

KITE REALTY GROUP TRUST  
Form 10-Q  
August 09, 2007

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended June 30, 2007

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-32268

**Kite Realty Group Trust**

(Exact Name of Registrant as Specified in its Charter)

**Maryland**

(State or other jurisdiction of incorporation or organization)

**11-3715772**

(IRS Employer Identification Number)

**30 S. Meridian Street, Suite 1100**

**Indianapolis, Indiana**

(Address of principal executive offices)

**46204**

(Zip code)

**Telephone: (317) 577-5600**

(Registrant's telephone number, including area code)

**Not Applicable**

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

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

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Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

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

Yes  No

The number of Common Shares outstanding as of August 3, 2007 was 28,913,205 (\$.01 par value)

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**KITE REALTY GROUP TRUST**

**QUARTERLY REPORT ON FORM 10-Q**

**FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2007**

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**Cautionary Note About Forward-Looking Statements**

This Quarterly Report on Form 10-Q, together with other statements and information publicly disseminated by Kite Realty Group Trust (the Company), contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such statements are based on assumptions and expectations that may not be realized and are inherently subject to risks, uncertainties and other factors, many of which cannot be predicted with accuracy and some of which might not even be anticipated. Future events and actual results, performance, transactions or achievements, financial or otherwise, may differ materially from the results, performance, transactions or achievements expressed or implied by the forward-looking statements. Risks, uncertainties and other factors that might cause such differences, some of which could be material, include but are not limited to:

national and local economic, business, real estate and other market conditions;

the ability of tenants to pay rent;

the competitive environment in which the Company operates;

financing risks;

property ownership and management risks;

the level and volatility of interest rates;

the financial stability of tenants;

the Company's ability to maintain its status as a real estate investment trust ( REIT ) for federal income tax purposes;

acquisition, disposition, development and joint venture risks;

potential environmental and other liabilities;

other factors affecting the real estate industry generally; and other risks identified in this Quarterly Report on Form 10-Q and, from time to time, in other reports we file with the Securities and Exchange Commission (the SEC) or in other documents that we publicly disseminate, including, in particular, the section titled Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 31, 2006, and in our quarterly reports on Form 10-Q.

The Company undertakes no obligation to publicly update or revise these forward-looking statements, whether as a result of new information, future events or otherwise.

**Part I. FINANCIAL INFORMATION****Item 1.****Kite Realty Group Trust****Consolidated Balance Sheets**

(Unaudited)

|  | <b>June 30,</b>         | <b>December 31,</b>   |
|--|-------------------------|-----------------------|
|  | <b>2007</b>             | <b>2006</b>           |
|  | <hr/>                   | <hr/>                 |
| <b>Assets:</b>   |                         |                       |
| Investment properties, at cost:  |                         |                       |
| Land   | \$ 197,050,926          | \$ 190,886,884        |
| Land held for development  | 28,014,081              | 21,687,309            |
| Buildings and improvements   | 584,274,185             | 582,715,399           |
| Furniture, equipment and other   | 4,363,542               | 5,492,726             |
| Construction in progress   | 200,552,821             | 155,569,117           |
|  | <hr/>                   | <hr/>                 |
|  | 1,014,255,555           | 956,351,435           |
| Less: accumulated depreciation   | (72,982,966)            | (63,726,825)          |
|  | <hr/>                   | <hr/>                 |
|  | 941,272,589             | 892,624,610           |
| Cash and cash equivalents  | 14,363,844              | 23,952,594            |
| Tenant receivables, including accrued straight-line rent of \$5,282,141 and \$4,774,063, respectively, net of allowance for uncollectible accounts                                 | 13,929,143              | 15,215,858            |
| Other receivables  | 11,899,493              | 18,247,435            |
| Investments in unconsolidated entities, at equity  | 1,120,907               | 1,174,371             |
| Escrow deposits  | 10,207,454              | 8,604,580             |
| Deferred costs, net  | 22,404,043              | 17,532,939            |
| Prepaid and other assets   | 3,969,316               | 5,808,926             |
|  | <hr/>                   | <hr/>                 |
| <b>Total Assets</b>  | <b>\$ 1,019,166,789</b> | <b>\$ 983,161,313</b> |
|  | <hr/>                   | <hr/>                 |
| <b>Liabilities and Shareholders Equity:</b>  |                         |                       |
| Mortgage and other indebtedness  | \$ 608,156,441          | \$ 566,975,980        |
| Accounts payable and accrued expenses  | 35,021,871              | 33,007,119            |
| Deferred revenue and other liabilities   | 30,700,111              | 30,156,299            |
| Cash distributions and losses in excess of net investment in unconsolidated entities, at equity  | 134,660                 |                       |
| Minority interest  | 4,421,944               | 4,295,723             |
|  | <hr/>                   | <hr/>                 |
| <b>Total Liabilities</b>   | <b>678,435,027</b>      | <b>634,435,121</b>    |
| Commitments and contingencies  |                         |                       |
| Limited Partners interests in Operating Partnership  | 76,664,646              | 78,812,120            |
| <b>Shareholders Equity:</b>  |                         |                       |
| Preferred Shares, \$.01 par value, 40,000,000 shares authorized, no shares issued and outstanding  |                         |                       |
| Common Shares, \$.01 par value, 200,000,000 shares authorized, 28,913,205 shares and 28,842,831 shares issued and outstanding at June 30, 2007 and December 31, 2006, respectively | 289,132                 | 288,428               |
| Additional paid in capital and other   | 292,131,998             | 291,159,647           |
| Accumulated other comprehensive income   | 337,501                 | 297,540               |
| Accumulated deficit  | (28,691,515)            | (21,831,543)          |
|  | <hr/>                   | <hr/>                 |
| <b>Total Shareholders Equity</b>   | <b>264,067,116</b>      | <b>269,914,072</b>    |

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|   |                         |                       |
|---|-------------------------|-----------------------|
| <b>Total Liabilities and Shareholders' Equity</b> | <u>\$ 1,019,166,789</u> | <u>\$ 983,161,313</u> |
|---|-------------------------|-----------------------|

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

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Kite Realty Group Trust

Consolidated Statements of Operations

(Unaudited)

|   | Three Months Ended June 30, |                     | Six Months Ended June 30, |                     |
|---|-----------------------------|---------------------|---------------------------|---------------------|
|   | 2007                        | 2006                | 2007                      | 2006                |
| <b>Revenue:</b>   |                             |                     |                           |                     |
| Minimum rent  | \$ 18,606,598               | \$ 16,509,839       | \$ 35,948,800             | \$ 32,244,511       |
| Tenant reimbursements                                       | 4,662,010                   | 4,417,611           | 9,340,724                 | 8,113,484           |
| Other property related revenue                              | 2,286,084                   | 944,966             | 4,738,019                 | 1,996,667           |
| Construction and service fee revenue                        | 10,176,315                  | 9,036,996           | 16,046,868                | 16,933,932          |
| Other income, net   | 90,052                      | 31,312              | 199,595                   | 85,188              |
| <b>Total revenue</b>  | <b>35,821,059</b>           | <b>30,940,724</b>   | <b>66,274,006</b>         | <b>59,373,782</b>   |
| <b>Expenses:</b>  |                             |                     |                           |                     |
| Property operating  | 3,519,356                   | 3,274,984           | 7,609,579                 | 6,309,158           |
| Real estate taxes   | 3,077,480                   | 3,122,720           | 5,715,545                 | 5,629,634           |
| Cost of construction and services                           | 9,521,852                   | 7,899,325           | 14,587,226                | 15,084,689          |
| General, administrative, and other                          | 1,628,848                   | 1,601,176           | 3,055,924                 | 2,944,713           |
| Depreciation and amortization                               | 8,133,718                   | 7,842,914           | 16,882,921                | 15,365,149          |
| <b>Total expenses</b>                                       | <b>25,881,254</b>           | <b>23,741,119</b>   | <b>47,851,195</b>         | <b>45,333,343</b>   |
| <b>Operating income</b>                                     | <b>9,939,805</b>            | <b>7,199,605</b>    | <b>18,422,811</b>         | <b>14,040,439</b>   |
| Interest expense  | (6,229,359)                 | (4,615,175)         | (12,412,677)              | (9,185,167)         |
| Loss on sale of asset                                       |                             | (764,008)           |                           | (764,008)           |
| Income tax (expense) benefit of taxable REIT subsidiary     | (7,991)                     | 150,303             | (262,606)                 | 137,016             |
| Minority interest in income of consolidated subsidiaries    | (247,465)                   | (37,986)            | (249,221)                 | (75,510)            |
| Equity in earnings of unconsolidated entities               | 99,579                      | 61,749              | 169,875                   | 149,722             |
| Limited Partners' interests in the Operating Partnership    | (788,442)                   | (454,117)           | (1,264,005)               | (989,574)           |
| <b>Net income</b>   | <b>\$ 2,766,127</b>         | <b>\$ 1,540,371</b> | <b>\$ 4,404,177</b>       | <b>\$ 3,312,918</b> |
| <b>Income per common share - basic</b>                      | <b>\$ 0.10</b>              | <b>\$ 0.05</b>      | <b>\$ 0.15</b>            | <b>\$ 0.12</b>      |
| <b>Income per common share - diluted</b>                    | <b>\$ 0.09</b>              | <b>\$ 0.05</b>      | <b>\$ 0.15</b>            | <b>\$ 0.12</b>      |
| <b>Weighted average Common Shares outstanding - basic</b>   | <b>28,892,920</b>           | <b>28,690,680</b>   | <b>28,876,135</b>         | <b>28,631,389</b>   |
| <b>Weighted average Common Shares outstanding - diluted</b> | <b>29,219,227</b>           | <b>28,802,913</b>   | <b>29,197,925</b>         | <b>28,753,591</b>   |
| <b>Dividends declared per common share</b>                  | <b>\$ 0.1950</b>            | <b>\$ 0.1875</b>    | <b>\$ 0.3900</b>          | <b>\$ 0.3750</b>    |

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





## Kite Realty Group Trust

## Consolidated Statements of Cash Flows

(Unaudited)

|   | Six Months Ended June 30, |                      |
|---|---------------------------|----------------------|
|   | 2007                      | 2006                 |
| <b>Cash flows from operating activities:</b>                                      |                           |                      |
| Net income  | \$ 4,404,177              | \$ 3,312,918         |
| Adjustments to reconcile net income to net cash provided by operating activities: |                           |                      |
| Loss on sale of asset   |                           | 764,008              |
| Minority interest in income of consolidated subsidiaries                          | 249,221                   | 75,510               |
| Equity in earnings of unconsolidated entities                                     | (169,875)                 | (149,722)            |
| Limited Partners' interests in Operating Partnership                              | 1,264,005                 | 989,574              |
| Distributions of income from unconsolidated entities                              | 251,272                   | 145,198              |
| Straight-line rent  | (508,078)                 | (958,522)            |
| Depreciation and amortization   | 17,441,629                | 16,330,719           |
| Provision for credit losses   | 364,033                   | 193,984              |
| Compensation expense for equity awards  | 385,744                   | 264,997              |
| Amortization of debt fair value adjustment  | (215,429)                 | (215,429)            |
| Amortization of in-place lease liabilities  | (2,822,530)               | (2,119,611)          |
| Minority interest distributions   | (123,000)                 | (492,200)            |
| Changes in assets and liabilities:  |                           |                      |
| Tenant receivables  | 1,430,761                 | (2,831,141)          |
| Deferred costs and other assets   | 5,335,891                 | (8,650,903)          |
| Accounts payable, accrued expenses, deferred revenue and other liabilities        | 1,537,153                 | 3,847,614            |
| <b>Net cash provided by operating activities</b>                                  | <b>28,824,974</b>         | <b>10,506,994</b>    |
| <b>Cash flows from investing activities:</b>                                      |                           |                      |
| Acquisitions of interests in properties and capital expenditures, net             | (65,896,942)              | (75,400,365)         |
| Net proceeds from sale of asset   |                           | 11,068,559           |
| Change in construction payables   | 1,264,613                 | (271,648)            |
| Distributions of capital from unconsolidated entities                             | 106,728                   | 162,802              |
| <b>Net cash used in investing activities</b>                                      | <b>(64,525,601)</b>       | <b>(64,440,652)</b>  |
| <b>Cash flows from financing activities:</b>                                      |                           |                      |
| Offering proceeds, net of offering expenses                                       | 495,814                   |                      |
| Loan proceeds   | 171,077,574               | 141,502,357          |
| Loan transaction costs  | (1,203,256)               | (836,005)            |
| Loan payments   | (129,681,684)             | (77,375,959)         |
| Proceeds from exercise of stock options   | 11,671                    | 130,000              |
| Purchase of Limited Partners' interests   | (55,803)                  |                      |
| Distributions paid - shareholders   | (11,256,990)              | (10,753,622)         |
| Distributions paid - unitholders  | (3,275,449)               | (3,191,865)          |
| <b>Net cash provided by financing activities</b>                                  | <b>26,111,877</b>         | <b>49,474,906</b>    |
| <b>Net change in cash and cash equivalents</b>                                    | <b>(9,588,750)</b>        | <b>(4,458,752)</b>   |
| <b>Cash and cash equivalents, beginning of period</b>                             | <b>23,952,594</b>         | <b>15,208,835</b>    |
| <b>Cash and cash equivalents, end of period</b>                                   | <b>\$ 14,363,844</b>      | <b>\$ 10,750,083</b> |

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

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**Kite Realty Group Trust**

**Notes to Consolidated Financial Statements**

**June 30, 2007**

**(Unaudited)**

**Note 1. Organization**

Kite Realty Group Trust (the Company), through its majority-owned subsidiary, Kite Realty Group, L.P. (the Operating Partnership), is engaged in the ownership, operation, management, leasing, acquisition, construction, expansion and development of neighborhood and community shopping centers and certain commercial real estate properties in selected growth markets in the United States. The Company also provides real estate facilities management, construction, development and other advisory services to third parties through its taxable REIT subsidiary. At June 30, 2007, the Company owned interests in 53 operating properties (consisting of 48 retail properties, four commercial operating properties and an associated parking garage) and had 12 properties under development or redevelopment (including the Glendale Town Center and Shops at Eagle Creek properties, both of which are undergoing a major redevelopment). Of the 65 total properties held at June 30, 2007, the Company owned a non-controlling interest in two operating properties that were accounted for under the equity method. In addition, the Company owned a non-controlling interest in one parcel of development land that was accounted for under the equity method.

**Note 2. Basis of Presentation**

The accompanying financial statements of the Company are presented on a consolidated basis and include all accounts of the Company, the Operating Partnership, the taxable REIT subsidiary of the Operating Partnership and any variable interest entities (VIEs) in which the Company is the primary beneficiary. The Company consolidates properties that are wholly owned as well as properties it controls but in which it owns less than a 100% interest. Control of a property is demonstrated by:

- the Company's ability to manage day-to-day operations,
- the Company's ability to refinance debt and sell the property without the consent of any other partner or owner, and
- the inability of any other partner or owner to replace the Company.

The Company's management has prepared the accompanying unaudited financial statements pursuant to the rules and regulations of the SEC. Certain information and footnote disclosures normally included in the financial statements prepared in accordance with accounting principles generally accepted in the United States (GAAP) may have been condensed or omitted pursuant to such rules and regulations, although management believes that the disclosures are adequate to make the presentation not misleading. The unaudited financial statements as of June 30, 2007 and for the three and six months ended June 30, 2007 and 2006 include, in the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary to present fairly the financial information set forth therein. The consolidated financial statements in this Form 10-Q should be read in conjunction with the audited consolidated financial statements and related notes thereto included in the Company's 2006 Annual Report on Form 10-K. The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the disclosure of contingent assets and liabilities and the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reported period. Actual results could differ from these estimates. The results of operations for the interim periods are not necessarily indicative of the results that may be expected on an annual basis.

The Company allocates net operating results of the Operating Partnership based on the partners' respective weighted average ownership interest. The Company adjusts the Limited Partners' interests in the Operating Partnership at the end of each period to reflect their interests in the Operating Partnership. This adjustment is reflected in the Company's shareholders' equity. The Company's and the Limited Partners' interests in the Operating Partnership for the three and six months ended June 30, 2007 and 2006 were as follows:

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|   | Three Months Ended June 30, |       | Six Months Ended June 30, |       |
|---|-----------------------------|-------|---------------------------|-------|
|   | 2007                        | 2006  | 2007                      | 2006  |
| Company's weighted average diluted interest in Operating Partnership          | 77.7%                       | 77.2% | 77.7%                     | 77.0% |
| Limited Partners' weighted average diluted interests in Operating Partnership | 22.3%                       | 22.8% | 22.3%                     | 23.0% |

The Company's and the Limited Partners' interests in the Operating Partnership at June 30, 2007 and December 31, 2006 were as follows:

|  | Balance at    |                   |
|--|---------------|-------------------|
|  | June 30, 2007 | December 31, 2006 |
| Company's interest in Operating Partnership          | 77.5%         | 77.4%             |
| Limited Partners' interests in Operating Partnership | 22.5%         | 22.6%             |

**Note 3. Earnings Per Share**

Basic earnings per share is calculated based on the weighted average number of shares outstanding during the period. Diluted earnings per share is determined based on the weighted average number of shares outstanding combined with the incremental average shares that would have been outstanding assuming all potentially dilutive shares were converted into common shares as of the earliest date possible.

Potential dilutive securities include outstanding share options, units of the Operating Partnership, which may be exchanged for cash or shares under certain circumstances, and deferred share units, which may be credited to non-employee trustees in lieu of the payment of cash compensation or the issuance of common shares. The only securities that had a potentially dilutive effect for the three and six month periods ended June 30, 2007 and 2006 were outstanding share options and deferred share units, the dilutive effect of which was as follows:

|   | Three Months Ended June 30, |         | Six Months Ended June 30, |         |
|---|-----------------------------|---------|---------------------------|---------|
|   | 2007                        | 2006    | 2007                      | 2006    |
| Dilutive effect of outstanding share options to outstanding common shares | 321,660                     | 112,233 | 317,668                   | 122,201 |
| Dilutive effect of deferred share units to outstanding common shares      | 4,647                       |         | 4,122                     |         |
| Total dilutive effect of securities                                       | 326,307                     | 112,233 | 321,790                   | 122,201 |

**Note 4. Redevelopment Activity**

*Glendale Town Center*

In April 2007, the Company announced plans to redevelop the Glendale Mall property in Indianapolis, Indiana into a 685,000 total square foot power center to be anchored by a new 129,000 square foot Target (non-owned), Macy's, and Lowe's Home Improvement (non-owned), to be renamed Glendale Town Center. During the period of redevelopment, approximately



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330,000 square feet of space at this property is being leased by tenants that are also expected to occupy space upon completion of the redevelopment.

During the first six months of 2007, the Company terminated a number of leases and commenced the demolition of portions of the enclosed mall area. Demolition occurred in preparation of the April 2007 sale of a 10.5 acre pad to Target Corporation, on which Target Corporation will build a new Target store. The Company has been engaged as construction manager for the construction of this new store.

The Company received a commitment in the form of tax increment financing ("TIF") from the City of Indianapolis totaling approximately \$5.7 million. This amount is payable in six monthly installments from the date of the April 2007 closing. The proceeds of this TIF (\$1.9 million through June 30, 2007) have been applied as an offset to the cost of the redevelopment.

The net proceeds of this sale and the TIF have been applied to the overall cost of the redevelopment and, accordingly, no gain or loss was recorded. The Company's overall investment is expected to be recoverable through projected future cash flows from the redevelopment property.

### *Shops at Eagle Creek*

In 2005, Winn-Dixie Stores, Inc. filed for Chapter 11 bankruptcy protection to reorganize its business operations. In February 2006, Winn-Dixie announced plans to close its store at Shops at Eagle Creek but had not at that date rejected the lease at this property. In May 2006, the Company acquired the lease with Winn-Dixie in a bankruptcy auction for approximately \$1.4 million. The space formerly occupied by Winn-Dixie at this property contained approximately 51,700 square feet, or approximately 68% of the total leasable square footage of the property.

The Company is currently redeveloping the former Winn-Dixie space into two smaller spaces, and has therefore classified it as a redevelopment property. In December 2006, the Company signed a lease with Staples for approximately 25,800 square feet of the space with rent expected to commence in November 2007 and is negotiating with several prospective tenants for the remaining space.

The Company anticipates its total investment in the redevelopment at Shops at Eagle Creek will be approximately \$4 million.

### **Note 5. Mortgage and Other Indebtedness**

Mortgage and other indebtedness consisted of the following at June 30, 2007 and December 31, 2006:

|  | Balance at       |                      |
|--|------------------|----------------------|
|  | June 30,<br>2007 | December 31,<br>2006 |
| Line of credit                             | \$ 142,974,024   | \$ 111,550,000       |
| Mortgage notes payable - fixed rate        | 342,853,725      | 344,029,510          |
| Construction notes payable - variable rate | 115,574,241      | 94,505,099           |
| Mortgage notes payable - variable rate     | 4,699,536        | 14,621,027           |
| Net premiums on acquired debt              | 2,054,915        | 2,270,344            |
|  | \$ 608,156,441   | \$ 566,975,980       |



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Indebtedness, including weighted average maturities and weighted average interest rates at June 30, 2007, is summarized below:

| June 30, 2007                 |                |   |                                      |                           |
|-------------------------------|----------------|---|--------------------------------------|---------------------------|
|                               | Amount         | Weighted<br>Average Maturity<br>(Years) | Weighted<br>Average<br>Interest Rate | Percentage<br>of<br>Total |
| Fixed rate debt               | \$ 342,853,725 | 7.4                                     | 5.98%                                | 57%                       |
| Floating rate debt (hedged)   | 75,000,000     | 1.3                                     | 5.70%                                | 12%                       |
|                               |                |   |                                      |                           |
| Total fixed rate debt         | 417,853,725    | 6.3                                     | 5.93%                                | 69%                       |
| Construction debt             | 115,574,241    | 1.0                                     | 6.84%                                | 19%                       |
| Other variable rate debt      | 147,673,560    | 3.6                                     | 6.58%                                | 24%                       |
| Floating rate debt (hedged)   | (75,000,000)   | -1.3                                    | -6.57%                               | -12%                      |
|                               |                |   |                                      |                           |
| Total variable rate debt      | 188,247,801    | 2.9                                     | 6.74%                                | 31%                       |
| Net premiums on acquired debt | 2,054,915      | N/A                                     | N/A                                  | N/A                       |
|                               |                |   |                                      |                           |
| Total debt                    | \$ 608,156,441 | 5.3                                     | 6.18%                                | 100.0%                    |

Mortgage and construction loans are collateralized by certain real estate properties and are generally due in monthly installments of interest and principal and mature over various terms through 2022. Variable interest rates on mortgage and construction loans are based on LIBOR plus a spread of 115 to 175 basis points. At June 30, 2007, one-month LIBOR and Prime interest rates were 5.32% and 8.25%, respectively. Fixed interest rates on mortgage loans range from 5.11% to 7.65%.

For the six months ended June 30, 2007, the Company had loan borrowing proceeds of \$171.1 million and loan repayments of \$129.7 million. The major components of this activity are as follows:

In January 2007, the Company purchased approximately 10 acres of land in Naples, Florida for approximately \$6.3 million with borrowings from its then-existing secured revolving credit facility. This land is adjacent to 15.4 acres previously purchased by the Company in 2005;

In February 2007, as further described below, the Company entered into an amended and restated four-year \$200 million unsecured revolving credit facility, replacing its then-existing secured credit facility. The new unsecured facility increased the Company's borrowing capacity from \$150 million to \$200 million, before considering either facility's expansion feature. Initial proceeds of \$118.1 million were drawn from the new unsecured facility to repay the principal amount outstanding under the then-existing secured facility and retire the secured facility;

In February 2007, the Company repaid the \$9.8 million outstanding balance on the variable rate loan on the Courthouse Shadows property with proceeds from its new unsecured revolving credit facility;

In March 2007, the Company purchased approximately 105 acres of land in Apex, North Carolina for approximately \$14.5 million with borrowings from the new unsecured revolving credit facility;

For the six months ended June 30, 2007, the Company used proceeds from its secured and unsecured revolving credit facility and other borrowings (exclusive of repayments) totaling approximately \$32.7 million for development, redevelopment, acquisitions and general working capital purposes; and

Scheduled principal payments totaled approximately \$1.3 million during the six months ended June 30, 2007.

On February 20, 2007, the Company entered into an amended and restated four-year \$200 million unsecured revolving credit facility with a group of lenders and Key Bank National Association, as agent, (the unsecured facility). The unsecured facility has a maturity date of February 20, 2011, with a one-year extension option. Borrowings under the new unsecured facility bear interest at a floating interest rate of LIBOR plus 115 to 135 basis points, depending on the Company's leverage. The unsecured facility has a 0.125% to 0.20% commitment fee applicable to the average daily unused amount. The amount that the Company may borrow under the unsecured facility is based on the value of properties in the unencumbered property pool. Subject to certain conditions, including the prior consent of the lenders, the Company has the option to increase its borrowings under the unsecured facility to a maximum of \$400 million. The unsecured facility also includes a short-term borrowing line of \$25 million with a variable interest rate. Borrowings under the short-term line may not be outstanding for more than five days.





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As of June 30, 2007, the total amount available for borrowing under the unsecured facility was approximately \$200 million, of which \$143.0 million was outstanding. The Company currently has 48 unencumbered assets; 45 of which are wholly owned and used as collateral under the unsecured credit facility and three of which are joint venture assets. The major unencumbered assets include: 50 S. Morton, Peakway at 55, Bolton Plaza, Centre at Panola Phase II, Circuit City Plaza, Cornelius Gateway Shops, Delray Marketplace, Fishers Station Marsh, Frisco Bridges, Greyhound Commons, Martinsville Shops, Noblesville Partners, Pipeline Pointe, Shops at Otty, Sunland II, Weston Park, and Zionsville Place.

The Company's ability to borrow under the unsecured facility is subject to its ongoing compliance with a number of financial and other covenants, including with respect to the Company's amount of leverage, minimum interest and fixed charge coverage ratios, its minimum tangible net worth, the collateral pool properties generating sufficient net operating income to maintain a certain fixed charge ratio, and a minimum aggregate occupancy rate. Under the terms of the credit facility, the Company is permitted to make distributions to its shareholders of up to 95% of funds from operations provided that no event of default exists. If an event of default exists, the Company may only make distributions sufficient to maintain its REIT status. However, the Company may not make any distributions if an event of default resulting from nonpayment or bankruptcy exists, or if its obligations under the credit facility are accelerated.

The Company believes it is in compliance with all applicable covenants under the unsecured facility as of June 30, 2007.

### Note 6. Shareholders' Equity

On May 7, 2007, the Company's Board of Trustees declared a cash distribution of \$0.195 per common share for the second quarter of 2007. Simultaneously, the Company's Board of Trustees declared a cash distribution of \$0.195 per Operating Partnership unit for the same period. These distributions were accrued as of June 30, 2007 and were paid on July 18, 2007.

### Note 7. Derivative Instruments, Hedging Activities and Other Comprehensive Income

On February 28, 2007, an additional portion of the unsecured facility was hedged by an interest rate swap with a notional amount of \$25 million and a fixed interest rate of 6.17% maturing February 18, 2011. In addition, as of June 30, 2007 the Company had two remaining interest rate swaps outstanding totaling \$50 million that were entered into during 2005 to hedge variable cash flows associated with existing variable rate debt, both of which matured on August 1, 2007. Also on August 1, 2007, in conjunction with the maturity of these two swaps, an additional portion of the unsecured facility was hedged by an interest rate swap with a notional amount of \$50 million and a fixed rate of 6.32% maturing February 20, 2011.

The Company does not use derivatives for trading or speculative purposes nor does the Company currently have any derivatives that are not designated as hedges.

The following sets forth comprehensive income for the three and six months ended June 30, 2007 and 2006:

|   | Three Months Ended June 30, |              | Six Months Ended June 30, |              |
|---|-----------------------------|--------------|---------------------------|--------------|
|   | 2007                        | 2006         | 2007                      | 2006         |
| Net income                              | \$ 2,766,127                | \$ 1,540,371 | \$ 4,404,177              | \$ 3,312,918 |
| Other comprehensive income <sup>1</sup> | 257,953                     | 67,507       | 39,961                    | 250,821      |
| Comprehensive income                    | \$ 3,024,080                | \$ 1,607,878 | \$ 4,444,138              | \$ 3,563,739 |

<sup>1</sup> Represents the changes in the fair value of derivative instruments accounted for as cash flow hedges.



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**Note 8. Sale of Asset**

In June 2006, the Company terminated its lease with Marsh Supermarkets and sold the store at its Naperville Marketplace property to Caputo's Fresh Markets and recorded a loss on the sale of approximately \$0.8 million (approximately \$458,000 after tax). The total proceeds from these transactions of \$14 million included a \$2.5 million note from Marsh Supermarkets with monthly installments payable through June 30, 2008, and \$2.5 million of cash received from the termination of the Company's lease with Marsh Supermarkets. All monthly payments on the note have been made as scheduled through August 2007. The note is guaranteed by the parent company of Marsh Supermarkets. Marsh Supermarkets at Naperville Marketplace was owned by the Company's taxable REIT subsidiary. A portion of the proceeds from this sale were used to pay off related indebtedness of approximately \$11.6 million.

**Note 9. Segment Data**

The operations of the Company are aligned into two business segments: (1) real estate operation and development and (2) construction and advisory services. Segment data of the Company for the three and six months ended June 30, 2007 and 2006 are as follows:

| Three Months Ended June 30, 2007   | Real Estate<br>Operation and<br>Development | Construction<br>and<br>Advisory<br>Services | Subtotal         | Intersegment<br>Eliminations<br>and Other | Total            |
|--|---|---|------------------|---|------------------|
| Revenues   | \$ 26,033,802                               | \$ 26,021,895                               | \$ 52,055,697    | \$ (16,234,638)                           | \$ 35,821,059    |
| Operating expenses, cost of construction and services, general, administrative and other | 8,495,546                                   | 25,110,074                                  | 33,605,620       | (15,858,084)                              | 17,747,536       |
| Depreciation and amortization  | 8,119,627                                   | 14,091                                      | 8,133,718        |   | 8,133,718        |
| Operating income   | 9,418,629                                   | 897,730                                     | 10,316,359       | (376,554)                                 | 9,939,805        |
| Interest expense   | (6,283,106)                                 | (223,979)                                   | (6,507,085)      | 277,726                                   | (6,229,359)      |
| Income tax expense of taxable REIT subsidiary  |   | (7,991)                                     | (7,991)          |   | (7,991)          |
| Minority interest in income of consolidated subsidiaries                                 | (247,465)                                   |   | (247,465)        |   | (247,465)        |
| Equity in earnings of unconsolidated entities  | 99,579                                      |   | 99,579           |   | 99,579           |
| Limited Partners' interests in the Operating Partnership                                 | (662,294)                                   | (147,367)                                   | (809,661)        | 21,219                                    | (788,442)        |
| Net income   | \$ 2,325,343                                | \$ 518,393                                  | \$ 2,843,736     | \$ (77,609)                               | \$ 2,766,127     |
| Total assets   | \$ 1,007,086,021                            | \$ 49,858,648                               | \$ 1,056,944,669 | \$ (37,777,880)                           | \$ 1,019,166,789 |

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| <b>Three Months Ended June 30, 2006</b>  | <b>Real Estate<br/>Operation and<br/>Development</b> | <b>Construction<br/>and<br/>Advisory<br/>Services</b> | <b>Subtotal</b> | <b>Intersegment<br/>Eliminations<br/>and Other</b> | <b>Total</b>   |
|--|--|---|-----------------|--|----------------|
| Revenues   | \$ 22,231,695  | \$ 21,543,781   | \$ 43,775,476   | \$ (12,834,752)                                    | \$ 30,940,724  |
| Operating expenses, cost of construction and services, general, administrative and other | 7,733,547  | 20,208,132  | 27,941,679      | (12,043,474)                                       | 15,898,205     |
| Depreciation and amortization  | 7,826,347  | 16,567  | 7,842,914       |  | 7,842,914      |
| Operating income   | 6,671,801  | 1,319,082   | 7,990,883       | (791,278)  | 7,199,605      |
| Interest expense   | (4,615,175)  | (126,274)   | (4,741,449)     | 126,274  | (4,615,175)    |
| Loss on sale of asset  | (764,008)  |   | (764,008)       |  | (764,008)      |
| Income tax benefit (expense) of taxable REIT subsidiary                                  | 305,603  | (155,300)   | 150,303         |  | 150,303        |
| Minority interest in income of consolidated subsidiaries                                 | (31,401)   | (6,585)   | (37,986)        |  | (37,986)       |
| Equity in earnings of unconsolidated entities  | 61,749   |   | 61,749          |  | 61,749         |
| Limited Partners' interests in the Operating Partnership                                 | (368,610)  | (238,561)   | (607,171)       | 153,054  | (454,117)      |
| Net income   | \$ 1,259,959   | \$ 792,362  | \$ 2,052,321    | \$ (511,950)                                       | \$ 1,540,371   |
| Total assets   | \$ 837,966,764                                       | \$ 43,199,693   | \$ 881,166,457  | \$ (23,650,128)                                    | \$ 857,516,329 |

| <b>Six Months Ended June 30, 2007</b>  | <b>Real Estate<br/>Operation and<br/>Development</b> | <b>Construction<br/>and<br/>Advisory<br/>Services</b> | <b>Subtotal</b>  | <b>Intersegment<br/>Eliminations<br/>and Other</b> | <b>Total</b>     |
|--|--|---|------------------|--|------------------|
| Revenues   | \$ 51,009,189  | \$ 46,653,684   | \$ 97,662,873    | \$ (31,388,867)                                    | \$ 66,274,006    |
| Operating expenses, cost of construction and services, general, administrative and other | 16,600,255   | 44,836,872  | 61,437,127       | (30,468,853)                                       | 30,968,274       |
| Depreciation and amortization  | 16,846,364   | 36,557  | 16,882,921       |  | 16,882,921       |
| Operating income   | 17,562,570   | 1,780,255   | 19,342,825       | (920,014)  | 18,422,811       |
| Interest expense   | (12,521,125)   | (302,676)   | (12,823,801)     | 411,124  | (12,412,677)     |
| Income tax expense of taxable REIT subsidiary  |  | (262,606)   | (262,606)        |  | (262,606)        |
| Minority interest in income of consolidated subsidiaries                                 | (249,221)  |   | (249,221)        |  | (249,221)        |
| Equity in earnings of unconsolidated entities  | 169,875  |   | 169,875          |  | 169,875          |
| Limited Partners' interests in the Operating Partnership                                 | (1,106,548)  | (270,940)   | (1,377,488)      | 113,483  | (1,264,005)      |
| Net income   | \$ 3,855,551   | \$ 944,033  | \$ 4,799,584     | \$ (395,407)                                       | \$ 4,404,177     |
| Total assets   | \$ 1,007,086,021                                     | \$ 49,858,648   | \$ 1,056,944,669 | \$ (37,777,880)                                    | \$ 1,019,166,789 |



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| Six Months Ended June 30, 2006   | Real Estate<br>Operation and<br>Development | Construction<br>and<br>Advisory<br>Services | Subtotal       | Intersegment<br>Eliminations<br>and Other | Total          |
|--|---|---|----------------|---|----------------|
| Revenues   | \$ 43,026,549                               | \$ 35,481,158                               | \$ 78,507,707  | \$ (19,133,925)                           | \$ 59,373,782  |
| Operating expenses, cost of construction and services, general, administrative and other | 14,644,943                                  | 33,577,800                                  | 48,222,743     | (18,254,549)                              | 29,968,194     |
| Depreciation and amortization  | 15,331,655                                  | 33,494                                      | 15,365,149     |   | 15,365,149     |
| Operating income   | 13,049,951                                  | 1,869,864                                   | 14,919,815     | (879,376)                                 | 14,040,439     |
| Interest expense   | (9,185,151)                                 | (266,177)                                   | (9,451,328)    | 266,161                                   | (9,185,167)    |
| Loss on sale of asset  | (764,008)                                   |   | (764,008)      |   | (764,008)      |
| Income tax benefit (expense) of taxable REIT subsidiary                                  | 305,603                                     | (168,587)                                   | 137,016        |   | 137,016        |
| Minority interest in income of consolidated subsidiaries                                 | (68,925)                                    | (6,585)                                     | (75,510)       |   | (75,510)       |
| Equity in earnings of unconsolidated entities  | 149,722                                     |   | 149,722        |   | 149,722        |
| Limited Partners' interests in the Operating Partnership                                 | (802,055)                                   | (328,558)                                   | (1,130,613)    | 141,039                                   | (989,574)      |
| Net income   | \$ 2,685,137                                | \$ 1,099,957                                | \$ 3,785,094   | \$ (472,176)                              | \$ 3,312,918   |
| Total assets   | \$ 837,966,764                              | \$ 43,199,693                               | \$ 881,166,457 | \$ (23,650,128)                           | \$ 857,516,329 |

**Note 10. New Accounting Pronouncements**

In February 2007, the Financial Accounting Standards Board ("FASB") issued SFAS No. 159 The Fair Value Option for Financial Assets and Financial Liabilities. SFAS No. 159 permits companies to choose to measure many financial instruments and certain other items at fair value. The objective of SFAS No. 159 is to improve financial reporting by providing companies with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. SFAS No. 159 does not permit fair value measurement for certain assets and liabilities, including consolidated subsidiaries, interests in VIEs, and assets and liabilities recognized as leases under SFAS No. 13 Accounting for Leases. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. The Company does not believe the adoption of SFAS No. 159 will have a material impact on the Company's financial position or results of operations.

In September 2006, the FASB issued SFAS No. 157 Fair Value Measurements. SFAS No. 157 defines fair value, establishes a framework for measuring fair value in accordance with GAAP, and expands disclosures about fair value measurements. SFAS No. 157 does not require any new fair value measurements in addition to those that are already required under other accounting pronouncements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007. The Company does not believe the adoption of SFAS No. 157 will have a material impact on the Company's financial position or results of operations.

In July 2006, the FASB issued FASB Interpretation No. 48 (FIN No. 48), Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109, Accounting for Income Taxes. FIN No. 48 clarifies the accounting for income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. FIN No. 48 also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN No. 48 was effective for fiscal years beginning after December 15, 2006. The adoption of this Statement as of January 1, 2007 did not have a material impact on the Company's financial condition or results of operations.

**Note 11. Commitments and Contingencies**

The Company is not subject to any material litigation nor, to management's knowledge, is any material litigation currently threatened against the Company other than routine litigation, claims and administrative proceedings arising in the ordinary course





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of business. Management believes that such routine litigation, claims and administrative proceedings will not have a material adverse impact on the Company's consolidated financial position or consolidated results of operations.

As of June 30, 2007, the Company had outstanding letters of credit totaling \$10.1 million. At that date, there were no amounts advanced against these instruments.

Joint venture debt is the liability of the joint venture and the lender has limited recourse to the Company. As of June 30, 2007, the Company's share of joint venture indebtedness was approximately \$25.2 million.

### **Note 12. Subsequent Events**

On August 7, 2007, the Company's Board of Trustees declared a cash distribution of \$0.205 per common share for the third quarter of 2007. Simultaneously, the Company's Board of Trustees declared a cash distribution of \$0.205 per Operating Partnership unit for the same period. These distributions are payable on October 16, 2007 to shareholders and unitholders of record as of October 4, 2007.

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

The following discussion should be read in connection with the accompanying historical financial statements and related notes thereto. In this discussion, unless the context suggests otherwise, references to our Company, we, us and our mean Kite Realty Group Trust and its subsidiaries.

**Overview**

Kite Realty Group Trust, through its majority-owned subsidiary, Kite Realty Group, L.P., is engaged in the ownership, operation, management, leasing, acquisition, construction, expansion and development of neighborhood and community shopping centers and certain commercial real estate properties in selected growth markets in the United States. We also provide real estate facility management, construction, development and other advisory services to third parties. We derive revenues primarily from rents and reimbursement payments received from tenants under existing leases at each of our properties. We also derive revenues from providing management, leasing, real estate development, construction and real estate advisory services through our taxable REIT subsidiary. Our operating results therefore depend materially on the ability of our tenants to make required payments and overall real estate market conditions. In the future, we intend to focus on pursuing targeted development and acquisitions of neighborhood and community shopping centers. We expect to incur additional debt in connection with any future development or acquisitions of real estate.

As of June 30, 2007, we owned interests in a portfolio of 48 operating retail properties totaling approximately 7.0 million square feet of gross leasable area (including non-owned anchor space) and had 12 entities in our development/redevelopment pipeline in which the Company has an interest (including our Glendale Town Center and Shops at Eagle Creek properties, both of which are undergoing a major redevelopment). Upon completion, our development/redevelopment properties are anticipated to have approximately 2.2 million square feet of total gross leasable area. As of June 30, 2007, we also owned interests in four operating commercial properties totaling approximately 563,000 square feet of net rentable area and an associated parking garage.

In addition to our current development pipeline, we have a significant visible shadow development pipeline which includes land parcels that are in the final stages of preparation for construction to commence. As of June 30, 2007, this visible shadow pipeline consisted of four projects that are expected to contain approximately 2.3 million square feet of total gross leasable area upon completion.

Finally, as of June 30, 2007, we also owned interests in other land parcels comprising approximately 125 acres, the majority of which have predevelopment activities underway for new retail expansion or development. These land parcels are classified as Land held for development in the accompanying consolidated balance sheet.

In April 2007, we announced plans to redevelop the Glendale Mall property in Indianapolis, Indiana into a 685,000 total square foot power center to be anchored by a new 129,000 square foot Target (non-owned), Macy's, and Lowe's Home Improvement (non-owned), to be renamed Glendale Town Center. During the period of redevelopment, approximately 330,000 square feet of space at this property is being leased by tenants that are also expected to occupy space upon completion of the redevelopment.

During the first six months of 2007, we terminated a number of leases and commenced the demolition of portions of the enclosed mall area. Demolition occurred in preparation of the April 2007 sale of a 10.5 acre pad to Target Corporation, on which Target Corporation will build a new Target store. We have been engaged as construction manager for the construction of this new store.

Target is expected to open for business in the summer of 2008. In addition to the new Target and existing anchor tenants, Glendale Town Center will include the existing Kerasotes Theatres, Staples, and Indianapolis-Marion County Public Library. The center is also expected to include new small shop and professional office space, as well as two new outlots. We anticipate the remainder of the center to open in the second half of 2008.

We received a commitment in the form of tax increment financing ("TIF") from the City of Indianapolis totaling approximately \$5.7 million. This amount is payable in six monthly installments from the date of the April 2007 closing. The proceeds of this TIF (\$1.9 million through June 30, 2007) have been applied as an offset to the cost of the redevelopment.



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The net proceeds of this sale and the TIF have been applied to the overall cost of the redevelopment and, accordingly, no gain or loss was recorded. Our overall investment is expected to be recoverable through projected future cash flows from the redevelopment property.

In 2005, Winn-Dixie Stores, Inc. filed for Chapter 11 bankruptcy protection to reorganize its business operations. In February 2006, Winn-Dixie announced plans to close its store at Shops at Eagle Creek but had not at that date rejected the lease at this property. In May 2006, we acquired the lease with Winn-Dixie in a bankruptcy auction for approximately \$1.4 million. The space formerly occupied by Winn-Dixie at this property contained approximately 51,700 square feet, or approximately 68% of the total leasable square footage of the property.

We are currently redeveloping the former Winn-Dixie space into two smaller spaces, and have therefore classified it as a redevelopment property. In December 2006, we signed a lease with Staples for approximately 25,800 square feet of the space with rent expected to commence in November 2007 and are negotiating with several prospective tenants for the remaining space.

We anticipate our total investment in the redevelopment at Shops at Eagle Creek will be approximately \$4 million.

### Results of Operations

#### *Acquisition and Development Activities*

The comparability of results of operations is significantly affected by our development, redevelopment, and acquisition activities in 2006 and 2007. At June 30, 2007, we owned interests in 53 operating properties (consisting of 48 retail properties, four operating commercial properties and an associated parking garage) and 12 entities that held development or redevelopment properties in which we have an interest (including our Glendale Town Center and Shops at Eagle Creek properties which are undergoing major redevelopment). Of the 65 total properties held at June 30, 2007, two operating properties were owned through joint ventures and accounted for under the equity method.

Between January 1, 2006 and June 30, 2007, we acquired and placed in service the following three operating retail properties:

| <u>Property Name</u> | <u>MSA</u> | <u>Acquisition Date</u> | <u>Acquisition Cost (Millions)</u> | <u>Financing Method</u> |
|----------------------|------------|-------------------------|------------------------------------|-------------------------|
| Courthouse Shadows   | Naples, FL | July 6, 2006            | \$19.8                             | Debt                    |
| Pine Ridge Crossing  | Naples, FL | July 6, 2006            | \$22.6                             | Debt                    |
| Riverchase           | Naples, FL | July 6, 2006            | \$15.5                             | Debt                    |

In addition, on April 3, 2006, we purchased Kedron Village, a 282,124 square foot neighborhood shopping center in Peachtree City, Georgia (a suburb of Atlanta), for a total purchase price of approximately \$34.9 million, net of purchase price adjustments, including tenant improvement and leasing commission credits, of \$2.0 million, which was financed through variable rate debt. When purchased, Kedron Village was under construction. The property became fully operational during the fourth quarter of 2006.

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The following development properties became operational or partially operational from January 1, 2006 through June 30, 2007:

| Property Name           | MSA             | Economic                    |                     |
|-------------------------|-----------------|-----------------------------|---------------------|
|                         |                 | Occupancy Date <sup>1</sup> | Owned GLA           |
| Eagle Creek Lowe's      | Naples, FL      | February 2006               | N/A <sup>2</sup>    |
| Estero Town Commons     | Naples, FL      | April 2006                  | 25,600 <sup>3</sup> |
| Beacon Hill             | Crown Point, IN | June 2006                   | 57,200              |
| Naperville Marketplace  | Chicago, IL     | August 2006                 | 99,600              |
| Zionsville Place        | Zionsville, IN  | August 2006                 | 12,400              |
| Sandifur Plaza          | Tri-Cities, WA  | January 2007                | 27,400              |
| Gateway Shopping Center | Marysville, WA  | April 2007                  | 79,200              |

1 Represents the month in which we started receiving rental payments under tenant leases or ground leases at the property.

2 Property is ground leased to a single tenant.

3 Lowe's Home Improvement ground lease commenced this month.

In addition, Phase II of our Stoney Creek Commons shopping center became partially operational during July 2006. The addition to this property consists of approximately 49,300 square feet of owned GLA.

At June 30, 2006, we owned interests in 48 operating properties (consisting of 43 retail properties, four commercial operating properties and an associated parking garage) and had 12 properties under development (including Kedron Village). Of the 60 total properties held at June 30, 2006, two operating properties were owned through joint ventures and accounted for under the equity method.

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*Comparison of Operating Results for the Three Months Ended June 30, 2007 to the Three Months Ended June 30, 2006*

The following table reflects our consolidated statements of operations for the three months ended June 30, 2007 and 2006 (unaudited):

|  | Three Months Ended June 30, |                     | Increase (Decrease) |
|--|-----------------------------|---------------------|---------------------|
|  | 2007                        | 2006                | 2007 to 2006        |
| <b>Revenue:</b>  |                             |                     |                     |
| Rental income (including tenant reimbursements)          | \$ 23,268,608               | \$ 20,927,450       | \$ 2,341,158        |
| Other property related revenue                           | 2,286,084                   | 944,966             | 1,341,118           |
| Construction and service fee revenue                     | 10,176,315                  | 9,036,996           | 1,139,319           |
| Other income, net  | 90,052                      | 31,312              | 58,740              |
| <b>Expenses:</b>   |                             |                     |                     |
| Property operating expense                               | 3,519,356                   | 3,274,984           | 244,372             |
| Real estate taxes  | 3,077,480                   | 3,122,720           | (45,240)            |
| Cost of construction and services                        | 9,521,852                   | 7,899,325           | 1,622,527           |
| General, administrative, and other                       | 1,628,848                   | 1,601,176           | 27,672              |
| Depreciation and amortization                            | 8,133,718                   | 7,842,914           | 290,804             |
| <b>Operating income</b>                                  | <b>9,939,805</b>            | <b>7,199,605</b>    | <b>2,740,200</b>    |
| <b>Add:</b>  |                             |                     |                     |
| Equity in earnings of unconsolidated entities            | 99,579                      | 61,749              | 37,830              |
| <b>Deduct:</b>   |                             |                     |                     |
| Interest expense   | 6,229,359                   | 4,615,175           | 1,614,184           |
| Loss on sale of asset                                    |                             | 764,008             | (764,008)           |
| Income tax expense (benefit) of taxable REIT subsidiary  | 7,991                       | (150,303)           | 158,294             |
| Minority interest in income of consolidated subsidiaries | 247,465                     | 37,986              | 209,479             |
| Limited Partners' interests in the Operating Partnership | 788,442                     | 454,117             | 334,325             |
| <b>Net income</b>  | <b>\$ 2,766,127</b>         | <b>\$ 1,540,371</b> | <b>\$ 1,225,756</b> |

Rental income (including tenant reimbursements) increased approximately \$2.3 million, or 11%, due to the following:

|   | Increase (Decrease)<br>2007 to 2006 |
|---|-------------------------------------|
| Properties acquired during 2006   | \$ 2,427,248                        |
| Development properties that became operational or partially operational in 2006 or 2007 | 472,033                             |
| Properties under redevelopment during 2007  | (990,173)                           |
| Properties fully operational during 2006 and 2007 & other                               | 432,050                             |
| <b>Total</b>  | <b>\$ 2,341,158</b>                 |

Excluding the changes due to the acquisition of properties, transitioned development properties, and the properties under redevelopment, the net \$0.4 million increase in rental income was primarily related to the write off to income of \$0.9 million of intangible lease obligations in connection with the termination of a lease at our Silver Glen Crossings property. A new tenant has taken possession of the space and rent

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commenced in July 2007. This increase was partially offset by the following:

\$0.3 million decrease reflecting the sale of Naperville Marketplace Marsh Supermarkets in the second quarter of 2006; and

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\$0.1 million decrease due to the termination of a lease at our 30 South property in the fourth quarter of 2006.

Other property related revenue primarily consists of parking revenues, overage rent, lease settlement income and gains on land sales. This revenue increased approximately \$1.3 million, or 142%, primarily as a result of an increase of \$0.8 million in lease termination fees and a \$0.5 million increase in gains on land sales.

Construction revenue and service fees increased approximately \$1.1 million, or 13%, primarily due to an increase in the level of third party construction contracts.

Other income increased approximately \$0.1 million, or 188%, primarily as a result of increased interest income earned on our outstanding cash balances, interest income earned on a real estate tax refund for fiscal years 2002 through 2004 at our 30 South property, and increased interest income earned on escrow reserves.

Property operating expenses increased approximately \$0.2 million, or 7% due to the following:

|   | <b>Increase (Decrease)<br/>2007 to 2006</b> |
|---|---|
| Properties acquired during 2006   | \$ 470,623                                  |
| Development properties that became operational or partially operational in 2006 or 2007 | 126,220                                     |
| Properties under redevelopment during 2007  | (233,691)                                   |
| Properties fully operational during 2006 and 2007 & other                               | (118,780)                                   |
|   | <b>\$ 244,372</b>                           |
| <b>Total</b>  | <b>\$ 244,372</b>                           |

Excluding the changes due to the acquisition of properties, transitioned development properties, and the properties under redevelopment, the net \$0.1 million decrease in property operating expenses was primarily due to the following:

\$0.1 million decrease reflecting the sale of Naperville Marketplace Marsh Supermarkets in the second quarter of 2006; and

\$0.1 million net decrease in bad debt expense at a number of our properties.

Real estate taxes decreased approximately \$45,000, or 1% due to the following:

|   | <b>Increase (Decrease)<br/>2007 to 2006</b> |
|---|---|
| Properties acquired during 2006   | \$ 258,553                                  |
| Development properties that became operational or partially operational in 2006 or 2007 | 48,063                                      |
| Properties under redevelopment during 2007  | (205,546)                                   |
| Properties fully operational during 2006 and 2007 & other                               | (146,310)                                   |
|   | <b>\$ (45,240)</b>                          |
| <b>Total</b>  | <b>\$ (45,240)</b>                          |

Excluding the changes due to the acquisition of properties, transitioned development properties, and the properties under redevelopment, the net \$0.1 million decrease in real estate taxes was primarily due to a \$0.3 million decrease in estimated real estate taxes paid in arrears at one of our Indiana properties, and was partially offset by net increases in real estate tax assessments of \$0.2 million at a number of our properties. The



majority of these increases are recoverable from tenants.

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Cost of construction and services increased approximately \$1.6 million or 21%, primarily due to an increase in the level of third party construction contracts.

Depreciation and amortization expense increased approximately \$0.3 million, or 4%, due to the following:

|   | <b>Increase (Decrease)<br/>2007 to 2006</b> |
|---|---|
| Properties acquired during 2006   | \$ 963,739                                  |
| Development properties that became operational or partially operational in 2006 or 2007 | 128,064                                     |
| Properties under redevelopment during 2007  | (185,845)                                   |
| Properties fully operational during 2006 and 2007 & other                               | (615,154)                                   |
|   | <b>\$ 290,804</b>                           |

Excluding the changes due to the acquisition of properties, transitioned development properties, and properties under redevelopment, the net \$0.6 million decrease in depreciation and amortization expense was primarily due to the write off of intangible lease obligations related to our lease with Winn-Dixie at Shops at Eagle Creek, which was terminated in the second quarter of 2006.

Interest expense increased approximately \$1.6 million, or 35%, due to the following:

|   | <b>Increase<br/>2007 to 2006</b> |
|---|----------------------------------|
| Properties acquired during 2006   | \$ 885,349                       |
| Development properties that became operational or partially operational in 2006 or 2007 | 301,665                          |
| Properties under redevelopment during 2007  | 427,170                          |
| Properties fully operational during 2006 and 2007 & other                               | 1,614,184                        |
|   | <b>\$ 1,614,184</b>              |

Excluding the changes due to the acquisition of properties and transitioned development properties, the net \$0.4 million increase in interest expense was primarily due to a \$0.8 million increase attributable to refinancing of two variable rate debt instruments in 2006. This increase was partially offset by the following:

\$0.2 million decrease in interest expense on the credit facility primarily as a result of decreased amortization of loan fees as a result of the amended and restated unsecured credit facility that was entered into in February 2007; and  
 \$0.2 million decrease due to interest expense incurred at the Naperville Marketplace Marsh Supermarkets, which was sold in June 2006.

Loss on sale of asset was \$0.8 million in 2006. In June 2006, we terminated our lease with Marsh Supermarkets and sold the store at our Naperville Marketplace property to Caputo's Fresh Markets and recorded a loss on the sale of approximately \$0.8 million (approximately \$0.5 million after tax).

Income tax expense increased \$0.2 million, or 105%, primarily due to an income tax benefit that we recorded in the second quarter of 2006 in connection with the sale of Naperville Marketplace Marsh Supermarkets.



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*Comparison of Operating Results for the Six Months Ended June 30, 2007 to the Six Months Ended June 30, 2006*

The following table reflects our consolidated statements of operations for the six months ended June 30, 2007 and 2006 (unaudited):

|  | <b>Six Months Ended June 30,</b> |                     | <b>Increase (Decrease)</b> |
|--|----------------------------------|---------------------|----------------------------|
|  | <b>2007</b>                      | <b>2006</b>         | <b>2007 to 2006</b>        |
| <b>Revenue:</b>  |                                  |                     |                            |
| Rental income (including tenant reimbursements)          | \$ 45,289,524                    | \$ 40,357,995       | \$ 4,931,529               |
| Other property related revenue                           | 4,738,019                        | 1,996,667           | 2,741,352                  |
| Construction and service fee revenue                     | 16,046,868                       | 16,933,932          | (887,064)                  |
| Other income, net  | 199,595                          | 85,188              | 114,407                    |
| <b>Expenses:</b>   |                                  |                     |                            |
| Property operating expense                               | 7,609,579                        | 6,309,158           | 1,300,421                  |
| Real estate taxes  | 5,715,545                        | 5,629,634           | 85,911                     |
| Cost of construction and services                        | 14,587,226                       | 15,084,689          | (497,463)                  |
| General, administrative, and other                       | 3,055,924                        | 2,944,713           | 111,211                    |
| Depreciation and amortization                            | 16,882,921                       | 15,365,149          | 1,517,772                  |
| <b>Operating income</b>                                  | <b>18,422,811</b>                | <b>14,040,439</b>   | <b>4,382,372</b>           |
| <b>Add:</b>  |                                  |                     |                            |
| Equity in earnings of unconsolidated entities            | 169,875                          | 149,722             | 20,153                     |
| <b>Deduct:</b>   |                                  |                     |                            |
| Interest expense   | 12,412,677                       | 9,185,167           | 3,227,510                  |
| Loss on sale of asset                                    |                                  | 764,008             | (764,008)                  |
| Income tax expense (benefit) of taxable REIT subsidiary  | 262,606                          | (137,016)           | 399,622                    |
| Minority interest in income of consolidated subsidiaries | 249,221                          | 75,510              | 173,711                    |
| Limited Partners' interests in the Operating Partnership | 1,264,005                        | 989,574             | 274,431                    |
| <b>Net income</b>  | <b>\$ 4,404,177</b>              | <b>\$ 3,312,918</b> | <b>\$ 1,091,259</b>        |

Rental income (including tenant reimbursements) increased approximately \$4.9 million, or 12%, due to the following:

|   | <b>Increase (Decrease)</b><br><b>2007 to 2006</b> |
|---|---|
| Properties acquired during 2006   | \$ 4,930,013                                      |
| Development properties that became operational or partially operational in 2006 or 2007 | 978,105   |
| Properties under redevelopment during 2007  | (1,661,113)                                       |
| Properties fully operational during 2006 and 2007 & other                               | 684,524   |
| <b>Total</b>  | <b>\$ 4,931,529</b>                               |

Excluding the changes due to the acquisition of properties, transitioned development properties, and the properties under redevelopment, the net \$0.7 million increase in rental income was primarily related to the following:

\$0.9 million due to the write off of intangible lease obligations in connection with the termination of a lease at our Silver Glen Crossings property;



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\$0.4 million of increased common area maintenance and property insurance recoveries from tenants at a number of our properties; and  
 \$0.3 million of increased rental income at one of our properties due to two new tenants that began paying rent in the second half of 2006.

These increases were partially offset by the following:

\$0.7 million decrease reflecting the sale of Naperville Marketplace Marsh Supermarkets in the second quarter of 2006; and  
 \$0.3 million decrease due to the termination of a lease at our 30 South property in the fourth quarter of 2006.

Other property related revenue primarily consists of parking revenues, overage rent, lease settlement income and gains on land sales. This revenue increased approximately \$2.7 million, or 137%, primarily as a result of \$1.6 million increased gains on land sales and an increase of \$1.3 million in lease termination fees. These were partially offset by a decrease of approximately \$0.1 million in both in specialty leasing income and overage rent.

Construction revenue and service fees decreased approximately \$0.9 million, or 5%, primarily due to a decrease in the level of third party construction contracts.

Other income increased approximately \$0.1 million, or 134%, primarily as a result of interest income earned on a real estate tax refund for fiscal years 2002 through 2004 at our 30 South property as well as increased interest income on escrow reserves at one of our properties.

Property operating expenses increased approximately \$1.3 million, or 21% due to the following:

|   | <b>Increase (Decrease)<br/>2007 to 2006</b> |
|---|---|
| Properties acquired during 2006   | \$ 1,006,896                                |
| Development properties that became operational or partially operational in 2006 or 2007 | 258,933                                     |
| Properties under redevelopment during 2007  | (326,851)                                   |
| Properties fully operational during 2006 and 2007 & other                               | 361,443                                     |
| Total   | \$ 1,300,421                                |

Excluding the changes due to the acquisition of properties, transitioned development properties, and the properties under redevelopment, the net \$0.4 million increase in property operating expenses was primarily due to the following:

\$0.3 million increase in management fees at a number of our properties; and

\$0.2 million increase in snow removal expense primarily at our Indiana and Illinois properties, the majority of which is recoverable from tenants.

These increases were partially offset by \$0.1 million decrease reflecting the sale of Naperville Marketplace Marsh Supermarkets in the second quarter of 2006.

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Real estate taxes increased approximately \$0.1 million, or 2%, due to the following:

|   | <b>Increase (Decrease)<br/>2007 to 2006</b> |
|---|---|
| Properties acquired during 2006   | \$ 453,404                                  |
| Development properties that became operational or partially operational in 2006 or 2007 | 62,656                                      |
| Properties under redevelopment during 2007  | (247,367)                                   |
| Properties fully operational during 2006 and 2007 & other                               | (182,782)                                   |
|   | \$ 85,911                                   |
| <b>Total</b>  | <b>\$ 85,911</b>                            |

Excluding the changes due to the acquisition of properties, transitioned development properties, and the properties under redevelopment, the net \$0.2 million decrease in real estate taxes was primarily due to a real estate tax refund, net of related professional fees, of \$0.4 million for fiscal years 2002 through 2004 at our 30 South property, which was received in the first half of 2007, partially offset by an net increase in real estate tax assessments of \$0.2 million at a number of our properties.

Cost of construction and services decreased approximately \$0.5 million or 3%, primarily due to a decrease in the level of third party construction contracts.

Depreciation and amortization expense increased approximately \$1.5 million, or 10%, due to the following:

|   | <b>Increase (Decrease)<br/>2007 to 2006</b> |
|---|---|
| Properties acquired during 2006   | \$ 1,930,700                                |
| Development properties that became operational or partially operational in 2006 or 2007 | 235,842                                     |
| Properties under redevelopment during 2007  | (269,308)                                   |
| Properties fully operational during 2006 and 2007 & other                               | (379,462)                                   |
|   | \$ 1,517,772                                |
| <b>Total</b>  | <b>\$ 1,517,772</b>                         |

Excluding the changes due to the acquisition of properties, transitioned development properties, and the properties under redevelopment, the net \$0.4 million decrease in depreciation and amortization expense was primarily due to \$0.6 million of intangible lease obligations written off related to our lease with Winn-Dixie at Shops at Eagle Creek, which was terminated in the second quarter of 2006, and was partially offset by a \$0.2 million net change in acceleration of depreciation of tenant costs at our fully operational properties in the first half of 2007 compared to the first half of 2006.

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Interest expense increased approximately \$3.2 million, or 35%, due to the following:

|   | Increase     |
|---|--------------|
|   | 2007 to 2006 |
| Properties acquired during 2006   | \$ 1,889,292 |
| Development properties that became operational or partially operational in 2006 or 2007 | 484,248      |
| Properties under redevelopment during 2007  | 853,970      |
| Properties fully operational during 2006 and 2007 & other                               | 853,970      |
| Total   | \$ 3,227,510 |

Excluding the changes due to the acquisition of properties and transitioned development properties, the net \$0.9 million increase in interest expense was primarily due to a \$1.5 million increase attributable to refinancing of variable rate debt in 2006. This increase was partially offset by the following:

\$0.4 million decrease due to interest expense incurred in the first quarter of 2006 at the Naperville Marsh Supermarkets, which was sold during the second quarter of 2006; and

\$0.3 million decrease in interest expense on the credit facility primarily as a result of decreased amortization of loan fees as a result of the amended and restated unsecured credit facility that was entered into in February 2007.

Loss on sale of asset was \$0.8 million in 2006. In June 2006, we terminated our lease with Marsh Supermarkets and sold the store at our Naperville Marketplace property to Caputo's Fresh Markets and recorded a loss on the sale of approximately \$0.8 million (approximately \$0.5 million after tax).

Income tax expense increased \$0.4 million, or 292%, primarily due to an income tax benefit that we recorded in the second quarter of 2006 in connection with the sale of Naperville Marketplace Marsh Supermarkets.

### Liquidity and Capital Resources

As of June 30, 2007, we had cash and cash equivalents on hand of \$14.4 million.

On February 20, 2007, we entered into an amended and restated four-year \$200 million unsecured revolving credit facility with a group of lenders and Key Bank National Association, as agent (the "unsecured facility"). The unsecured facility has a maturity date of February 20, 2011, with a one-year extension option. Initial proceeds of \$118.1 million were drawn from the unsecured facility to repay the principal amount outstanding under our then-existing secured revolving credit facility and retire the secured revolving credit facility. Borrowings under the unsecured facility bear interest at a floating interest rate of LIBOR plus 115 to 135 basis points, depending on our leverage. The unsecured facility has a 0.125% to 0.20% commitment fee applicable to the average daily unused amount. The amount that we may borrow under the unsecured facility is based on the value of properties in the unencumbered property pool. Subject to certain conditions, including the prior consent of the lenders, we have the option to increase our borrowings under the unsecured facility to a maximum of \$400 million. The unsecured facility also includes a short-term borrowing line of \$25 million with a variable interest rate. Borrowings under the short-term line may not be outstanding for more than five days. The Company and several of the Operating Partnership's subsidiaries are guarantors of the Operating Partnership's obligations under the unsecured facility.

As of June 30, 2007, the total amount available for borrowing under the unsecured facility was approximately \$200 million, of which \$143.0 million was outstanding. We currently have 48 unencumbered assets; 45 of which are wholly owned and used as collateral under the unsecured credit facility and three of which are joint venture assets. The major unencumbered assets include: 50 S. Morton, Peakway at 55, Bolton Plaza, Centre at Panola Phase II, Circuit City Plaza, Cornelius Gateway Shops, Delray Marketplace, Fishers Station Marsh, Frisco Bridges, Greyhound Commons, Martinsville Shops, Noblesville Partners, Pipeline Pointe, Shops at Otty, Sunland II, Weston Park, and Zionsville Place.

Our ability to borrow under the unsecured facility is subject to ongoing compliance with various restrictive covenants similar to those in the old secured credit facility, including with respect to liens, indebtedness, investments, dividends, mergers and





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asset sales. In addition, the unsecured facility, like the old secured credit facility, requires that the Company satisfy certain financial covenants, including:

a maximum leverage ratio of 65% (or 70% in certain circumstances);

Adjusted EBITDA (as defined in the unsecured facility) to fixed charges coverage ratio of at least 1.50 to 1;

minimum tangible net worth (defined as Total Asset Value less Total Indebtedness) of \$300 million (plus 75% of the net proceeds of any future equity issuances);

ratio of net operating income of unencumbered property to debt service under the unsecured facility of at least 1.50 to 1;

minimum unencumbered property pool occupancy rate of 80%;

ratio of floating rate indebtedness to total asset value of no more than 0.35 to 1; and

ratio of recourse indebtedness to total asset value of no more than 0.30 to 1.

We believe we are in compliance with all applicable covenants under the unsecured facility as of June 30, 2007.

Under the terms of the unsecured facility, we are permitted to make distributions to our shareholders of up to 95% of our funds from operations provided that no event of default exists. If an event of default exists, we may only make distributions sufficient to maintain our REIT status. However, we may not make any distributions if an event of default resulting from nonpayment of bankruptcy exists, or if our obligations under the credit facility are accelerated.

We derive the majority of our revenue from tenants who lease space from us at our properties. Therefore, our ability to generate cash from operations is dependent on the rents that we are able to charge and collect from our tenants. While we believe that the nature of the properties in which we typically invest primarily neighborhood and community shopping centers provides a relatively stable revenue flow in uncertain economic times, general economic downturns or downturns in the markets in which we own properties may still adversely affect the ability of our tenants to meet their lease obligations. In that event, our cash flow from operations could be materially affected.

The nature of our business, coupled with the requirements for qualifying for REIT status (which includes the stipulation that we distribute to shareholders at least 90% of our annual REIT taxable income) and to avoid paying tax on our income, necessitate that we distribute a substantial majority of our income on an annual basis which will cause us to have substantial liquidity needs over both the short term and the long term. Our short-term liquidity needs consist primarily of funds necessary to pay operating expenses associated with our operating properties, interest expense and scheduled principal payments on our debt, expected dividend payments (including distributions to persons who hold units in our Operating Partnership) and recurring capital expenditures. When we lease space to new tenants, or renew leases for existing tenants, we also incur expenditures for tenant improvements and external leasing commissions. This amount, as well as the amount of recurring capital expenditures that we incur, will vary from year to year. During the six months ended June 30, 2007, we incurred approximately \$35,000 of costs for recurring capital expenditures on operating properties and \$0.6 million of costs for tenant improvements and external leasing commissions.

We expect to meet our short-term liquidity needs through cash generated from operations and, to the extent necessary, borrowings under the unsecured facility.

Our long-term liquidity needs consist primarily of funds necessary to pay for development of new properties, redevelopment of existing properties, non-recurring capital expenditures, acquisitions of properties, and payment of indebtedness at maturity. As of June 30, 2007, our Glendale Town Center and Shops at Eagle Creek properties were undergoing major redevelopment activities. We anticipate our investment in the redevelopment at Glendale Town Center, net of third party contributions, will be approximately \$15 million. We anticipate our investment in the redevelopment at Shops at Eagle Creek will be approximately \$4 million. We expect to fund these investments through draws on our unsecured facility.

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As of June 30, 2007, we had 10 development projects in our current development pipeline. The total estimated cost, including our share and our joint venture partners' share, for these projects is approximately \$183.1 million, of which approximately \$133.1 million had been incurred as of June 30, 2007. Our share of the total estimated cost is approximately \$127.2 million, of which we have incurred approximately \$96.9 million as of June 30, 2007. We expect to fund these investments through a combination of new construction loans and draws on our unsecured facility.

In addition to our current development pipeline, we have a significant visible shadow development pipeline which includes land parcels that are in the final stages of preparation for construction to commence. As of June 30, 2007, this visible shadow pipeline consisted of four projects that are expected to contain approximately 2.3 million square feet at a total estimated project cost of approximately \$285.6 million, of which our share is currently expected to be approximately \$133.4 million.

We are actively pursuing the acquisition and development of other properties, which will require additional capital. We do not expect to have sufficient funds on hand to meet these long-term cash requirements. We will have to satisfy these needs through participation in joint venture transactions, additional borrowings, sales of common or preferred shares and/or cash generated through property dispositions. We believe we will have access to these sources of capital to fund our long-term liquidity requirements but we cannot assure this will be the case. Our ability to access the capital markets will be dependent on a number of factors, including general capital market conditions.

In August 2005, we filed a registration statement, and subsequent prospectus supplements related thereto, with the Securities and Exchange Commission allowing us to offer, from time to time, common shares or preferred shares for an aggregate initial public offering price of up to \$500 million. In May 2007, we issued 30,000 common shares under this registration statement for gross offering proceeds of approximately \$0.6 million. We have approximately \$358 million remaining under this registration statement.

### ***Cash Flows***

#### *Comparison of the Six Months Ended June 30, 2007 to the Six Months Ended June 30, 2006*

Cash provided by operating activities was \$28.8 million for the six months ended June 30, 2007, an increase of \$18.3 million from the first six months of 2006. The increase in cash provided by operations was largely attributable to cash provided by increases in the changes in deferred costs and other assets between years of \$14.0 million and tenant receivables between years totaling \$4.3 million. The increase in cash provided by operations was also the result of the addition of four operating properties purchased in the second half of 2006 and the opening of several properties that were under development during the first half of 2006.

Cash used in investing activities was \$64.5 million for the six months ended June 30, 2007, an increase of \$0.1 million compared to the first six months of 2006. During the first six months of 2007, we acquired several development land parcels for an aggregate purchase price of approximately \$20.4 million, while during the first six months of 2006 approximately \$11.3 million was invested in development land parcels. In addition, during the first six months of 2007, we invested approximately \$20.2 million in our development and redevelopment properties compared to approximately \$34.3 million in the first six months of 2006. During the first six months of 2006, we also realized net proceeds of \$11.1 million from the termination of our lease with Marsh Supermarkets at Naperville Marketplace and the related sale of this asset.

Cash provided by financing activities was \$26.1 million for the six months ended June 30, 2007, a decrease of \$23.4 million compared to the first six months of 2006. Proceeds from loan transactions, net of loan transaction costs, increased by \$29.6 million between periods while loan payments increased by \$52.3 million between periods. These increases were largely due to the draw of \$118.1 million from the new unsecured credit facility to repay the principal amount outstanding under our then-existing secured revolving credit facility and retire the secured revolving credit facility. In addition, proceeds from loans were also used to finance the acquisition of development land parcels, as well as to fund development activity.

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### Funds From Operations

Funds From Operations ( FFO ), is a widely used performance measure for real estate companies and is provided here as a supplemental measure of operating performance. We calculate FFO in accordance with the best practices described in the April 2002 National Policy Bulletin of the National Association of Real Estate Investment Trusts (NAREIT), which we refer to as the White Paper. The White Paper defines FFO as net income (computed in accordance with GAAP), excluding gains (or losses) from sales of property, plus depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures.

Given the nature of our business as a real estate owner and operator, we believe that FFO is helpful to investors as a starting point in measuring our operational performance because it excludes various items included in net income that do not relate to or are not indicative of our operating performance, such as gains (or losses) from sales of property and depreciation and amortization, which can make periodic and peer analyses of operating performance more difficult. FFO should not be considered as an alternative to net income (determined in accordance with GAAP) as an indicator of our financial performance, is not an alternative to cash flow from operating activities (determined in accordance with GAAP) as a measure of our liquidity, and is not indicative of funds available to satisfy our cash needs, including our ability to make distributions. Our computation of FFO may not be comparable to FFO reported by other REITs that do not define the term in accordance with the current NAREIT definition or that interpret the current NAREIT definitions differently than we do.

The following table reconciles our net income to FFO for the three and six months ended June 30, 2007 and 2006 (unaudited):

|  | Three Months Ended June 30, |              | Six Months Ended June 30, |               |
|--|-----------------------------|--------------|---------------------------|---------------|
|  | 2007                        | 2006         | 2007                      | 2006          |
| Net income   | \$ 2,766,127                | \$ 1,540,371 | \$ 4,404,177              | \$ 3,312,918  |
| Loss on sale of asset, net of tax  |                             | 458,405      |                           | 458,405       |
| Add Limited Partners' interests in income  | 788,442                     | 454,117      | 1,264,005                 | 989,574       |
| Add depreciation and amortization of consolidated entities, net of minority interest | 8,011,344                   | 7,750,309    | 16,647,218                | 15,179,002    |
| Add depreciation and amortization of unconsolidated entities                         | 100,762                     | 99,651       | 201,964                   | 201,670       |
|  |                             |              |                           |               |
| Funds From Operations of the Kite Portfolio <sup>1</sup>                             | 11,666,675                  | 10,302,853   | 22,517,364                | 20,141,569    |
| Deduct Limited Partners' interests in Funds From Operations                          | (2,590,819)                 | (2,351,423)  | (5,021,372)               | (4,623,375)   |
|  |                             |              |                           |               |
| Funds From Operations allocable to the Company <sup>1</sup>                          | \$ 9,075,856                | \$ 7,951,430 | \$ 17,495,992             | \$ 15,518,194 |

<sup>1</sup> Funds From Operations of the Kite Portfolio measures 100% of the operating performance of the Operating Partnership's real estate properties and construction and service subsidiaries in which the Company owns an interest. Funds From Operations allocable to the Company reflects a reduction for the Limited Partners' diluted weighted average interest in the Operating Partnership.

### Off-Balance Sheet Arrangements

We do not currently have any off-balance sheet arrangements, other than operating leases, certain unconsolidated joint venture arrangements (including our joint venture with Prudential Real Estate Investors with respect to our Parkside Town Commons development), and letters of credit, that have, or are reasonably likely to have, a material current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.



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Joint venture debt is the liability of the joint venture and has limited recourse to us. As of June 30, 2007, our share of unconsolidated joint venture indebtedness was \$25.2 million.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Our future income, cash flows and fair values relevant to financial instruments depend upon prevailing interest rates. Market risk refers to the risk of loss from adverse changes in interest rates of debt instruments of similar maturities and terms.

#### *Market Risk Related to Fixed Rate Debt*

We had approximately \$608.2 million of outstanding consolidated indebtedness as of June 30, 2007 (inclusive of net premiums on acquired debt of \$2.1 million). In February 2007, we entered into an additional \$25 million interest rate swap to hedge variable cash flows associated with our unsecured facility which matures on February 18, 2011. The Company also had two remaining interest rate swaps outstanding totaling \$50 million that were entered into during 2005 to hedge variable cash flows associated with existing variable rate debt, which both matured on August 1, 2007. Including the effects of these swaps, our fixed and variable rate debt would have been approximately \$417.9 million (69%) and \$188.2 million (31%), respectively, of our total consolidated indebtedness at June 30, 2007. Reflecting our share of unconsolidated debt, our fixed and variable rate debt is 68% and 32%, respectively, of total consolidated and our share of unconsolidated indebtedness at June 30, 2007.

On August 1, 2007, in conjunction with the two interest rate swaps that matured, an additional portion of the unsecured facility was hedged by an interest rate swap with a notional amount of \$50 million and a fixed rate of 6.32% maturing February 20, 2011.

Based on the amount of our fixed rate debt, a 100 basis point increase in market interest rates would result in a decrease in its fair value of approximately \$18.5 million. A 100 basis point decrease in market interest rates would result in an increase in the fair value of our fixed rate debt of approximately \$20.0 million. A 100 basis point increase or decrease in interest rates on our variable rate debt as of June 30, 2007 would increase or decrease our annual cash flow by approximately \$1.9 million.

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

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

An evaluation was performed under the supervision and with the participation of the Company's management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of its disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that these disclosure controls and procedures were effective.

#### *Changes in Internal Control Over Financial Reporting*

There has been no change in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) identified in connection with the evaluation required by Rule 13a-15(b) under the Securities Exchange Act of 1934 of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) as of June 30, 2007 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Part II. Other Information**

**Item 1. Legal Proceedings**

The Company is party to various actions representing routine litigation and administrative proceedings arising out of the ordinary course of business. None of these actions are expected to have a material adverse effect on our consolidated financial condition, results of operations or cash flows taken as a whole.

**Item 1A. Risk Factors**

The discussion of our financial condition and results of operations should be read together with the risk factors contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2006, which describe various risks and uncertainties to which we are or may become subject. These risks and uncertainties may have a material adverse effect on our business, financial condition, operating results and cash flows.

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

Not Applicable

**Item 3. Defaults Upon Senior Securities**

Not Applicable

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

The 2007 annual meeting of shareholders for Kite Realty Group Trust took place on May 7, 2007. At the meeting, shareholders elected seven trustees to serve one-year terms expiring at the 2008 annual meeting of shareholders. Each of the nominees as listed in the Company's proxy statement was elected. The number of shares voted for or withheld as to each nominee was as follows:

| Nominee               | For        | Withheld |
|-----------------------|------------|----------|
| Alvin E. Kite, Jr.    | 27,172,896 | 92,229   |
| John A. Kite          | 27,214,866 | 50,259   |
| William E. Bindley    | 27,204,457 | 60,668   |
| Dr. Richard A. Cosier | 27,214,918 | 50,207   |
| Eugene Golub          | 27,205,357 | 59,768   |
| Gerald L. Moss        | 27,214,418 | 50,707   |
| Michael L. Smith      | 27,112,932 | 152,193  |

At the annual meeting, the shareholders also voted to ratify the appointment of Ernst & Young, LLP to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2007. The number of shares voted for, against and abstaining on this proposal was as follows:

|   | For        | Against | Abstain |
|---|------------|---------|---------|
| Ratification of Ernst & Young, LLP as the Company's independent registered public accounting firm | 27,254,170 | 10,404  | 550     |

### Item 5. Other Information

Not Applicable



**Item 6. Exhibits**

| Exhibit No. | Description  | Location       |
|-------------|--|----------------|
| 31.1        | Certification of principal executive officer required by Rule 13a-14(a)/15d-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | Filed herewith |
| 31.2        | Certification of principal financial officer required by Rule 13a-14(a)/15d-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | Filed herewith |
| 32.1        | Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  | Filed herewith |

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.

KITE REALTY GROUP TRUST

By: /s/ John A. Kite

August 9, 2007  
(Date)

\_\_\_\_\_  
John A. Kite  
Chief Executive Officer and President  
(Principal Executive Officer)

By: /s/ Daniel R. Sink

August 9, 2007  
(Date)

\_\_\_\_\_  
Daniel R. Sink  
Chief Financial Officer  
(Principal Financial Officer and  
Principal Accounting Officer)