |
| Provision for impairment | - | 28,787 |
| Impairment charge on unconsolidated joint ventures | - | 2,653 |
| Loss on early extinguishment of debt | 1,968 | - |
| Discontinued operations | (478) | (232) |
| Gain on sale of real estate | (2,441) | (2,132) |
| Amortization of premium on mortgages and notes payable, net | (27) | (193) |
| Share-based compensation expense | 1,384 | 765 |
| Changes in assets and liabilities: | | |
| Accounts and other receivables | 516 | 2,257 |
| Other assets | 2,239 | 3,301 |
| Accounts payable and accrued expenses | (2,305) | (3,040) |
| Other liabilities | (954) | - |
| Net cash provided by continuing operating activities | 37,487 | 26,067 |
| Operating cash from discontinued operations | 868 | 999 |
| (Gain) loss on sale of discontinued operations | (6,177) | 2,050 |
| Net cash provided by operating activities | 32,178 | 29,116 |
| INVESTING ACTIVITIES | | |
| Additions to real estate, net | \$(55,905) | \$(36,108) |
| Proceeds from sale of real estate | 3,775 | 3,226 |
| Distributions from sale of joint venture property | 3,709 | - |
| Increase in restricted cash | (909) | (3,763) |
| Investment in unconsolidated joint ventures | (9,279) | (13,208) |
| Notes receivable from unconsolidated joint ventures | - | (16,824) |
| Purchase of partner's equity in consolidated joint ventures | (1,000) | - |
| Net cash used in continuing investing activities | (59,609) | (66,677) |
| Net investing cash provided by discontinued operations | 21,203 | 797 |
| Net cash used in investing activities | (38,406) | (65,880) |
| FINANCING ACTIVITIES | | |

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| | | |
|---|------------|------------|
| Proceeds of mortgages and notes payable | \$212,650 | \$99,200 |
| Repayments of mortgages and notes payable | (275,411) | (122,079) |
| Payment of deferred financing costs | (2,721) | (1,058) |
| Proceeds from issuance of preferred shares | 96,647 | - |
| Proceeds from issuance of common stock | 8,811 | 75,693 |
| Repayment of capital lease obligation | (224) | (211) |
| Dividends paid to preferred shareholders | (1,619) | - |
| Dividends paid to common shareholders | (18,831) | (16,305) |
| Distributions or conversions paid to operating partnership unit holders | (1,447) | (1,427) |
| Net cash provided by financing activities | 17,855 | 33,813 |
| Net increase (decrease) in cash and cash equivalents | 11,627 | (2,951) |
| Cash from consolidated variable interest entity | - | 44 |
| Cash and cash equivalents at beginning of the period | 10,175 | 8,432 |
| Cash and cash equivalents at end of the period | \$21,802 | \$5,525 |

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

| | | |
|--|----------|----------|
| Cash paid for interest (net of capitalized interest of \$359 and \$1,059 in 2011 and 2010, respectively) | \$21,420 | \$22,138 |
| Cash paid for federal income taxes | 63 | 3 |
| (Decrease) increase in fair value of interest rate swaps | (2,023) | 1,913 |

The Company acquired income producing property as follows:

| | | |
|---|----------|----------|
| Fair value of income producing property | \$39,410 | \$15,200 |
| Cash paid for income producing property | \$39,410 | \$15,200 |

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

RAMCO-GERSHENSON PROPERTIES TRUST
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Organization and Basis of Presentation

Organization

Ramco-Gershenson Properties Trust, together with its subsidiaries (the “Company”), is a real estate investment trust (“REIT”) engaged in the business of owning, developing, acquiring, managing and leasing community shopping centers located in the Eastern and Midwestern regions of the United States. At September 30, 2011, we owned and managed, either directly or through our interest in real estate joint ventures, a portfolio of 84 shopping centers and one office building, with approximately 15.3 million square feet of gross leaseable area (“GLA”) owned directly by us and our real estate joint ventures. We also owned interests in four parcels of land held for development or sale and four parcels of land adjacent to certain of our existing developed properties. Our land is located in Florida, Georgia, Michigan, Tennessee and Virginia. Most of our properties are anchored by supermarkets and/or national chain stores. The Company’s credit risk, therefore, is concentrated in the retail industry.

Basis of Presentation

The accompanying condensed consolidated financial statements include the accounts of the Company and our majority owned subsidiary, the Operating Partnership, Ramco-Gershenson Properties, L.P. (93.7% and 92.9% owned by the Company at September 30, 2011 and December 31, 2010, respectively), and all wholly-owned subsidiaries, including entities in which we have a controlling financial interest or have been determined to be a primary beneficiary of a variable interest entity (“VIE”). We have elected to be a REIT for federal income tax purposes. All intercompany balances and transactions have been eliminated in consolidation. The information furnished is unaudited and reflects all adjustments which are, in the opinion of management, necessary to reflect a fair statement of the results for the interim periods presented, and all such adjustments are of a normal recurring nature. These condensed consolidated financial statements should be read in conjunction with our 2010 Annual Report on Form 10-K.

The preparation of our unaudited financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires management of the Company 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 unaudited financial statements and the reported amounts of revenues and expenses during the reporting period. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and reported amounts that are not readily apparent from other sources. Actual results could differ from those estimates.

Reclassifications

Certain reclassifications of prior period amounts have been made in the condensed consolidated financial statements in order to conform to the current presentation.

Recent Accounting Pronouncements

In July 2010, the FASB updated ASC 310 “Receivables” with ASU 2010-20 “Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses”, which requires enhanced disclosures about financing receivables, including the allowance for credit losses, credit quality, and impaired loans. This standard is effective for

fiscal years ending after December 15, 2010. We adopted the standard in the fourth quarter of 2010 and it did not have a material impact to our consolidated financial statements.

In May 2011, the FASB updated ASC 820 “Fair Value Measurements and Disclosures” with ASU 2011-04 “Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS”. The amendments change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. This standard is to be applied prospectively and is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. We do not expect this update to have a material impact on our consolidated financial statements.

In June 2011, the FASB updated ASC 220 “Comprehensive Income” with ASU 2011-05 “Presentation of Comprehensive Income”, which requires an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This standard is to be applied retrospectively and is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. We do not expect this update to have a material impact on our consolidated financial statements.

In September 2011, the FASB updated ASC 350 “Intangibles - Goodwill and Other” with ASU 2011-08 “Testing Goodwill for Impairment”. Under this update, an entity has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. This standard is effective for fiscal years beginning after December 15, 2011. Early adoption of this standard is permitted. We do not expect this update to have a material impact on our consolidated financial statements.

2. Accounts Receivable, Net

We provide for bad debt expense based upon the allowance method of accounting. We continuously monitor the collectability of our accounts receivable from specific tenants, analyze historical bad debts, customer credit worthiness, current economic trends and changes in tenant payment terms when evaluating the adequacy of the allowance for bad debts. Allowances are taken for those balances that we have reason to believe will be uncollectible. When tenants are in bankruptcy, we make estimates of the expected recovery of pre-petition and post-petition claims. The period to resolve these claims can exceed one year. Management believes the allowance for doubtful accounts is adequate to absorb currently estimated bad debts. However, if we experience bad debts in excess of the allowance we have established, our operating income would be reduced. At September 30, 2011 and December 31, 2010, our allowance for doubtful accounts was approximately \$3.2 million and \$3.8 million, respectively.

3. Real Estate

Included in our net real estate is income producing shopping center properties that are recorded at cost less accumulated depreciation and amortization.

We review our investment in real estate, including any related intangible assets, for impairment on a property-by-property basis whenever events or changes in circumstances indicate that the remaining estimated useful lives of those assets may warrant revision or the applicable holding period changes and that the carrying value of the property may not be recoverable. There was no impairment loss for the three and nine months ended September 30, 2011. We recorded a provision for impairment of \$28.8 million for the three and nine months ended September 30, 2010.

Land held for development or sale represents projects where vertical construction has yet to commence, but which have been identified by us as available for future development if and when market conditions dictate the demand for a new shopping center. Land held for development or sale was \$93.6 million and \$93.4 million at September 30, 2011 and December 31, 2010, respectively.

Construction in progress represents existing development and redevelopment projects. When projects are substantially complete and ready for their intended use, balances are transferred to land or buildings and improvements as appropriate. Construction in progress was \$3.7 million and \$2.7 million at September 30, 2011 and December 31, 2010, respectively.

4. Property Acquisitions and Dispositions

Acquisitions

The following table provides a summary of our acquisition activity for the nine months ended September 30, 2011 and 2010:

| Date Purchased | Property Name | Property Location | Square Feet | Purchase Price (In thousands) | Mortgage Assumed |
|----------------|----------------|--------------------------------------|-------------|----------------------------------|------------------|
| 05/19/11 | Heritage Place | Creve Coeur (St. Louis), Missouri | 269,254 | \$39,410 | \$- |
| | | Total 2011 acquisitions | | \$39,410 | \$- |
| 08/10/10 | Liberty Square | Wauconda (Chicago), Illinois | 107,369 | \$15,200 | \$- |
| | | Total 2010 acquisitions | | \$15,200 | \$- |

The total aggregate fair value of our 2011 acquisitions through September 30, 2011, was allocated and is reflected in the following table in accordance with accounting guidance for business combinations. At the time of acquisition, these assets and liabilities were considered Level 2 fair value measurements:

| | Allocated Fair Value (In thousands) | Weighted Average Remaining Useful Life of Intangibles (In years) |
|--------------------------------|---|--|
| Land | \$ 13,899 | |
| Buildings and improvements | 22,506 | |
| Above market leases | 660 | 5.9 |
| Lease origination costs | 4,269 | 16.4 |
| Other assets | 1,015 | |
| Below market leases | (2,939) | 37.0 |
| Total purchase price allocated | \$ 39,410 | |

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Dispositions

The following table provides a summary of our disposition activity for the nine months ended September 30, 2011 and 2010:

| Date Sold | Property Name | Property Location | Center GLA / Outparcel Acreage | Gross Sales Price (In thousands) | Gain (Loss) on Sale |
|-----------|---|---|--------------------------------------|--|------------------------|
| 07/11/11 | Sunshine Plaza Shopping Center | Tamarac, Florida | 237,026 | \$ 15,000 | \$ (33) |
| 04/29/11 | Lantana Shopping Center | Lantana, Florida | 123,014 | 16,942 | 6,210 |
| | | Total 2011 income producing dispositions | | \$ 31,942 | \$ 6,177 |
| 06/29/11 | Southbay Shopping Center - outparcel | Osprey, Florida | 1.31 | \$ 2,625 | \$ 2,255 |
| 03/02/11 | River City Shopping Center - outparcel | Jacksonville, Florida | 0.95 | 678 | 80 |
| 01/21/11 | River City Shopping Center - outparcel | Jacksonville, Florida | 1.02 | 663 | 106 |
| | | Total 2011 land / outparcel dispositions | | \$ 3,966 | \$ 2,441 |
| 05/12/10 | Ridgeview Crossing Shopping Center | Elkin, North Carolina | 211,524 | \$ 900 | \$ (2,050) |
| | | Total 2010 income producing dispositions | | \$ 900 | \$ (2,050) |
| 09/30/10 | Promenade at Pleasant Hill - outparcel | Duluth, Georgia | 2.55 | \$ 1,900 | \$ 1,608 |
| 09/23/10 | Ramco Hartland - outparcel | Hartland, Michigan | 0.93 | 435 | 25 |
| 06/30/10 | River City Shopping Center - outparcel | Jacksonville, Florida | 1.29 | 1,069 | 499 |
| | | Total 2010 land / outparcel dispositions | | \$ 3,404 | \$ 2,132 |

As of September 30, 2011, we did not have any income producing properties held for sale. The following table provides a summary of selected operating results for those properties sold during the three and nine months ended September 30, 2011 and 2010:

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| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|----------|------------------------------------|-------------|
| | 2011 | 2010 | 2011 | 2010 |
| | (In thousands) | | | |
| Revenue | \$ 104 | \$ 932 | \$ 1,896 | \$ 3,363 |
| Expenses: | | | | |
| Recoverable operating expenses | 66 | 377 | 663 | 1,232 |
| Other non-recoverable property operating expenses | (23) | 66 | 215 | 173 |
| Depreciation and amortization | 0 | 227 | 386 | 736 |
| Interest expense | 0 | 328 | 154 | 990 |
| Operating income (loss) of properties sold | 61 | (66) | 478 | 232 |
| Gain (loss) on sale of properties | (33) | - | 6,177 | (2,050) |
| Income (loss) from discontinued operations | \$ 28 | \$ (66) | \$ 6,655 | \$ (1,818) |

5. Equity Investments in Unconsolidated Joint Ventures

The combined condensed financial information for our unconsolidated joint ventures is summarized as follows (unaudited):

| Balance Sheets | September 30, 2011 | December 31, 2010 |
|---|-----------------------|----------------------|
| | (In thousands) | |
| ASSETS | | |
| Net real estate | \$ 887,491 | \$ 902,289 |
| Other assets | 66,018 | 62,596 |
| Total Assets | \$ 953,509 | \$ 964,885 |
| LIABILITIES AND OWNERS' EQUITY | | |
| Mortgage notes payable | \$ 398,326 | \$ 437,757 |
| Other liabilities | 17,786 | 15,329 |
| Owners' equity | 537,397 | 511,799 |
| Total Liabilities and Owners' Equity | \$ 953,509 | \$ 964,885 |
| RPT's equity investments in unconsolidated joint ventures | \$ 111,940 | \$ 105,189 |

| Statements of Operations | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|-------------------------|------------------------------------|-------------------------|
| | 2011 | 2010 | 2011 | 2010 |
| | (In thousands) | | | |
| Total Revenue | \$ 21,966 | \$ 22,924 | \$ 67,156 | \$ 71,204 |
| Total Expenses | 18,877 | 20,900 | 58,919 | 66,423 |
| | 3,089 | 2,024 | 8,237 | 4,781 |
| Impairment of long-lived assets | - | (9,102) ⁽¹⁾ | (125) ⁽²⁾ | (9,102) ⁽¹⁾ |
| Gain on sale of shopping center | 6,796 ⁽³⁾ | - | 6,796 ⁽³⁾ | - |
| Net income | \$ 9,885 | \$ (7,078) | \$ 14,908 | \$ (4,321) |
| Company's share of earnings from unconsolidated joint ventures | \$ 3,703 | \$ (1,362) | \$ 5,336 | \$ (662) |

(1) The impairment of long-lived assets relates to the Merchants' Square shopping center and was based on the joint venture's assessment of fair value. Our share of the impairment, which represents the entire equity investment in the shopping center, was \$1.8 million for the three and nine months ended September 30, 2010.

(2) The Ramco/West Acres LLC joint venture recorded a \$0.1 million impairment of long-lived assets in the first quarter of 2011.

- (3) The Ramco/Shenandoah LLC joint venture sold its only shopping center in August of 2011 resulting in a gain of \$6.8 million for the three and nine months ended September 30, 2011. Our proportionate share of the gain was \$2.7 million.

In the first quarter 2010, we recorded an impairment charge of \$2.7 million resulting from other-than-temporary declines in the fair market value of various equity investments in unconsolidated joint ventures. There was no similar impairment loss recorded in the first nine months of 2011.

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As of September 30, 2011, we had investments in the following unconsolidated joint ventures:

| Entity Name | Ownership as of September 30, 2011 (In thousands) | Total Assets as of September 30, 2011 | Total Assets as of December 31, 2010 |
|--------------------------|---|---|--|
| | | | |
| S-12 Associates | 50% | \$582 | \$628 |
| Ramco/West Acres LLC | 40% | 9,668 | 9,504 |
| Ramco/Shenandoah LLC (1) | 40% | 1,151 | 14,990 |
| Ramco/Lion Venture LP | 30% | 525,677 | 524,160 |
| Ramco 450 Venture LLC | 20% | 316,087 | 313,596 |
| Ramco 191 LLC | 20% | 23,529 | 24,243 |
| Ramco HHF KL LLC | 7% | 50,589 | 51,224 |
| Ramco HHF NP LLC | 7% | 26,226 | 26,540 |
| | | \$953,509 | \$964,885 |

(1) The joint venture owned one shopping center, Shenandoah Square, which was sold to a third party in the third quarter of 2011. The total assets of the joint venture of \$1.2 million at September 30, 2011 was mostly comprised of cash.

There were no acquisitions of shopping centers in the nine months ended September 30, 2011 and 2010 by any of our unconsolidated joint ventures.

In August 2011, a joint venture in which we have a 40% ownership interest sold its sole property, the Shenandoah Square shopping center located in Davie Florida, to a third party for \$22.0 million. The sale generated a net gain of approximately \$6.8 million. As a result of the sale, we also earned promote income of \$0.1 million, which is included in earnings from unconsolidated joint ventures in the condensed consolidated statements of operations for the three and nine months ended September 30, 2011.

Debt

Our unconsolidated joint ventures had the following debt outstanding at September 30, 2011 (unaudited):

| Entity Name | Balance Outstanding (In thousands) | Interest Rate | Maturity Date |
|---------------------------|---|------------------|---------------|
| Ramco/West Acres LLC (1) | \$ 8,401 | 13.1% | |
| Ramco 191 LLC (2) | 8,313 | 1.7% | June 2012 |
| | | 5.0% - | |
| Ramco/Lion Venture LP (3) | 209,064 | 8.2% | Various |
| Ramco 450 Venture LLC | | 5.3% - | |
| (4) | 171,349 | 6.0% | Various |

| | | | |
|---------------------|------------|------|----------|
| S-12 Associates (5) | 625 | 5.6% | May 2016 |
| | \$ 397,752 | | |
| Unamortized premium | 574 | | |
| Total mortgage debt | \$ 398,326 | | |

- (1) Default interest rate (reflected above), effective July 1, 2010. Original maturity was April 2030. Lender accelerated the maturity of the note in February 2011. See below for addition information.
- (2) Interest rate is variable based on LIBOR plus 1.45%.
- (3) Interest rates range from 5.0% to 8.2% with maturities ranging from October 2012 to June 2020.
- (4) Interest rates range from 5.3% to 6.0% with maturities ranging from January 2013 to January 2017.
- (5) Interest rate resets annually each June 1.

At September 30, 2011, the Ramco/West Acres LLC joint venture, in which we own a 40% interest, was in default on its \$8.4 million non-recourse mortgage loan. On February 10, 2011, the lender accelerated the maturity of the loan. Accordingly, the joint venture has been in discussions with the lender to transfer the property ownership to the lender in consideration for the repayment of the loan. The joint venture recorded an impairment loss of \$0.1 million which was the extent of the joint venture's equity balance as of March 31, 2011. The joint venture is currently accruing interest at a default rate of 13.1%. Based upon our 40% ownership interest in the joint venture, our share of the debt was \$3.4 million at September 30, 2011.

In May 2011, the Ramco/Lion Venture LP joint venture, in which we own a 30% interest, repaid one property mortgage in the amount of \$12.2 million. Our proportionate share of the debt repayment was approximately \$3.7 million.

In February 2011, the Ramco 450 Venture LLC joint venture, in which we own a 20% interest, repaid one property mortgage in the amount of \$11.0 million. Our proportionate share of the debt repayment was approximately \$2.2 million.

Joint Venture Management and Other Fee Income

We are engaged by certain of our joint ventures to provide asset management, property management, leasing and investing services for such venture's respective properties. We receive fees for our services, including a property management fee calculated as a percentage of gross revenues received and recognize these fees as the services are rendered.

The following table provides information for our fees earned which are reported in our consolidated statements of operations:

| | Three Months Ended | | Nine Months Ended | |
|-------------------|--------------------|----------|-------------------|----------|
| | September 30, | | September 30, | |
| | 2011 | 2010 | 2011 | 2010 |
| | (In thousands) | | | |
| Management fees | \$ 647 | \$ 702 | \$ 1,970 | \$ 2,126 |
| Leasing fees | 458 | 287 | 743 | 707 |
| Construction fees | 106 | 44 | 204 | 205 |
| Other fees | 66 | 29 | 66 | 29 |
| Total | \$ 1,277 | \$ 1,062 | \$ 2,983 | \$ 3,067 |

6. Consolidated Variable Interest Entity

At December 31, 2010, the Ramco Hartland SC, LLC joint venture was reported as a consolidated VIE. In January 2011, we purchased our partner's interest in the Ramco Hartland SC, LLC joint venture for \$1.0 million, which approximated the partner's equity interest in the joint venture at October 1, 2010. As a result, we now own and control 100% of this project.

The total project, including the portion we purchased, is comprised of land held for development or sale and construction in progress of approximately \$31.6 million at September 30, 2011.

7. Other Assets, Net

Other assets consisted of the following:

| | September 30, 2011 | December 31, 2010 |
|---|-----------------------|----------------------|
| | (In thousands) | |
| Deferred leasing costs, net | \$ 14,202 | \$ 14,575 |
| Deferred financing costs, net | 5,928 | 6,703 |
| Lease intangible assets, net | 10,671 | 7,969 |
| Prepaid expenses and other deferred expenses, net | 2,803 | 2,672 |
| Straight-line rent receivable, net | 17,349 | 17,864 |
| Other, net | 5,778 | 8,242 |
| Other assets, net | \$ 56,731 | \$ 58,025 |

Total accumulated amortization of other assets was \$46.0 million and \$42.0 million at September 30, 2011 and December 31, 2010, respectively.

Other assets included \$17.3 million and \$17.9 million of unbilled straight-line rent receivables, net of an allowance of \$0.8 million and \$0.7 million at September 30, 2011 and December 31, 2010, respectively.

Included in accounts payable and accrued expenses at September 30, 2011 and December 31, 2010 were intangible liabilities related to below market leases of \$6.4 million and \$3.5 million, respectively.

8. Mortgages and Notes Payable

The following table summarizes our mortgages and notes payable as of September 30, 2011 and December 31, 2010:

| | September 30, 2011 | December 31, 2010 |
|--|-----------------------|----------------------|
| Mortgages and Notes Payable | (In thousands) | |
| Fixed rate mortgages(1) | \$ 336,245 | \$ 341,341 |
| Variable rate mortgages | - | 22,478 |
| Unsecured/secured revolving credit facility | - | 119,750 |
| Unsecured/secured term loan facilities | 135,000 | 30,000 |
| Secured bridge loan | - | 30,000 |
| Junior subordinated notes, 7.9%, unsecured (2) | 28,125 | 28,125 |
| | \$ 499,370 | \$ 571,694 |

(1) Included in fixed rate mortgages at September 30, 2011 is \$9.1 million note related to Madison Center.

We conveyed title to and our interest in the property to the lender in exchange for release from the debt obligation subsequent to quarter end on October 19, 2011.

(2) Fixed interest rate until January 2013, and then at LIBOR plus 3.30%.

Our fixed rate mortgages have interest rates ranging from 5.1% to 7.6%, and are due at various maturity dates from August 2012 through April 2020. Included in fixed rate mortgages at September 30, 2011 and December 31, 2010 were unamortized premium balances related to the fair market value of debt of \$0.1 million. The fixed rate mortgage notes are secured by mortgages on properties that have an approximate net book value of \$319.3 million as of September 30, 2011.

On September 30, 2011, we closed on a new seven-year \$60.0 million unsecured term loan. The new loan is due in 2018 and bears a LIBOR interest rate of 2.25%. Also during the quarter, we entered into several interest rate swap agreements whereby we swapped one-month LIBOR to an average fixed rate of 1.95%. At the loan's current spread over LIBOR of 2.25%, the interest rate on the new loan is 4.20%. The loan also includes an accordion feature allowing up to \$150.0 million in total borrowings, subject to lenders' approval. Proceeds from the loan were used to pay off approximately \$22.2 million of mortgage loans due in 2011 and 2012 and the outstanding balance of \$33.0 million under our \$175.0 million unsecured revolving line of credit as well as for general corporate purposes.

On April 29, 2011, we closed on a new \$250.0 million unsecured bank facility (the "Credit Facility") comprised of a \$175.0 million revolving line of credit and a \$75.0 million term loan. The Credit Facility replaces our prior secured line and secured term loan. The new revolving line of credit and term loan are due in April 2014 and April 2015, respectively. Subject to customary conditions, both the revolving line and the term loan can be extended for one year at our option. Borrowings under the facility are priced at LIBOR plus 200 to 275 basis points depending on our leverage ratio. It is anticipated that funds borrowed under the aforementioned Credit Facility will be used for general corporate purposes, including working capital, capital expenditures, repayment of indebtedness or other corporate activities. As of September 30, 2011, the entire outstanding balance of the revolving line of credit had been repaid.

In connection with closing the new \$250.0 million Credit Facility, we recorded a one-time write-off of unamortized deferred financing costs related to the prior secured revolving line of credit and term loan of approximately \$2.0 million. This amount is included in loss on early extinguishment of debt on our condensed consolidated statements of operations. The remaining \$1.5 million in unamortized deferred financing costs related to the prior credit facility will be amortized over the term of the new facility.

To reduce the impact of changes in interest rates on our floating rate debt, we entered into interest rate swap agreements with an aggregate notional amount of \$135.0 million as of September 30, 2011. Based on LIBOR interest rates in effect at September 30, 2011, the agreements provided for fixed rates ranging from 3.5% to 4.3% on our \$75.0 million unsecured term loan facility and new \$60.0 million seven-year unsecured term loan. The interest rate swaps had expirations ranging from April 2016 to October 2018.

At September 30, 2011, outstanding letters of credit issued under the Credit Facility, not reflected in the accompanying condensed consolidated balance sheets, were \$0.3 million. These letters of credit reduce the availability under the Credit Facility.

The Credit Facility contains financial covenants relating to total leverage, fixed charge coverage ratio, tangible net worth and various other calculations. As of September 30, 2011, we were in compliance with these covenants.

In July 2011, we repaid a land loan in the amount of \$2.2 million related to land held for development in Jacksonville, Florida. The land loan bore interest at a fixed rate of 6.0%.

In May 2011, we repaid one wholly-owned property mortgage in the amount of \$14.3 million. The mortgage bore interest at a fixed rate of 7.6%.

A \$9.1 million non-recourse mortgage note that is secured by our wholly-owned Madison Center property located in Madison Heights, Michigan, was due May 1, 2011. The note entered default status in May when we did not repay the note at maturity. Subsequent to quarter end, on October 19, 2011 we conveyed title to and our interest in the Madison Center property to the lender and were released of our obligation.

In March 2011, the \$30.0 million secured term loan facility was repaid in full from borrowings under our secured Credit Facility. Additionally, in April 2011, we used net proceeds from our cumulative convertible perpetual preferred

share offering to repay our \$30.0 million secured bridge loan and reduce borrowings on our Credit Facility.

On March 31, 2011, we closed on a new \$24.7 million mortgage secured by the Jackson Crossing shopping center in Jackson, Michigan that has an approximate net book value of \$27.6 million. The mortgage bears interest at a fixed rate of 5.8% and matures in April 2018.

The mortgage loans encumbering our properties, including properties held by our unconsolidated joint ventures, are generally non-recourse, subject to certain exceptions for which we would be liable for any resulting losses incurred by the lender. These exceptions vary from loan to loan but generally include fraud or a material misrepresentation, misstatement or omission by the borrower, intentional or grossly negligent conduct by the borrower that harms the property or results in a loss to the lender, filing of a bankruptcy petition by the borrower, either directly or indirectly, and certain environmental liabilities. In addition, upon the occurrence of certain events, such as fraud or filing of a bankruptcy petition by the borrower, we or our joint ventures would be liable for the entire outstanding balance of the loan, all interest accrued thereon and certain other costs, including penalties and expenses.

We have entered into mortgage loans which are secured by multiple properties and contain cross-collateralization and cross-default provisions. Cross-collateralization provisions allow a lender to foreclose on multiple properties in the event that we default under the loan. Cross-default provisions allow a lender to foreclose on the related property in the event a default is declared under another loan.

The following table presents scheduled principal payments on mortgages and notes payable as of September 30, 2011:

| | Year Ending December 31, | | |
|---|--------------------------|---------|-----|
| 2011 (October 1 - December 31) | \$ | 10,363 | (1) |
| 2012 | | 15,632 | |
| 2013 | | 25,843 | |
| 2014 | | 33,670 | |
| 2015 | | 151,967 | (2) |
| Thereafter | | 261,840 | |
| Subtotal Mortgage Debt | \$ | 499,315 | |
| Unamortized premium | | 55 | |
| Total mortgage debt (including unamortized premium) | \$ | 499,370 | |

(1) Scheduled maturities include \$9.1 million note related to Madison Center. We conveyed title to and our interest in the property to the lender in exchange for release from the debt obligation subsequent to quarter end on October 19, 2011.

(2) Scheduled maturities include \$75.0 million of unsecured term loan that includes a one-year extension option through April 2016.

With respect to the various mortgages due in 2012, it is our intent to refinance or repay these mortgages and notes payable. However, there can be no assurance that we will be able to refinance our debt on commercially reasonable or any other terms.

9. Other Liabilities

Other liabilities were \$2.5 million and \$3.5 million at September 30, 2011 and December 31, 2010, respectively. In December 2010, we acquired The Shoppes at Fox River in Waukesha, Wisconsin. As part of the transaction, we recorded a \$1.8 million deferred liability related to the fair value of an earn-out provision if certain spaces that were vacant at acquisition were to become leased in the future. In 2011, several of the vacant spaces included in the earn-out provision were leased, reducing the \$1.8 million deferred liability by \$1.1 million, to \$0.7 million remaining at September 30, 2011.

Also in the fourth quarter of 2010, we recorded a deferred liability of \$1.5 million related to a tax increment financing agreement with the City of West Allis, Wisconsin ("City") for the redevelopment of the West Allis Towne Centre. The City reimbursed us for certain costs incurred to improve the shopping center which will be repaid to the City over ten years in the form of increased property tax assessments, not to exceed \$0.2 million per year until 2020.

10. Fair Value

We utilize fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Derivative instruments (interest rate swaps) are recorded at fair value on a recurring basis.

Additionally, we, from time to time, may be required to record other assets at fair value on a nonrecurring basis. As a basis for considering market participant assumptions in fair value measurements, GAAP establishes three fair value levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. The assessed inputs used in determining any fair value measurement could result in incorrect valuations that could be material to our consolidated financial statements. These levels are:

Level 1 Valuation is based upon quoted prices for identical instruments traded in active markets.

Level 2 Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3 Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability.

The following is a description of valuation methodologies used for our assets and liabilities recorded at fair value.

Derivative Assets and Liabilities

All of our derivative instruments are interest rate swaps for which quoted market prices are not readily available. For those derivatives, we measure fair value on a recurring basis using valuation models that use primarily market observable inputs, such as yield curves. We classify derivative instruments as Level 2. Refer to Note 11 for additional information on our derivative financial instruments.

The table below presents the recorded amount of liabilities measured at fair value on a recurring basis as of September 30, 2011. We did not have any material assets that were required to be measured at fair value on a recurring basis at September 30, 2011.

| | Total Fair Value | Level 1 | Level 2 | Level 3 |
|----------------------------|---------------------|---------|-------------|---------|
| | (In thousands) | | | |
| Liabilities | | | | |
| Derivative liabilities (1) | \$ (2,023) | \$ - | \$ (2,023) | \$ - |

(1) Interest rate swaps.

The carrying values of cash and cash equivalents, restricted cash, receivables and accounts payable and accrued liabilities are reasonable estimates of their fair values because of the short maturity of these financial instruments.

We estimated the fair value of our debt based on our incremental borrowing rates for similar types of borrowing arrangements with the same remaining maturity and on the discounted estimated future cash payments to be made for other debt. The discount rates used approximate current lending rates for loans or groups of loans with similar maturities and credit quality, assumes the debt is outstanding through maturity and considers the debt's collateral (if applicable). Since such amounts are estimates that are based on limited available market information for similar transactions, there can be no assurance that the disclosed value of any financial instrument could be realized by immediate settlement of the instrument. Fixed rate debt with carrying values of \$336.2 million and \$341.3 million as of September 30, 2011 and December 30, 2010, respectively, has fair values of approximately \$318.0 million and \$361.2 million, respectively. Variable rate debt's fair value is estimated to be the carrying values of \$163.1 million and \$230.4 million as of September 30, 2011 and December 31, 2010, respectively.

The following is a description of valuation methodologies used for our assets and liabilities recorded at fair value on a nonrecurring basis:

Net Real Estate

Our net investment in real estate, including any identifiable intangible assets, is subject to impairment testing on a nonrecurring basis. To estimate fair value, we use discounted cash flow models that include assumptions of the discount rates that market participants would use in pricing the asset. To the extent impairment has occurred, we charge to expense the excess of the carrying value of the property over its estimated fair value. We classify impaired real estate assets as nonrecurring Level 3. As of September 30, 2011, we did not have any material real estate required to be measured at fair value on a recurring basis.

Equity Investments in Unconsolidated Joint Ventures

Our equity investments in unconsolidated joint ventures are subject to impairment testing on a nonrecurring basis if a decline in the fair value of the investment below the carrying amount is determined to be a decline that is other-than-temporary. To estimate the fair value of properties held by unconsolidated entities, we use cash flow models, discount rates, and capitalization rates based upon assumptions of the rates that market participants would use in pricing the asset. To the extent other-than-temporary impairment has occurred, we charge to expense the excess of the carrying value of the equity investment over its estimated fair value. We classify other-than-temporarily impaired equity investments in unconsolidated entities as nonrecurring Level 3. We did not have any material equity investments in unconsolidated joint ventures that were required to be measured at fair value on a recurring basis at September 30, 2011.

11. Derivative Financial Instruments

We utilize interest rate swap agreements for risk management purposes to reduce the impact of changes in interest rates on our variable rate debt. On the date we enter into an interest rate swap, the derivative is designated as a hedge against the variability of cash flows that are to be paid in connection with a recognized liability. Subsequent changes in the fair value of a derivative designated as a cash flow hedge that is determined to be highly effective are recorded in other comprehensive income (“OCI”) until earnings are affected by the variability of cash flows of the hedged transaction. The differential between fixed and variable rates to be paid or received is accrued, as interest rates change, and recognized currently as interest expense in the consolidated statement of income.

At September 30, 2011, we had four interest rate swap agreements with an aggregate notional amount of \$135.0 million that were designated as cash flow hedges. The agreements provided for swapping one month LIBOR interest rates ranging from 1.2% to 2.0% on our \$75.0 million unsecured term loan facility and new \$60.0 million seven-year unsecured term loan. The interest rate swaps have expirations ranging from April 2016 to October 2018.

The following table summarizes the notional values and fair values of our derivative financial instruments as of September 30, 2011:

| Underlying Debt (In thousands) | Hedge Type | Notional Value | Swap Rate | Fair Value | Expiration Date |
|-----------------------------------|---------------|-------------------|--------------|---------------|--------------------|
| Unsecured term loan facility | Cash Flow | \$ 75,000 | 1.2175 % | \$ (615) | 04/2016 |
| Unsecured term loan facility | Cash Flow | 30,000 | 2.0480 % | (921) | 10/2018 |

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| | | | | | |
|---------------------------------|-----------|------------|----------|-------------|---------|
| Unsecured term loan facility | Cash Flow | 25,000 | 1.8500 % | (405) | 10/2018 |
| Unsecured term loan facility | Cash Flow | 5,000 | 1.8400 % | (82) | 10/2018 |
| | | \$ 135,000 | | \$ (2,023) | |

The following table presents the fair values of derivative financial instruments in our condensed consolidated balance sheets as of September 30, 2011 and December 31, 2010, respectively:

| Derivatives Designated as Hedging Instruments | September 30, 2011 | | Liability Derivatives | | December 31, 2010 | |
|--|---|---------------|---|---------------|---------------------------|---------------|
| | Balance Sheet Location | Fair Value | Balance Sheet Location | Fair Value | Balance Sheet Location | Fair Value |
| | | | (In thousands) | | | |
| Interest rate contracts | Accounts payable and accrued expenses | \$ (2,023) | Accounts payable and accrued expenses | \$ - | | |
| Total | | \$ (2,023) | | \$ - | | |

The effect of derivative financial instruments on our condensed consolidated statements of operations for the nine months ended September 30, 2011 and 2010 is summarized as follows:

| Derivatives in Cash Flow Hedging Relationship | Amount of Gain (Loss) Recognized in OCI on Derivative (Effective Portion) Nine Months Ended September 30, 2011 2010 (In thousands) | | Location of Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) | Amount of Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) Nine Months Ended September 30, 2011 2010 (In thousands) | |
|---|--|---------|--|---|------------|
| | 2011 | 2010 | | 2011 | 2010 |
| Interest rate contracts | \$(2,023) | \$1,913 | Interest Expense | \$(111) | \$(2,181) |
| Total | \$(2,023) | \$1,913 | | \$(111) | \$(2,181) |

12. Earnings Per Common Share

The following table sets forth the computation of basic earnings per share ("EPS"):

| | Three Months Ended September 30, 2011 2010 | | Nine Months Ended September 30, 2011 2010 | |
|--|---|-------------|--|-----------|
| | 2011 | 2010 | 2011 | 2010 |
| | (In thousands, except per share data) | | | |
| Income (loss) from continuing operations | \$5,774 | \$(29,376) | 4,423 | (30,779) |
| Net (income) loss from continuing operations attributable to noncontrolling interest | (388) | 2,696 | (316) | 4,002 |
| Preferred share dividends | (1,813) | - | (3,432) | - |
| Allocation of continuing (income) loss to restricted share awards | (35) | 248 | 7 | 257 |
| Income (loss) from continuing operations attributable to common shareholders | \$3,538 | \$(26,432) | 682 | (26,520) |
| Income (loss) from discontinued operations | 28 | (66) | 6,655 | (1,818) |
| Net (income) loss from discontinued operations attributable to noncontrolling interest | (2) | 5 | (423) | 129 |
| Allocation of discontinued (income) loss to restricted share awards | - | - | (58) | 14 |
| Income (loss) from discontinued operations attributable to common shareholders | 26 | (61) | 6,174 | (1,675) |

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| | | | | |
|--|---------|-------------|--------|-----------|
| Net income (loss) available to common shareholders | \$3,564 | \$(26,493) | 6,856 | (28,195) |
| Weighted average shares outstanding — basic | 38,596 | 38,020 | 38,351 | 34,497 |
| Basic earnings per share attributable to the common shareholders | | | | |
| Income (loss) from continuing operations | \$0.09 | \$(0.70) | \$0.02 | \$(0.77) |
| Income (loss) from discontinued operations | - | - | 0.16 | (0.06) |
| Net income (loss) | \$0.09 | \$(0.70) | \$0.18 | \$(0.83) |

The following table sets forth the computation of diluted EPS:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|---------------------------------------|-------------|------------------------------------|-------------|
| | 2011 | 2010 | 2011 | 2010 |
| | (In thousands, except per share date) | | | |
| Income (loss) from continuing operations | \$5,774 | \$(29,376) | 4,423 | (30,779) |
| Net (Income) loss from continuing operations attributable to noncontrolling interest | (388) | 2,696 | (316) | 4,002 |
| Income (loss) from continuing operations attributable to RPT | 5,386 | (26,680) | 4,107 | (26,777) |
| Preferred share dividends | (1,813) | - | (3,432) | - |
| Allocation of (income) less to restricted share awards | (35) | 248 | 7 | 256 |
| Allocation of continuing loss to restricted share awards | - | (7) | (11) | (10) |
| Income (loss) from continuing operations attributable to common shareholders | \$3,538 | \$(26,439) | \$671 | \$(26,531) |
| Income (loss) from discontinued operations | 28 | (66) | 6,655 | (1,818) |
| Net (income) loss from discontinued operations attributable to noncontrolling interest | (2) | 5 | (423) | 129 |
| Allocation of discontinued income (loss) to restricted share awards | - | - | (4) | 1 |
| Income (loss) from discontinued operations attributable to common shareholders | 26 | (61) | 6,228 | (1,688) |
| Net Income (loss) available to common shareholders | \$3,564 | \$(26,500) | 6,899 | (28,219) |
| Weighted average shares outstanding - basic | 38,596 | 38,020 | 38,351 | 34,497 |
| Dilutive effect of securities (1) | 143 | - | 162 | - |
| Weighted average shares - diluted | 38,739 | 38,020 | 38,513 | 34,497 |
| Diluted earnings per share attributable to common shareholders: | | | | |
| Income (loss) from continuing operations | \$0.09 | \$(0.70) | \$0.02 | \$(0.77) |
| Income (loss) from discontinued operations | - | - | 0.16 | (0.06) |
| Net income (loss) | \$0.09 | \$(0.70) | \$0.18 | \$(0.83) |

(1) None of the Series D convertible preferred shares were included in the calculation of diluted earnings per share for the three

13. Shareholders' Equity

On April 6, 2011, we completed an \$80.0 million (1,600,000 shares) offering of 7.25% Series D Cumulative Convertible Perpetual Preferred Shares of beneficial interest (the "Series D Preferred Shares"). The annual dividend on each Series D Preferred Share is \$3.625 per share and is payable quarterly as declared by our board of trustees. Each preferred share has a liquidation preference of \$50.00 per share and is convertible, at the holder's option at any time. The Series D Preferred Shares are not redeemable by us. On April 29, 2011, we closed on an additional \$20.0 million, or 400,000 preferred shares, relating to a re-opening of the same security. Net proceeds from the transactions of \$96.7 million were used to repay our \$30.0 million secured bridge loan and reduce borrowings on our secured

revolving credit facility.

Additionally, during the nine months ended September 30, 2011, we issued 683,000 common shares through a controlled equity offering generating \$8.8 million in net proceeds.

14. Share-based Compensation Plans

As of September 30, 2011, we have two share-based compensation plans in effect; 1) The 2009 Omnibus Long-Term Incentive Plan (“LTIP”) under which our compensation committee may grant, subject to the Company’s performance conditions as specified by the compensation committee, restricted shares, restricted share units, options and other awards to trustees, officers and other key employees. The LTIP allows us to issue up to 0.9 million shares of our common stock or stock options, of which 0.3 million remain available for issuance; and 2) the 2008 Restricted Share Plan for Non-Employee Trustees (the “Trustees’ Plan”) which provides for granting up to 160,000 restricted shares awards to non-employee trustees of the Company, of which 114,000 shares remain available for issuance.

For the nine months ended September 30, 2011 and 2010, we recognized total share-based compensation expense of \$1.4 million and \$0.8 million (net of a \$0.5 million adjustment for performance shares not issued), respectively. Of these amounts, approximately \$39 thousand and \$59 thousand, respectively, related to options. For the nine months ended September 30, 2011 and 2010, we recognized expense related to restricted share grants of approximately \$1.4 million and \$0.7 million (net of \$0.5 million adjustment for performance shares not issued), respectively.

During the nine months ended September 30, 2011, we granted 111,886 shares of service-based restricted stock that vest over five years and the expense is recognized on a graded vesting basis. Additionally, we granted 28,273 shares to non-employee trustees that vest over one year. Also during the nine months ended September 30, 2011, we granted 102,686 of performance-based awards that are earned subject to a future performance measurement based on a three-year total shareholder return peer comparison (“TSR Grant”). Once the performance criterion is met and the actual number of shares earned is determined, certain shares will vest immediately while others will vest over an additional service period. We determine the grant date fair value of TSR Grants based upon a Monte Carlo Simulation model and will recognize the compensation expense ratably over the requisite service period.

As of September 30, 2011, we had \$3.6 million of total unrecognized compensation expense related to unvested restricted shares and options granted under our plans. This expense is expected to be recognized over a weighted-average period of 4.5 years.

15. Income Taxes

We conduct our operations with the intent of meeting the requirements applicable to a REIT under sections 856 through 860 of the Internal Revenue Code. In order to maintain our qualification as a REIT, we are required to distribute annually at least 90% of our REIT taxable income, excluding net capital gain, to our shareholders. As long as we qualify as a REIT, we will generally not be liable for federal corporate income taxes.

Certain of our operations, including property management and asset management, as well as ownership of certain land, are conducted through our Taxable REIT Subsidiaries (“TRSs”) which allows us to provide certain services and conduct certain activities that are not generally considered as qualifying REIT activities.

Deferred tax assets and liabilities reflect the impact of temporary differences between the amounts of assets and liabilities for financial reporting purposes and the bases of such assets and liabilities as measured by tax laws. Deferred tax assets are reduced by a valuation allowance to the amount where realization is more likely than not assured after considering all available evidence, including expected taxable earnings and potential tax planning strategies. Our temporary differences primarily relate to deferred compensation, depreciation and net operating loss carryforwards.

In May 2011, the State of Michigan signed bills into law that replaced the Michigan Business Tax (“MBT”) with a six percent Corporate Income Tax that will be effective beginning January 1, 2012. The repeal of the MBT resulted in the de-recognition of the related deferred tax assets and liabilities. Therefore, we recorded additional income tax expense of approximately \$0.8 million in the nine months ended September 30, 2011 as a result of this tax law change. These amounts are included in income tax provision (benefit) on the condensed consolidated statements of operations.

As of September 30, 2011, we had a federal and state deferred tax asset and liability of \$0.2 million and \$0, respectively, net of valuation allowances. We believe that it is more likely than not that the results of future operations will generate sufficient taxable income to recognize the net deferred tax assets. These future operations are primarily dependent upon the profitability of our TRSs, the timing and amounts of gains on land sales, and other factors affecting the results of operations of the TRSs. The valuation allowances relate to net operating loss

carryforwards and tax basis differences where there is uncertainty regarding their realizability.

During the three months ended September 30, 2011 and 2010, we recorded an income tax (provision) benefit of approximately (\$0.1) million for both periods. For the nine months ended September 30, 2011 and 2010, the income tax (provision) benefit was approximately (\$1.0) million and \$0.3 million, respectively.

16. Commitments and Contingencies

Construction Costs

In connection with the development and expansion of various shopping centers as of September 30, 2011, we had entered into agreements for construction costs of approximately \$4.5 million.

Deferred Liabilities

At September 30, 2011, we had certain deferred liability arrangements totaling \$2.5 million. See Note 9 for further information.

Litigation

We are currently involved in certain litigation arising in the ordinary course of business.

Leases

We have an operating lease for our corporate office space in Michigan for a term expiring in 2014. We also have operating leases for office space in Florida and land at one of our shopping centers. Total amounts expensed relating to these leases were \$1.1 million and \$1.2 million for the nine months ended September 30, 2011 and 2010, respectively.

17. Subsequent Events

We have evaluated subsequent events through the date that the condensed consolidated financial statements were issued.

On October 19, 2011 we conveyed titled to and our interest in the Madison Center property to the lender and were released of our \$9.1 million mortgage note obligation.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of the financial condition and results of operations should be read in conjunction with the condensed consolidated financial statements, including the respective notes thereto, which are included in this Form 10-Q.

Overview

We are a fully integrated, self-administered, publicly-traded REIT which owns, develops, acquires, manages and leases community shopping centers in the Eastern and Midwestern regions of the United States. At September 30, 2011, we owned and managed, either directly or through our interest in real estate joint ventures, a portfolio of 84 shopping centers and one office building, with 15.3 million of GLA owned directly by us and our real estate joint ventures. We also owned interests in four parcels of land held for development or sale and four parcels of land adjacent to certain of our existing developed properties. Our land is located in Florida, Georgia, Michigan, Tennessee and Virginia. Our core portfolio, which includes joint venture properties was 92.8% leased at September 30, 2011. Including properties slated for redevelopment, our overall portfolio was 90.9% leased.

Economic Outlook

The retail shopping center sector has been negatively affected by general economic conditions that have impacted our tenants' retail operations. These conditions have forced weaker retailers, in some cases, to declare bankruptcy and/or close stores. Certain retailers have sought rent relief from us as and/or announced store closings even though they have not filed for bankruptcy protection. Any reduction in our tenants' abilities to pay base rent, percentage rent or other charges, may adversely affect our financial condition and results of operations. Further, our ability to re-lease vacant spaces may be negatively impacted by the slow economic recovery. While we believe the locations of our centers and diverse tenant base should mitigate the negative impact of the economic environment, we may continue to see an increase in vacancy that will have a negative impact on our revenue and bad debt expense. We continue to monitor our tenants' operating performances as well as trends in the retail industry to evaluate any future impact.

Business Strategy

We intend to maximize shareholder value through a well-defined business strategy that incorporates the following elements:

- Leasing and managing our shopping centers to increase occupancy, maximize rental income, and control operating expenses and capital expenditures;
- Redeveloping our centers to increase gross leasable area, reconfigure space for credit tenants, create outparcels, sell excess land, and generally make the centers more desirable for our tenants and their shoppers;
- Acquiring new shopping centers that are located in targeted metropolitan markets and that provide opportunities to add value through intensive leasing, management, or redevelopment;
- Developing our land held for development into income-producing investment property, subject to market demand, availability of capital and adequate returns on our incremental capital;
- Selling available-for-sale land parcels and using the proceeds to pay down debt or reinvest in our business;
- Maintaining a strong and flexible balance sheet by capitalizing our Company with a moderate ratio of debt to equity and by financing our investment activities with various forms and sources of capital; and
- Managing our overall enterprise to create an efficient organization with a strong corporate culture and transparent disclosure for all stakeholders.

We periodically review our performance on these endeavors and adjust our operational and financial tactics accordingly.

Although the current retail real estate environment remains challenging, we have been able to execute upon our strategy by continuing to de-leverage our balance sheet and recycle capital through strategic acquisitions and dispositions of our shopping center portfolio. We accomplished the following activity during the three months ended September 30, 2011:

Significant Transactions

Activity generated in the third quarter of 2011:

- Closed on new seven-year \$60.0 million unsecured term loan that is due in October 2018. Proceeds from the new term loan were used to pay off approximately \$22.2 million of mortgage loans due in 2011 and 2012 and the outstanding balance under our \$175.0 million unsecured revolving line of credit;

- Sold a shopping center located in Tamarac, Florida for \$15.0 million resulting in a nominal loss while generating approximately \$14.3 million in net cash proceeds;
- Sold a shopping center located in Davie, Florida that was part of a joint venture in which we have a 40% ownership interest. Our proportionate share of the gain on sale was \$2.7 million, and the sale generated approximately \$3.6 million in net cash proceeds; and
- Repaid a \$2.2 million land loan related to land held for development in Jacksonville, Florida.

Activity during the first half of 2011:

- Closed on new \$250.0 million unsecured credit facility, consisting of a \$175.0 million unsecured revolving line of credit and a \$75.0 million unsecured term loan, replacing our prior secured credit facility. The new unsecured line and term loan mature in April 2014 and April 2015, respectively;
- Issued 2.0 million 7.25% Series D cumulative convertible perpetual preferred shares generating \$96.7 million in net proceeds that were used to repay our \$30.0 million secured bridge loan and reduce borrowings on our credit facility;
- Acquired Heritage Place, a 269,254 square foot grocery-anchored shopping center located in suburban St. Louis, Missouri for \$39.4 million;
- Sold a shopping center located in Lantana, Florida and an outparcel located in Osprey, Florida for an aggregate \$19.6 million, generating a combined net gain of \$8.5 million;
- Repaid one wholly-owned property mortgage totaling \$14.3 million and one mortgage for a joint venture property for which our proportionate share was \$3.7 million;
- Closed on a new \$24.7 million CMBS loan secured by our Jackson Crossing shopping center in Jackson, Michigan;
- Repaid our \$30.0 million secured term loan early using proceeds from the transaction listed above;
- Issued 650,000 common shares through a controlled equity offering generating \$8.4 million in net proceeds; and
- Sold two land outparcels located in Jacksonville, Florida for aggregate net sales proceeds of \$1.2 million generating a combined net gain of \$0.2 million.

Leasing Activity

For the combined portfolio, including wholly-owned and joint venture properties activity generated in the third quarter of 2011:

- Executed 43 new leases comprised of 221,581 square feet of which 35 new leases had comparable average rental rate of \$15.13 per square foot, or 2.3% decrease over the average expiring rate; and
- Executed 48 renewal leases totaling 213,511 square feet with an average rental rate of \$13.78 per square foot, a 3.1% increase over the average expiring rate.

Activity during the first half of 2011:

- Executed 66 new leases comprised of 496,351 square feet that included 54 new leases with comparable average rental rate of \$10.67 per square foot, an 16.2% decrease over the average expiring rate; and
- Executed 124 renewal leases totaling 602,840 square feet with an average rental rate of \$12.48 per square foot, a 1.5% increase over the average expiring rate.

Redevelopment Activity

During the third quarter of 2011, we continued a redevelopment project at the Shops on Lane Avenue in Columbus, Ohio. The project is owned by a joint venture in which we own a 20% interest and includes the construction of a Whole Foods Market in a new 35,000 square foot space. The total projected cost of the project is approximately \$6.5 million, of which \$1.3 million is our proportionate share. The project is expected to stabilize in the second half of 2012.

During the first quarter of 2011, we completed two redevelopment projects. One redevelopment project of a wholly-owned property was located in West Allis, Wisconsin for a total investment of approximately \$12.7 million. We also completed a redevelopment project in a joint venture in which we have a 30% ownership interest located in West Bloomfield, Michigan for a total investment of approximately \$9.6 million, of which \$2.9 million was our proportionate share.

Land Held for Development or Sale

At September 30, 2011, we had four projects under pre-development and various smaller parcels of land held for development or sale. The following table summarizes the cost as of September 30, 2011:

| Property Name | City, State | Cost to Date as of 9/30/11 (In millions) |
|---------------------------|-------------------|--|
| Hartland Towne Square (1) | Hartland Twp., MI | \$ 31.6 |
| The Town Center at Aquia | Stafford Co., VA | 18.8 |
| Gateway Commons | Lakeland, FL | 21.7 |
| Parkway Shops | Jacksonville, FL | 14.2 |
| Other | Various | 7.3 |
| | | \$ 93.6 |

(1) We acquired our partner's 80% interest in the Ramco RM Hartland SC LLC joint venture that owns a portion of Hartland Towne Square for \$1.0 million during the first quarter of 2011.

Our development policy is to start vertical construction on new development projects only after the project has received entitlements, significant anchor commitments, construction financing and joint venture partner commitments, if appropriate. We are in the entitlement and pre-leasing phases at the development projects listed above. We do not expect to secure financing and to identify joint venture partners until the entitlement and pre-leasing phases are complete.

Critical Accounting Policies and Estimates

Our 2010 Annual Report on Form 10-K contains a description of our critical accounting policies, including initial adoption of accounting policies, revenue recognition and accounts receivable, real estate investment, off balance sheet arrangements, fair value measurements and deferred charges. For the nine months ended September 30, 2011, there were no material changes to these policies.

Comparison of three months ended September 30, 2011 to 2010

The following summarizes certain line items from our unaudited condensed statements of operations which we believe are important in understanding our operations and/or those items which have significantly changed in the three months ended September 30, 2011 as compared to the same period in 2010:

| | Three Months Ended | | |
|---|--------------------|--------------|-----------|
| | September 30, | | |
| | 2011 | 2010 | Change |
| | (In thousands) | | |
| Total revenue | \$ 32,017 | \$ 27,361 | \$ 4,656 |
| Recoverable property operating expense | 7,793 | 6,966 | 827 |
| Other non-recoverable operating expense | 1,003 | 743 | 260 |
| Depreciation and amortization | 8,817 | 7,319 | 1,498 |
| General and administrative expense | 5,346 | 4,512 | 834 |
| Other income (expense) | 192 | (388) | 580 |
| Gain on sale of real estate | 45 | 1,633 | (1,588) |
| Earnings (loss) from unconsolidated joint ventures | 3,703 | (1,362) | 5,065 |
| Interest expense | (6,740) | (7,657) | 917 |
| Amortization of deferred financing fees | (389) | (596) | 207 |
| Provision for impairment | - | (28,787) | 28,787 |
| Income tax (provision) benefit | (95) | (40) | (55) |
| Income (loss) from discontinued operations | 28 | (66) | 94 |
| Net (income) loss attributable to noncontrolling interest | (389) | 2,701 | (3,090) |
| Net income (loss) attributable to RPT | 5,413 | (26,741) | 32,154 |
| Preferred share dividends | (1,813) | - | (1,813) |
| Net income (loss) attributable to common shareholders | \$ 3,600 | \$ (26,741) | \$ 30,341 |

Total revenue increased \$4.6 million, or 17.0%, to \$32.0 million for the three months ended September 30, 2011 from \$27.4 million in 2010, primarily due to increases in minimum rent of \$2.0 million and recoveries from tenants of \$1.0 million primarily related to our acquisitions in 2011 and the second half of 2010. In addition, other property income increased \$1.3 million due to a lease termination fee earned in the third quarter of 2011. Management and other fee income increased \$0.4 million mostly due to higher construction fee income in 2011.

Recoverable property operating expense increased \$0.8 million, or 11.9%, to \$7.8 million in 2011 from \$7.0 million in 2010. The increase was primarily related to our acquisitions in 2011 and the second half of 2010.

Other non-recoverable operating expense increased \$0.3 million, or 35.0%, to \$1.0 million in 2011 from \$0.7 million in 2010. The increase was primarily related to our acquisitions.

Depreciation and amortization expense increased \$1.5 million or 20.5%, to \$8.8 million in 2011 from \$7.3 million in 2010. The increase was primarily due to our acquisitions in 2011 and the second half of 2010.

General and administrative expenses increased \$0.8 million, or 18.5%, to \$5.3 million in 2011 from \$4.5 million in 2010. The increase in 2011 was due primarily to an increase in severance expense of \$0.7 million from the September 2011 reduction in force and other severance-related costs.

Other expense decreased \$0.6 million, to income of \$0.2 million in 2011 from expense of \$0.4 million in 2010. The decrease was primarily related to \$0.5 million easement fee earned in 2011 at one of our development projects located

in Jacksonville, Florida and lower real estate tax expense in 2011 on development projects that were placed on hold in 2010.

Gain on sale of real estate decreased \$1.6 million in 2011. The decrease was attributable to the sale of an outparcel in Duluth, Georgia in 2010 that generated a net gain of \$1.6 million.

Earnings from unconsolidated joint ventures increased \$5.0 million to \$3.7 million in 2011 from a loss of \$1.3 million in 2010. The increase in earnings was primarily the result of the third quarter 2011 gain on the sale of the Shenandoah Square shopping center, which was owned by a joint venture in which we have a 40% ownership interest. Our proportionate share of the gain on sale was \$2.7 million. Additionally, 2010 included \$1.8 million of our share of an impairment of a joint venture property.

Interest expense decreased \$0.9 million, or 12.0%, to \$6.7 million in 2011 from \$7.6 million in 2010 due primarily to the payoff of several mortgages and a lower revolving line of credit balance.

Amortization of deferred financing fees decreased \$0.2 million to \$0.4 million in 2011 from \$0.6 million in 2010.

In the third quarter of 2010, a non-cash provision for impairment was recorded related to the marketing of certain undeveloped land parcels for sale with no similar charge in 2011.

The income tax provision was \$0.1 million in the third quarter of 2011 as compared to a provision of \$45 thousand in 2010.

Income from discontinued operations was \$28 thousand in 2011 compared to a loss from discontinued operations of \$0.1 million. In the third quarter of 2011, we sold the Sunshine Plaza shopping center located in Tamarac, Florida at a nominal loss.

Net income attributable to noncontrolling interest increased \$3.1 million primarily due to the acquisition of our partner's 80% interest in the Ramco RM Hartland SC LLC joint venture in the first quarter 2011 and higher net income in 2011.

In the third quarter of 2011, we declared dividends of \$1.8 million to preferred shareholders resulting from the April 2011 preferred equity offering.

Comparison of nine months ended September 30, 2011 to 2010

The following summarizes certain line items from our unaudited condensed statements of operations which we believe are important in understanding our operations and/or those items which have significantly changed in the nine months ended September 30, 2011 as compared to the same period in 2010:

| | Nine Months Ended September 30, | | |
|---|------------------------------------|--------------|-----------|
| | 2011 | 2010 | Change |
| | (In thousands) | | |
| Total revenue | \$ 92,444 | \$ 85,891 | \$ 6,553 |
| Recoverable property operating expense | 24,344 | 22,565 | 1,779 |
| Other non-recoverable operating expense | 2,476 | 2,582 | (106) |
| Depreciation and amortization | 27,207 | 22,165 | 5,042 |
| General and administrative expense | 15,268 | 13,462 | 1,806 |
| Other income (expense) | (219) | (1,021) | 802 |
| Gain on sale of real estate | 2,441 | 2,132 | 309 |
| Earnings (loss) from unconsolidated joint ventures | 5,336 | (662) | 5,998 |
| Interest expense | (21,838) | (23,405) | 1,567 |
| Amortization of deferred financing fees | (1,493) | (1,812) | 319 |
| Provision for impairment | - | (28,787) | 28,787 |
| Impairment charge on unconsolidated joint ventures | - | (2,653) | 2,653 |
| Loss on early extinguishment of debt | (1,968) | - | (1,968) |
| Income tax (provision) benefit | (985) | 312 | (1,297) |
| Income (loss) from discontinued operations | 6,655 | (1,818) | 8,473 |
| Net (income) loss attributable to noncontrolling interest | (739) | 4,131 | (4,870) |
| Net income (loss) attributable to RPT | 10,339 | (28,466) | 38,805 |
| Preferred share dividends | (3,432) | - | (3,432) |
| Net income (loss) available to common shareholders | \$ 6,907 | \$ (28,466) | \$ 35,373 |

Total revenue increased \$6.5 million, or 7.6%, to \$92.4 million for the nine months ended September 30, 2011 from \$85.9 million in 2010, primarily due to increases in minimum rent of \$4.3 million and recoveries from tenants of \$1.2 million primarily related to our acquisitions in 2011 and 2010. In addition, other property income increased \$1.2 million due to a lease termination fee earned in the third quarter of 2011.

Recoverable property operating expense increased \$1.8 million, or 7.9%, to \$24.3 million in 2011 from \$22.5 million in 2010. The increase was primarily related to our acquisitions in 2011 and 2010.

Other non-recoverable operating expense decreased \$0.1 million, or 4.1%, to \$2.5 million in 2011 from \$2.6 million in 2010. The decrease was primarily due to lower bad debt expense, partially offset by our acquisitions in 2010 and 2011.

Depreciation and amortization expense increased \$5.0 million or 22.7%, to \$27.2 million in 2011 from \$22.2 million. The increase was primarily due to our acquisitions in 2011 and 2010.

General and administrative expenses increased \$1.8 million, or 13.4%, to \$15.3 million in 2011 from \$13.5 million in 2010. The increase in 2011 was primarily related to the following:

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- an increase of \$2.1 million in net compensation expense due primarily to higher severance expense, annual pay increases in 2011, lower capitalization of development and leasing salary and related costs in 2011, and a \$0.5 million adjustment to long-term incentive expense in 2010 for not meeting performance measures; partially offset by
- a decrease in legal fees of approximately \$0.3 million related to our defense against a lawsuit with a subcontractor in 2010.

Other expense decreased \$0.8 million, or 78.6%, to \$0.2 million in 2011 from \$1.0 million in 2010. The decrease was primarily related to \$0.5 million easement fee earned in 2011 at one our development projects located in Jacksonville, Florida and to lower real estate tax expense in 2011 on development projects that were placed on hold in 2010.

Gain on sale of real estate increased slightly in 2011 to \$2.4 million from \$2.1 million in 2010.

Earnings from unconsolidated joint ventures increased \$6.0 million to \$5.3 million in 2011 from a loss of \$0.7 million in 2010. The increase in earnings was primarily the result of the third quarter 2011 sale of the Shenandoah Square shopping center by a joint venture in which we have a 40% ownership interest. Our proportionate share of the gain on sale was \$2.7 million. Additionally, 2010 included \$1.8 million of our share of an impairment of a joint venture property.

Interest expense decreased \$1.6 million, or 6.7%, to \$21.8 million in 2011 from \$23.4 million in 2010 due primarily to the payoff of several mortgages and a lower revolving line of credit balance.

Amortization of deferred financing fees decreased \$0.3 million, or 17.6%, to \$1.5 million in 2011 from \$1.8 million in 2010.

In the third quarter of 2010, a non-cash provision for impairment was recorded related to the marketing of certain undeveloped land parcels for sale with no similar charge in 2011.

In the first quarter of 2010, the Company recorded a non-cash impairment charge of \$2.7 million resulting from other-than-temporary declines in the fair market value of various equity investments in unconsolidated joint ventures.

Loss on early extinguishment of debt was \$2.0 million and \$0 for the nine months ended September 30, 2011 and 2010, respectively. In the second quarter of 2011, we recorded a one-time write-off of unamortized deferred financing costs related to the prior secured revolving line of credit and term. No similar charges were incurred in 2010.

The income tax provision was \$1.0 million in 2011 as compared to a tax benefit of \$0.3 million in 2010. The increase in income tax expense was primarily due to the repeal of the Michigan Business Tax that resulted in a one-time write-off of net deferred tax assets of \$0.8 million in the second quarter of 2011. Refer to Note 15 of the notes to the condensed consolidated financial statements for further information.

Income from discontinued operations was \$6.7 million in 2011 compared to a loss from discontinued operations of \$1.8 million in 2010. In 2011, we sold the Lantana Shopping Center located in Lantana, Florida and the Sunshine Plaza Shopping Center located in Tamarac, Florida for a combined net gain of \$6.2 million. In 2010, we sold the Ridgeview Crossing shopping center located in Elkin, North Carolina for a net loss of \$2.1 million.

Net income attributable to noncontrolling interest increased \$4.9 million primarily due to the acquisition of our partner's 80% interest in the Ramco RM Hartland SC LLC joint venture in the first quarter 2011 and higher net income in 2011.

In the nine months ended September 30, 2011, we declared dividends of \$3.4 million to preferred shareholders resulting from the April 2011 preferred equity offering.

Liquidity and Capital Resources

The majority of our cash is generated from operations and is dependent on the rents that we are able to charge and collect from our tenants. The principal uses of our liquidity and capital resources are for operations, developments, redevelopments, including expansion and renovation programs, acquisitions, and debt repayment. In addition, we make dividend payments in accordance with REIT requirements for distributing the substantial majority of our taxable income on an annual basis. We anticipate that the combination of cash on hand, cash from operations, availability under our credit facilities, additional financings, equity offerings, and the sale of existing properties will satisfy our expected working capital requirements through at least the next 12 months. Although we believe that the combination of factors discussed above will provide sufficient liquidity, no such assurance can be given.

At September 30, 2011, we had \$21.8 million and \$6.6 million in cash and cash equivalents and restricted cash, respectively. Restricted cash was comprised primarily of funds held in escrow to pay real estate taxes, insurance premiums, and certain capital expenditures.

Short-Term Liquidity Requirements

Our short-term liquidity needs consist primarily of funds necessary to pay operating expenses associated with our operating properties, interest and scheduled principal payments on our debt, expected dividend payments (including distributions to preferred shareholders and Operating Partnership unit holders) and capital expenditures related to tenant improvements and redevelopment activities.

We have no debt maturities in the fourth quarter of 2011 or the first half of 2012, excluding the non-recourse mortgage loan at Madison Center, which is in default (Refer to Note 8 of the notes to the condensed consolidated financial statements). In the third quarter of 2011, we repaid a \$2.2 million land loan. As opportunities arise and market conditions permit, we will continue to pursue the strategy of selling mature properties or non-core assets that no longer meet our investment criteria. Our ability to obtain acceptable selling prices and satisfactory terms and financing will impact the timing of future sales. We anticipate using net proceeds from the sale of properties to reduce outstanding debt.

Long-Term Liquidity Requirements

Our long-term liquidity needs consist primarily of funds necessary to pay indebtedness at maturity, potential acquisitions of properties, redevelopment of existing properties, the development of land held and non-recurring capital expenditures.

On September 30, 2011, we closed on a new seven-year \$60.0 million unsecured term loan. The new seven-year unsecured term loan is due in October 2018. The loan also includes an accordion feature allowing up to \$150.0 million in total borrowings, subject to lenders' approval. Proceeds from the loan were used to pay off approximately \$22.2 million of mortgage loans due in 2011 and 2012 and the outstanding balance under our \$175.0 million unsecured revolving line of credit as well as for general corporate purposes.

On April 29, 2011, we closed on a new \$250.0 million unsecured bank facility comprised of a \$175.0 million revolving line of credit and a \$75.0 million term loan. The facility replaces our prior secured line which was scheduled to mature in December 2012 and bore interest at LIBOR plus 350 basis points with a 2% LIBOR floor. The new revolving line of credit and term loan have terms of three and four years, respectively. Subject to customary conditions, both the revolving line and the term loan can be extended for one year at our option. Borrowings under the facility are priced at LIBOR plus 200 to 275 basis points depending on our leverage ratio. As of September 30, 2011, \$174.7 million was available to be drawn on our unsecured revolving credit facility subject to certain covenants

that may affect availability.

As a result of closing the new \$60.0 million unsecured term loan in the third quarter of 2011, and both our sale of \$100.0 million of convertible perpetual preferred stock and our new \$250.0 million unsecured bank facility in the second quarter of 2011, we have paid off a substantial portion of our debt maturities in 2011 and 2012. In addition, we have reduced our borrowings under our \$175.0 million line of credit to zero. We have also extended the maturity of our bank debt to 2014 and 2015, obtained an option for a further one-year extension at our option, released the mortgages that secured our prior bank facility, and added a new \$60.0 million term loan that matures in 2018. The replacement of our prior secured bank facility with our new unsecured bank facility enhances our financial flexibility by providing for additions to and removals from the pool of unencumbered properties that comprise a borrowing base, subject to certain criteria. Our financing strategy is to maintain ample liquidity, financial strength, and financial flexibility by sourcing equity and debt capital in appropriate balance, managing our debt maturity schedule, and monitoring our exposure to interest rate risk.

For the nine months ended September 30, 2011, our cash flows were as follows compared to the same period in 2010:

| | Nine Months Ended September 30, | |
|---------------------------------------|------------------------------------|-----------|
| | 2011 | 2010 |
| Cash provided from operations | \$ 32,178 | \$ 29,116 |
| Cash used in investing activities | (38,406) | (65,880) |
| Cash provided by financing activities | 17,855 | 33,813 |

We generated \$32.2 million in cash flows from operating activities as compared to \$29.1 million in 2010. Cash flows from operating activities were higher mainly due to higher net cash distributions received from unconsolidated joint ventures in 2011. Investing activities used \$38.4 million of cash flows as compared to \$65.9 million in 2010. Cash flows used in investing activities were lower in 2011 because higher additions to real estate were offset by higher proceeds from sales of real estate in 2011 by \$21.0 million. Cash flows provided by financing activities were \$17.9 million as compared to \$33.8 million. We received net proceeds of \$96.6 million from the issuance of preferred shares in 2011. In 2011, we received net proceeds from the issuance of common shares of \$8.8 million as compared to \$75.7 million in 2010. Additionally, we repaid a net of \$62.8 million of mortgages and notes payable in 2011 as compared to repaying a net of \$22.9 million in 2010. In 2011, we paid cash dividends to common shareholders of \$18.8 million as compared to \$16.3 million in 2010 due to the increase in number of common shares outstanding from equity offerings.

Dividends and Equity

Under the Internal Revenue Code of 1986, as amended (“the Code”), as a REIT we must distribute annually to our shareholders at least 90% of our REIT taxable income, excluding net capital gain. Distributions paid are at the discretion of our Board of Trustees and depend on our actual net income available to common shareholders, cash flow, financial condition, capital requirements, restrictions in financing arrangements, the annual distribution requirements under REIT provisions of the Code and such other factors as our Board of Trustees deems relevant.

We declared a quarterly cash dividend distribution of \$0.16325 per common share paid to common shareholders of record on September 20, 2011, unchanged from the dividend paid of \$0.16325 per share in the comparable quarter of 2010. Our dividend policy has not changed in that we expect to continue making distributions to shareholders of at least 90% of our REIT taxable income, excluding net capital gain, in order to maintain qualification as a REIT. On an annualized basis, our current dividend is above our estimated minimum required distribution.

Additionally, we declared a quarterly cash dividend of \$0.90625 per preferred share to preferred shareholders of record on September 20, 2011.

Distributions paid by us are funded from cash flows from operating activities. To the extent that cash flows from operating activities were insufficient to pay total distributions for any period, alternative funding sources are used as shown in the following table. Examples of alternative funding sources may include proceeds from sales of real estate and bank borrowings. Although we may use alternative sources of cash to fund distributions in a given period, we expect that distribution requirements for an entire year will be met with cash flows from operating activities.

| | Nine Months Ended September 30, | |
|--|------------------------------------|-----------|
| | 2011 | 2010 |
| Cash provided by operating activities | \$ 32,178 | \$ 29,116 |
| Cash distributions to common shareholders | (18,831) | (16,305) |
| Cash distributions to preferred shareholders | (1,619) | - |
| Cash distributions to operating partnership unit holders | (1,447) | (1,427) |
| Total distributions | (21,897) | (17,732) |
| Surplus (deficiency) | \$ 10,281 | \$ 11,384 |
| Alternative sources of funding for distributions: | | |
| Net borrowings on mortgages and notes payable | n/a | n/a |
| Total sources of alternative funding for distributions | n/a | n/a |

In the first three quarters of 2011, we issued 0.683 million common shares through a controlled equity offering generating \$8.8 million in net proceeds. Additionally, in the second quarter of 2011, we issued 2.0 million convertible cumulative perpetual preferred shares generating \$96.7 million in net proceeds.

Debt

In September 2011, we used net proceeds from our new seven-year \$60.0 million unsecured term loan to repay four property mortgages aggregating approximately \$22.0 million and to repay the \$33.0 million outstanding balance on our unsecured revolving line of credit.

In July 2011, we repaid a land loan in the amount of \$2.2 million related to land held for development in Jacksonville, Florida. The land loan bore interest at a fixed rate of 6.0%.

In May 2011, we repaid one wholly-owned property mortgage in the amount of \$14.3 million. The mortgage bore interest at a fixed rate of 7.6%.

A \$9.1 million non-recourse mortgage note that is secured by our wholly-owned Madison Center property located in Madison Heights, Michigan, was due May 1, 2011. The note entered default status in May when we did not repay the note at maturity. Subsequent to quarter end, on October 19, 2011 we conveyed titled to and our interest in the Madison Center property to the lender and were released of our obligation.

In March 2011, the \$30.0 million secured term loan facility was repaid in full from borrowings under our secured Credit Facility. Additionally, in April 2011, we used net proceeds from our cumulative convertible perpetual preferred share offering to repay our \$30.0 million secured bridge loan and reduce borrowings on our Credit Facility.

On March 31, 2011, we closed on a new \$24.7 million mortgage secured by the Jackson Crossing shopping center in Jackson, Michigan. The mortgage bears a fixed rate of 5.8% and matures in April 2018.

It is anticipated that funds borrowed under our credit facilities will be used for general corporate purposes, including working capital, capital expenditures, the repayment of indebtedness or other corporate activities. For further information on the credit facilities and other debt refer to Note 8 of the condensed consolidated financial statements.

At September 30, 2011, we had four interest rate swap agreements in effect for an aggregate notional amount of \$135.0 million converting our floating rate corporate debt to fixed rate debt. After taking into account the impact of converting our variable rate debt to fixed rate debt by use of the interest rate swap agreements, at September 30, 2011, we had no variable rate debt outstanding.

At September 30, 2011, we had \$336.2 million of fixed rate mortgage loans encumbering certain consolidated properties. Such mortgage loans are non-recourse, subject to certain exceptions for which we would be liable for any resulting losses incurred by the lender. These exceptions vary from loan to loan but generally include fraud or a material misrepresentation, misstatement or omission by the borrower, intentional or grossly negligent conduct by the borrower that harms the property or results in a loss to the lender, filing of a bankruptcy petition by the borrower, either directly or indirectly, and certain environmental liabilities. In addition, upon the occurrence of certain of such events, such as fraud or filing of a bankruptcy petition by the borrower, we would be liable for the entire outstanding balance of the loan, all interest accrued thereon and certain other costs, penalties and expenses.

Off Balance Sheet Debt

Real Estate Joint Ventures

We consolidate entities in which we own less than a 100% equity interest if we have a controlling interest or are the primary beneficiary in a variable interest entity, as defined in the Consolidation Topic of FASB ASC 810. From time to time, we enter into joint venture arrangements from which we believe we can benefit by owning a partial interest in a property.

As of September 30, 2011, we had eight equity investments in unconsolidated joint venture entities in which we owned 50% or less of the total ownership interest. Refer to Note 5 of the notes to the condensed consolidated financial statements. We review our equity investments in unconsolidated entities for impairment on a venture-by-venture basis whenever events or changes in circumstances indicate that the carrying value of the equity investment may not be recoverable. In the first quarter of 2010, we recorded an impairment charge of \$2.7 million resulting from other-than-temporary declines in the fair market value of various equity investments in unconsolidated joint ventures. We had no impairment loss for the nine months ended September 30, 2011.

We have a 30% ownership interest in our Ramco Lion joint venture which owns a portfolio of 16 properties totaling 3.2 million square feet of GLA. As of September 30, 2011, the properties had consolidated equity of \$307.7 million. Our total investment in the venture at September 30, 2011 was \$86.2 million. The Ramco Lion joint venture has total debt obligations, which other than customary carve-outs are nonrecourse to us, of approximately \$209.1 million with maturity dates ranging from 2012 through 2020. Our proportionate share of the total debt is \$62.7 million.

We have a 20% ownership interest in our Ramco 450 joint venture which is a portfolio of eight properties totaling 1.7 million square feet of GLA. As of September 30, 2011, the properties in the portfolio had consolidated equity of \$138.8 million. Our total investment in the venture at September 30, 2011 was \$17.5 million. The Ramco 450 venture total debt obligations, which other than customary carve-outs are nonrecourse to us, of approximately \$171.3 million with maturity dates range from 2013 through 2017. Our proportionate share of the total debt is \$34.3 million.

We also have ownership interests ranging from 7% - 50% in six smaller joint ventures that each own one or two properties. As of September 30, 2011, our total investment in these ventures was \$8.3 million and our proportionate share of the total non-recourse debt was \$5.3 million with maturity dates ranging from 2012 through 2016. One of these joint ventures owned a single shopping center in Davie, Florida that was sold to a third party in the third quarter of 2011. Refer to Note 5 of the notes to the condensed consolidated financial statements for more information related to our real estate joint ventures.

Contractual Obligations

The following are our contractual cash obligations as of September 30, 2011:

| Contractual Obligations | Total | Payments due by period | | | |
|-----------------------------------|-----------|-------------------------|----------------|-----------|----------------------|
| | | Less than 1 year (1) | 1-3 years | 3-5 years | More than 5 years |
| | | | (In thousands) | | |
| Mortgages and notes payable: | | | | | |
| Scheduled amortization | \$25,869 | \$1,256 | \$9,801 | \$7,771 | \$7,041 |
| Payments due at maturity | 473,501 | 9,107 | 31,729 | 177,866 | (2) 254,799 |
| Total mortgages and notes payable | 499,370 | 10,363 | 41,530 | 185,637 | 261,840 |
| Employment contracts | 1,212 | 211 | 1,001 | - | - |
| Capital lease | 7,482 | 173 | 1,354 | 5,955 | - |
| Operating leases | 3,680 | 265 | 1,898 | 762 | 755 |
| Construction commitments | 4,471 | 4,471 | - | - | - |
| Total contractual obligations | \$516,215 | \$15,483 | \$45,783 | \$192,354 | \$262,595 |

(1) Amounts represent balance of obligation for the remainder of 2011.

(2) Scheduled maturities include \$75.0 million of unsecured term loan that includes a one-year extension option through April 2016.

At September 30, 2011, we did not have any contractual obligations that required or allowed settlement, in whole or in part, with consideration other than cash.

We anticipate that the combination of cash on hand, cash provided from operating activities, the availability under the Credit Facility (\$174.7 million at September 30, 2011 subject to covenants), our access to the capital markets and the sale of existing properties will satisfy our expected working capital requirements through at least the next 12 months. Although we believe that the combination of factors discussed above will provide sufficient liquidity, no assurance can be given.

Mortgages and notes payable

See the analysis of our debt included in "Liquidity and Capital Resources" above.

Employment Contracts

At September 30, 2011, we had employment contracts with our Chief Executive Officer and Chief Financial Officer that contain minimum guaranteed compensation. All other employees are subject to at-will employment.

Operating and Capital Leases

We lease office space for our corporate headquarters and our Florida office under operating leases. We also have an operating lease at our Taylors Square shopping center and a capital ground lease at our Gaines Marketplace shopping center under which we may be obligated to purchase the land parcel.

Construction Costs

In connection with the development and expansion of various shopping centers as of September 30, 2011, we have entered into agreements for construction activities with an aggregate cost of approximately \$4.5 million.

Planned Capital Spending

We are focused on our core strengths of enhancing the value of our existing portfolio of shopping centers through successful leasing efforts and the completion of our redevelopment projects currently in process.

For the remainder of 2011, we anticipate spending approximately \$2.1 million for approved capital expenditures. Estimates for future spending will change as new projects are approved.

Disclosures regarding planned capital spending, including estimates regarding timing of tenant openings, capital expenditures and occupancy are forward-looking statements and certain significant factors discussed elsewhere in this document and our other filings with the SEC, including our Annual Report on Form 10-K could cause the actual results to differ materially.

Capitalization

At September 30, 2011, our total market capitalization was \$901.8 million. Our market capitalization consisted of \$483.9 million of net debt (including property-specific mortgages, an unsecured credit facility consisting of a revolving line of credit and term loan, a new unsecured term loan, junior subordinated notes, a capital lease obligation, and net cash of \$21.8 million), \$341.8 million of common shares and OP Units (including dilutive securities), and \$76.1 million of convertible perpetual preferred shares (based on a market price of \$38.05 per share at September 30, 2011). Our net debt to total market capitalization was 53.7% at September 30, 2011, as compared to 55.2% at September 30, 2010. The decrease in total net debt to market capitalization was due primarily to the impact of the April 2011 preferred equity offering and the repayment of various property mortgages in 2011. Our outstanding debt at September 30, 2011 had a weighted average interest rate of 5.4%, and consisted of \$499.3 million of fixed rate debt, including the impact of interest rate swap agreements. Outstanding letters of credit issued under the credit facility totaled approximately \$0.3 million at September 30, 2011.

At September 30, 2011, the noncontrolling interest in the Operating Partnership represented a 6.3% ownership in the Operating Partnership. The OP Units may, under certain circumstances, be exchanged for our common shares of beneficial interest on a one-for-one basis. We, as sole general partner of the Operating Partnership, have the option, but not the obligation, to settle exchanged OP Units held by others in cash based on the current trading price of our common shares of beneficial interest. Assuming the exchange of all OP Units, there would have been 41,516,327 of our common shares of beneficial interest outstanding at September 30, 2011, with a market value of approximately \$340.4 million.

Inflation

Inflation has been relatively low in recent years and has not had a significant detrimental impact on the results of our operations. Should inflation rates increase in the future, substantially all of our tenant leases contain provisions designed to partially mitigate the negative impact of inflation in the near term. Such lease provisions include clauses that require our tenants to reimburse us for real estate taxes and many of the operating expenses we incur. Also, many of our leases provide for periodic increases in base rent which are either of a fixed amount or based on changes in the consumer price index and/or percentage rents (where the tenant pays us rent based on a percentage of its sales). Significant inflation rate increases over a prolonged period of time may have a material adverse impact on our business.

Funds from Operations

We consider funds from operations, also known as “FFO,” an appropriate supplemental measure of the financial performance of an equity REIT. Under the National Association of Real Estate Investment Trusts (NAREIT) definition, FFO represents net income attributable to common shareholders, excluding extraordinary items (as defined under GAAP) and gains (losses) on sales of depreciable property, plus real estate related depreciation and amortization (excluding amortization of financing costs), and after adjustments for unconsolidated partnerships and joint ventures. FFO is intended to exclude GAAP historical cost depreciation and amortization of real estate investments, which assumes that the value of real estate assets diminishes ratably over time. Historically, however, real estate values have risen or fallen with market conditions and many companies utilize different depreciable lives and methods. Because FFO adds back depreciation and amortization unique to real estate, and excludes gains and losses from depreciable property dispositions and extraordinary items, it provides a performance measure that, when compared year over year, reflects the impact on operations from trends in occupancy rates, rental rates, operating costs, acquisition and development activities and interest costs, which provides a perspective of our financial performance not immediately apparent from net income attributable to common shareholders determined in accordance with GAAP. In addition, FFO does not include the cost of capital improvements, including capitalized interest.

For the reasons described above we believe that FFO provides us and our investors with an important indicator of our operating performance. This measure of performance is used by us and other REITS for several business purposes, and it provides a recognized measure of performance other than GAAP net income attributable to common shareholders, which may include non-cash items. Other real estate companies may calculate FFO in a different manner.

We recognize FFO's limitations when compared to GAAP net income attributable to common shareholders. FFO does not represent amounts available for needed capital replacement or expansion, debt service obligations, or other commitments and uncertainties. In addition, FFO does not represent cash generated from operating activities in accordance with GAAP and is not necessarily indicative of cash available to fund cash needs, including the payment of dividends. FFO should not be considered as an alternative to net income attributable to common shareholders (computed in accordance with GAAP) or as an alternative to cash flow as a measure of liquidity. FFO is simply used as an additional indicator of our operating performance.

The following table illustrates the calculations of FFO:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|---------------------------------------|-------------|------------------------------------|-------------|
| | 2011 | 2010 | 2011 | 2010 |
| | (In thousands, except per share data) | | | |
| Net income (loss) available to common shareholders (1) | \$3,600 | \$(26,741) | \$6,907 | \$(28,466) |
| Adjustments: | | | | |
| Rental property depreciation and amortization expense | 8,657 | 7,342 | 27,011 | 22,293 |
| Pro rata share of real estate depreciation from unconsolidated joint ventures | 1,658 | 1,702 | 4,944 | 5,081 |
| Preferred share dividends (2) | 1,813 | - | - | - |
| (Gain) loss on sale of depreciable real estate | 33 | - | (6,177) | 2,050 |
| (Gain) on sale of joint venture property | (2,718) | - | (2,718) | - |
| Noncontrolling interest in Operating Partnership | 387 | (2,041) | 744 | (2,215) |
| Funds from operations | \$13,430 | \$(19,738) | \$30,711 | \$(1,257) |
| Weighted average common shares | 38,596 | 38,020 | 38,351 | 34,497 |
| Shares issuable upon conversion of Operating Partnership Units | 2,784 | 2,902 | 2,837 | 2,902 |
| Shares issuable upon conversion of preferred shares(2) | 6,940 | - | - | - |
| Dilutive effect of securities | 143 | - | 162 | - |
| Weighted average equivalent shares outstanding, diluted | 48,463 | 40,922 | 41,350 | 37,399 |
| Net income per diluted share to FFO per diluted share reconciliation: | | | | |
| Net income (loss) attributable to common shareholders per diluted share | \$0.09 | \$(0.70) | \$0.18 | \$(0.83) |
| Adjustments: | | | | |
| Rental property depreciation and amortization expense | 0.18 | 0.18 | 0.65 | 0.60 |
| Pro rata share of real estate depreciation from unconsolidated joint ventures | 0.03 | 0.04 | 0.12 | 0.14 |
| Preferred share dividends (2) | 0.04 | - | - | - |
| (Gain) loss on sale of depreciable real estate | - | - | (0.15) | 0.05 |
| (Gain) on sale of joint venture property | (0.06) | - | (0.07) | - |
| Noncontrolling interest in Operating Partnership | 0.01 | (0.05) | 0.02 | (0.06) |

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| | | | | |
|--|---------|-----------|---------|-----------|
| Assuming conversion of OP Units | (0.01) | 0.05 | (0.01) | 0.07 |
| Funds from operations per diluted share | \$0.28 | \$(0.48) | \$0.74 | \$(0.03) |
| (1) Includes: Gain on sale of nondepreciable real estate | \$45 | \$1,633 | \$2,144 | \$2,132 |
| Impairment charges | \$- | \$28,787 | \$- | \$31,440 |
| Loss on early extinguishment of debt | \$- | \$- | \$1,968 | \$- |

(2) Series D convertible preferred shares were dilutive for the three months ended September 30, 2011 and antidilutive for the nine months ended September 30, 2011.

Forward Looking Statements

This document contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements represent our expectations, plans or beliefs concerning future events and may be identified by terminology such as “may,” “will,” “should,” “believe,” “expect,” “estimate,” “anticipate,” “continue,” “predict” or similar terms. All forward-looking statements made in this document are based on our good faith beliefs, reasonable assumptions and our best judgment based upon current information, certain factors could cause actual results to differ materially from those in the forward-looking statements, including: our success or failure in implementing our business strategy; economic conditions generally and in the commercial real estate and finance markets specifically; our cost of capital, which depends in part on our asset quality, our relationships with lenders and other capital providers; our business prospects and outlook; changes in governmental regulations, tax rates and similar matters; our continuing to qualify as a REIT; and other factors discussed elsewhere in this document and our other filings with the SEC, including our Annual Report on Form 10-K for the year ended December 31, 2010. Given these uncertainties, you should not place undue reliance on any forward-looking statements. Except as required by law, we assume no obligation to update these forward-looking statements, even if new information becomes available in the future.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We have exposure to interest rate risk on our variable rate debt obligations. Based on market conditions, we may manage our exposure to interest rate risk by entering into interest rate swap agreements to hedge our variable rate debt. We are not subject to any foreign currency exchange rate risk or commodity price risk, or other material rate or price risks. Based on our debt and interest rates and interest rate swap agreements in effect at September 30, 2011, a 100 basis point change in interest rates would have no impact on our future earnings and cash flows as all debt is fixed rate debt. We believe that a 100 basis point change in interest rates would impact the fair value of our total outstanding debt at September 30, 2011 by approximately \$13.0 million.

We had interest rate swap agreements with an aggregate notional amount of \$135.0 million as of September 30, 2011. Based on rates in effect at September 30, 2011, the agreements provided for fixed rates ranging from 3.5% to 4.3% and had expirations ranging from April 2016 to October 2018. The following table sets forth information as of September 30, 2011 concerning our long-term debt obligations, including principal cash flows by scheduled maturity, weighted average interest rates of maturing amounts and fair market:

(In thousands, except for interest rates)

| | 2011 | 2012 | 2013 | 2014 | 2015 | Thereafter | Total | Estimated Fair Value |
|-----------------------|-----------|-----------|-----------|-----------|------------|----------------|------------|----------------------------|
| Fixed-rate debt | \$ 10,363 | \$ 15,632 | \$ 25,843 | \$ 33,670 | \$ 151,967 | (1) \$ 261,840 | \$ 499,315 | \$ 481,077 |
| Average interest rate | 11.7 % | 6.4 % | 5.9 % | 5.5 % | 4.4 % | 5.6 % | 5.4 % | 6.2 % |
| Variable-rate debt | \$- | \$- | \$- | \$- | \$- | \$- | \$- | \$- |
| Average interest rate | 0.0 % | 0.0 % | 0.0 % | 0.0 % | 0.0 % | 0.0 % | 0.0 % | 0.0 % |

(1) Scheduled maturities include \$75.0 million of unsecured term loan that includes a one-year extension option through April 2016.

We estimated the fair value of our fixed rate mortgages using a discounted cash flow analysis, based on our incremental borrowing rates for similar types of borrowing arrangements with the same remaining maturity. Considerable judgment is required to develop estimated fair values of financial instruments. The table incorporates only those exposures that exist at September 30, 2011 and does not consider those exposures or positions which could arise after that date or firm commitments as of such date. Therefore, the information presented therein has limited predictive value. Our actual interest rate fluctuations will depend on the exposures that arise during the period and on market interest rates at that time.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in our reports under the Securities Exchange Act of 1934, as amended (“Exchange Act”), such as this report on Form 10-Q, is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the designed control objectives, and therefore management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

We carried out an assessment as of September 30, 2011 of the effectiveness of the design and operation of our disclosure controls and procedures. This assessment was done under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer. Based on such evaluation, our management, including our Chief Executive Officer and Chief Financial Officer, concluded that such disclosure controls and procedures were effective at the reasonable assurance level as of September 30, 2011.

Changes in Internal Control Over Financial Reporting

During the quarter ended September 30, 2011, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

For a description of the litigation with a subcontractor, see Note 16 of the notes to the condensed consolidated financial statements. There are no material pending governmental proceedings.

Item 1A. Risk Factors

You should review our Annual Report on Form 10-K for the year ended December 31, 2010 which contains a detailed description of risk factors that may materially affect our business, financial condition or results of operations.

Item 6. Exhibits

Exhibit No. Description

- 3.1 Articles of Amendment, as filed with the State Department of Assessments and Taxation of Maryland on April 5, 2011, incorporated by reference to Exhibit 3.1 to the Company's Form 8-K dated April 6, 2011.
- 3.2 Articles Supplementary, as filed with the State Department of Assessments and Taxation of Maryland on April 5, 2011, incorporated by reference to Exhibit 3.2 to the Company's Form 8-K dated April 6, 2011.
- 3.3 Articles Supplementary, as filed with the State Department of Assessments and Taxation of Maryland on April 28, 2011, incorporated by reference to Exhibit 3.1 to the Company's Form 8-K dated April 28, 2011.
- 10.1* Unsecured Term Loan Agreement, dated as of September 30, 2011 among Ramco-Gershenson Properties, L.P., as Borrower, Ramco-Gershenson Properties Trust, as Guarantor, KeyBank National Association, The Huntington National Bank, PNC Bank, National Association, KeyBank National Association, as Agent, and KeyBanc Capital Markets, as Sole Lead Manager and Arranger.
- 10.2* Unconditional Guaranty of Payment and Performance, dated as of September 30, 2011, by Ramco-Gershenson Properties Trust, in favor of KeyBank National Association and the other lenders under the Unsecured Term Loan Agreement.
- 12.1* Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Dividends.
- 31.1* Certification of CEO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2* Certification of CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1** Certification of CEO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.
- 32.2** Certification of CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.

101.INS(1) XBRL Instance Document.

101.SCH(1) XBRL Taxonomy Extension Schema.

101.CAL(1) XBRL Taxonomy Extension Calculation.

101.DEF(1) XBRL Taxonomy Extension Definition.

101.LAB(1) XBRL Taxonomy Extension Label.

101.PRE(1) XBRL Taxonomy Extension Presentation.

* filed herewith

** furnished herewith

(1) Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability thereunder.

SIGNATURES

Pursuant to the requirements 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.

RAMCO-GERSHENSON PROPERTIES TRUST

Date: November 4, 2011

By: /s/ Dennis E. Gershenson
Dennis E. Gershenson
President and Chief Executive Officer
(Principal Executive Officer)

Date: November 4, 2011

By: /s/ Gregory R. Andrews
Gregory R. Andrews
Chief Financial Officer
(Principal Financial and Accounting Officer)